



Notice of Meeting and  
Management Information Circular

for the

ANNUAL GENERAL MEETING

of

BRONCO RESOURCES CORP.

**Meeting date: Wednesday, May 6, 2026**

**Time: 10:00am (Pacific Time)**

At #202 – 3310 Carrington Road  
West Kelowna, British Columbia



## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the 2025 and 2024 Annual General Meeting (the “**Meeting**”) of shareholders of **Bronco Resources Corp.** (the “**Company**”) will be held on **Wednesday, May 6, 2026 at 10:00am** (Pacific Time) at **202 – 3310 Carrington Road, West Kelowna, British Columbia** for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended July 31, 2025, and July 31, 2024, together with the auditors’ report;
2. To fix the number of Directors of the Company at five;
3. To elect Directors of the Company for the ensuing year;
4. To appoint SMYTHE LLP, as auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Amended 10% Rolling Stock Option Plan; and
6. To transact such other business that may properly come before the Meeting or any adjournment thereof.

The Information Circular also provides additional information relating to the matters to be dealt with and voted upon at the Meeting and is deemed to form part of this Notice of Meeting. Please see the section heading “*Particulars of Matters to be Acted Upon*” in the Information Circular for full particulars.

**ALLSHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE CIRCULAR ACCOMPANYING THIS NOTICE OF MEETING.**

All registered shareholders as at **March 30, 2026**, (the “**Record Date**”) are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc., **320 Bay St 14<sup>th</sup> Fl Toronto, Ontario, M5H 4A6 (according to the instructions on the proxy)**, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Monday, May 4, 2026.** unless the chairman of the Meeting elects to exercise his or discretion to accept proxies received subsequently. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders as at the Record Date who receive this notice and accompanying information circular from their broker or other intermediary should complete and return the proxy or voting instruction form (in accordance with the instructions provided with it. Completed voting instruction forms must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Monday, May 4, 2026.** unless the chairman of the Meeting elects to exercise his or discretion to accept proxies received subsequently.



Failure to do so may result in the shares of the non-registered Shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy and voting instruction form accompany this Notice of Meeting.

DATED at Kelowna, British Columbia, this 2nd day of April, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

***“Devindranath Rishy-Maharaj”***

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**Devindranath Rishy-Maharaj  
President and CEO**



## **MANAGEMENT INFORMATION CIRCULAR**

(as at and dated April 2, 2026, unless indicated otherwise)

Bronco Resources Corp. (the “Company”) is providing this information circular (the “**Information Circular**” or “**Circular**”) and the accompanying form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting of shareholders the Company (each a “**Shareholder**”) to be held at **202 – 3310 Carrington Road, West Kelowna British Columbia** on **Wednesday, May 6, 2026** at **10:00 a.m.** (Pacific Time) and at any adjournments thereof (the “**Meeting**”).

**ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THIS CIRCULAR.**

The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact with shareholders for this purpose. The Company will pay the cost of solicitation. In this information circular, references to “\$” are to Canadian dollars unless otherwise indicated.

### **APPOINTMENT AND REGISTRATION OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the “**Management Designees**”).

**A Shareholder has the right to appoint a person other than a Management Designee, to represent the Shareholder at the Meeting by striking out the names of the Management Designees and inserting the desired person’s name in the blank space provided in the enclosed form of proxy or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

### **VOTING BY PROXY**

**Only registered Shareholders as of the Record Date or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Designees as proxyholder, the Management Designee will vote in favor of the matters specified in the Notice of Meeting and in favor of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.



If a registered Shareholder who has a proxy attends the virtual Meeting and accepts the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot during the Meeting will be counted and the previously submitted proxy will be disregarded. If registered Shareholders DO NOT wish to revoke all previously submitted proxies, they should not accept the terms and conditions, in which case such registered Shareholders can only enter the Meeting as a guest.

### COMPLETION AND RETURN OF PROXY

Completed proxies must be sent by mail or fax to the Company's registrar and transfer agent, Computershare Investor Services Inc., at its offices at **320 Bay St 14<sup>th</sup> Floor Toronto, Ontario, M5H 4A6** or by fax or at **1-866-249-7775 in Canada and the United States, and 001-416-263-9524 outside of Canada and the United States (according to the instructions on the form of proxy)**, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. **You may also vote on the Internet or by telephone.**

**In all cases, all proxies must be received, and all proxyholders must be registered before 10:00 a.m. (Vancouver Time) on Monday, May 4, 2026, or in the case of adjournment or postponement of the Meeting, not less than 48 hours** excluding Saturdays, Sundays and holidays, prior to the time of the Meeting.

### NON-REGISTERED HOLDERS

**Only Shareholders whose names appear on the records of the Company as the registered holders of Shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most Shareholders of the Company are "non-registered" Shareholders because the Shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the Shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your Shares through a broker, you are likely an non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order to ensure that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**").



In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has elected to send the Meeting materials indirectly to NOBOs through Broadridge.

If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting materials unless their Nominee assumes the costs of delivery.

The Company is not sending the Meeting materials to Shareholders using “notice-and-access”, as defined under NI 54-101.

#### **REVOCABILITY OF PROXY**

In addition to revocation in any other manner permitted by law, a Shareholder, his attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting or to Computershare Investor Services Inc. at its offices at 320 Bay St 14<sup>th</sup> Fl Toronto, Ontario, M5H 4A6 or by fax at 1-866-249-7775 in Canada and the United States, and 001-416-263-9524 outside of Canada and the United States

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

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors described herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company has an authorized capital of an unlimited number of common shares without par value. As at the date of this Circular, **35,971,817** common shares without par value were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. The Company has no other class of voting securities. The record date has been fixed in advance by the directors of the Company **March 30, 2026**, for the purpose of determining those shareholders entitled to receive notice of, and to vote at the Meeting.

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



## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### Number and Election of Directors

The Board presently consists of three directors. Management is nominating three individuals to stand for election as directors at the Meeting. It is proposed that the number of directors to be elected at the Meeting for the ensuing year be fixed at five.

The term of office of each of the present directors expires at the Meeting. Management of the Company proposes to nominate the persons named below for election as directors of the Company at the Meeting. In accordance with the Articles of the Company, each director elected will hold office until the next annual general meeting of the members of the Company or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such director becomes disqualified to act as a director pursuant to the British Columbia *Business Corporations Act* (“BCBCA”).

**Except where authority to vote on the Election of Directors is withheld, unless otherwise indicated, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.**

The following table and notes thereto sets forth the name of each person proposed to be nominated by management for election as a director, the municipality in which he is ordinarily resident, all offices of the Company now held by him, the period of time for which he has been a director of the Company, and the number of Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof:

Name and Address of Nominee and Present Position with Company	Principal Occupation During the Last Five Years	Director Since	Number of Approximate Voting Securities <sup>1</sup>
<b>Devindranath Rishy-Maharaj</b> British Columbia, Canada President and Chief Executive Officer, Director	President and CEO of the Bronco Resources Corp. (February 2, 2026, to present)	February 2, 2026	700,000
<b>William F. Lindqvist</b> <sup>2</sup> California, USA Director	Director and/or Technical Advisor to several listed, public and private exploration companies	April 9, 2014	179,513
<b>Ronald L. Parratt</b> <sup>2</sup> British Columbia, Canada Director	Former Director and Executive Chairman of Renaissance Gold Inc.	January 21, 2022	Nil
<b>Lawrence J. Nagy</b> <sup>2</sup> British Columbia, Canada Director	Former President, CEO of Bronco Resources Corp, (2014 – 2024) Director and/or Technical Advisor to several listed, public and private exploration companies	October 24, 2013	364,951
<b>Corbin Stewart</b> British Columbia, Canada Director	Former President and CEO of the Bronco Resources Corp. (May 13, 2024 to February 2, 2026) Project Manager Ridgeline Exploration (a private exploration services company acquired by ALS and then Goldspot) 2018 – 2023, ALS/Goldspot 2023 - 2024	May 13, 2024	666,985



- 1 Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.
- 2 Denotes member of the audit committee.

**Management is not presently aware that any of the nominees will be unwilling to serve as a director if elected but in the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herewith, the enclosed form of proxy confers discretionary authority upon the persons named therein to vote for the election of any other eligible person designated by the Board, unless instructions have been given to refrain from voting with respect to the election of directors.**

**Corporate Cease Trade Orders, Bankruptcies, Penalties, Sanctions or Individual Bankruptcies**

To the knowledge of the Company, no proposed director:

- a) is at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (i) was subject, to a cease trade or similar order or an order that denied the relevant company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order"); when such Order was issued while the person was acting in the capacity of a director, chief executive office or chief financial officer of the relevant company; or
  - (ii) was subject to an Order for that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive office or chief financial officer of the relevant company; or
- b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including Bronco) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within the 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 the proposed director; or
- d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The board of directors has not appointed an executive committee.



As Bronco is a reporting company, the Company's directors are required to elect an audit committee from their number. **William Lindqvist, Ronald L. Parratt and Lawrence Nagy** are the three directors to be elected by the board of directors of the Company to the audit committee for the ensuing year all of whom are considered independent.

### **Appointment of Auditor**

The persons named in the enclosed instrument of proxy intend to vote for the appointment of Smythe LLP, Chartered Accountants ("**Smythe**"), as the Company's auditor until the next annual general meeting of shareholders at remuneration to be fixed by the Board.

Management recommends that the shareholders of the Company approve the appointment of Smythe, as auditor for the Company.

**Unless instructions are given to abstain from voting with regard to the appointment of the Auditors, it is the intention of management nominees to vote FOR the appointment of Smythe as auditors of the Company.**

### **Ratification and Approval of Amended Stock Option Plan**

The Company has a rolling up to 10% stock option plan (the "**Stock Option Plan**"), which makes a total of 10% (the "**SOP Limit**") of the issued and outstanding shares of the Company available for issuance thereunder. The Company's Stock Option Plan was most recently approved by the shareholders at the last annual general meeting held on June 28, 2024. The Plan was subsequently amended to update certain definitions to be consistent with the TSX Venture Exchange (the "**TSXV**") policy 4.4 (the "**Policy**") as well the Company has further amended the Stock Option Plan (collectively the "**Amendments**") to provide the option for "cashless" and "net exercise" provisions as defined in the Policy. The Stock Option Plan and Amendments collectively referred to as the "**Amended Option Plan**" hereinafter.

In accordance with the Policy all "rolling up to 10%" stock option plans, such as the Company's requires the approval of the shareholders of the Company and TSXV on an annual basis. The purpose of the Amended Option Plan is to allow the Company to grant options to directors, officers, employees and consultants as additional compensation and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the Shareholders.

Under the Amended Option Plan, options will be exercisable over periods of up to 10 years as determined by the Board and are required to have an exercise price no less than the closing market price of the Shares on the trading day immediately preceding the day on which the Company announces the grant of options (or, if the grant is not announced, the date specified in an Option Agreement as the date on which the option is granted), less the applicable discount, if any, permitted by the policies of the TSXV and approved by the Board. The exercise price will be subject, notwithstanding the application of any applicable discount, to a minimum of \$0.05. Pursuant to the Amended Option Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The maximum number of Shares which may be issued pursuant to the Amended Option Plan including all other security-based compensation plans of the Company will be 10% of the issued and outstanding Shares at the time of the grant. In addition, the number of Shares which may be reserved for issuance to insiders as a group at anytime may not exceed 10%, or to any one individual may not exceed 5% of the issued Shares (without the requisite approval of disinterested shareholders) on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Amended Option Plan permits the Board to specify a vesting schedule in its discretion, subject to the TSXV's minimum vesting requirements, if any. Unless otherwise specified by the Board at the time of granting an option, and subject to the other limits on option grants set out in the Amended Option Plan, all options granted under the Amended Option Plan shall vest



and become exercisable in full upon grant, except options granted to consultants performing investor relations activities, which options must vest in stages over twelve months with no more than one-quarter of the options vesting in any three month period. Investor relations service providers are not entitled to any security-based compensation other than options.

The Amended Option Plan provides that if an acceleration event (as defined in the Amended Option Plan) occurs, including but not limited to an acquisition of beneficial ownership of more than 50% of the votes attached to the outstanding voting securities of the Company, by means of a take-over bid or otherwise, a statutory amalgamation, arrangement, etc., the Board must provide notice to all optionees of such acceleration event and in which case, the Board may, by resolution, notwithstanding any vesting schedule applicable to any option, permit outstanding options to become immediately exercisable during the period specified in the notice with the exception of options granted to investor relations service providers without the prior written approval of the TSXV. The Board subject to TSXV approval if required, may also accelerate the expiry date of outstanding options in connection with a take-over bid.

The Amended Option Plan contains adjustment provisions with respect to outstanding options in cases of share reorganizations, special distributions and other corporation reorganizations including an arrangement or other transaction under which the business or assets of the Company become, collectively, the business and assets of two or more companies with the same Shareholder group upon the distribution to the Shareholders, or the exchange with the Shareholders, of securities of the Company or securities of another company, such adjustments shall be subject to TSXV approval.

The Amended Option Plan provides that on the death or disability of an option holder, all vested options will expire at the earlier of 365 days after the date of death or disability and the expiry date of such options. Where an optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an optionee retires or voluntarily resigns or is otherwise terminated by the Company other than for cause, then all vested options held by such optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days after the optionee ceases its office, employment or engagement with the Company, provided that such expiry date shall not be more than 12 months from the date of termination.

The Amended Option Plan includes the provision for the payment of the exercise price by way of a “cashless exercise” or “net exercise” by delivering to the registered office of the Company a completed notice of exercise together with payment in the form of:

- (a) cash or certified cheque; or
- (b) whereby the Company has an arrangement with a brokerage firm pursuant to which the broker will loan the optionee to purchase the underlying Shares (the “**Cashless Exercise**”) and the broker will then sell the number of Shares to cover the exercise price to repay the loan made to the optionee. The brokerage firm receives an equivalent number of Shares from the exercise of the option and the optionee receives the balance of the Shares or cash proceeds from the balance of such Shares; or
- (c) whereby options excluding options held by investor services providers are exercised without the optionee making any cash payment to the Company (“**Net Exercise**”) and the optionee receives only the number of Shares that are equal to the quotient calculated by dividing:
  - (i) the number of options being exercised multiplied by the difference between the VWAP (as defined in the policies of the TSXV) of the underlying Common Shares and the exercise price of the options by;
  - (ii) the VWAP of the underlying Shares.



Example:

$$\frac{\# \text{ Shares} \times (\text{VWAP} - \text{Exercise Price})}{\text{VWAP}} = \# \text{ Shares}$$

In the event of a Cashless Exercise or Net Exercise, the number of options exercised, surrendered or converted, and not the number of Shares actually issued by the Company, must be included in calculating the limits of the Amended Option Plan and all other security-based compensation plans.

All outstanding options of the Company are governed by the Amended Option Plan, including those issued prior to the implementation of the Amended Option Plan; however, any vesting schedule imposed by the Company's previous stock option plan or stock option agreements in respect of any options issued prior to the implementation of the Amended Option Plan will remain in full force and effect. In accordance with good corporate governance practices and as recommended by National Policy 51-201 – *Disclosure Standards*, the Company will impose black-out periods restricting the exercising of options and trading of its securities by directors, officers, employees and consultants during periods surrounding the release of annual and interim financial statements and at other times when deemed necessary by management and the Board. In order to ensure that holders of outstanding options are not prejudiced by the imposition of such black-out periods, the Amended Option Plan contains a provision to the effect that any outstanding options with an expiry date occurring during a management imposed black-out period thereafter will be automatically extended to a date that is no longer than 10 business days following the end of the black-out period.

The full text of the Amended Option Plan is attached hereto as Schedule "A".

Under the Policy, all such rolling stock option plans which set the number of Shares issuable under the plan at a maximum of 10% of the issued and outstanding Shares must be approved and ratified by Shareholders on an annual basis. Therefore, at the Meeting Shareholders will be asked to pass an ordinary resolution in the following form:

"UPON MOTION IT WAS RESOLVED that:

- (i) subject to regulatory approval, the Amended Option Plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares of the Company at the time of grant be and the same is hereby approved and adopted;
- (ii) the Board be authorized on behalf of the Company to make amendments to the Amendment Option Plan as may be required by regulatory authorities, such as (i) amendments to fix typographical errors; and (ii) amendments to clarify existing provisions of Amended Option Plan that do not have the effect of altering the scope, nature and intent of such provisions; and
- (i) any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

The Board of the Company believes the passing of the foregoing resolution is in the best interests of the Company and recommends that Shareholders vote in favour of the resolution.



Unless otherwise instructed, the person named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the approval of the Amended Stock Option Plan. The directors of the Company recommend that shareholders vote in favour of the approval of the Amended Stock Option Plan. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast on the resolution.

### OTHER BUSINESS

While management of the Company is not aware of any business other than that mentioned in the Notice of Meeting to be brought before the Meeting for action by the shareholders, **it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournment thereof, in accordance with the discretion of the persons authorized to act thereunder.**

### GENERAL STATEMENT OF EXECUTIVE COMPENSATION – Venture Issuers

For the purpose of this Statement of Executive Compensation:

“**Company**” means Bronco Resources Corp.;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

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

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

During the financial years ended July 31, 2025, and July 31, 2024, the Company had three Named Executive Officers (“**NEO**”) being:

- a) Corbin Stewart, *former* President and CEO of the Company;
- b) Lawrence Nagy, *former* President and CEO of the Company; and
- c) Terese Gieselman, CFO and Secretary of the Company.

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.



All currency references herein are expressed in Canadian Dollars unless otherwise specified.

### **Director and NEO Compensation**

Director and NEO compensation, excluding options and compensation securities.

The following table sets forth all compensation for the two most recently completed financial years being July 31, 2025 and July 31, 2024 paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiary, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

<b>Table of Compensation Excluding Compensation Securities</b>							
Name and Principal Position	Year Jul 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Corbin Stewart <sup>4</sup> President and CEO Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Terese Gieselman <sup>2</sup> CFO & Secretary	2025	24,425	Nil	Nil	Nil	17,079 <sup>3</sup>	41,504
	2024	25,303	Nil	Nil	Nil	11,086 <sup>3</sup>	36,389
Lawrence Nagy <sup>1</sup> Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	50,000	Nil	Nil	Nil	Nil	50,000
William Lindqvist Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Ronald L. Parratt Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil

#### **NOTES:**

- 1 Consulting fees were paid and/or accrued to 43983 Yukon Inc., a company controlled by Lawrence Nagy, the Company's former CEO (See *External Management Companies*) Mr. Nagy resigned as President and CEO on May 10, 2024 and Mr. Stewart was appointed in his stead;
- 2 Consulting fees were paid and/or accrued to Minco Corporate Management, a company controlled by Terese Gieselman, the Company's CFO (See *External Management Companies*);
- 3 Other compensation includes fees for administration, accounting and employment services provided to the Company by Minco personnel (See *External Management Companies*);
- 4 Corbin Stewart was appointed President, CEO and director on May 10, 2024. Mr. Stewart resigned as President and CEO on February 2, 2026 and Mr. Rishy-Maharaj was appointed in his stead (See "*Particular Matters to be Acted On – Election of Directors*").



### External Management Companies

The Company retained the services of Lawrence Nagy as the former President and CEO through his management company, 43983 Yukon Inc. (“**43983**”), at a rate of \$5,000 per month until his resignation effective May 10, 2024. 43983 is a private company controlled by Lawrence Nagy.

The Company retained the services of Terese Gieselman a CFO and Corporate Secretary through her management company, Minco Corporate Management Inc. (“**Minco**”) at a rate of \$100 per hour. Minco is a private company wholly-owned by Terese Gieselman.

Additionally Minco also provides corporate, administration, and accounting personnel at a rates of \$50 - \$65 per hour such amounts are included in Other Compensation.

### Compensation Securities Table

During the year ended July 31, 2025, the following securities were issued. There were no securities issued during the year ended July 31, 2024.

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class*	Date of Issue or Grant	Issue, conversion or exercise price	Closing price of security or underlying security on the date of grant	Closing price of security or underlying security at year end	Expiry date
Corbin Stewart President, CEO & Director	Stock Options	225,000 (15.25%) 225,000 Underlying Shares (0.76%)	Nov 24/24	\$0.09	\$0.09	\$0.03	Nov 26/29
Terese Gieselman <sup>2</sup> CFO/Secretary	Stock Options	100,000 (6.78%) 100,000 Underlying Shares (0.34%)	Nov 24/24	\$0.09	\$0.09	\$0.03	Nov 26/29
Lawrence Nagy <sup>1</sup> President, CEO & Director	Stock Options	50,000 (3.39%) 50,000 Underlying Shares (0.17%)	Nov 24/24	\$0.09	\$0.09	\$0.03	Nov 26/29
William Lindqvist <sup>3</sup> Director	Stock Options	50,000 (3.39%) 50,000 Underlying Shares (0.17%)	Nov 24/24	\$0.09	\$0.09	\$0.03	Nov 26/29
Ronald L. Parratt <sup>4</sup>	Stock Options	50,000 (3.39%) 50,000 Underlying Shares (0.17%)	Nov 24/24	\$0.09	\$0.09	\$0.03	Nov 26/29

\*Percentages based on 1,475,000 options outstanding and 29,535,452 shares outstanding as at July 31, 2025.



As at July 31, 2025 NEO's and Directors held the following options:

1. Mr. Nagy held: an aggregate 175,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 125,000 are exercisable at \$0.32 per share until July 15, 2026 and 50,000 are exercisable at \$0.09 per share until November 29, 2029.
2. Ms. Gieselman held through Minco: an aggregate 187,500 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 87,500 are exercisable at \$0.32 per share until July 15, 2026 and 100,000 are exercisable at \$0.09 per share until November 29, 2029.
3. Mr. Lindqvist held: an aggregate of 125,000 options each of which are exercisable into one common shares of the Company and all of which are fully vested. Of these 50,000 are exercisable at \$0.32 per share until July 15, 2026, 25,000 are exercisable \$0.32 per share until January 21, 2027 and 50,000 are exercisable at \$0.09 per share until November 29, 2029.
4. Mr. Parratt held: an aggregate of 100,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 50,000 are exercisable at \$0.32 per share until January 21, 2027 and 50,000 are exercisable at \$0.09 per share until November 29, 2026.
5. Mr. Stewart held 225,000 options each of which are exercisable into one common share of the Company and all of which are fully vested and exercisable at \$0.09 per share until November 29, 2029.

See *Securities Authorized For Issuance Under Equity Compensation Plans* for additional information.

#### **Exercise of Compensation Securities by Directors and NEO's**

During the most recently completed year end July 31, 2025 and July 31, 2024 no shares were issued pursuant to the exercise of compensation securities by directors or NEO's.

#### **Stock Option Plan**

The Company's Stock Option Plan provides that the maximum number of options eligible for issuance under the Plan is equal to 10% of the number of common shares of the Company outstanding from time to time. As required by the policies of the Exchange, as this plan is considered a "rolling plan" it requires approval by the shareholders of the Company on an annual basis, which will be sought at the Meeting. Refer to *"Particulars of Other Matters to be Acted Upon – Approval of Amended Stock Option Plan"* for further details.

#### **Employment, consulting and management agreements**

Other than set out herein, the Company did not have any formal employment, management or consulting agreements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO. See *Termination and Change of Control* for further details.

#### **Termination and Change of Control Benefits**

The Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company. The Company is not party to any compensation plan or arrangement with a NEO resulting from the resignation, retirement or termination of employment of any such person.



There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company.

#### *Compensation Review Process*

The Company does not have a formal compensation program. The Company's officers in most cases are compensated based on a daily or fixed monthly, amounts and are paid indirectly through professional management and consulting companies in which they are owners, contractors or employees. In establishing fees or salaries for the Company's CEO, other executive officers and directors, consideration is given to salary ranges for comparable positions in similar size resource industry companies. Data for such comparisons is obtained from the evaluation of compensation against industry peers including those with a similar market capitalization, in the business of exploring similar minerals in similar jurisdictions, and from reviewing similar other companies' compensation information included in their information circulars. In setting salaries within competitive ranges, the Company considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility, and the potential for future contributions to the Company.

In keeping with the relatively simple compensation structure adopted by most venture issuers, the Company's executive compensation for its executive officers has two primary components, cash compensation and incentive stock options.

#### *Compensation Risk Assessment and Mitigation*

Although the Company does not have formal policies specifically targeting risk-taking in a compensation context, the practice of management and the Board is to consider all factors relating to an executive officer's performance, including any risk mitigation efforts or excessive risk-taking, in determining compensation.

Under the Company's policies, executive officers and directors are not permitted to purchase financial instruments (including prepaid variable contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the executive officer or director.

#### *Elements of Executive Compensation Program*

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Plan.

#### *Base Salary or Consulting Fees*

Base salary ranges for NEOs were initially determined upon review of salaries paid by other companies that are comparable in size to the Company.



In determining the base salary of a NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Company;
- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Company; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

#### *Bonus Payments*

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant acquisitions of mineral properties and the attainment of corporate milestones). The Company did not award any bonuses during its financial years ended July 31, 2025 or July 31, 2024.

#### *Equity Participation*

The Company currently offers equity participation in the Company through the Stock Option Plan.

#### *Executive Compensation*

Except for the grant of Options to the NEOs and any compensation payable pursuant consulting fees incurred for the performance of duties by the CEO the CFO there are no additional arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

#### *Director Compensation*

The Company does not currently pay compensation to non-management directors, nor are they paid for attendance at board meetings. The directors are reimbursed for expenses occurred in carrying out their duties as directors and are granted Options from time to time.

The Stock Option Plan allows the Company to grant Options to its directors, officers, employees and consultants. The purpose of granting such Options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the Shareholders.

### **MANAGEMENT CONTRACTS**

No management functions of the Company are performed to any substantial degree by a person other than the Board or NEO's of the Company.



## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth as at the year ended July 31, 2025, the number of securities authorized for issuance under the Company's Plan which was approved by the shareholders of the Company at the last annual general meeting on June 28, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,475,000	\$0.18	1,122,182
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>1,475,000<sup>1</sup></b>	<b>\$0.18</b>	<b>1,122,182</b>

### **NOTES:**

1. Issued pursuant to the Stock Option Plan
2. Based on 10% of the issued and outstanding shares of 29,535,452 as at the date of this Circular (less 1,000,000 options exercised to date under the Stock Option Plan).

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at the date hereof, no director or executive officer of the Company, no proposed nominee for election as a director of the Company, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Company or any of its subsidiaries, and no former executive officer, director or employee of the Company or any of its subsidiaries, is indebted to the Company or any of its subsidiaries (other than for "routine indebtedness" as defined under applicable securities legislation) or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein or as previously disclosed in an information circular of the Company, no informed person (i.e. insider) of the Company, no proposed director of the Company, and no associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since July 31, 2024 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

## **INFORMATION ON CORPORATE GOVERNANCE**

The following information of the Company's Corporate Governance Policy is given in accordance with Form 58-101F2 of National Instrument 58-101.



**Board of Directors**

The Board is currently composed of five directors, and it is proposed that five directors will be nominated at the Meeting.

Form 58-101F2 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 58-101, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. “Material relationship” is defined as a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Of the proposed nominees, two (2) nominees, Devindranath Rishy-Maharaj and Corbin Steward are considered “not independent” as Mr. Rishy-Maharaj is the current President and CEO and is considered an “inside” or management director and Mr. Stewart is the recently former President and CEO. Each of the remaining three proposed directors are considered by the Board to be “independent”, within the meaning of NI 58-101. The independent board determines executive compensation from time to time.

**Directorships**

The following table sets forth the directors of the Company who currently hold directorships on other reporting issuers:

Name of Director	Other Issuer
Lawrence Nagy	Golden Ridge Resources Ltd.
William Lindqvist	Golden Ridge Resources Ltd.
Ronald L. Parratt	Relevant Gold Corp.

**Orientation and Continuing Education**

The Board does not have a formal orientation and education program for new directors. Upon joining the Board, each director is provided with an orientation program regarding the role of the Board, its committees and its directors, and the nature and operation of the Company’s current and past business. They are also provided with a copy of the audit committee charter.

The Board encourages directors to participate in continuing education opportunities in order to ensure that the directors may maintain or enhance their skills and abilities as directors and maintain a current and thorough understanding of the Company’s business.

**Ethical Business Conduct**

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company’s size and business operations.

To facilitate meeting this responsibility, the Board seeks to foster maintaining a culture of ethical business conduct and social responsibility as critically important. Management consistently strives to instill the Company’s principles into the practices and actions of the Company’s management and employees.



In that regard, the Board adopted a written **Code of Business Conduct** (the “Code”) for its directors, officers, employees and consultants. A copy of the Code can be found on the Company website at [www.broncoresources.com](http://www.broncoresources.com) and has been posted on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca);

### **Nomination of Directors**

The Board has not established a nominating committee. In circumstances where the Company needs to nominate new directors, current directors put forward candidates to the Board for consideration and potential nomination as a director.

### **Compensation**

The Company has not yet established a compensation committee and to date, decisions regarding compensation for the directors and the executive officers have been made by the independent board members.

### **Other Board Committees**

The Company has no committees other than the audit committee. The Company is small and until now the duties of the recommended committees have been performed by the plenary Board. Going forward, upon the expansion in the size of the Board, the Board will review its corporate governance practices and consider, among other matters, whether it would be desirable to establish additional committees of the Board.

### **Assessments**

The Board has not yet established a formal performance review process for assessing the effectiveness of the Board, the audit committee or the individual directors. It is expected that the contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the reasons for which the individual was nominated for appointment to the Board. The Company will continue to develop its approach to corporate governance in light of its own circumstances and what are recognized as best practices in this area.

## **DISCLOSURE BY VENTURE ISSUERS**

NI 52-110F2 requires the Company as a ‘venture issuer’ to disclose annually in its information circular the following information concerning the audit committee and its relationship with its independent auditors.

### **Audit Committee Charter**

The audit committee is governed by its charter, which is set out in the attached Schedule “B” of this Circular.

### **Composition of the Audit Committee**

In accordance with section 6.1.1(3) of NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the audit committee are not executive officers, employees or control persons of the Company.

All members of the audit committee are financially literate as required by section 1.6 of NI 52-110.

Each of the members of the audit committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company’s auditors, where required. Each of the members of the audit committee also has direct experience in understanding accounting



principles for private and reporting companies and experience in preparing, auditing analyzing or evaluating financial statements similar to those of the Company.

The education and experience of each member of the Audit Committee is as follows:

### **Relevant Education and Experience**

**Lawrence Nagy, B.A. Geology** has over 40 years of experience in the mineral resource industry. He obtained a B.A. degree in Geology from the University of Saskatchewan in 1966 before spending the next 16 years working for Cominco Ltd. on projects in western Canada and Australia and was a co-founder of Keewatin Engineering Ltd., a Vancouver-based geological consulting company responsible for managing exploration projects worldwide. Mr. Nagy provides broad international mineral exploration experience through his past management of a variety of successful junior resource companies, including Loki Gold Corp., Oliver Gold Corp. and Brett Resources Ltd and Golden Ridge Resources Ltd.

**William Lindqvist, Ph.D** served as Vice President of Exploration for Homestake Mining Company and the Executive General Manager of Exploration for Newcrest Mining Limited. Mr. Lindqvist has a Ph.D in Applied Geology from the Royal School of Mines in London. Additionally, Mr Lindqvist has served as director and a member of audit committees over the past several years for Canadian public companies and has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

**Mr. Parratt**, has over 40 years of exploration experience for precious metals including service with Santa Fe Pacific Gold Corp., Homestake Mining Company, AuEx Ventures Inc. and Renaissance Gold Inc. During his years of precious metals experience, Mr. Parratt had direct involvement in the discovery of several large gold deposits, including Rabbit Creek (now Twin Creeks (>10 million ounces), Lone Tree (5 million ounces), Trenton Canyon (1 million ounces), Gold Hill (2 million ounces) and Long Canyon (>3 million ounces) gold mines in the Great Basin of Nevada. Mr. Parratt is a graduate of Purdue University with degrees in geochemistry and economic geology. He is a Certified Professional Geologist with the American Institute of Professional Geologists, a Registered Geologist in California and a Professional Geologist in Wyoming. He is a Fellow of the Society of Economic Geologists and a past President of the American Exploration and Mining Association. Ron is a Distinguished Member of Society for Mining, Metallurgy and Exploration and President Elect of the society. He is also a member of the elite Casey Explorers' League. Through his involvement with these companies, Mr. Parratt has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

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

### **Pre-Approval Policies and Procedures**

As at the date of this Circular, the Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services.



### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees <sup>1</sup>	Audit Related Fees <sup>2</sup>	Tax Fees <sup>3</sup>	All Other Fees <sup>4</sup>
July 31, 2025	\$27,000	\$Nil	\$3,500	\$Nil
July 31, 2024	\$25,000	\$Nil	\$3,500	\$Nil

- 1 The Audit Fees are fees billed by the Company's external auditor for services provided in auditing the annual financial statements.
- 2 Audit Related Fees are fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.
- 3 Tax Fees are fees billed by the external auditor for tax compliance, tax advice and planning.
- 4 All Other Fees are fees billed by the external auditor for products and services not included in the categories described above.

### **Exemption for Venture Issuers**

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

### **OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at [www.sedarplus.ca](http://www.sedarplus.ca). Comparative financial information on the Company for the years ended July 31, 2025 and July 31, 2024, together with the auditors' report thereon and management discussion and analysis of the Company will be presented at the Meeting and which can also be accessed at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may request copies of the Company's financial statements and MD&A by contacting the Company at #202 – 3310 Carrington Road, West Kelowna, BC V4T 0G6.

### **BOARD APPROVAL**

The content and sending of this Circular has been approved by the Company's Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.



DATED at West Kelowna, British Columbia, this 2 day of April, 2026.

**BY THE ORDER OF THE BOARD OF DIRECTORS**

***“Devindranath Rishy-Maharaj”***

***Devindranath Rishy-Maharaj***  
**President and Chief Executive Officer**



**SCHEDULE "A"**  
**AMENDED STOCK OPTION PLAN**



## **SCHEDULE "B"**

### **BRONCO RESOURCES CORP. (the "Company")**

### **AUDIT COMMITTEE'S CHARTER (the "Charter")**

#### *Mandate*

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

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

#### *Composition*

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

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

#### *Meetings*

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

#### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:



### Documents/Reports Review

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

### External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the



Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

#### *Financial Reporting Processes*

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

#### *Other*

- (a) Review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements and to review any related-party transactions.
- (b) Perform such other functions consistent with this Charter, the Company's Articles and governing law, as the Committee deems necessary or appropriate. And
- (c) In absence of an appointed Compensation Committee and/or Corporate Governance committee the Committee shall act in lieu of in accordance with the policies, mandate or guidelines determined by the Board or consistent with industry standards.