GOLDEN RIDGE RESOURCES LTD.

Notice of Meeting and Management Information Circular

for the

Annual General Meeting of Shareholders

Of

Golden Ridge Resources Ltd.

Meeting date: Wednesday October 28, 2026

Time: 10:00 a.m. (Pacific Time)

202 – 3310 Carrington Rd
West Kelowna, BC V4T 0G6
Ph: 250.717.3151

GOLDEN RIDGE RESOURCES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of shareholders of **Golden Ridge Resources Ltd.** (the "Company") will be on **Wednesday, October 28, 2026, at 10:00 a.m.** (Pacific Time) at 202 – 3310 Carrington Road, West Kelowna for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended June 30, 2025 together with the auditors' report thereon;

2. To fix the number of Directors of the Company at three;

3. To elect Directors of the Company for the ensuing year;

4. To appoint DMCL LLP, as auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their remuneration; and

5. To transact such other business that may properly come before the Meeting or any adjournment thereof.

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

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

All registered shareholders as at **September 23, 2026**, (the "**Record Date**") are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc., **320 Bay St 14th Fl Toronto, Ontario, M5H 4A6**, **(according to the instructions on the proxy)**, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time)** on **Monday, October 26, 2026,** unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders as at the Record Date who receive this notice and accompanying information circular from their broker or other intermediary should complete and return the proxy or voting instruction form (in accordance with the instructions provided with it. Completed voting

instruction forms must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time)** on **Monday, October 26, 2026**, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Failure to do so may result in the shares of the non-registered Shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy and voting instruction form accompany this Notice of Meeting.

DATED at Kelowna, British Columbia, this 24th day of September 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Blady"

Michael Blady
Director, President and CEO

202 – 3310 Carrington Rd
West Kelowna, BC V4T 0G6
Ph: 250.717.3151

GOLDEN RIDGE RESOURCES LTD.

GOLDEN RIDGE RESOURCES LTD.

MANAGEMENT INFORMATION CIRCULAR

(as at and dated September 24, 2026, unless indicated otherwise)

Golden Ridge Resources Ltd. (the "**Company**") is providing this information circular (the "**Information Circular**" or "**Circular"**) and the accompanying form of proxy in connection with management's solicitation of proxies for use at the annual general meeting of shareholders the Company (each a "**Shareholder**") to be held at **202 – 3310 Carrington Road West Kelowna, BC** on **Wednesday October 28, 2026** at **10:00 a.m.** (Pacific Time) and at any adjournments thereof (the "**Meeting**").

MAILING OF INFORMATION CIRCULAR

This Information Circular is being mailed together with a notice of meeting, request card and proxy or voting instruction form (collectively, the "**Meeting Materials**"), in accordance with applicable laws, except to those shareholders who requested the information to be delivered by electronic mail. We are not sending Meeting Materials using the 'Notice and Access' procedures available under NI 54-101 in respect of this Meeting. If you are a shareholder and you wish to receive the Company's annual financial statements and/or interim financial statements and the accompanying management's discussion and analysis ("**MD&A**") thereon, please complete and return the request card included in the Meeting Materials.

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

The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact with shareholders for this purpose. The Company will pay the cost of solicitation.

CURRENCY EXCHANGE RATES

Financial information contained in this Circular is in Canadian Dollars unless otherwise indicated.

APPOINTMENT AND REGISTRATION OF PROXYHOLDER

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

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

VOTING BY PROXY

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

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

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

If a registered Shareholder who has a proxy attends the Meeting any votes cast by such Shareholder on a ballot during the Meeting will be counted and the previously submitted proxy will be disregarded. If registered Shareholders DO NOT wish to revoke all previously submitted proxies such registered Shareholders can only enter the Meeting as a guest.

COMPLETION AND RETURN OF PROXY

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

In all cases, all proxies must be received and all proxyholders must be registered before 10:00 a.m. (Pacific Time) on Monday, October 26, 2026, or in the case of adjournment or postponement of the Meeting, not less than 48 hours excluding Saturdays, Sundays and holidays, prior to the time of the Meeting.

NON-REGISTERED HOLDERS

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

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

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

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

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

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, the Company has elected to send the Meeting Materials directly to NOBOs.

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

United States Beneficial Owners: To attend and vote at the meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting.

Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare Investor Services Inc. at the following e-mail address: uslegalproxy@computershare.com.

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

REVOCATION OF PROXIES

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

Beneficial Shareholders who wish to revoke a VIF or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

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

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

RECORD DATE AND QUORUM

The articles of the Company (the "**Articles**") provide that a quorum for the transaction of business at a meeting of Shareholders is two persons who are, or represent by Proxy, Shareholders holding in the aggregate, at least five percent (5%) of the issued Common Shares entitled to be voted at the Meeting. Unless otherwise noted, a simple majority of the votes cast at the Meeting (in person or by Proxy) is required in order to pass the resolutions referred to in the accompanying Notice.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company has an authorized capital of an unlimited number of Common Shares without par value. As at the Record Date **58,349,320** Common Shares without par value were issued and outstanding, each such Common Share carrying the right to one (1) vote at the Meeting. The Record Date has been fixed in advance by the directors of the Company at **September 23, 2026** for the purpose of determining those Shareholders entitled to receive notice of, and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, the beneficial owners or persons exercising control or direction over voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company are:

Name	Number of Shares	Approximate % of Total Issued
2176423 Ontario Ltd.	11,000,000	18.9

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Number and Election of Directors

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

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

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

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

Name, Province or State and Country of Residence and Position with the Company	Principal Occupation for the past 5 years	Date First Became Director	Number of Common Shares held(1)
Michael Blady[2] British Columbia, Canada President, CEO and Director	Current President and CEO of the Company CEO & Director of Blade Resources Inc., Director of Nexus Uranium Corp	September 7, 2017	3,397,067
Lawrence Nagy[2] British Columbia, Canada Director	President, CEO, Director Damara Gold Corp.; Director and/or Technical Advisor to several listed, public and private exploration companies	September 7, 2017	370,000

William F. Lindqvist [2] California, USA Director	Director Damara Gold Corp.; Director and/or Technical Advisor to several listed, public and private exploration companies	September 7, 2017	253,333

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

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

The board of directors has not appointed an executive committee.

As the Company is a reporting company the directors of the Company are required to elect from their number an audit committee. **Michael Blady**, **William Lindqvist and Lawrence Nagy** are the three directors to be elected by the Board to the audit committee for the ensuing year. Mr. Lindqvist and Mr. Nagy are considered to be independent members of the audit committee. Mr. Blady is the current President and CEO and is considered an "insider" or a management director.

If for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named in the proxy, reserve the right to vote for any other nominee in their sole discretion unless you have specified in your Proxy that your Shares are to be withheld from voting on the election of directors.

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

To the knowledge of the Company, no proposed director:

a) is at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

   (i) was subject, to a cease trade or similar order or an order that denied the relevant company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order"); when such Order was issued while the person was acting in the capacity of a director, chief executive office or chief financial officer of the relevant company; or
   (ii) was subject to an Order for that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive office or chief financial officer of the relevant company; or

b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including Golden Ridge) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any

proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

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

e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

Management proposes that shareholders appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants ("DMCL"), as auditor of the Company until the close of the next annual meeting of shareholders, and authorize the directors to fix the auditor's remuneration.

Change of Auditor

On July 7, 2026, the board of directors of the Company, upon the recommendation of the Audit Committee, (i) accepted the resignation of Smythe LLP, Chartered Professional Accountants ("Smythe"), as auditor of the Company, and (ii) appointed DMCL as auditor of the Company, to hold office until the close of the next annual meeting of shareholders or until a successor is appointed, subject to shareholder approval.

Smythe resigned as auditor of the Company effective July 10, 2026. In accordance with National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"), the Company has filed a Change of Auditor Notice (Form 51-102F4) (the "Change of Auditor Notice"), together with the required letters from each of Smythe and DMCL, with the applicable securities regulatory authorities, including the British Columbia Securities Commission.

Smythe's reports on the Company's financial statements for each of the two most recently completed financial years and for any subsequent period up to the date of its resignation did not contain any modified opinion and were not qualified or subject to a denial of opinion or reservation.

During the Company's two most recently completed financial years and any subsequent period up to the date of Smythe's resignation:

- there were no "reportable events" (as defined in NI 51-102) in connection with the audits of the Company's financial statements;
- there were no disagreements between the Company and Smythe on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Smythe, would have caused Smythe to refer to the subject matter of the disagreement in its audit reports; and

- there were no consultations with DMCL prior to its appointment as auditor regarding any matter that was the subject of a disagreement or reportable event with Smythe.

A copy of the reporting package containing the Change of Auditor Notice, together with the letters from Smythe and DMCL, are attached to this Circular as Schedule "B".

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

Other Business

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

GENERAL STATEMENT OF EXECUTIVE COMPENSATION – Venture Issuers

For the purpose of this Statement of Executive Compensation:

"Company" means Golden Ridge Resources Ltd.;

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

"external management company" includes a subsidiary, affiliate or associate of the external management company;

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

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

During the financial years ended June 30, 2025 and June 30, 2024 the Company had two Named Executive Officers ("NEO") being:

a) Michael Blady, President and CEO of the Company; and
b) Terese Gieselman, CFO and Secretary of the Company.

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

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

Director and NEO Compensation

Director and NEO compensation, excluding options and compensation securities

The following table sets forth all compensation for the two most recently completed financial years being June 30, 2025 and June 30, 2024, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiary, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

Table of Compensation Excluding Compensation Securities

Name and Principal Position	Year June 30	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees[5] ($)	Value of Perquisites ($)	Value of all other compensation ($)	Total Compensation ($)
Michael Blady[1] President and CEO Director	2025 2024	110,200[1] 102,000[1]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	110,200 102,000
Terese Gieselman[2] CFO & Secretary	2025 2024	85,525[2] 60,000[2]	Nil Nil	Nil Nil	Nil Nil	46,508[3] 36,280[3]	132,033 96,280
Lawrence Nagy[4] Director	2025 2024	Nil Nil	Nil Nil	12,000 12,000	Nil Nil	Nil Nil	12,000 12,000
William Lindqvist[4] Director	2025 2024	Nil Nil	Nil Nil	12,000 12,000	Nil Nil	Nil Nil	12,000 12,000

NOTES:

1 Consulting fees were paid or accrued to Michael Blady for his services as President and CEO through

Tank Enterprises ("**Tank**") a company controlled by Mr. Blady (*See External Management Companies for further details).*

2 Consulting fees were paid or accrued to Terese Gieselman for her services as CFO and Corporate Secretary through Minco Corporate Management Inc. ("**Minco**"), (*See External Management Companies for further details)*;

3 Other compensation includes fees for administration, accounting and employment services provided to the Company by Minco personnel (*See External Management Companies)*;

4 Directors' fees were paid or accrued to the non-executive directors of $3,000 per quarter;

External Management Companies

The Company retained the services of Michael Blady, through his management company, Tank Enterprises at a rate of $10,400 per month. Tank Enterprises is a private company controlled by Michael Blady, the President and CEO of the Company.

The Company retained the services of Terese Gieselman, through her management company, Minco at a rate of $100 per hour. Minco is a private company wholly owned by Terese Gieselman, the CFO and Corporate Secretary of the Company. Administration and accounting service fees are billed at $65 per hour.

Compensation Securities Table

During the most recently completed financial year June 30, 2025 no options were granted to NEO's.

As at June 30, 2025 NEO's and Directors held the following options:

1. Mr. Blady held an aggregate of 1,095,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these, 275,000 are exercisable at $0.25 until October 5, 2025, 420,000 are exercisable at $0.32 until July 14, 2026 and 400,000 are exercisable at $0.13 until June 10, 2027. Subsequent to June 30, 2025, 275,000 stock options exercisable at $0.25 per share expired unexercised on October 5, 2025.

2. Terese Gieselman held through Minco an aggregate of 475,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 125,000 are exercisable at $0.25 until October 5, 2025, 175,000 are exercisable at $0.32 until July 14, 2026 and 175,000 are exercisable at $0.13 until June 10, 2027. Subsequent to June 30, 2025, 125,000 stock options exercisable at $0.25 per share expired unexercised on October 5, 2025.

3. Lawrence Nagy held an aggregate of 175,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 25,000 are exercisable at $0.25 until October 5, 2025, 75,000 are exercisable at $0.32 until July 14, 2026 and 75,000 are exercisable at $0.13 until June 10, 2027. Subsequent to June 30, 2025, 25,000 stock options exercisable at $0.25 per share expired unexercised on October 5, 2025.

5. William Lindqvist held an aggregate of 175,000 options each of which are exercisable into one common share of the Company and all of which are fully vested. Of these 25,000 are exercisable at $0.25 until October 5, 2025, 75,000 are exercisable at $0.32 until July 14, 2026 and 75,000 are exercisable at $0.13 until June 10, 2027. Subsequent to June 30, 2025, 25,000 stock options exercisable at $0.25 per share expired unexercised on October 5, 2025.

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

Exercise of Compensation Securities by Directors and NEO's

During the most recently completed year end June 30, 2025 there was no exercise of compensation securities by directors or NEO's.

Stock Option Plan

The Board effective April 4, 2024 (the "**Effective Date**") adopted a 10% fixed stock option plan subsequently accepted by the Exchange on April 17, 2024 (the "**Fixed Plan**") pursuant to which the Company may grant up to 5,854,132 stock options (the "**Stock Options**"), representing 10% of the issued and outstanding share capital ("**Issued Shares**") as at the Effective Date.

Employment, consulting and management agreements

Tank Contract

Michael Blady ("**Blady"**) though Tank (as defined hereinabove) was initially engaged informally as an independent contractor providing certain technical and management services as the President and CEO of the Company commencing October 18, 2017 subsequent to which on July 1, 2021 (the "**Effective Date**") the Company formally entered into a consulting agreement with Tank (the "**Tank Contract**") providing for compensation at a monthly rate of $8,500 (the "**Consulting Fee**") commencing the Effective Date an and subsequently amended to $9,000 per month effective November 1, 2024 and further amended the Consulting fee to $10,400 effective April 1, 2025. Additionally the Company will reimburse Blady/Tank for all reasonable costs and expenses incurred by Blady/Tank in furtherance of or in connection with the business of the Company which shall not exceed $2,500 per month without the express written consent of the Board. Subject to the approval of the Exchange or such other applicable regulatory authority, grants of stock options (pursuant to and governed by the terms of the Company's stock option plan) by the Company to Blady/Tank may be made from time to time at the discretion of the Board. *See Termination and Change of Control for further details.*

Minco Contract

Terese Gieselman ("**Gieselman**") through Minco (as defined hereinabove) was initially engaged informally as an independent contractor providing certain financial and corporate compliance and reporting management services as the CFO and Corporate Secretary of the Company commencing October 18, 2017 subsequent to which on July 1, 2021 the Company formally entered into a consulting agreement with Minco (the "**Minco Contract**") providing for compensation at $100 (effective November 1, 2023) per hour at a minimum fifty (50) hours per month spent providing the services (the "**Consulting Fee**") and any additional services at rates of $65 per hour during the term of the Minco Contract, commencing the Effective Date, payable in monthly instalments in arrears commencing the Effective Date.

Additionally the Company will reimburse Gieselman/Minco for all reasonable costs and expenses incurred by Gieselman/Minco in furtherance of or in connection with the business of the Company which shall not exceed $2,500 per month without the express written consent of the Board. Subject to the approval of the Exchange or such other applicable regulatory authority, grants of stock options (pursuant to and governed by the terms of the Company's stock option plan) by the Company to Gieselman/Minco may be made from time to time at the discretion of the Board. *See Termination and Change of Control for further details.*

Termination and Change of Control Benefits

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

The Company has consulting and/or employment agreements which include termination and change of control provisions as outlined below. The change of control provisions recognize the critical nature of these positions and the individuals involved and the requirement to protect the individuals from disruption to their engagement in the event of a change of control of the Company. The change of control provisions are designed to treat the individuals in a manner consistent with industry standards for executives in similar positions. The following outlines any agreement which contains a change of control provision or termination clause other than a 30 or 60 day notice of termination.

Tank Contract
Pursuant to the terms of the Tank Contract, the Company may terminate the Tank Contract at any time without cause, by paying an amount equal 12 times the Consulting Fee (the "**Applicable Notice Period**").

Change in Control Severance

In the event the Tank Contract ends within six (6) months after a Change of Control Event (as defined hereinbelow), the Applicable Notice Period will be twenty-four (24) months instead of twelve (12) months.

A "Change in Control Event" is means the occurrence of either:

- the acquisition by any person or combination of persons directly or indirectly of a sufficient number of securities, or instruments convertible into securities, of the Company to control of the Company where such person did not have such control prior to such transactions, whether by way of (i) acquisition of previously issued securities, (ii) issuances from treasury, (iii) any business combination, consolidation, merger or amalgamation, or (iv) any combination thereof, where "control" means that the person or combination of persons holds shares or other securities in excess of the number which, directly or following the conversion or exercise thereof, would entitle the holders thereof to cast 50% or more of the votes attached to all shares of the Company which may be cast to elect directors of the Company; or
- the sale or transfer of all or substantially all of the assets or undertaking of the Company to a person or combination of persons who, before such sale or transfer, did not have direct or indirect "control" of the Company;

other than as a transaction or series of transactions that involves a sale or issuance of securities or assets of the Company which is Consultant is involved as a purchaser in any manner.

Minco Contract

Pursuant to the terms of the Minco Contract, the Company may terminate the Minco Contract at any time without cause, by paying an amount equal 12 times the Consulting Fee (the "**Applicable Notice Period**").

Change in Control Severance

In the event the Minco Contract ends within six (6) months after a Change of Control Event (as defined hereinbelow) , the Applicable Notice Period will be twenty-four (24) months instead of twelve (12) months.

A "Change in Control Event" is means the occurrence of either:

- the acquisition by any person or combination of persons directly or indirectly of a sufficient number of securities, or instruments convertible into securities, of the Company to control of the Company where such person did not have such control prior to such transactions, whether by way of (i) acquisition of previously issued securities, (ii) issuances from treasury, (iii) any business combination, consolidation, merger or amalgamation, or (iv) any combination thereof, where "control" means that the person or combination of persons holds shares or other securities in excess of the number which, directly or following the conversion or exercise thereof, would entitle the holders thereof to cast 50% or more of the votes attached to all shares of the Company which may be cast to elect directors of the Company; or
- the sale or transfer of all or substantially all of the assets or undertaking of the Company to a person or combination of persons who, before such sale or transfer, did not have direct or indirect "control" of the Company;

other than as a transaction or series of transactions that involves a sale or issuance of securities or assets of the Company which is Consultant is involved as a purchaser in any manner.

If a Change of Control of the Company had occurred on June 30, 2025, the total cost to the Company of related payments to the NEOs as described hereinabove is estimated at $391,450. Estimated payments to individual NEOs are as described below assuming mentioned events had occurred on June 30, 2025:

Name and Position	Amount as at June 30, 2025
Michael Blady, President and CEO (Tank)	$220,400
Terese Gieselman, CFO & Secretary (Minco)	$171,050
Total	**$391,450**

Oversight and Description of Director and NEOs Compensation

Compensation Review Process

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

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

Compensation Risk Assessment and Mitigation

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

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

Elements of Executive Compensation Program

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

(a) base salary or consulting fees;

(b) bonus payments; and

(c) equity participation through the Plan.

Base Salary or Consulting Fees

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

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

(a) the particular responsibilities related to the position;

(b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Company;

(c) the experience level of the NEO;

(d) the amount of time and commitment which the NEO devotes to the Company; and

(e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance

for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant acquisitions of mineral properties and the attainment of corporate milestones). The Company did not award any bonuses during its financial years ended June 30, 2025.

Equity Participation

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

Executive Compensation

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

Director Compensation

The Company currently pays compensation to non-management directors a rate of $3,000 per quarter. Additionally the directors are reimbursed for expenses occurred in carrying out their duties as directors and are granted Options.

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as at the year ended June 30, 2025, the number of securities authorized for issuance under the Company's Plan:

Plan Category	Number of securities to be issued upon exercise of outstanding Options (a)	Weighted-average exercise price of outstanding Options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))[1]
Equity compensation plans approved by security holders	2,030,000	$0.21	3,824,132
Equity compensation plans not approved by security holders	—	—	—
Total	2,030,000	$0.21	3,824,132

NOTES:

1. The above numbers are based on the fixed number of shares of 5,854,132 authorized under the Fixed Plan as at June 30, 2025.

MANAGEMENT CONTRACTS

The Company's management functions are performed by its NEOs and the Company has no management agreements or arrangements in place under which such management functions are performed by persons other than NEOs.

NORMAL COURSE ISSUER BID

In May 2026, the Board of Directors approved a share repurchase program pursuant to a normal course issuer bid to acquire up to 2,927,000 common shares of the Company, representing approximately 5.0% of the common shares issued at that time (the "**Share Repurchase Program**"). The Company took this action to provide it with enhanced flexibility should market conditions result in the Company's shares being undervalued.

The Share Repurchase Program runs from June 2, 2026 to June 1, 2027. Purchases will be made at prevailing market prices, through the facilities of the TSX Venture Exchange (the "**TSXV**"), in compliance with regulatory requirements. All shares acquired thereunder were cancelled.

As of the date of this Circular, the Company has repurchased and cancelled 192,000 shares under the Share Repurchase Program.

Shareholders may obtain a copy of the Company's Notice of Intention to Make a Normal Course Issuer Bid filed with the TSXV, without charge, by contacting the Company at Suite 202, 3210 Carrington Road, Kelowna, British Columbia, V4T 0G6, Attention: Corporate Secretary.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, and employees, proposed nominees for election as directors or their associates has been indebted to the Company or to any of its subsidiaries nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries for the financial year ended June 30, 2025.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein or as previously disclosed in an information circular of the Company, no informed person (i.e. insider) of the Company, no proposed director of the Company, and no associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since financial year ended June 30, 2024 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

INFORMATION ON CORPORATE GOVERNANCE

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

Board of Directors

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

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

Of the proposed nominees, one nominee, Michael Blady is considered "not independent". Mr. Blady is the current President and CEO and is considered an "inside" or a management director. Each of the remaining two (2) proposed directors are considered by the Board to be "independent", within the meaning of NI 58-101. The independent board determines executive compensation from time to time.

Directorships

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

Name of Director	Other Issuer
Michael Blady	Ridgeline Minerals Corp.(1) Nexus Uranium Corporation(2) Blade Resource Inc.(3)
Larry Nagy	Bronco Resources Corp.(1)
William Lindqvist	Bronco Resources Corp.(1)

(1) Listed on the TSX Venture Exchange.
(2) Listed on Canadian Securities Exchange.
(3) Reporting issuer in Alberta, British Columbia and Ontario

Orientation and Continuing Education

The Board does not have a formal orientation and education program for new directors. Upon joining the Board, each director is provided with an orientation program regarding the role of the Board, its committees and its directors, and the nature and operation of the Company's current and past business. They are also provided with a copy of the audit committee charter. The Board encourages directors to participate in continuing education opportunities in order to ensure that the directors may maintain or enhance their skills and abilities as directors and maintain a current and thorough understanding of the Company's business.

Ethical Business Conduct

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

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

In that regard, the Board adopted a written **Code of Business Conduct** (the "Code") for its directors, officers, employees and consultants. A copy of the Code can be found on the Company website at www.goldenresources.com and has been posted on SEDAR+ at www.sedarplus.ca;

Nomination of Directors

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

Compensation

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

Other Board Committees

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

Assessments

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

DISCLOSURE BY VENTURE ISSUERS

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

Audit Committee Charter

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

Composition of the Audit Committee

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of an issuer's board of directors, reasonably interfere with the exercise of a member's independent judgment or is one of the relationships that is deemed material, which are described above under *Board of Directors*.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The current members of the audit committee are William Lindqvist, Lawrence Nagy and Michael Blady. All members of the audit committee are financially literate, and Mr. Lindqvist and Mr. Nagy are considered independent. Michael Blady is considered "not independent" as he is the current President and CEO and is considered an "inside" or a management director.

Relevant Education and Experience

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

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

Michael Blady**:** Mr. Blady has over thirteen years of experience in the senior management of numerous private and public resource companies. Mr. Blady is currently the President, CEO and a director of Golden Ridge Resources Ltd., a precious metals explorer in Newfoundland and Labrador. Mr. Blady is also CEO & director of Blade Resources Inc. and a director of Nexus Uranium Corp. Mr. Blady has served as a director and member of audit committees of several public companies. Additionally, Mr. Blady was principal and co-founder of Ridgeline Exploration Services Inc., a grass roots exploration services company that was acquired by GoldSpot Discoveries Corp. in 2021 and subsequently sold to ALS Global in 2022. He has also been the director of Tank Enterprises Ltd. since June 2011. Mr. Blady holds a B.Sc. in geology from Simon Fraser University.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees[1]	Audit Related[2] Fees	Tax Fees[3]	All Other Fees[4]
June 30, 2025	$42,000	$Nil	$4,000	$29,090
June 30, 2024	$36,000	$Nil	$4,000	$12,000

1 The Audit Fees are fees billed by the Company`s external auditor for services provided in auditing the annual financial statements.

2 Audit Related Fees are fees billed for assurance and related services by the Company`s external auditor that are reasonably related to the performance of the audit or review of the Company`s financial statements.

3 Tax Fees are fees billed by the external auditor for tax compliance, tax advice and planning.

4 All Other Fees are fees billed by the external auditor for products and services not included in the categories described above.

Exemption for Venture Issuers

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

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available through the internet on the System for Electronic Document Analysis and Retrieval (SEDAR+) which can be accessed at *www.sedarplus.ca*. Comparative financial information on the Company for the year ended June 30, 2025 together with the auditors' report thereon and management discussion and analysis of the Company will be presented at the Meeting and which can also be accessed at ***www.sedarplus.ca***. Shareholders may request copies of the Company's financial statements and MD&A by contacting the Company at Suite 202 – 3310 Carrington Road West Kelowna, BC V4T 0G6.

BOARD APPROVAL

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

DATED at Kelowna, British Columbia, this 24th day of September, 2026

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Blady"

Michael Blady
Director, President and CEO

SCHEDULE "A"

THE AUDIT COMMITTEE'S CHARTER

Purpose

The overall purpose of the Audit Committee (the "**Committee**") of GOLDEN RIDGE RESOURCES LTD. (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

Composition, Procedures and Organization

(1) The Committee shall consist of at least three members of the Board of Directors (the "**Board**").

(2) At least two (2) members of the Committee shall be independent[1] and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) All of the members of the Committee shall be "financially literate"2.

(4) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

(5) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

(6) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

(7) The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

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

2 "Financially literate" individual is an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(8) Meetings of the Committee shall be conducted as follows:

(A) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

(B) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;

(C) management representatives may be invited to attend all meetings except private sessions with the external auditors; and

(D) the proceedings of all meetings will be minuted.

(9) The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

(10) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual General Meeting of the Shareholders after his/her election.

(11) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Roles and Responsibilities

(1) The overall duties and responsibilities of the Committee shall be as follows:

(A) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;

(B) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

(C) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(D) to report regularly to the Board on the fulfilment of its duties and responsibilities.

(2) The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(A) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(B) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(C) review the audit plan of the external auditors prior to the commencement of the audit;

(D) approve in advance provision by the external auditors of services other than auditing;

(E) to review with the external auditors, upon completion of their audit:

(i) contents of their report;
(ii) scope and quality of the audit work performed;
(iii) adequacy of the Company's financial and auditing personnel;
(iv) co-operation received from the Company's personnel during the audit;
(v) internal resources used;
(vi) significant transactions outside of the normal business of the Company;
(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
(viii) the non-audit services provided by the external auditors;

(F) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;

(G) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and

(H) review any significant disagreements between management and the external auditor regarding financial reporting.

(3) The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:

(A) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;

(B) review and approve the internal audit plan; and

(C) review significant internal audit findings and recommendations, and management's response thereto.

(4) The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(A) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
(B) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
(C) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

(5) The Committee is also charged with the responsibility to:

(A) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(B) review and approve the financial sections of:

(i) the annual report to Shareholders;
(ii) the annual information form, if required;
(iii) annual and interim MD&A;
(iv) prospectuses;
(v) news releases discussing financial results of the Company; and
(vi) other public reports of a financial nature requiring approval by the Board and report to the Board with respect thereto;

(C) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(D) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(E) review and report on the integrity of the Company's consolidated financial statements;

(F) establish procedures for:

(i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(G) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(H) review and recommend updates to the charter and receive approval of changes from the Board;

(I) review the minutes of any audit committee meeting of subsidiary companies;

(J) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(K) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(L) perform other functions as requested by the full Board.

(6) The Committee shall have the authority:

(A) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(B) to set and pay the compensation for any advisors employed by the Committee; and

(C) to communicate directly with the internal and external auditors.

SCHEDULE "B"

CHANGE OF AUDITOR REPORTING PACKAGE

GOLDEN RIDGE RESOURCES LTD.
(the "Company")

NOTICE OF CHANGE OF AUDITOR

To: **SMYTHE LLP**
And to: **DMCL LLP**

In accordance with National Instrument 51-102 Continuous Disclosure Obligations ("**NI 51-102**"), the Company hereby provides notice as follows:

1. The Company has received the resignation of Smythe LLP effective as of July 10, 2026;

2. On July 10, 2026, the Company appointed DMCL LLP as its auditor to fill the vacancy created by the resignation of Smythe LLP, and to hold such position until the close of the next annual meeting of shareholders of the Company; and

3. The resignation of Smythe LLP and the appointment of DMCL LLP was considered and approved by the Company's board of directors.

4. There were no modifications of opinion by Smythe LLP in the auditor's reports relating to the Company's financial statements for the "relevant period", as defined in NI 51-102.

5. There are no "reportable events" as defined in NI 51-102.

Dated as of July 10, 2026.

GOLDEN RIDGE RESOURCES LTD.

Per: *"Terese Gieselman"*
Terese Gieselman
Chief Financial Officer

dmcl LLP

dmcl.ca

July 10, 2026

BRITISH COLUMBIA SECURITIES COMMISSION	TSX VENTURE EXCHANGE
P.O. Box 10142, Pacific Centre	P.O. Box 11633
9th Floor – 701 West Georgia Street	Suite 2700-650 West Georgia Street
Vancouver, BC V7Y 1L2	Vancouver, BC V6B 4N9

ALBERTA SECURITIES COMMISSION
Suite 600, 250-5th Street S.W.
Calgary, AB T2P 0R4

Dear Sirs:

Re: Golden Ridge Resources Ltd. (the "Company")
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated July 10, 2026 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

DMCL LLP

DMCL LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

smythe

July 10, 2026

Private and Confidential

British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs/Mesdames:

RE: GOLDEN RIDGE RESOURCES LTD. (THE "COMPANY")
CHANGE OF AUDITOR

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated July 10, 2026 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

SMYTHE LLP | **smythecpa.com**

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