



2024

Notice of

Notice of Special Meeting of Shareholders

SPECIAL

MEETING

Management Information Circular

Place: Suite 1400, 1125 Howe Street
Vancouver, British Columbia
Canada, V6C 1S4

Time: 9:00 a.m. (Pacific Time)

Date: Tuesday, January 16, 2024



Suite 2710 – 200 Granville Street
Vancouver, British Columbia, Canada, V6C 1S4
Telephone: (604) 638-5938

NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the “Meeting”) of shareholders of GoldHaven Resources Corp. (the “Company”) will be held in the offices of the Company’s legal counsel at Suite 1400, 1125 Howe Street, Vancouver, British Columbia, Canada on Tuesday, January 16, 2024 at 9:00 a.m. (Pacific Time) for the following purposes:

1. to consider and, if thought fit, to pass an ordinary resolution, the full text of which is provided in the management information circular ratifying and approving the Company's amended Stock Option Plan, as more particularly described in the accompanying management information circular; the shareholders’ approval is effective until the earlier of January 17, 2027 or such earlier date that such Plan as amended is approved by shareholders for a further three (3) years;
2. to consider and, if thought fit, to pass an ordinary resolution, the full text of which is provided in the accompanying management information circular ratifying and approving the Company’s amended Equity Incentive Plan, as more particularly described in the accompanying management information circular; the shareholders’ approval is effective until the earlier of January 17, 2027 or such earlier date that such Plan as amended is approved by shareholders for a further three (3) years. and
3. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed December 12, 2023, as the record date for the Meeting (the “Record Date”). Only shareholders of record at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Endeavor Trust Corporation. Proxies must be completed, dated, signed and returned to Endeavor Trust Corporation, at 702 – 777 Hornby Street, Vancouver, British Columbia, Canada, V6Z 1S2 by 9:00 a.m. (Pacific Time) on January 12, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to 604-559-8908 and email votes can be sent to proxy@endeavortrust.com. Internet voting is also available at www.eproxy.ca.

As part of our priority to protect the health and safety of the public and our team members in light of the COVID-19 situation, the Company will still hold a physical meeting, but there will be no admittance while the social distancing rules are in place. The Company will allow the opportunity for Shareholders to participate in the Meeting via audio conference call by calling (605) 472-5594; Access Code: 530196 (with an open question and answer session). Shareholders will not be able to vote their shares at the Meeting in person and instead are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax or by mail in accordance with the instructions set out in the form of

proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. **Shareholders will not be able to attend the Meeting in person.**

Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 12th day of December, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Bonn Smith”

Bonn Smith, Chief Executive Officer



Suite 2710 – 200 Granville Street
Vancouver, British Columbia, Canada, V6C 1S4
Telephone: 604-638-5938

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION AND CIRCULAR DISCLOSURE

Persons Making the Solicitation

This management information circular (the "Information Circular") is being furnished in connection with the solicitation of proxies by the management of GoldHaven Resources Corp. (the "Company") for use at the special meeting (the "Meeting") of the holders of common shares ("Common Shares") in the capital of the Company (the "Shareholders") to be held at the offices of the Company's legal counsel at Suite 1400, 1125 Howe Street, Vancouver, British Columbia, Canada on Tuesday, January 16, 2024 at 9:00 a.m. (Pacific Time) for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. The Company may reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute proxies. All costs of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

As part of our priority to protect the health and safety of the public and our team members in light of the COVID-19 situation, the Company will still hold a physical meeting, but there will be no admittance while the social distancing rules are in place. The Company will allow the opportunity for Shareholders to participate in the Meeting via audio conference call by calling (605) 472-5594; Access Code: 530196 (with an open question and answer session). Shareholders will not be able to vote their shares at the Meeting in person and instead are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. **Shareholders will not be able to attend the Meeting in person.**

Appointment and Revocation of Proxies

The persons named in the accompanying form of proxy are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THE SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.** The proxy will not be valid unless the completed, dated and signed proxy is received by Endeavor Trust Corporation, at 702 – 777 Hornby Street, Vancouver, British Columbia, Canada, V6Z 1S2 by 9:00 a.m. (Pacific Time) on January 12, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to 604-559-8908 and email votes can be sent to proxy@endeavortrust.com. Internet voting is also available at www.eproxy.ca.

Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered and records office of the Company, at Suite 1400, 1125 Howe Street, Vancouver, British Columbia, Canada, V6Z 2K8, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to revoke your voting instructions.

Exercise of Discretion

If the instructions in a proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made. **If you submit a signed proxy but do not provide clear instructions in your proxy, the persons named in the enclosed proxy will vote your shares FOR the matters to be acted on at the Meeting.**

The persons named in the enclosed proxy will have discretionary authority with respect to any amendments or variations of these matters or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment or other item of business that comes before the Meeting is routine or contested. The persons named in the enclosed proxy will vote on such matters in accordance with their best judgment. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

Advice to Non-Registered (Beneficial) Shareholders

The information set out in this section is important to many Shareholders as a substantial number of Shareholders do not hold their shares in their own name.

Only registered Shareholders or duly appointed proxyholders for registered Shareholders are permitted to vote at the Meeting. Many of the Shareholders of the Company are "non-registered" 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 Common Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either (a) in the name of an intermediary (each, an "Intermediary") that the Non-Registered Holder deals with in respect of their Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. 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 distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively referred to as the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies (such as Broadridge Investor Communication Solutions) to forward the Meeting Materials to Non-Registered Holders. Generally, if you are a Non-Registered Holder and you have not waived the right to receive the Meeting Materials you 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 to the number of shares beneficially owned by you,

but which is otherwise not complete. Because the Intermediary has already signed the proxy, this proxy is not required to be signed by you when submitting it. In this case, if you wish to submit a proxy you should otherwise properly complete the executed proxy provided and deposit it with **Endeavor Trust Corporation**, as provided above; or

- (b) more typically, a Non-Registered Holder will be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy", "proxy authorization form" or "voting instruction form") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page printed form, the voting instruction form will consist of a regular printed proxy accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy **and return it to the Intermediary or its service company (not the Company or Endeavor Trust Corporation)** in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares that they beneficially own. If you are a Non-Registered Holder and you wish to vote at the Meeting in person as proxyholder for the shares owned by you, you should strike out the names of the management designated proxyholders named in the proxy authorization form or voting instruction form and insert your name in the blank space provided. **In either case, you should carefully follow the instructions of your Intermediary, including when and where the proxy, proxy authorization or voting instruction form is to be delivered.**

The Meeting Materials are being sent to both registered Shareholders and Non-Registered Holders who have not objected to the Intermediary through which their shares are held disclosing ownership information about themselves to the Company ("NOBOs"). If you are a NOBO, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary on your behalf.

If you are a Non-Registered Holder who has objected to the Intermediary through which your shares are held disclosing ownership information about you to the Company (an "OBO"), you should be aware that the Company does not intend to pay for Intermediaries to forward the Meeting Materials, including proxies or voting information forms, to OBOs and therefore an OBO will not receive the Meeting Materials unless that OBO's Intermediary assumes the cost of delivery.

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

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, with the exception of the ratification and approval of the Company's stock option plan and equity incentive plan.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares, each Common Share carrying the right to one vote. As at December 12, 2023, 13,187,969 common shares were issued and outstanding.

Only holders of common shares of record at the close of business on December 12, 2023 (the "Record Date"), who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present as a registered Shareholder or as a duly appointed representative of one or more registered corporate Shareholders will have one vote, and on a poll every registered Shareholder present in person or represented by a validly appointed proxyholder, and every person who is a duly appointed representative of one or more corporate registered Shareholders, will have one vote for each common share registered in the name of the Shareholder on the list of Shareholders, which is available for inspection during normal business hours at Endeavor Trust Corporation and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

To the knowledge of the directors and executive officers of the Company, based on public information, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all of the issued and outstanding common shares as at the Record Date.

PARTICULARS OF MATTERS TO BE ACTED UPON

Stock Option Plan and Other Incentive Plans

The Company maintains two incentive plans, the Stock Option Plan (“SOP”) and the Equity Incentive Plan (“EIP”).

The SOP and EIP were last approved by the Shareholders at the Company’s annual general meeting held on August 26, 2021, the Company did not receive shareholder approval at the annual general meeting held on November 23, 2023 and the Company has made certain amendments to their SOP and EIP pertaining to new CSE policies and is currently seeking approval for the amended SOP and EIP.

Amended Stock Option Plan

The Amended Stock Option Plan (the “SOP”) is a 10% “rolling” stock option plan. The underlying purpose of the SOP is to attract and motivate the directors, officers, employees and consultants of the Company and its subsidiaries to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the SOP. The SOP was adopted by the Company's directors on November 16, 2019 and approved by the shareholders of the Company on August 26, 2021, the Company did not receive shareholder approval at the Company’s annual general meeting held on November 23, 2023. The Company has since made amendments to their SOP to reflect new policies of the CSE specifically relating to their requirement for re-approval by the Company’s shareholders every three years.

A summary of the material terms of the SOP are set out below, which summary is intended as a brief description of the SOP and is qualified in its entirety by the full text of the SOP, which is available for review at the Company's head office located at Suite 2710 – 200 Granville Street, Vancouver, British Columbia, Canada, V6C 1S4.

1. Eligible Participants. Options may be granted under the SOP to directors, senior officers, Employees, Consultants, Management Company Employees or a Consultant Company (as such terms are defined in the SOP) of the Company and its subsidiaries, or an Eligible Charitable Organization (collectively, the “**Eligible Persons**”).
2. The SOP is administered by the Board or such other persons as may be designated by the Board based on the recommendation of the compensation committee of the Board.
3. Number of Shares Reserved.
 - (a) the maximum aggregate number of options of the Company that are issuable pursuant to the SOP (together with the Common Shares issuable under the Company's previously established or proposed Amended Equity Incentive Plan) granted or issued to Insiders (as a group) must not exceed 10% of the Outstanding Common Shares of the Company at any

point in time and as at the date any security-based compensation is granted (unless the Company has obtained the requisite disinterested Shareholder approval);

- (b) the number of Common Shares issuable pursuant to options granted under the SOP (together with the Common Shares issuable under the Company's previously established or proposed Amended Equity Incentive Plan) shall not exceed 5% of the total number of issued and outstanding Common Shares to any one optionee, on a non-diluted basis, at the date the options are granted (unless otherwise approved by disinterested Shareholders)
- (c) the maximum aggregate number of options issuable to all persons who undertake investor relations activities shall not exceed 2% of the Outstanding Common Shares of the Company, calculated at the date the options are granted; and
- (d) persons who undertake investor relations activities may not receive any security-based compensation other than the Options;

Outstanding Common Shares" is determined on the basis of the number of common shares that are outstanding immediately prior to the common share issuance in question.

- 4. Term of Options. Subject to the termination and change of control provisions noted below, the terms of any option granted under the SOP is determined by the Board and may not exceed 10 years from the date of grant.
- 5. Exercise Price. The exercise price of options granted under the SOP is equal to the greater of the closing market price of the common shares on (i) the trading day prior to the grant date of the options; and (ii) the grant date of the options.
- 6. Vesting. All options granted pursuant to the SOP will be subject to such vesting requirements as may be prescribed by the CSE, if applicable, and will be granted as fully vested, unless a vesting schedule is imposed by the Board of Directors as a condition of the grant on the grant date.
- 7. Termination of Options. If an Optionee ceases to be an Eligible Person, their options shall be exercisable as follows: [NTD: section 4.4]
 - (a) *Death or Disability* - If the optionee ceases to be an Eligible Person, due to their death or disability at any time up to the earlier of:
 - (i) 365 days after the date of death or disability; and
 - (ii) the expiry date of the options.
 - (b) *Termination for Cause* - If the optionee, or in the case of a Management Company Employee or a Consultant Company, the optionee's employer, ceases to be an Eligible Person as a result of termination for cause; any outstanding options held by such optionee on the date of such termination shall be cancelled as of that date.
 - (c) *Early Retirement, Voluntary Resignation or Termination Other than For Cause* - If the optionee or, in the case of a Management Company Employee or a Consultant Company, the optionee's employer, ceases to be an Eligible Person due to their retirement at the request of their employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to their termination by the Company other than for cause, or due to their voluntary resignation, the option then held by the optionee shall be exercisable to acquire vested unissued option shares at any time up to but not after the earlier of the expiry date and the date which is 90 days after the optionee or, in the case of a Management Company Employee or a Consultant Company, the optionee's employer, ceases to be an Eligible Person.

Options granted under the SOP are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

Prior to the adoption of the changes of rules by the CSE that became effective on April 3, 2023, the total number of shares reserved for issuing under the SOP referred to in section above, the 10% of issued and outstanding common shares issuable to all Insiders, the 5% to any one Optionee, the 2% to Consultant, and 1% to Eligible Persons who undertake Investor Relations Activities, the SOP restricted the calculation of such issuances “on a non-diluted basis.” After the adoption of changes of rules by the CSE effective on April 3, 2023, the Company removed the restriction on the calculation of the above-mentioned issuances “on a non-diluted basis.”

Amended Equity Incentive Plan

The Amended Equity Incentive Plan (the “EIP”) was modelled after the SOP and they are designed to be read together and has been amended to contain the CSE requirement for re-approval by the shareholders every three years.

The EIP is tied in with the 10% SOP in that they are subject to the same overall limits. The underlying purpose of the EIP is to enable the Company to recruit and retain highly qualified personnel, provide those personnel with an incentive for productivity, provide an opportunity to those personnel to earn competitive total compensation, and provide those personnel with an opportunity to share in the growth and value of the Corporation.

1. Eligible Participants. Only Persons who are bona fide directors, officer, and employees of the Company, or of an Affiliate or of designated Service Providers, or designated Service Providers, are eligible to be granted Awards under the EIP, provided that designated Service Providers (and directors, officers and employees of designated Service Providers) who are engaged to provide “Investor Relations Activities” (as defined under the corporate finance policies of the Exchange) are not eligible to be granted deferred share units (“DSUs”) or restricted share unites (“RSUs”).
2. Number of Shares reserved. Any RSUs and DSUs granted by the Company in accordance with the EIP and any common shares which may be reserved, set aside and available for issuance regarding such RSUs and DSUs shall not exceed the maximum number of Common Share issuable under the SOP.
3. RSUs and DSUs. RSUs and DSUs are granted subject to such terms and conditions as the Board may impose. They shall have an initial value equal to the Fair Market Value of a Common Share when the Award is made. Each RSU will vest as determined by the Board and will represent the right to receive from the Company, subject to any applicable conditions, on the RSU Settlement Date, a dividend from the Company of one Common Share. Each DSU will vest on the date of grant, and will represent, subject to vesting and following such vesting and the date the Participant ceases to be a director, or an employee, or an officer of the Company, the right to receive from the Company on the date designated by the Participant in a written notice to the Company, a dividend from the Company of one Common Share.
4. Vesting. RSUs will vest on and after the third anniversary of the date of grant, subject to the right of the Board to determine at the time of grant that a particular RSU will vest on different dates and to determine at any time after the time of grant that a particular RSU will vest at an earlier time. DSUs granted on a particular date will vest on the date of grant of such DSUs.
6. Event of Termination. (i) RSUs and DSUs which have not vested on a participant’s termination date shall be terminated and forfeited. In the event a RSU and DSU holder ceased to be an employee of the Company as a result of termination of employment without cause, the Company shall have the sole discretion (unless otherwise provided in a grant agreement) to determine if all or a portion of the RSUs DSUs held by the RSU and DSU holders may be permitted to continue to vest in accordance with any statutory or common law severance period or any period of reasonable notice required by law or as otherwise may be determined by the Company in its sole discretion. All forfeited RSUs and DSUs are available for future grants.

RSUs and DSUs awarded under the Equity Incentive Plan are not transferrable or assignable other than by testamentary instrument or pursuant to the laws of succession.

Ratification and Approval of Amended Stock Option Plan

The Amended Stock Option Plan is described under "Executive Compensation – Stock Option Plan".

Following approval of the Amended Stock Option Plan by the Shareholders any options granted pursuant to the Amended Stock Option Plan will not require further Shareholder or CSE approval unless the exercise price is reduced or the expiry date is extended for an option held by an insider of the Company.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution approving and ratifying the Amended Stock Option Plan as follows:

"BE IT RESOLVED THAT:

1. The Company's Amended Stock Option Plan (the "SOP") be and is hereby approved, confirmed and ratified; and
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in their opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan as may be required by an applicable stock exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan."

The Amended Stock Option Plan requires approval by a majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

The Board of Directors recommends a vote "FOR" the approval of the resolution approving and ratifying the Amended Stock Option Plan. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the approval of the resolution approving and ratifying the Amended Stock Option Plan.**

Ratification and Approval of the Amended Equity Incentive Plan

The Amended Equity Incentive Plan is described under "Executive Compensation – Equity Incentive Plan"

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution approving and ratifying the Amended Equity Incentive Plan as follows:

"BE IT RESOLVED THAT:

1. The Company's Amended Equity Incentive Plan (the "Equity Plan") be and is hereby approved, confirmed and ratified; and
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurance as in their opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Amended Equity Plan as may be required by an applicable stock exchange or applicable securities regulatory authorities and to complete all transaction in connection with the implementation of the Amended Equity Plan."

The Amended Equity Incentive Plan requires approval by a majority of the votes cast by Shareholder present in person or by proxy at the Meeting.

The Board of Directors recommends a vote "FOR" the approval of the resolution approving and ratifying the Amended Equity Incentive Plan. **In the absence of instructions to the contrary, a properly executed**

and returned proxy will be voted “FOR” the approval of the resolution approving and ratifying the Amended Equity Incentive Plan.

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 proxy to vote the shares represented thereby in accordance with their best judgement on such matter, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on SEDAR+ at www.sedarplus.ca under "Issuer Profiles – GoldHaven Resources Corp.". Shareholders of the Company may request copies of the Amended Stock Option Plan and Amended Equity Incentive Plan by contacting the Company by mail at Suite 2710 – 200 Granville Street, British Columbia, Canada, V6C 1S4, Attention: Marla Ritchie, Corporate Secretary, or by telephone at 604-638-5938 Ext. 3886.

DATED this 12th day of December, 2023.

ON BEHALF OF THE BOARD OF DIRECTORS

Bonn Smith,
Chief Executive Officer