



#1050 – 1090 West Georgia Street
Vancouver, BC V6E 3V7
Phone: (604) 899-0106

INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Grand Portage Resources Ltd. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at 2900 – 550 Burrard Street, Vancouver, British Columbia on Friday, May 22, 2026, at 10:00 a.m. (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“**Common Shares**”) pursuant to the requirements of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**National Instrument 54-101**”).

The Canadian securities regulators have adopted new rules under National Instrument 54-101, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials, including management information circulars, as well as annual financial statements, and related management’s discussion and analysis, on a website in addition to SEDAR+. Under notice-and-access, such meeting-related materials will be available for viewing for up to one (1) year from the date of posting, and a paper copy of the material can be requested at any time during this period. The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered Shareholders or beneficial owners of shares in connection with the Meeting.

The Company may reimburse Shareholders’ nominees or intermediaries (including brokers or their agents holding shares on behalf of clients) for the cost incurred in obtaining from their principals’ authorization to execute forms of proxy. The cost of any such solicitation will be borne by the Company. Unless otherwise stated, the information contained in this Information Circular is given as at April 20, 2026.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a registered Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the "**Management Designees**") have been selected by the directors of the Company.

A registered Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the registered Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company's registrar and transfer agent, Olympia Trust Company, by mail to Proxy Department, P.O. Box 128, STN, Calgary, AB, T2P 2H6, by fax to (403) 668-8307, by email to proxy@olympiustrust.com, or by internet at <https://css.olympiustrust.com/pxlogin> and entering the 12-digit control number shown on your proxy, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company, at Suite 1050 – 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each registered Shareholder and each proxyholder (representing a registered or unregistered Shareholder) having one vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the Management Designees, if named as**

proxyholder, will vote in favour of the matters set out therein.

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “**ordinary resolution**”), unless the motion requires a “**special resolution**” in which case a majority of 66 2/3% of the votes cast will be required.

BENEFICIAL HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered” or “beneficial” Shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the “**Beneficial Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, and this Information Circular (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders. These securityholder materials are being sent to both registered and non-registered owners of the securities.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder, but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company’s transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must

remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, or have another person to represent such Beneficial Holder at the Meeting, when completing and submitting such form, the Beneficial Holder should strike out the names of the Management Designees named in the form and insert the Beneficial Holder's name, or such other person's name, in the blank space provided. Your Intermediary is required under applicable securities laws to arrange to appoint you or such other person as proxyholder in respect of your shares without expense to you. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.** The Company does not intend to pay for Intermediaries to forward the Meeting Materials and any voting instructions form to Beneficial Shareholders who object to their name and details of their security holdings being made known to the Company ("OBOs"). OBOs will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share structure of the Company consists of an unlimited number of Common Shares without par value. As at April 10, 2026, the Company had 179,551,412 issued and outstanding Common Shares, each Common Share carrying the right to one vote.

The holders of Common Shares of record at the close of business on the record date, set by the directors of the Company as April 10, 2026, are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two (2) Shareholders, or one or more proxyholder representing two Shareholders, or one Shareholder and a proxyholder representing another Shareholder.

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

Those Shareholders so desiring may be represented by proxy at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

I. Financial Statements

The audited financial statements of the Company for the financial year ended October 31, 2025 (the “**Financial Statements**”), together with the Auditors’ Report thereon, will be presented to the Shareholders at the Meeting. Shareholders should note that in accordance with the rules of National Instrument 51-102 “*Continuous Disclosure Obligations*”, Shareholders will no longer automatically receive copies of financial statements unless a return card (*in the form enclosed herewith*) has been completed and returned as instructed. Copies of all previously issued annual and quarterly financial statements and related Management Discussions and Analysis are available to the public on the SEDAR+ website at www.sedarplus.ca and on the Company’s website at www.grandeportage.com. Hard copies of the Audited Annual Financial Statements and Management Discussion and Analysis will be available to Shareholders free of charge upon request.

II. Appointment of Auditors

Management proposes the appointment of Manning Elliott LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration.

In the absence of instructions to the contrary the shares represented by proxy will be voted in favour of a resolution to appoint Manning Elliott LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder’s proxy that the Shareholder’s Common Shares are to be withheld from voting on the appointment of auditors.

III. Election of Directors

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at four (4) subject to such increases as may be permitted by the Articles of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at four (4).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company’s Articles.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following information relating to the nominees for election to the Board of Directors is based on information received by the Company from said nominees:

Ian Klassen ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director since August, 2007</i> <i>President since April 2007</i> <i>CEO since September 2007</i>	President and Chief Executive Officer of the Company; Director of GMV Minerals Inc. from December 2007 to present, President and CEO from March 2009 to present and Chief Executive Officer from September 2007 to present; Director of eXeBlock Technology Corporation from September 2017 to present; Director of Sixty North Gold Mining Ltd. from July 2017 to September 2019.
--	--

Common Shares: 2,987,546⁽³⁾

Alistair MacLennan ⁽¹⁾ British Columbia, Canada <i>Director since June 2005</i>	President of W.M. Technologies Inc. and self-employed businessman; Chairman of the Board of Helijet International Inc. since 1987; Director of GMV Minerals Inc. since December 2007.
---	---

Common Shares: 6,327,825⁽⁴⁾

Douglas A. Perkins ⁽¹⁾⁽²⁾ Massachusetts, United States <i>Director since April 2011</i>	Consulting Geologist from 2001 to 2007; a Director of GMV Minerals from December 2009 to present.
---	---

Common Shares: Nil

Ronald Handford ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director since April 2018</i>	Professional Engineer (Non-Practicing); President of Handford Management Inc., a private management services company, 1996 to present; Vice President, Communications for GMV Minerals Inc. from September 2016 to present; Vice President, Corporate Development and Corporate Secretary for Sixty North Gold Mining Ltd. from May 2019 to present; Executive Vice President, Corporate Development for Yellowhead Mining Inc. from June 2010 to December 2013. Mining project finance officer from 1981 to 1996, including position with Barclays Bank, Toronto, and the International Finance Corporation, Washington DC.
--	--

Common Shares: 68,500

⁽¹⁾ Information as to the Province or State of residence, principal occupation, and shares beneficially owned, directly or indirectly, or controlled or directed, has been furnished by the respective directors.

⁽²⁾ Member of the audit committee.

⁽³⁾ Of which, 173,200 shares are held in an RRSP.

⁽⁴⁾ Of which, 2,467,590 shares are owned directly by Alistair MacLennan; 3,762,085 shares are held through DCT Holdings Ltd., and 62,900 shares are held through W.M. Technologies Inc., both companies are controlled by Mr. MacLennan, 20,450 shares are owned by Mr. MacLennan's spouse, but Mr. MacLennan has control or direction over them; 7,350 shares are held by a family trust and are under his control or direction; and 7,450 shares are held in an RRSP.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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, arrangements, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

To the knowledge of the Company, no director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Penalties or Sanctions

To the knowledge of the Company, no proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

IV. Ratification of the Incentive Stock Option Plan

The Company currently maintains a rolling stock option plan (the “**Current Stock Option Plan**”), authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of the Company from time to time. The Company wishes to amend and restate the Current Stock Option Plan with a new stock option plan (the “**Stock Option Plan**”) that has been updated and modified for compliance with the current policies of the TSX Venture Exchange (the “**Exchange**”). The policies of the Exchange require the approval of the amendment and restatement of the Current Stock Option Plan to the Stock Option Plan by ordinary resolution of the Company’s Shareholders and will require Shareholder approval of the Stock Option Plan on an annual basis. There are currently 179,551,412 shares of the Company issued and outstanding, and therefore the current 10% threshold is 17,955,141 shares available for incentive stock option grants under the Stock Option Plan. Incentive stock options under the Stock Option Plan may be granted by the Board of Directors to eligible persons, who are directors, officers or consultants of the Company or its subsidiaries (if any), or who are employees of a company providing management services to the Company, or who are eligible charitable organizations. Stock options may be granted under the Stock Option Plan with a maximum exercise period of up to ten (10) years, as determined by the Board of Directors of the Company.

The only amendment contemplated by the Stock Option Plan will be to limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12-month period (unless otherwise approved by the disinterested Shareholders of the Company, as defined under the policies of the Exchange). Consistent with the Current Stock Option Plan, the Stock Option Plan will limit the number of stock options which may be granted to not more than 10% of the total issued shares to all insiders at any time or granted over any 12-month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued shares of the Company. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board of Directors or required by the policies of the Exchange.

Options under the Stock Option Plan may be granted at an exercise price which is at or above the current discounted market price (as defined under the policies of the Exchange) on the date of the grant. In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of 365 days from the date of death or permanent disability, or the expiry date of the option. In the event the expiry date of a stock option falls on a date during a trading black-out period that has been self-imposed by the Company, the expiry date of the stock option will be extended to the 10th business day following the date that the self-imposed trading black-out period is lifted by the Company. In

the event of the resignation, or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 90 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination. Stock options are non-assignable and non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of incentive stock options in the event of a share consolidation, split, reclassification or other relevant change in the Common Shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

Shareholders are referred to the full text of the Stock Option Plan, a copy of which has been posted on SEDAR+ and is available for inspection under the Company's profile on SEDAR+ at www.sedarplus.ca, for complete details.

In the event that annual Shareholder approval is not obtained at the Meeting, the Company intends to implement a new fixed stock option plan for up to 10% of the Company's issued shares (which does not require Shareholder approval), and any existing option grants under the Current Stock Option Plan as previously approved by the Shareholders of the Company at the last annual general and special meeting will not be affected. The approval of the Stock Option Plan is subject to Exchange acceptance.

Pursuant to the rules of the Exchange, the Stock Option Plan must be approved by ordinary resolution by Shareholders at the Meeting. Accordingly, the Shareholders will be asked to consider and, if deemed advisable, to pass the following ordinary resolution re-approving the Stock Option Plan:

“BE IT RESOLVED AS AN ORDINARY RESOLUTIONS THAT:

1. the Stock Option Plan in the form described in the information circular of the Company dated April 20, 2026, is hereby approved as the stock option plan of the Company and the Company be authorized to grant options pursuant to and subject to the terms and conditions of the Stock Option Plan;
2. the Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the Shareholders of the Company
3. any one director or officer of the Company be and is hereby authorized and directed for and on behalf of the Company to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the foregoing.”

It is the intention of the management designees, if named as proxy, to vote for the resolution above and the approval of the Stock Option Plan, unless the Shareholder has specified in its proxy that its Common Shares are to be voted against the approval of the Stock Option Plan.

V. Approval of Control Person

Under the policies of the Exchange, a “Control Person” is defined as any person or combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of the issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer. Pursuant to the policies of the Exchange, if a transaction could result in the creation of a new Control Person, an issuer must obtain Shareholder approval of the creation of the new Control Person on a

disinterested basis excluding any shares held by the proposed new Control Person and its associates and affiliates.

On December 9, 2025, the Company completed a non-brokered private placement of 20,000,000 units of the Company (each a “Unit”) at a price of \$0.25 per Unit to raise gross proceeds of \$5,000,000 (the “Offering”) with Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation beneficially owned by him, as the sole subscriber. Each Unit consisted of one (1) Common Share and one-half (1/2) of one (1) Common Share purchase warrant (each whole warrant, a “Warrant”), whereby each whole Warrant entitles the holder to acquire an additional Common Share (“Warrant Share”) at an exercise price of \$0.35 per Warrant Share for a period of 36 months from the date of issuance. Pursuant to the terms of the Warrant, until the Company has obtained the Shareholder approval for the holder becoming a new Control Person of the Company, it shall not exercise any of the Warrants if such exercise will result in the holder holding in excess of 19.99% of the Common Shares.

Mr. Eric Sprott is a respected leader in the investment community, particularly in the mining sector, with over 50 years of experience in the investment industry. After earning his designation as a Chartered Accountant, Mr. Sprott entered the investment industry as a research analyst at Merrill Lynch and Company Inc. He is the Professional Investor, Director and Founder of the Sprott Foundation. In 1981, he founded Sprott Securities (now Cormark Securities Inc.). After establishing Sprott Asset Management LP. in December 2001 as a separate entity, Mr. Sprott divested his entire ownership of Sprott Securities to its employees. He is a past Chairman of the Board at Kirkland Lake Gold Ltd. Over the course of his career, Mr. Sprott has received numerous accolades and industry awards, including being awarded the Queen Elizabeth II Diamond Jubilee Medal by the Governor General in 2012 and being appointed as a Member of the Order of Canada in 2013. In 2019, he was inducted into the Investment Industry Hall of Fame and in 2024, he was inducted into the Canadian Mining Hall of Fame. After graduating with a Bachelor of Commerce from Carleton University in 1965, where he was also awarded an Honorary Doctorate in 2003, he received his Chartered Accountant designation in 1968 and was awarded the FCA designation in 2011. He has also been elected Fellow of the Chartered Professional Accountants of Ontario (FCPA, FCA), a designation for those who demonstrate outstanding career achievements and service to the community and profession.

Prior to the Offering, Mr. Sprott, through 2176423 Ontario Ltd., beneficially owned or controlled 15,000,000 Common Shares, representing approximately 9.5% of the outstanding Common Shares of the Company. As of the date of this Information Circular and following the Offering, Mr. Sprott beneficially owns or controls 35,000,000 Common Shares and 10,000,000 Warrants, representing approximately 19.7% of the outstanding Common Shares on a non-diluted basis and 24% of the outstanding Common Shares on a partially diluted basis assuming exercise of all such Warrants.

As a result, Mr. Sprott, through 2176423 Ontario Ltd., would become a Control Person of the Company following the exercise of all Warrants held by him, provided that, as noted above, the Warrants can't be exercised if it would result in Mr. Sprott holding in excess of 19.9% of the Common Shares until Shareholders approve Mr. Sprott as a new Control Person of the Company. Shareholders will be asked at the Meeting to consider and, if thought fit, to approve the following resolution (the “Control Person Resolution”), which must be approved by at least a simple majority of the votes cast by disinterested Shareholders represented in person or by proxy at the Meeting (with Mr. Sprott and his associates and affiliates abstaining from voting on the Control Person Resolution) to allow Mr. Sprott to exercise the Warrants to become a holder of over 19.9% of the Common Shares:

“BE IT RESOLVED as an ordinary resolution of the Company's disinterested Shareholders, that:

1. subject to regulatory approval, and in compliance with the policies of the TSX Venture Exchange (the “**Exchange**”), the creation of a new Control Person (as such term is defined in the policies of the Exchange) of Grande Portage Resources Ltd. (the “**Company**”), being Mr. Eric Sprott, through 2176423 Ontario Ltd, as more particularly set out in the management information circular of the Company dated April 20, 2026, is hereby authorized and approved;
2. any one director or officer of the Company is hereby authorized and directed on behalf of the Company to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the foregoing resolutions; and
3. all previous actions by the directors and officers of the Company in connection with these resolutions and the creation of Mr. Eric Sprott as a new Control Person, are hereby confirmed, ratified and approved.”

In order for the Control Person Resolution to be effective, it must be approved by a resolution passed by a majority of the votes cast by disinterested Shareholders present in person or represented by proxy at the Meeting.

If the Control Person Resolution is approved, no additional rights, or entitlements, will be granted to Mr. Sprott beyond those associated with his indirect ownership of Common Shares and Warrants. Approval of the Control Person Resolution would allow Mr. Sprott to exercise his Warrants to become a holder of over 19.9% of the Common Shares. If the Control Person Resolution is approved and the Warrants are exercised, it would allow Mr. Sprott to exert greater influence over matters requiring Shareholder approval.

Management has reviewed the Control Person Resolution, and, considering Mr. Sprott’s experience and proven track record in the mining and investment industry, believes his involvement as a significant Shareholder will enhance the Company’s access to strategic capital, strengthen its market credibility, and provide valuable support as the Company advances its growth initiatives. Management recommends Shareholders vote in favour of ratifying, confirming and approving the Control Person Resolution.

It is the intention of the management designees, if named as proxy, to vote for the resolution above and the approval of the creation of a new Control Person, unless the Shareholder has specified in its proxy that its Common Shares are to be voted against the resolution above and the approval of the creation of a new Control Person.

DIRECTOR AND EXECUTIVE OFFICER COMPENSATION
(For the financial year ended October 31, 2025)

For purposes of this Information Circular, “named executive officer” of the Company means an individual who, at any time during the year, was:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as the Company’s 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 the Company’s 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 individuals identified in paragraphs (a) and (b) above 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 neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a “**Named Executive Officer**” or “**NEO**”).

Based on the foregoing definition, during the last completed financial year of the Company, there were two (2) Named Executive Officers, namely, its President and CEO, Ian Klassen, and its CFO and Secretary, Michele Pillon.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on discussions at the Board level.

The Company’s executive compensation program has three principal components: base salary, incentive bonus plan, and incentive stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Company has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm’s length services providers.

The Company notes that it is in an exploration phase with respect to its properties, has to operate with limited financial resources, and must control costs to ensure that funds are available to complete scheduled exploration programs and otherwise fund its operations. The Board has to consider the current and anticipated financial position of the Company at the time of any compensation determination. The Board has attempted to keep the cash compensation paid to the Company’s NEOs relatively modest, while providing long-term incentives through the granting of stock options.

The Company's executive compensation program is administered by the Board of Directors and is designed to provide incentives for the enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Company, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Company's compensation package has been structured in order to link shareholder return, measured by the change in the share price, with executive compensation through the use of incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Company does not currently offer pension plans to its Named Executive Officers.

The Company bases the compensation for a NEO on the years of service with the Company, responsibilities of each officer, and their duties in that position. The Company also bases compensation on the performance of each officer. The Company believes that stock options can create a strong incentive to the performance of each officer and is intended to recognize extra contributions and achievements towards the goals of the Company.

The Board, when determining cash compensation payable to a NEO typically on a biennial basis, takes into consideration their experience in the mining industry, as well as their responsibilities and duties and contributions to the Company's success. Named Executive Officers receive a base cash compensation that the Company feels is in line with that paid by similar companies in North America, subject to the Company's financial resources; however, no formal survey was completed by the Board.

In performing its duties, the Board has considered the implications of risks associated with the Company's compensation policies and practices. At its early stage of development and considering its current compensation policies, the Company has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. An NEO or director is permitted for his or her own benefit and at his or her own financial risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Compensation of directors is determined annually by the Board.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Board, which recommendation is based upon the Board's review of a proposal from the CEO. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Board.

Director and Named Executive Officer Compensation

Director and NEO Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company to each NEO and director of the Company during the last two financial years ended October 31, 2025, and October 31, 2024:

Table of Compensation Excluding Compensation Securities

Name and Principal Position	Year	Salary, Consulting Fee, Retainer of Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Ian Klassen ⁽¹⁾ President, CEO and Director	2025	198,000	106,746	10,000	Nil	Nil	314,746
	2024	198,000	30,461	10,000	Nil	Nil	238,461
Michele Pillon ⁽²⁾ CFO and Secretary	2025	84,000	37,092	Nil	Nil	Nil	121,092
	2024	84,000	9,692	Nil	Nil	Nil	93,692
Alistair MacLennan ⁽³⁾ Director	2025	14,000 ⁽³⁾	Nil	10,000	Nil	Nil	24,000
	2024	69,000 ⁽³⁾	Nil	10,000	Nil	Nil	79,000
Douglas Perkins Director	2025	Nil	Nil	10,000	Nil	Nil	10,000
	2024	Nil	Nil	10,000	Nil	Nil	10,000
Ronald Handford Director	2025	Nil	Nil	10,000	Nil	Nil	10,000
	2024	Nil	Nil	10,000	Nil	Nil	10,000

⁽¹⁾ These fees are paid to IMK Management Services, a private company owned by Mr. Klassen. Fees disclosed under the heading “Committee or Meeting Fees” were related to Mr. Klassen’s role as director. All other fees are in relation to his role as President and CEO.

⁽²⁾ These fees are paid to MMP Consulting Ltd, a private company owned by Ms. Pillon.

⁽³⁾ Management consulting fees paid to DCT Holdings Ltd., a private company controlled by Mr. MacLennan. Fees disclosed under the heading “Committee or Meeting Fees” were related to Mr. MacLennan’s role as director

Stock Options and Other Compensation Securities

The following table discloses the granting and/or issuance of any compensation securities or stock options to any director and NEO of the Company or any of its subsidiaries during the financial year ended October 31, 2025. During the year, there were no re-pricings of compensation securities under the Stock Option Plan or otherwise. All options granted have standard vesting provisions under the Stock Option Plan (see section below). The footnotes to the table disclose the number of stock options held by the directors and NEOs of the Company and its subsidiaries as at October 31, 2025:

No options were granted to any directors or NEOs of the Company during the year ended October 31, 2025.

Table of Compensation Securities

Name and Position	Type of Compensation	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class⁽¹⁾	Date of Issue or Grant	Issue, Conversion or exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Ian Klassen⁽²⁾ CEO and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Michele Pillon⁽³⁾ CFO and Secretary	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Alistair MacLennan⁽⁴⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Douglas Perkins⁽⁵⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Ronald Handford⁽⁶⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ The numbers under this column represent the number of options and the same number of Common Shares underlying the related options.

⁽²⁾ Mr. Klassen holds stock options for 763,000 shares exercisable at \$0.20 until July 30, 2029; 33,500 shares exercisable at \$0.25 until April 27, 2028; 500,000 shares exercisable at \$0.30 until April 6, 2028; 400,000 shares exercisable at \$0.45 until May 2, 2027; 125,000 shares exercisable at \$0.38 until May 3, 2026; and 100,000 at \$0.35 until June 29, 2025.

⁽³⁾ Ms. Pillon holds stock options for 525,000 shares exercisable at \$0.20 until July 30, 2029; 33,000 shares exercisable at \$0.25 until April 27, 2028; 250,000 shares exercisable \$0.30 until April 6, 2028; 350,000 shares exercisable at \$0.45 until May 2, 2027; 75,000 shares exercisable at \$0.38 until May 3, 2026; and 60,000 at \$0.35 until June 29, 2025.

⁽⁴⁾ Mr. MacLennan holds stock options for 762,000 shares exercisable at \$0.20 until July 30, 2029; 33,500 shares exercisable at \$0.25 until April 27, 2028; 500,000 shares exercisable at \$0.30 until April 6, 2028; 400,000 shares exercisable at \$0.45 until May 2, 2027; 125,000 shares exercisable at \$0.38 until May 3, 2026; and 100,000 at \$0.35 until June 29, 2025.

⁽⁵⁾ Mr. Perkins holds stock options for 100,000 shares exercisable at \$0.20 until July 30, 2029; 100,000 shares exercisable at \$0.30 until April 6, 2028; 150,000 shares exercisable at \$0.45 until May 2, 2027; 25,000 shares exercisable at \$0.35 until June 29, 2025.

⁽⁶⁾ Mr. Handford holds stock options for 125,000 shares exercisable at \$0.20 until July 30, 2029; 150,000 shares exercisable at \$0.30 until April 6, 2028; 150,000 shares exercisable at \$0.45 until May 2, 2027; 25,000 shares exercisable at \$0.35 until June 29, 2025.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

Other than as set out in the summary of the Stock Option Plan under the heading “Ratification of the Incentive Stock Option Plan” above, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

Exercise of Compensation Securities by Directors and NEOs

There were no stock options exercised during the year ended October 31, 2025 by directors and Named Executive Officers.

Termination and Change of Control Benefits

The Company has entered into management services agreements with IMK Management Services Inc. and MMP Consulting Ltd, companies respectively owned by each of Ian M. Klassen, the President and CEO, and Michele Pillon, the Secretary and Chief Financial Officer of the Company (the “**Management Agreements**”). The Company may terminate each of the Management Agreements for just cause. In the absence of just cause or the mutual agreement to terminate an agreement, the Company may earlier terminate the agreement with the company owned by Ian M. Klassen only upon providing twelve (12) months advance notice in writing or payment in lieu thereof and in the case of the agreement with the company owned by Michele Pillon, the Company may earlier terminate the agreement only upon providing six (6) months advance notice in writing or payment in lieu thereof. If termination of each of the Management Agreements would have occurred on October 31, 2025, without advance notice in writing, Ian M. Klassen would have received a termination payment of \$198,000, and Michele Pillon would have received a termination payment of \$42,000.

There are no other management or consulting agreements with any directors or officers of the Company, and no other arrangements for termination or change of control benefits.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company’s equity compensation plan as at the end of the most recently completed financial year:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders	8,025,000	\$0.31	4,556,000
Equity compensation plans not approved by securityholders	N/A	N/A	2,602,000
TOTAL	8,025,000	\$0.31	7,158,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company’s last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company’s last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

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

Other than approval of the Stock Option Plan and as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors, the appointment of auditors, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than with its directors and executive officers, including the Management Agreements, for the provision of such management functions.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board is currently comprised of four (4) directors, two (2) of whom are independent for the purposes of NI 58-101; namely, Ronald Handford and Douglas A. Perkins. Ian Klassen is not independent since Mr. Klassen serves as the President and Chief Executive Officer of the Company. Alistair MacLennan is not independent since Mr. MacLennan received management consulting fees from the Company during the most recently completed financial year.

Directorships

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuers
Ian Klassen	GMV Minerals Inc. eXeBlock Technology Corporation
Alistair MacLennan	Helijet International Inc. GMV Minerals Inc.
Douglas A. Perkins	GMV Minerals Inc.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Governance

The Company does not have a separate Compensation Committee, so the entire Board of Directors comprises the Compensation Committee, and is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations with respect to the compensation of the Company's executive officers, making recommendations with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Board is currently composed of Ian Klassen, Alistair MacLennan, Ronald Handford and Douglas A. Perkins, two (2) of whom are independent directors within the meaning set out in NI 58-101. All members of the Board are experienced participants in business or finance and have sat on the board of directors of other companies, charities or business associations, in addition to the Board of the Company.

The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board. For further discussion, see "Executive Compensation – Compensation Discussion and Analysis" above.

The Board has not engaged the services of independent compensation consultants to assist it by making recommendations to the Board with respect to director and executive officer compensation.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

Due to the minimal size of the Company's Board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

AUDIT COMMITTEE

Under National Instrument 52-110 – Audit Committees (“**NI 52-110**”) reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Charter

1. Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

- 2.1 At least one member must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one member of the Audit Committee must be “independent” as defined under NI 52-110, while the Company is in the developmental stage of its business.

3. Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communication access at all times with the external auditors.

4. Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will

be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5. Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis and notify the Board and the external auditors in writing of any concerns in regard to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10. Role and Responsibilities of the Internal Auditor

10.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11. Oversight of Internal Controls

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

12.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

13.1 The Audit Committee may meet with the Auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14. Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15. Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

Composition of Audit Committee

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Ian M. Klassen	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Douglas A. Perkins	Independent ⁽¹⁾	Financially literate ⁽²⁾
Ronald Handford	Independent ⁽¹⁾	Financially literate ⁽²⁾

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

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

Ian M. Klassen, President, Chief Executive Officer and Director

Mr. Klassen has served as the President and CEO of the Company since 2007. Mr. Klassen also serves as President, Chief Executive Officer and director of GMV Minerals Inc., director of eXeBlock Technology Corporation. Mr. Klassen has a B.A. (Honours) from the University of Western Ontario (1989) and has been actively involved in financing and management of both private and public companies since 1996.

Douglas A. Perkins, Director

Mr. Perkins graduated with a degree in Geology in 1979 from University of British Columbia and has been involved in mineral exploration for over 40 years.

Ronald Handford, Director

Mr. Handford is a Professional Engineer and is President of Handford Management Inc., a private management services company. He is currently the Vice President, Communications for GMV Minerals Inc., Vice President, Corporate Development and Corporate Secretary for Sixty North Gold Mining Ltd. and was formerly the Executive Vice President, Corporate Development for Yellowhead Mining Inc. Mr. Handford also holds a Masters of Business Administration degree from University of Western Ontario (1979). He has over 20 years of international experience as a mining and technology entrepreneur, executive, and advisor, plus 15 years as an international mining project finance and corporate banker, including Barclays Bank and the International Finance Corporation; and six years as an engineer/project manager related to mining and resource projects.

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 of Directors.

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year Ending October 31	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees
2025	\$49,082	Nil	\$6,000 (est)	Nil
2024	\$45,034	Nil	\$6,000 (est)	Nil

⁽¹⁾ These fees relate to the filing of tax returns.

Exemption

As a TSX Venture Exchange listed issuer, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("MD&A") for the year ended October 31, 2025.

Under National Instrument 51-102, *Continuous Disclosure Obligations*, any person or company who wishes to receive financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Olympia Trust Company, P.O. Box 128, STN M, Calgary, AB, T2P 2H6. The Company will maintain a supplemental mailing list of persons or companies wishing to receive financial statements.

Shareholders may obtain copies of the Company's financial statements and related MD&A by contacting the Company at Suite 1050 – 1090 West Georgia Street, Vancouver, British Columbia or by telephone at (604) 899-0106. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

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

DATED as of the 20th day of April 2026.

BY THE ORDER OF THE BOARD OF
DIRECTORS OF **GRAND PORTAGE
RESOURCES LTD.**

"Ian M. Klassen"

Ian M. Klassen

President and Chief Executive Officer