



**NOTICE**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**for the**

**ANNUAL GENERAL AND SPECIAL MEETING**

**of**

**MYRIAD URANIUM CORP.**

**to be held on**

**Thursday, March 12, 2026**

**MYRIAD URANIUM CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the “Meeting”) of Myriad Uranium Corp. (“Myriad”) will be held at Suite 600 - 1090 West Georgia Street, Vancouver, British Columbia at 11:00 a.m., on Thursday, March 12, 2026, for the following purposes:

- 1) To receive and consider the audited financial statements of Myriad for the fiscal year ended April 30, 2025, together with the auditor’s report thereon.
- 2) To fix the number of directors of Myriad at five.
- 3) To elect the directors for the ensuing year.
- 4) To re-appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
- 5) To consider and, if appropriate, to pass, with or without variation, an ordinary resolution approving the Company’s Omnibus Long-Term Incentive Plan.
- 6) To transact such other business as may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice.

The Company’s board of directors (the “Board”) has fixed January 21, 2026 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “Notice-and-Access Provisions”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials (collectively, the “Meeting Materials”) online. Shareholders will still receive a Notice-and-Access Notification, with information on how shareholders may access the Meeting Materials via the internet, together with the form of proxy or VIF and a financial statement request card, and may choose to receive a paper copy of the Meeting Materials.

The Company will not use the procedure known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Meeting Materials.

**PLEASE REVIEW THE INFORMATION CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE INFORMATION CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS TO BE VOTED UPON AT THE MEETING. THE**

**INFORMATION CIRCULAR IS AVAILABLE AT [WWW.MYRIADURANIUM.COM](http://WWW.MYRIADURANIUM.COM) AND UNDER THE COMPANY'S PROFILE ON SEDAR+ AT [WWW.SEDARPLUS.CA](http://WWW.SEDARPLUS.CA) ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY OF THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR) OR HAVE QUESTIONS ABOUT NOTICE-AND-ACCESS SHOULD CONTACT TSX TRUST COMPANY AT BY TELEPHONE AT 1-888-433-6443 OR BY EMAIL AT [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.com).**

If you are a registered shareholder of Myriad and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with TSX Trust Company in accordance with the instructions provided in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of Myriad and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The Company encourages shareholders to vote prior to the Meeting.

DATED at Vancouver, British Columbia, as of January 21, 2026.

By Order of the Board of Directors of

**MYRIAD URANIUM CORP.**

“Thomas Lamb”

Thomas Lamb

Chief Executive Officer

**MYRIAD URANIUM CORP.**  
Suite 600 – 1090 West Georgia Street  
Vancouver, BC V6E 3V7

## **INFORMATION CIRCULAR**

(all information as at January 21, 2026, unless otherwise stated)

Myriad Uranium Corp. (“**Myriad**” or the “**Company**”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the Annual General and Special Meeting (the “**Meeting**”) of Myriad to be held on Thursday, March 12, 2026, and at any adjournments. Myriad will conduct its solicitation by mail and officers and employees of Myriad may, without receiving special compensation, also telephone or make other personal contact. Myriad will pay the cost of solicitation.

## **PROXY RELATED INFORMATION**

### **Appointment 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, directors or representatives of Myriad (the “**Management Proxyholders**”).

**A shareholder has the right to appoint a person other than a Management Proxyholder to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided 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 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 Proxyholders as proxyholder, the Management Proxyholder 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 the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of Myriad knows of no such amendments, variations or other matters to come before the Meeting.

### **Completion and Return of Proxy**

Completed forms of proxy must be deposited with Myriad’s registrar and transfer agent, TSX Trust

Company, in accordance with the instructions provided in 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 deposited subsequently.

### **Notice-and-Access**

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials (collectively, the “**Meeting Materials**”) online. Shareholders will still receive a Notice-and-Access Notification, with information on how shareholders may access the Meeting Materials via the internet, together with the form of proxy or VIF and a financial statement request card (collectively, the “**Notice Package**”), and may choose to receive a paper copy of the Meeting Materials.

The use of Notice-and-Access Provisions is intended to reduce paper waste and mailing costs to the Company. In order to utilize the Notice-and-Access Provisions to deliver the Notice Package, the Company must send a notice to the Company’s shareholders indicating that the Meeting Materials have been posted electronically on a website that is not SEDAR+ and explaining how shareholders can access the Meeting Materials or obtain a paper copy of the Meeting Materials at the Company’s expense. The Meeting Materials have been posted in full on the Company’s website at [www.myriaduranium.com](http://www.myriaduranium.com) and under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

To use the Notice-and-Access Provisions, the Company is required to set the record date for the Meeting at least 40 days prior to the Meeting date to ensure there is sufficient time for the Meeting Materials to be posted on the applicable website and the Notice Package to be delivered to shareholders. The requirements for the Notice-and-Access Notification are that the Company shall provide basic information about the Meeting and the matters to be voted on, explain how shareholders can obtain a paper copy of the Meeting Materials, and explain the Notice-and-Access process. The Notice Package containing this information has been delivered to shareholders by the Company.

The Company will not use the procedure known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Meeting Materials. No shareholder will receive a paper copy of the Meeting Materials from the Company or any intermediary unless such shareholder specifically requests same.

If a shareholder wishes to receive a paper copy of the Meeting Materials or has questions about notice-and-access, please call 1-888-433-6443 or email [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.com). In order to receive a paper copy in time to vote not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, requests to receive a paper copy of the Meeting Materials should be received by February 27, 2026.

### **Non-Registered Holders**

**Only shareholders whose names appear on the records of Myriad as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most shareholders of Myriad are “non-registered” shareholders because the shares they own are not registered in their names but instead

registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “Nominee”). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, Myriad has distributed copies of the Notice Package 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 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.

In addition, Canadian securities legislation now permits Myriad to forward meeting materials directly to “non-objecting beneficial owners”. If Myriad or its agent has sent these materials directly to you (instead of through a Nominee), your name, 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, Myriad (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.

### **Revocability of Proxy**

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered 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 Myriad, 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. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

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

The authorized capital of Myriad consists of an unlimited number of common shares without par value. As at the date hereof, there are issued and outstanding 105,399,708 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company has no other classes of voting securities.

Persons who are registered shareholders at the close of business on January 21, 2026, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

To the knowledge of the directors and senior officers of Myriad, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of Myriad that have the right to vote in all circumstances.

## STATEMENT OF EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

### Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company's Chief Executive Officer and Chief Financial Officer, (together, the "**Named Executive Officers**") and any director who is not a Named Executive Officer for the financial years ended April 30, 2024 and 2025. There were no other executive officers of the Company or individuals who individually earned more than \$150,000 in total compensation.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Thomas Lamb President, CEO, Corporate Secretary and Director <sup>(1)</sup>	2025 2024	140,000 120,000	136,071 21,429	Nil Nil	Nil Nil	Nil Nil	276,071 141,429
Nelson Lamb Chief Financial Officer <sup>(2)</sup>	2025 2024	56,000 48,000	9,000 Nil	Nil Nil	Nil Nil	Nil Nil	65,000 48,000
Fred Bonner Chief Geologist and Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Tom Lee Director <sup>(3)</sup>	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Simon Clarke Executive Chairman and Director <sup>(4)</sup>	2025 2024	30,000 Nil	20,000 Nil	Nil Nil	Nil Nil	Nil Nil	50,000 Nil
Marvin Singer Director <sup>(5)</sup>	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Ian Archbold Former Director <sup>(6)</sup>	2025 2024	Nil Nil	40,000 Nil	Nil Nil	Nil Nil	Nil Nil	40,000 Nil
Cyril Amadi Former Director <sup>(7)</sup>	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Daye Kaba Former Director <sup>(8)</sup>	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) Mr. Thomas Lamb was appointed as a director, President, CEO and Corporate Secretary on November 1, 2022.

(2) Mr. Nelson Lamb was appointed as CFO on December 12, 2022.

(3) Mr. Lee was appointed as a director on November 24, 2023.

(4) Mr. Clarke was appointed as director on July 22, 2024.

(5) Mr. Singer was appointed as a director on September 19, 2024.

(6) Mr. Archbold was appointed as a director on September 19, 2024 and resigned as a director on January 21, 2025.

(7) Mr. Amadi resigned as a director on September 19, 2024.

(8) Mr. Kaba resigned as a director on September 19, 2024.

### Stock Options and Other Compensation Securities

The following stock options were granted or issued to Named Executive Officers and directors during the most recently completed financial year ended April 30, 2025.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Thomas Lamb President, CEO, Corporate Secretary and Director	Stock Options	225,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029
	Restricted Share Units	400,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	215,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Nelson Lamb Chief Financial Officer	Stock Options	100,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029
	Restricted Share Units	225,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	115,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Fred Bonner Chief Geologist and Director	Stock Options	75,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029
	Restricted Share Units	250,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	90,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Tom Lee, Director	Stock Options	125,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029
	Restricted Share Units	250,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	115,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Marvin Singer, Director	Stock Options	175,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029

	Restricted Share Units	250,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	165,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Simon Clarke, Executive Chairman, Director	Stock Options	200,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Oct. 28, 2029
	Restricted Share Units	300,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Dec. 31, 2027
	Restricted Share Units	165,000	Jan. 28, 2025	\$0.40	\$0.405	\$0.27	Dec. 31, 2028
Ian Archbold, Former Director	Stock Options	200,000	Oct. 28, 2024	\$0.50	\$0.485	\$0.26	Jan. 21, 2027

### Stock Option Plans and Other Incentive Plans

The Company has adopted an Omnibus Long-Term Incentive Plan (the “**Omnibus Plan**” or the “**Plan**”) dated as of October 18, 2024. The Omnibus Plan is the basis for the Company’s long term incentive scheme pursuant to which the Company may from time to time, in its discretion, and in accordance with the requirements of the Canadian Securities Exchange, grant to directors, officers, and consultants to the Company (each, a “**Participant**”), non-transferable stock options to purchase common shares of the Company (“**Options**”), Restricted Share Units (“**RSUs**”), Participant Share Units (“**PSUs**”, and together with RSUs, “**Share Units**”), and Deferred Share Units (“**DSUs**”, and together with Options, RSUs and PSUs, “**Awards**”). The Plan is administered by the Board, or if appointed, by a committee of directors appointed from time to time by the Board. The maximum number of common shares issuable under the Plan shall not exceed 15% of the number of common shares of the Company issued and outstanding as of each Award date, inclusive of all common shares reserved for issuance pursuant to previously granted Awards. The exercise price of Awards granted under the Plan will not be less than the closing market price of the Company’s common shares on the Canadian Securities Exchange. The Omnibus Plan replaced the Company’s incentive stock option plan. The Omnibus Plan will be presented for approval by the Company’s shareholders at the Company’s next Annual General and Special Meeting of shareholders.

The key features of the Plan are as follows:

- The maximum number of common shares issuable under the Plan shall not exceed 15% of the number of common shares of the Company issued and outstanding as of each award date, inclusive of all common shares reserved for issuance pursuant to previously granted Awards.
- Awards vest as the Board may determine upon the issuance of the Awards.
- The exercise price of Options granted under the Plan will be determined by the Board but will not be less than the greater of the closing market price of the Company’s common shares on the Canadian Securities Exchange on the trading day prior to the date of grant of the Options.
- Subject to the approval of the Company’s Board, pursuant to the terms and conditions set forth in the Plan, a Participant may choose to undertake a “cashless exercise” with the assistance of a broker (the “**Broker**”) or a “net exercise” in order to facilitate the exercise of such Participant’s Options.

- The expiry date of an Option shall be the earlier of the date fixed by the Company's Board on the award date, and: (a) in the event that an Option holder ceases to be an eligible Participant for "cause", all unexercised Options shall terminate on the Option holder's termination date; (b) in the case of a Participant ceasing to be an eligible participant due to such Participant's resignation, retirement or termination other than for "cause", as applicable, subject to any later expiration dates determined by the Company's Board, all Options shall expire on the earlier of ninety (90) days after the effective termination date or the expiry date of such Option, to the extent such Option was vested and exercisable by the Participant on the effective date of such termination date, and all unexercised unvested Options granted to such Participant shall terminate on the effective date of such resignation, retirement or termination; and (c) in the case of a Participant ceasing to be an eligible participant due to death or long-term disability, as applicable, subject to any later expiration dates determined by the Company's Board, all Options shall expire on the earlier of twelve (12) months after the effective date of such death or long-term disability, or the expiry date of such Option, to the extent such Option was vested and exercisable by the Participant on the effective date of such death or long-term disability, and all unexercised unvested Options granted to such Participant shall terminate on the effective date of such death or long-term disability.
- A DSU is a unit granted to non-employee directors of the Company representing the right to receive a Share or the cash equivalent, subject to restrictions and conditions as the Board may determine at the time of grant. Conditions may be based on continuing service as a non-employee director (or other service relationship), vesting terms and/or achievement of pre-established performance criteria. Each non-employee director may elect to receive all or a portion his or her annual retainer fee in the form of a grant of DSUs in each fiscal year. Subject to vesting and other conditions and provisions set forth herein and in the DSU agreement, the Board shall determine whether each DSU awarded to a non-employee director shall entitle the non-employee director: (i) to receive one Share issued from treasury; (ii) to receive the cash equivalent of one Share; (iii) to receive either one Share from treasury, the cash equivalent of one Share or a combination of cash and Shares, as the Board may determine in its sole discretion on redemption; or (iv) to entitle the non-employee director to elect to receive either one Share from treasury, the cash equivalent of one Share or a combination of cash and Shares. Each non-employee director shall be entitled to redeem his or her DSUs during the period commencing on the business day immediately following his or her termination date and ending on the date that is not later than the 90<sup>th</sup> day following the termination date, or such shorter redemption period set out in the relevant DSU Agreement.
- A Share Unit is an Award entitling the recipient to acquire Shares, at such purchase price (which may be zero) as determined by the Board, subject to such restrictions and conditions as the Board may determine at the time of grant. Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. Subject to the vesting and other conditions and provisions set forth in the Plan and in the RSU agreement and/or PSU agreement, the Board shall determine whether each RSU and/or PSU awarded to a Participant shall entitle the Participant: (i) to receive one Share issued from treasury; (ii) to receive the cash equivalent of one Share; (iii) to receive either one Share from treasury, the cash equivalent of one Share or a combination of cash and Shares, as the Board may determine in its sole discretion on settlement; or (iv) to elect to receive either one Share from treasury, the cash equivalent of one Share or a combination of cash and Shares. Each Participant shall be entitled to elect to settle any Share Unit during the period commencing on the vesting date of such Share Unit and ending on the last day of the third calendar year following the calendar year containing the end of the first corporate fiscal year in which the services were rendered by the Participant in relation to the issuance of such Share Unit to such Participant.

- Except as set forth in the Plan, Awards are not transferable.
- With respect to DSUs, RSUs and/or PSUs (but excluding Options), when dividends (other than stock dividends) are paid on Shares, Participants holding DSUs, RSUs and/or PSUs shall receive additional DSUs, RSUs and/or PSUs, as applicable (“**Dividend Share Units**”) as of the dividend payment date. The number of Dividend Share Units to be granted to the Participant shall be determined by multiplying the aggregate number of DSUs, RSUs and/or PSUs, as applicable, held by the Participant on the relevant record date by the amount of the dividend paid by the Company on each Share, and dividing the result by the market value on the dividend payment date, which Dividend Share Units shall be in the form of DSUs, RSUs and/or PSUs, as applicable. Dividend Share Units granted to a Participant shall be subject to the same vesting conditions applicable to the related DSUs, RSUs and/or PSUs.
- In the event of any stock dividend, stock split, combination or exchange of Shares, merger, consolidation, spin-off or other distribution (other than normal cash dividends) of the Company’s assets to shareholders, or any other change in the Shares, the Board will make such proportionate adjustments, if any, as the Board in its discretion, subject to regulatory approval, may deem appropriate to reflect such change (for the purpose of preserving the value of the Awards), with respect to (i) the number or kind of Shares or other securities reserved for issuance pursuant to the Plan; and (ii) the number or kind of Shares or other securities subject to unexercised Awards previously granted and the exercise price of those Awards provided, however, that no substitution or adjustment will obligate the Company to issue or sell fractional Shares. The existence of any Awards does not affect in any way the right or power of the Company or an affiliate or any of their respective shareholders to make, authorize or determine any adjustment, recapitalization, reorganization or any other change in the capital structure or the business of, or any amalgamation, merger or consolidation involving, to create or issue any bonds, debentures, shares or other securities of, or to determine the rights and conditions attaching thereto, to effect the dissolution or liquidation of or any sale or transfer of all or any part of the assets or the business of, or to effect any other corporate act or proceeding relating to, whether of a similar character or otherwise, the Company or such affiliate, whether or not any such action would have an adverse effect on the Plan or any Award granted under the Plan.
- The Board may, in its sole discretion, suspend or terminate the Plan at any time or from time to time and/or amend or revise the terms of the Plan or of any Award granted under the Plan and any agreement relating thereto, provided that such suspension, termination, amendment, or revision shall: (a) not adversely alter or impair any Award previously granted except as permitted by the terms of the Plan or upon the consent of the applicable Participant(s); and (b) be in compliance with applicable law and with the prior approval, if required, of the shareholders of the Company and of the CSE or any other stock exchange upon which the Company has applied to list its Shares.

## **Employment, Consulting and Management Agreements**

*Thomas Lamb, President, Chief Executive Officer, Corporate Secretary and Director*

The Company is party to a consulting agreement dated effective January 1, 2025, as amended, with 1095938 B.C. Ltd., the services company of Thomas Lamb, President, Chief Executive Officer, Corporate Secretary and a Director of the Company. Under the agreement Mr. Lamb, through his company, has agreed to provide services as Chief Executive Officer and a director of the Company, and the Company has agreed to pay a monthly fee of \$20,000 to Mr. Lamb’s company, which monthly fee will be reviewed by the parties and, if appropriate, adjusted on an annual basis. At the discretion of the Board, Mr. Lamb is

also eligible to receive cash bonuses, Options and Awards, and is also eligible to participate in any Company health, medical and benefits plans. The Company has also agreed to reimburse Mr. Lamb and his company for reasonable business expenses incurred in the process of performing work for the Company.

The Company may terminate the agreement at any time, in which case this agreement will terminate on the date which is eighteen (18) months following notice of such termination. The Company may elect to terminate the agreement at any time prior to such date by providing payment in lieu of notice at the applicable monthly fee under the agreement.

If the agreement is terminated by either party (other than for cause) within six (6) months following a Change of Control, the Company will be required to pay an amount equal to the total fees which would have been payable for twenty four (24) months based on the prevailing monthly fee under the agreement at the time of the Change of Control. Under the agreement, a "Change of Control" has occurred upon any of the following events occurring: (i) a merger, amalgamation, arrangement, reorganization, take-over or transfer of securities of the Company takes place in which equity securities of the Company possessing more than one-half of the total combined voting power of the Company's outstanding equity securities are acquired by a person or persons different from the persons holding those equity securities immediately prior to such transaction, and the composition of the board of directors of the Company following such transaction is such that the directors of the Company prior to the transaction constitute less than one-half of the directors following the transaction, except that no Change in Control will be deemed to occur if such merger, amalgamation, arrangement, reorganization or transfer is with any subsidiary or subsidiaries of the Company; (b) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Company without the prior approval of the board of directors of the Company; or (c) if the Company sells, transfers or otherwise disposes of all or substantially all of its assets, except that no Change in Control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Company.

*Nelson Lamb, Chief Financial Officer*

The Company is party to a consulting agreement dated effective January 1, 2025, as amended, with Redhaven Consulting Inc., the services company of Nelson Lamb, Chief Financial Officer of the Company. Under the agreement Mr. Lamb, through his company, has agreed to provide services as Chief Financial Officer of the Company, and the Company has agreed to pay a monthly fee of \$7,000 to Mr. Lamb's company, which monthly fee will be reviewed by the parties and, if appropriate, adjusted on an annual basis. At the discretion of the Board, Mr. Lamb is also eligible to receive cash bonuses, Options and Awards, and is also eligible to participate in any Company health, medical and benefits plans. The Company has also agreed to reimburse Mr. Lamb and his company for reasonable business expenses incurred in the process of performing work for the Company.

The Company may terminate the agreement at any time, in which case this agreement will terminate on the date which is twelve (12) months following notice of such termination. The Company may elect to terminate the agreement at any time prior to such date by providing payment in lieu of notice at the applicable monthly fee under the agreement.

If the agreement is terminated by either party (other than for cause) within six (6) months following a Change of Control, the Company will be required to pay an amount equal to the total fees which would have been payable for twenty four (24) months based on the prevailing monthly fee under the agreement at the time of the Change of Control. Under the agreement, a "Change of Control" has occurred upon any of the following events occurring: (i) a merger, amalgamation, arrangement, reorganization, take-over or

transfer of securities of the Company takes place in which equity securities of the Company possessing more than one-half of the total combined voting power of the Company's outstanding equity securities are acquired by a person or persons different from the persons holding those equity securities immediately prior to such transaction, and the composition of the board of directors of the Company following such transaction is such that the directors of the Company prior to the transaction constitute less than one-half of the directors following the transaction, except that no Change in Control will be deemed to occur if such merger, amalgamation, arrangement, reorganization or transfer is with any subsidiary or subsidiaries of the Company; (b) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Company without the prior approval of the board of directors of the Company; or (c) if the Company sells, transfers or otherwise disposes of all or substantially all of its assets, except that no Change in Control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Company.

*Simon Clarke, Executive Chairman and Director*

The Company is party to a consulting agreement dated effective January 1, 2025, as amended, with Ailsa Craig Capital Ltd., the services company of Simon Clarke, Executive Chairman and a Director of the Company. Under the agreement Mr. Clarke, through his company, has agreed to provide services as Executive Chairman and a Director of the Company, and the Company has agreed to pay a monthly fee of \$10,000 to Mr. Clarke's company, which monthly fee will be reviewed by the parties and, if appropriate, adjusted on an annual basis. At the discretion of the Board, Mr. Clarke is also eligible to receive cash bonuses, Options and Awards, and is also eligible to participate in any Company health, medical and benefits plans. The Company has also agreed to reimburse Mr. Clarke and his company for reasonable business expenses incurred in the process of performing work for the Company.

The Company may terminate the agreement at any time, in which case this agreement will terminate on the date which is eighteen (18) months following notice of such termination. The Company may elect to terminate the agreement at any time prior to such date by providing payment in lieu of notice at the applicable monthly fee under the agreement.

If the agreement is terminated by either party (other than for cause) within six (6) months following a Change of Control, the Company will be required to pay an amount equal to the total fees which would have been payable for twenty four (24) months based on the prevailing monthly fee under the agreement at the time of the Change of Control. Under the agreement, a "Change of Control" has occurred upon any of the following events occurring: (i) a merger, amalgamation, arrangement, reorganization, take-over or transfer of securities of the Company takes place in which equity securities of the Company possessing more than one-half of the total combined voting power of the Company's outstanding equity securities are acquired by a person or persons different from the persons holding those equity securities immediately prior to such transaction, and the composition of the board of directors of the Company following such transaction is such that the directors of the Company prior to the transaction constitute less than one-half of the directors following the transaction, except that no Change in Control will be deemed to occur if such merger, amalgamation, arrangement, reorganization or transfer is with any subsidiary or subsidiaries of the Company; (b) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Company without the prior approval of the board of directors of the Company; or (c) if the Company sells, transfers or otherwise disposes of all or substantially all of its assets, except that no Change in Control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Company.

## **Oversight and Description of Director and Name Executive Officer Compensation**

The board of directors, based on recommendations and guidance from the Nominating, Compensation and Governance Committee of the board, has the responsibility for determining compensation for the directors and senior management of the Company (including the Named Executive Officers). Except as disclosed herein, no compensation was paid to any director or Named Executive Officer during the financial year ended April 30, 2025.

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

The following table sets forth Myriad's equity compensation plan information of Myriad as of April 30, 2025:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in second the column)</b>
Equity compensation plans approved by securityholders	4,017,500 <sup>(1)</sup>	\$0.22	Nil
Equity compensation plans not approved by securityholders	5,770,000 <sup>(2)</sup>	\$0.46	794,514
<b>Total</b>	<b>9,787,500</b>	<b>\$0.36</b>	<b>794,514</b>

(1) This amount represents Myriad options granted under Myriad's previous stock option plan, which has now been replaced by Myriad's Omnibus Long-Term Incentive Plan.

(2) This amount represents Myriad options and restricted share units granted under Myriad's Omnibus Long-Term Incentive Plan, which is being presented for approval by the Myriad shareholders at the Meeting.

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

During the financial year ended April 30, 2025, no director, executive officer, senior officer or nominee for director of Myriad or any of their associates was indebted to Myriad, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by Myriad.

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

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of Myriad, no informed person or proposed director of Myriad and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of Myriad's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect Myriad.

## MANAGEMENT CONTRACTS

Other than as described below or elsewhere in this Information Circular, there are no agreements or arrangements under which management functions of Myriad or any subsidiary of Myriad are, to any substantial degree, performed by a person other than the directors or executive officers of Myriad or a subsidiary of Myriad.

## CORPORATE GOVERNANCE DISCLOSURE

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Guidelines**”), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company’s board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.

### Board of Directors

Each of Tom Lee, Fred Bonner and Marvin Singer is an “independent” director, according to the definition set out in NI 52-110. Thomas Lamb is not independent as he is currently Chief Executive Officer of the Company, and Simon Clarke is not independent as he is currently Executive Chair of the Company.

The independent directors believe that their knowledge of the Company’s business and their independence are sufficient to facilitate the functioning of the board independently of management. To facilitate open and candid discussion among the board’s independent directors, the independent directors have the discretion to meet in private in the absence of the other directors whenever they believe it is appropriate to do so. To date, the independent directors have not held a meeting at which non-independent directors and members of management were not in attendance.

### Other Directorships

The directors of the Company are presently directors of other reporting issuers, as follows:

<u>Director</u>	<u>Other Issuers</u>
Thomas Lamb	Sasquatch Resources Corp. J2 Metals Inc.
Tom Lee	None
Fred Bonner	Nextleaf Solutions Ltd.
Simon Clarke	American Lithium Corp. Wedgemount Resources Corp. Zeus North America Mining Corp. American Critical Minerals Corp. J2 Metals Inc.
Marvin Singer	None

## **Orientation and Continuing Education**

Management will ensure that a new appointee to the board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

## **Ethical Business Conduct**

The board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

## **Nomination of Directors**

The board of directors, based on recommendations and guidance from the Nominating, Compensation and Governance Committee of the board, has the responsibility respecting nominations of directors. The entire board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the board members, including both formal and informal discussions among board members and management of the Company.

The Company's Articles include a provision requiring advance notice of the nomination of persons to act as directors of the Company. Under this provision, subject only to the *Business Corporations Act* (British Columbia), nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice of nomination and on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set out in the advance notice provision, including without limitation that such notice must be provided to the Company (A) in the case of an annual meeting of shareholders, not more than 65 days and not less than 30 days prior to the date of the annual meeting of shareholders (provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Notice Date**"), notice by the Nominating Shareholder may be made not later than the close of business on the 10th business day following the Notice Date); and (B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th business day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

## **Compensation**

Compensation for members of the board and executive officers of the Company is determined on recommendations made by the Nominating, Compensation and Governance Committee of the board to the full board of directors. In making such recommendations, a recipient's qualifications, experience and the demands of the position are among the factors considered by the Nominating, Compensation and Governance Committee and the board. Board members to receive compensation abstain from voting on the approval of such compensation. Compensation recommendations and determinations are made without reference to formal objectives, criteria or analysis.

## **Board Committees**

The board has the following committees: the Audit Committee and the Nominating, Compensation and Governance Committee.

## **Assessments**

The board annually reviews its own performance and effectiveness. Neither the Company nor the board has determined formal means or methods to regularly assess the board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. 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 purpose of originally nominating the individual to the board.

The board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## **AUDIT COMMITTEE DISCLOSURE**

### **General**

The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditor of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the board.

As the Company is a "venture issuer" (as defined in National Instrument 52-110 – Audit Committees ("NI 52-110")), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the Audit Committee and with respect to Audit Committee reporting obligations. At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter of the Audit Committee under the heading "Responsibilities". At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors.

The Audit Committee is comprised of Thomas Lamb, Tom Lee and Marvin Singer, all of whom are “financially literate” and two of whom are “independent”, as those terms are defined in NI 52-110. Thomas Lamb is not independent. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member, and in particular the education or experience that provides each member with (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, and (iv) an understanding of internal controls and procedures for financial reporting, is as follows:

Thomas Lamb Mr. Lamb is a lawyer and entrepreneur with extensive experience in resource exploration, having co-founded and served as an officer and director of a number of public and private mineral exploration companies over the past 20 years. Tom holds an MSc. from London Business School, where he was a Sloan Fellow. Mr. Lamb also holds Juris Doctor and BA degrees, and he speaks English, French, and Russian.

Tom Lee Mr. Lee is the Co-Founder and President of Canid Capital, a prominent capital markets consulting firm based in Toronto. Prior, he worked on an institutional equity sales desk where he developed significant business relationships with institutions and issuers across Canada and the USA. He is the recipient of several awards including Presidents Clubs and Rookie of the Year in his first job after graduating Western University’s business program. He holds the CSC and CPH designations with the Canadian Securities Institute in addition to the Series 7 and Series 63 Licenses with FINRA.

Marvin Singer Mr. Singer has been corporate consultant to private and public companies since January 2020 after retiring from practicing corporate, securities, and natural resources law for 40 years – most recently as a Senior Partner in the international law firm of Norton Rose Fulbright Canada LLP from 2005 to 2019.

## **Charter**

The Audit Committee’s charter is attached to this Information Circular as Appendix I.

## **Audit Committee Oversight**

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

## **Reliance on Certain Exemptions**

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

The Company is relying on section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (Composition of the Audit and Finance Committee) and Part 5 (Reporting Obligations) of NI 52-110.

## External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2025	\$60,000	Nil	\$3,000	Nil
April 30, 2024	\$45,000	Nil	\$3,000	Nil

## FINANCIAL STATEMENTS

The audited financial statements of Myriad for the year ended April 30, 2025 (the “**Myriad Financial Statements**”), together with the auditor’s report thereon, will be presented to the shareholders of Myriad at the Meeting. A form that shareholders may use to request a copy of the Myriad financial statements, together with the auditor’s report thereon and management’s discussion and analysis of the Myriad financial statements, as well as the interim financial statements and management’s discussion and analysis of the interim financial statements, is being mailed to the shareholders with the Notice Package.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### Election of Directors

The directors of Myriad are elected at each Annual General Meeting and hold office until the next Annual General Meeting or until their successors are appointed.

Shareholder approval will be sought to fix the number of directors of Myriad at five.

The nominees for election as directors of the Company are set out below. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the nominees herein listed. If any of the nominees is for any reason unavailable to serve as a director, the persons named in the accompanying form of proxy shall be entitled to vote for any other individual as director in their discretion.** As of the date of this Information Circular, management of the Company is not aware that any of the proposed nominees will be unavailable to serve as director.

Name, Residence and Current Position with the Company	Principal Occupation or Employment during the Past Five Years <sup>(1)</sup>	Date Appointed <sup>(2)</sup>	Number of Common Shares
Thomas Lamb <sup>(3)</sup> Vancouver, BC President, CEO, Corporate Secretary and Director	Independent business consultant; President, CEO and Corporate Secretary of Myriad since November 2022.	November 1, 2022	2,675,393
Fred Bonner Halifax, NS Director	Independent business consultant; director of Myriad since March 2020; director of Nextleaf Solutions Ltd., a cannabis extraction technology company, since January 2020.	March 22, 2020	142,500

Name, Residence and Current Position with the Company	Principal Occupation or Employment during the Past Five Years <sup>(1)</sup>	Date Appointed <sup>(2)</sup>	Number of Common Shares
Tom Lee <sup>(3)</sup> Toronto, ON Director	Co-Founder and President of Canid Capital, a capital markets consulting firm based in Toronto.	November 24, 2023	156,250
Simon Clarke <sup>(4)</sup> West Vancouver, BC Executive Chair and Director	Executive Chair of Myriad since November 20, 2024; CEO and a director of American Lithium Corp. since 2020.	July 22, 2024	312,500
Marvin Singer <sup>(3)(4)</sup> Toronto, ON Director	Corporate consultant to private and public companies since January 2020 after retiring from practicing corporate, securities, and natural resources law for 40 years – most recently as a Senior Partner in the international law firm of Norton Rose Fulbright Canada LLP from 2005 to 2019.	September 19, 2024	200,000

(1) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.

(2) Each director of the Company ceases to hold office immediately before an Annual General and Special Meeting for the election of directors is held but is eligible for re-election or re-appointment.

(3) Member of the Audit Committee.

(4) Member of the Nominating, Compensation and Governance Committee.

Except as disclosed below, no director or proposed director:

- a) is, as at the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any Company (including Myriad) that,
  - i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an “order”) while that person was acting in that capacity; or
  - ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in that capacity;
- b) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any Company (including Myriad) 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 the assets of the proposed director; or
- c) has within the 10 years before the date hereof, become a 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.

On August 8, 2022, Marvin Singer became a director of The Flowr Corporation (“Flowr”), which is an Ontario corporation with its common shares listed and posted for trading on the TSX Venture Exchange.

On October 20, 2022, Flowr and certain of its subsidiaries were granted protection pursuant to an order issued under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA") by the Ontario Superior Court of Justice (the "Court"), and Ernst & Young Inc. was appointed as the monitor of Flowr under the CCAA. On October 28, 2022, the Court issued an order authorizing and directing Flowr to undertake a sale and investment solicitation process, which is intended to solicit interest in an acquisition or refinancing of Flowr's business. On November 1, 2022, Flowr executed an agreement to sell the shares of its subsidiary (the "SPA"), which if approved by the Court ensures that the business of Flowr will emerge from its CCAA proceedings as a going concern (the "Transaction"). The SPA was amended and restated as of December 1, 2022, and the Court granted an Approval and Vesting Order approving the Transaction on December 16, 2022. The Approval and Vesting Order was amended and restated on January 30, 2023. The Transaction closed on February 2, 2023 and, effective on the same date, Mr. Singer resigned as a director of Flowr.

### **Re-Appointment of Auditor**

Shareholders are being asked to approve an ordinary resolution re-appointing Davidson & Company LLP as auditor of Myriad to hold office until the close of the next Annual General Meeting of the shareholders, at a remuneration to be fixed by the board. In order to be effective, the ordinary resolution requires the approval of the majority of the votes cast at the Meeting in respect of the resolution. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the re-appointment of Davidson & Company LLP as auditor of Myriad and to authorize the board to fix their remuneration.**

### **Approval of Omnibus Long-Term Incentive Plan**

The Company adopted the Omnibus Long-Term Incentive Plan on October 18, 2024. Pursuant to the policies of the Canadian Securities Exchange, the Company is required to obtain shareholder approval of the Omnibus Long-Term Incentive Plan within three years after institution and within every three years thereafter. For the Plan to be duly approved, the resolution respecting the Plan must be approved by a majority of the votes cast at the Meeting, excluding votes attached to common shares beneficially owned by directors and executive officers of the Company, or of a related entity of the Company, and their associates and permitted assigns, to whom awards may be granted under the Plan. As of the date hereof, to the Company's knowledge, a total of approximately 3,409,143 common shares are held by directors and executive officers of the Company and will not be included for the purpose of determining whether shareholder approval of the Plan has been obtained.

At the Meeting, shareholders of the Company will be asked to approve the Plan, which is summarized herein and a copy of which is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). If the shareholders approve the Plan at the Meeting, then under Canadian Securities Exchange policies the Plan will need to be re-approved by the shareholders no later than March 12, 2029.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution excluding votes of Common Shares held by related persons:

#### **"RESOLVED THAT:**

1. the Company's Omnibus Long-Term Incentive Plan, pursuant to which the directors may, from time to time, authorize the issuance of equity compensation securities, including without limitation equity compensation securities that are unallocated as of the date hereof, to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 15% of the issued and outstanding common shares at the time of the grant, be approved, confirmed and ratified;
2. the Company's Omnibus Long-Term Incentive Plan shall be presented to the

shareholders of the Company for re-approval no later than March 12, 2029; and

3. any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the foregoing resolution.”

**In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the approval of the Company’s Omnibus Long-Term Incentive Plan.**

#### **ADDITIONAL INFORMATION**

Additional information relating to Myriad is available through the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may contact Myriad at (604) 418-2877 to request copies of Myriad’s financial statements and MD&A.

Financial information is provided in Myriad’s comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **OTHER MATTERS**

Neither the Myriad board of directors nor management of Myriad is aware of any matters that will be brought before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

By order of the board of directors of

**MYRIAD URANIUM CORP.**

“Thomas Lamb”

Thomas Lamb

Chief Executive Officer

## **APPENDIX I**

### **AUDIT COMMITTEE CHARTER**

#### **General**

The primary function of the Audit Committee is to assist the Board of Directors of Myriad Uranium Corp. (the “Board”) in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and Myriad’s external audit process and monitoring compliance with Myriad’s legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between Myriad’s external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member’s duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of Myriad’s financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

#### **Relationship with External Auditors**

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

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

The Committee membership shall satisfy the laws governing Myriad and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to Myriad.

#### **Responsibilities**

1. The Audit Committee shall be responsible for making the following recommendations to the Board:

- (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for Myriad; and
- (b) the compensation of the external auditor.

2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:

- (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;

- (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
- (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and
- (e) reviewing the evaluation of internal controls by the external auditor, together with management's response.

3. The Audit Committee shall review interim unaudited financial statements before release to the public.

4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.

5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.

6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to Myriad or its subsidiary entities by the external auditor.

7. The Audit Committee shall ensure that adequate procedures are in place for the review of Myriad's public disclosure of financial information extracted or derived from Myriad's financial statements, and shall periodically assess the adequacy of those procedures.

8. The Audit Committee shall establish procedures for:

- (a) the receipt, retention and treatment of complaints received by Myriad regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of Myriad of concerns regarding questionable accounting or auditing matters.

9. The Audit Committee shall periodically review and approve Myriad's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of Myriad.

10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

## **Authority**

The Audit Committee shall have the authority to:

- 1. engage independent counsel and other advisors as it determines necessary to carry out its duties;
- 2. set and pay the compensation for any advisors employed by the Audit Committee; and
- 3. communicate directly with the external auditors.