KUTCHO COPPER CORP.

918 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3

NOTICE OF ANNUAL GENERAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
OF THE SHAREHOLDERS

TO BE HELD ON
THURSDAY, NOVEMBER 19, 2026

Dated: October 5, 2026

KUTCHO COPPER CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Kutcho Copper Corp. (the "**Company**" or "**Kutcho**") will be held at 1030 West Georgia Street, Suite 918, Vancouver, British Columbia on Thursday, November 19, 2026 at 10:00 a.m. PCT, for the following purposes:

1. To receive the financial statements and accompanying management's discussion and analysis of the Company for the year ended April 30, 2026, together with the report of the auditors;

2. To fix the number of directors for the ensuing year at five (5);

3. To elect the directors for the ensuing year;

4. To appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;

5. To ratify and approve by ordinary resolution, the Company's Stock Option Plan, as more particularly described in the accompanying information circular (the "**Information Circular**"); and

6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The Meeting will be held in person. However, the Company will provide virtual attendance upon request. Shareholders wishing to attend the Meeting virtually may obtain log-in information by emailing the Company's Corporate Administrator at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting.

Shareholders attending virtually will not be able to vote at the Meeting and must vote in advance in accordance with the instructions set out in this Circular.

The Company strongly recommends that Shareholders vote by Proxy or voting instruction form ("VIF") in advance to ease the voting tabulation at the Meeting by Odyssey Trust Company ("Odyssey").

Only Shareholders of record at the close of business on October 5, 2026 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote at such meeting.

The Company has opted to use the notice-and-access rules developed by Canadian Securities Administrators to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Information Circular with the form of proxy or voting instruction form, Shareholders receive a notice-and-access notification with instructions for accessing the notice of meeting, the Information Circular and the instrument of proxy (collectively the "**Meeting Materials**") online. The Meeting Materials are available via the internet at https://kutcho.ca/agm/ or on the Company's SEDAR+ profile at www.sedarplus.ca.

Shareholders will also receive a form of Proxy (for registered shareholders) or a Voting Instruction Form (for beneficial shareholders), allowing each shareholder to submit their vote by proxy at the Meeting. Electronic delivery reduces paper consumption, which is consistent with the Company's

environmental commitments, and also reduces the Company's printing and mailing costs.

Shareholders with questions about the Notice and Access system, or who would like to request printed copies of the Meeting Materials, should contact the Company's corporate administrator by telephone at (604) 288-8001 or email at admin@sentinelcorp.ca. A request for printed copies which are required in advance of the Meeting should be made no later than 4:00 p.m. on October 26, 2026 PCT, in order to allow sufficient time for mailing.

Registered shareholders of the Company are asked to complete, date and sign the accompanying form of proxy, or another suitable form of proxy, and deposit it with the Company's transfer agent, Odyssey Trust Company, at 1310 - 1140 West Pender Street, Vancouver, BC V6E 4G1, by mail or by fax in North America at 1-888-290-1175 no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

DATED at Vancouver, British Columbia, this 7th day of October, 2026.

BY ORDER OF THE BOARD
KUTCHO COPPER CORP.

"Vince Sorace"
Vince Sorace
Chief Executive Officer, President and Director

KUTCHO COPPER CORP.

MANAGEMENT INFORMATION CIRCULAR

(containing information as at October 5, 2026, unless otherwise stated)

This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Kutcho Copper Corp. (the "Company") for use at the annual general meeting (the "Meeting") of the shareholders (the "Shareholders") of the Company, to be held at 1030 West Georgia Street, Suite 918, Vancouver, British Columbia on Thursday, November 19, 2026 at 10:00 a.m. PCT, for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

The Meeting will be held in person. However, the Company will provide virtual attendance upon request. Shareholders wishing to attend the Meeting virtually may obtain log-in information by emailing the Company's Corporate Administrator at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting.

Shareholders attending virtually will not be able to vote at the Meeting and must vote in advance in accordance with the instructions set out in this Circular.

SOLICITATION OF PROXIES

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse nominees or agents of shareholders, including brokers holding shares on behalf of clients, for reasonable costs incurred in obtaining authorization from their principals to execute proxies. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

NOTICE AND ACCESS PROCESS

The Company is using the notice and access ("**Notice and Access**") provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") to deliver the Meeting Materials to Shareholders for the Meeting.

Accordingly, the Meeting Materials can be accessed by going to the Company's website at https://kutcho.ca/agm/ for a period of one year from the date of the Meeting, or by visiting the Company's SEDAR+ profile at www.sedarplus.ca. Shareholders will receive a notice package from the Company that includes (i) the relevant form of proxy or voting instruction form, (ii) basic information about the Meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Meeting Materials; and (iv) a plain language explanation of how the notice and access system operates and how the Meeting Materials can be accessed online. Registered Shareholders and those Beneficial Holders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials with the notice package.

Shareholders who wish to receive paper copies of the Meeting Materials may request them by contacting the Company's Corporate Administrator by telephone at **604-288-8001** or by email at admin@sentinelcorp.ca. To allow sufficient time for the mailing of the paper copies and to ensure Shareholders have their votes received by Odyssey prior to 10:00 a.m. PCT on November 17,

2026 (the proxy deposit deadline), the Company must receive the request no later than 4:00 p.m. on October 26, 2026.

In accordance with the requirements of NI 54-101, the Company has elected to send requested paper copies of the Meeting Materials directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding requested paper copies of the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. **The Company does not intend to pay for an Intermediary to deliver Meeting Materials to OBOs. Accordingly, OBOs will not receive paper copies of the Meeting Materials unless their Intermediary assumes the costs of delivery.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person in place of the persons named in the enclosed instrument of proxy to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, a registered shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of their nominee in the blank space provided or complete another instrument of proxy. The completed instrument of proxy should be deposited with the Company's registrar and transfer agent, Odyssey Trust Company at 1310 - 1140 West Pender Street, Vancouver, BC V6E 4G1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The instrument of proxy must be dated and be signed by the registered shareholder or by their attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

In addition to revocation in any other manner permitted by law, a registered shareholder may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the chair of the Meeting prior to the commencement of the Meeting or any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

Only registered shareholders have the right to revoke a proxy. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed instrument of proxy does not confer authority to vote for the election of any person as a director of the Company other than for

those persons named in this Information Circular. At the time of printing this Information Circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the named proxyholder.

NON-REGISTERED HOLDERS

The record date for determination of the holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting is October 5, 2026 (the "**Record Date**"). Only shareholders whose names have been entered in the register of common shareholders at the close of business on the Record Date ("**Registered Shareholders**") will be entitled to receive notice of, and to vote at, the Meeting.

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares. More particularly, a person is not a Registered Shareholder in respect of common shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many United States brokerage firms and custodian banks).

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "**NOBOs**". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "**OBOs**". In accordance with the requirements of NI 54-101, the Company has elected to send Meeting Materials directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. **The Company does not intend to pay for an Intermediary to deliver Meeting Materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless their Intermediary assumes the costs of delivery**.

Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy

form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or

(b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non- Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with 1310 - 1140 West Pender Street, Vancouver, BC V6E 4G1 not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the Meeting or adjournment thereof.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares they beneficially own. Should a Non-Registered Holder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert the name of the Non-Registered Holder (or other person selected by the Non-Registered Holder) in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

The Meeting Materials are being sent to both Registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holding of common shares of the Company have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the voting instruction form.

All references to shareholders in the Meeting Materials are to Registered Shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. At the close of business on October 5, 2026, 184,714,988 common shares without par value of the Company were issued and outstanding, each share carrying the right to one vote. At a meeting of shareholders of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each common share held. Only shareholders of record at the close of business on October 5, 2026 who either personally attend the Meeting, or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have their shares voted at the Meeting or any adjournment thereof. The following table sets out the information regarding ownership of the common shares owned by each person who, to the knowledge of the directors and executive officers, beneficially owns, controls, or directs indirectly or directly, 10% or more of the issued and outstanding common shares as of the date of this Information Circular.

Name of Shareholder	Number of Common Shares Owned or Controlled at the Record Date	Percentage of Outstanding Common Shares
Wheaton Precious Metals Corp.	18,639,804	10.10%

STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this Statement of Executive Compensation is to provide information about the Company's philosophy, objectives and processes regarding executive compensation. This disclosure is intended to communicate the compensation provided to the most highly compensated executive officers of the Company (the "**Named Executive Officers**" or "**NEOs**"). For the purposes of this Information Circular, a NEO means each of the following individuals:

a) a chief executive officer ("**CEO**") of the Company;

b) a chief financial officer ("**CFO**") of the Company;

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 year ended April 30, 2026, the NEOs of the Company were:

- Vince Sorace, President & CEO & Director since December 6, 2017.
- Gavin Cooper, CFO & Corporate Secretary since April 15, 2015
- Andrew Sharp, COO since July 12, 2022.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiaries of

the Company to each Named Executive Officer and director of the Company during the Company's two most recent financial years ended April 30, 2026 and April 30, 2025.

All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, director fees or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites (1) ($)**	**Value of all other compensation ($)**	**Total compen-sation ($)**
Vince Sorace President, CEO and Director	2026	225,000	Nil	N/A	Nil	Nil	225,000
	2025	225,000	Nil	N/A	Nil	Nil	225,000
William Bennett Director and Former Chairman (2)	2026	20,000	Nil	Nil	Nil	Nil	20,000
	2025	17,667	Nil	Nil	Nil	Nil	17,667
Keith Peck (3) Non-executive Chairman	2026	1,200	Nil	Nil	Nil	Nil	1,200
	2025	N/A	N/A	N/A	N/A	N/A	N/A
Jay Sujir (4) Former Director	2026	11,464	Nil	Nil	Nil	Nil	11,464
	2025	11,887	Nil	Nil	Nil	Nil	11,887
Mark Forsyth (4) Former Director	2026	13,750	Nil	Nil	Nil	Nil	13,750
	2025	15,000	Nil	Nil	Nil	Nil	15,000
Jody Shimkus (5) Director	2026	800	Nil	Nil	Nil	Nil	800
	2025	N/A	N/A	N/A	N/A	N/A	N/A
Andrew Kaip (6) Director	2026	450	Nil	Nil	Nil	Nil	450
	2025	N/A	N/A	N/A	N/A	N/A	N/A
Gavin Cooper CFO and Corp. Secretary	2026	60,000	Nil	N/A	Nil	Nil	60,000
	2025	60,000	Nil	N/A	Nil	Nil	60,000
Andrew Sharp COO	2026	225,000	Nil	Nil	Nil	Nil	225,000
	2025	225,000	Nil	Nil	Nil	Nil	225,000

Notes:

(1) The value of perquisites and benefits, if any, was less than $15,000.
(2) Mr. Bennett resigned as Chairman of the board on April 7, 2026.
(3) Mr. Peck was appointed to the Board and as Non-executive Chairman on April 7, 2026.
(4) Mr. Sujir and Mr. Forsyth resigned as directors on April 7, 2026.
(5) Ms. Shimkus was appointed to the board on April 15, 2026.
(6) Mr. Kaip was appointed to the Board on April 22, 2026.

Stock Option Plan

The Company's stock option plan (the "**Option Plan**") originally adopted by the Board on December 11, 2022, aligns with TSX Venture Exchange (the "**Exchange**" or "**TSXV**") Policy 4.4 – *Security Based Compensation*, ("**Policy 4.4**"). The Option Plan is administered by the Board who may grant options (the "**Options**" or "**Stock Options**") to purchase common shares of the Company to NEOs, directors, employees and consultants of the Company and its subsidiaries or

employees of companies providing management or consulting services to the Company or its subsidiaries (an "**Eligible Participant**").

As of the date hereof, there are 15,550,000 options outstanding. The purpose of the Option Plan is to attract, retain, and motivate NEOs, directors, employees and other service providers by providing them with the opportunity, through options, to acquire an interest in the Company and benefit from the Company's growth. Under the Option Plan, the maximum number of common shares reserved for issuance, including Options currently outstanding, is equal to 10% of the common shares outstanding, on a non-diluted basis, at the time of grant and from time to time (the "**10% Maximum**"). The 10% Maximum is an "evergreen" provision, meaning that, following the exercise, termination, cancellation or expiration of any Options, a number of common shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future Option grants.

Under the Option Plan, the Board has the power and authority to determine the individuals to whom awards will be granted, and the nature, dates, amounts, exercise prices, vesting periods and other relevant terms of such awards, and to construe and interpret the terms of the Option Plan and outstanding awards. To determine the fair market value of the common shares for purposes of granting an award, the Board uses the closing or last price of the common shares on the Exchange prior to the day on which the Company grants an award.

The Option Plan provides that:

(a) the maximum aggregate number of common shares that can be issued pursuant to the exercise of Stock Options is 10% of the Company's current issued and outstanding share capital (on a non-diluted basis);

(b) Stock Options granted under the Option Plan will have an expiry date not to exceed ten years from the date of grant;

(c) any Stock Options granted that expire or terminate for any reason without having been exercised will again be available under the Option Plan;

(d) Stock Options will vest as required by the TSXV, or such other stock exchange which the Company's common shares may be listed, and as may be determined by the administrator of the Option Plan, or in the absence of such body, the Board;

(e) the minimum exercise price of any Stock Options issued under the Option Plan will be determined by the Board at the time of grant, subject to the requirements of the TSXV or such other stock exchange which the Company's common shares may be listed;

(f) Stock Options granted will expire within a reasonable period of time after an optionee ceases to be involved with the Company, but in no case will any Stock Options be exercisable later than the Expiry Date of such Stock Option, fixed by the Board at the time the stock option is awarded to the Option Holder.

(g) The number of common shares reserved for issuance under the Option Plan shall:

- not exceed 5% of the issued shares of the Company to any one person in any 12-month period;

- not exceed 2% of the issued and outstanding common shares of the Company to any one consultant in any 12-month period; and

- not exceed an aggregate 2% of issued common shares of the Company to all persons employed to provide Investor Relations Activities, in any 12-month period, calculated on the date the Option is granted to any such person

(h) any options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three-month period;

(i) in connection with the exercise of an option, as a condition to such exercise the Company may require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and

(j) if a change of control, as described in the Option Plan, occurs, all unvested options shall immediately become vested (other than options held by persons performing investor relations activities) and may thereon be exercised in whole or in part by the Option Holder, subject to any required approval by the TSXV, or such other stock exchange which the Company's common shares may be listed.

The Option Plan also permits "Cashless Exercise" (as defined in TSXV Policy 4.4) whereby the Company may have an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to an Option Holder to purchase the common shares underlying the Option Holder's Stock Options. The brokerage firm then sells a sufficient number of common shares to cover the exercise price of the Stock Options in order to repay the loan made to the Option Holder. Options held by optionees engaged in "investor relations activities" (as such term is defined in the policies of the Exchange) may not be exercised on a Cashless Exercise or Net Exercise basis.

If there is a change in the outstanding common shares by reason of any share reorganization, special distribution, corporate reorganization or any other change to, event affecting, exchange of or corporate change or transaction affecting the common shares, the Board shall make, as it shall deem advisable and subject to the requisite approval of the relevant regulatory authorities (including, for certainty, the Exchange), appropriate substitution and/or adjustment for the protection of the rights of Eligible Participants.

The Board may from time to time, subject to applicable law and to the prior approval, if required, of either the Shareholders, the Exchange or any other regulatory body having authority over the Company or the Option Plan, suspend, terminate or discontinue the Option Plan at any time, or amend or revise the terms of the Option Plan or of any Option granted under the Option Plan and the stock option agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance will in any manner adversely affect any Option previously granted to a grantee under the Option Plan without the consent of that grantee.

Options are non-assignable and non-transferrable and are subject to early termination in the event of the death of a participant or in the event a participant ceases to be a NEO, director, employee, consultant, affiliate, or subsidiary of the Company, as the case may be. Subject to the foregoing restrictions, and certain other restrictions set out in the Option Plan, the Board is authorized to provide for the granting of Options and the exercise and method of exercise of options granted under the Option Plan.

The above is subject to the full text of the Option Plan which was included in the Company's Information Circular dated September 21, 2023 and filed on the Company's SEDAR+ profile at

www.sedarplus.ca on October 4, 2023. The Option Plan is continuing in the same form, subject to such permitted amendments or revisions as may be made by the Board as described above. For more information, please refer to the heading "*Particulars of Matters to be Acted Upon - Approval of Stock Option Plan".*

Stock Options and Other Compensation Securities

During the financial year ending April 30, 2026, the following compensation securities were granted or issued to NEOs and directors.

Name and Position	Type of Security	Number of securities and percentage of class	Date of issue or grant	Issue or Conversion price	Closing price of security on date of grant	Closing price of security at year end	Expiry Date
Vince Sorace President, CEO & Director	Options	1,675,000 325,000	2025-Dec-30 2026-Apr-07	$0.20 $0.30	$0.165 $0.325	$0.35	2030-Dec-30 2031-Apr-07
William Bennett Director	Options	550,000 250,000	2025-Dec-30 2026-Apr-07	$0.20 $0.30	$0.165 $0.325	$0.35	2030-Dec-30 2031-Apr-07
Mark Forsyth, Director	Options	300,000	2025-Dec-30	$0.20	$0.165	$0.35	2030-Dec-30
Jay Sujir, Director	Options	550,000	2025-Dec-30	$0.20	$0.165	$0.35	2030-Dec-30
Keith Peck, Non-executive Chairman	Options	3,000,000	2026-Apr-07	$0.30	$0.325	$0.35	2031-Apr-07
Jody Shimkus, Director	Options	1,000,000	2026-Apr-15	$0.365	$0.355	$0.35	2031-Apr-15
Andrew Kaip, Director	Options	1,000,000	2026-Apr-15	$0.365	$0.355	$0.35	2031-Apr-15
Gavin Cooper, CFO	Options	750,000	2025-Dec-30	$0.20	$0.165	$0.35	2030-Dec-30
Andrew Sharp, COO	Options	300,000	2025-Dec-30	$0.20	$0.165	$0.35	2030-Dec-30

Exercise of Compensation Securities by Directors and NEOs

During the financial year ending April 30, 2026, none of the Named Executive Officers or directors exercised any stock options.

Employment, Consulting and Management agreements

The CEO, CFO and COO compensation were provided under consulting agreements between the Company and each of the CEO, CFO and COO. The CEO, CFO and COO have change of control provisions in their consulting agreements that provide for, upon a change of control as defined in their agreements, the Company or the CEO, CFO or COO may terminate such agreement, and all accrued and unpaid consulting fees to the date of termination of the agreement must be paid, all unpaid expenses incurred in accordance with the agreement up to the date of termination of the agreement must be paid and a lump sum payment equivalent to 12 months' of consulting fees based on the average fees paid to the CEO, CFO or COO over the three months

prior to the date of termination must be paid. The agreement with the COO provides for the payment of bonuses to the COO, based on the achievement of measurable performance targets established for the COO and the Company from time to time, to be measured annually as at the Company's financial year end.

Oversight and Description of Director and Named Executive Officer Compensation

Director compensation

The Board determines director compensation from time to time based on a comparison with peer companies (ones at a similar stage of development with similar market capitalizations).

The Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with the policies of the Exchange.

Named Executive Officer Compensation

The Board is responsible for ensuring that the Company's compensation strategy is aligned with performance and shareholder interests. To assist with this, the Board has appointed a Compensation Committee which, at the date of this Information Circular, is comprised of William Bennett, Jody Shimkus and Keith Peck, all of whom are independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees*.

Through its compensation policies the Company hopes to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Compensation Committee has responsibility for determining compensation for the directors and Named Executive Officers. To determine compensation payable, the Compensation Committee considers compensation paid for directors and CEOs of companies of similar size and stage of development in the mineral exploration and development industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. The Compensation Committee also has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company Executive compensation is comprised of short-term fee compensation and long-term ownership through the Company's Stock Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value.

During the financial year ended April 30, 2026, Mr. Sorace's compensation as CEO consisted of $225,000, Mr. Cooper's compensation as CFO consisted of $60,000, and Mr. Sharp's compensation as COO consisted of $225,000.

Pension Disclosure

The Company has not provided any form of pension to any of its directors or NEOs.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has the Stock Option Plan under which Stock Options are granted. Stock Options have been determined by the Company's directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the Exchange limit the granting of Stock Options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such Options. The Exchange also requires annual approval of equity compensation plans by shareholders.

The following table sets out equity compensation plan information as at the end of the financial year ended April 30, 2026.

Plan Category	Number of securities to be issued upon exercise of outstanding options[(1)] (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))[(2)] (c)
Equity compensation plans **approved** by securityholders	15,550,000	$0.30	2,906,498
Equity compensation plans **not approved** by securityholders	N/A	N/A	N/A
Total	**15,550,000**	**$0.30**	**2,906,498**

Notes:
(1) Assuming outstanding options are fully vested.
(2) Excluding the number of shares issuable on exercise of the outstanding options shown in the second column.

On the Record Date, the Company had 184,714,988 shares issued and outstanding and had granted 15,550,000 Stock Options to employees, directors and consultants, representing 8.42% of the issued and outstanding shares as of that date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the

Company or any of our subsidiaries, other than as disclosed under the heading “Particulars of Matters to be Acted On”.

An “informed person” means:

(a) a director or executive officer of the Company;

(b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

(c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company’s internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders’ interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company’s business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company’s business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

The Board considers that the following directors are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: William Bennett, Jody Shimkus, Andrew Kaip and Keith Peck. The Board considers that Vince Sorace, the CEO of the Company, is not independent because he is a member of management.

Directorships

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
William Bennett	DLP Resources Ltd. (formerly MG Capital Corporation) Eagle Plains Resources Ltd.
Jody Shimkus	Thesis Gold & Silver Inc.
Vince Sorace	1548043 B.C. Ltd. MineHub Technologies Inc. Nevaro Capital Corporation
Andrew Kaip	Panoro Minerals Ltd. Perseverance Metals Inc.
Keith Peck	Panoro Minerals Ltd.

Orientation and Continuing Education

The Board is responsible for providing orientation for all new recruits to the Board. 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 Kutcho's business will be necessary and relevant to each new director. Kutcho provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the conflict of interest provisions of the *Business Corporations Act* (BC), as well as the relevant securities regulatory instrument, 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 has elected an Environmental, Social, and Governance ("**ESG**") Committee to focus on environment, social and governance matters, so that the Company's environment, social and

governance management systems are effective in the discharge of the Company's obligations to the Company's stakeholders. The current member is William Bennett.

The ESG Committee also assists with respect to the appointment of directors. While there are not specific criteria for board membership, the Company attempts to attract and maintain directors with knowledge relevant to its business, which assists in guiding the management of the Company.

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience in accordance with its Diversity and Inclusion Policy.

Compensation

The Board is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the CEO and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. To assist with this, the board has elected a Compensation Committee which, at the date of this Information Circular, is comprised of three independent directors, William Bennett, Jody Shimkus and Keith Peck. When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations in general; and (v) permitted compensation under Exchange rules.

Other Board Committees

The Board has no other committees other than the Audit Committee, the ESG Committee and the Compensation Committee.

Assessments

The Board reviews its own performance and effectiveness as well as reviews the Audit Committee Mandate and recommends revisions as necessary. Neither The Company nor the Board has adopted formal procedures to regularly assess the Board, the committees or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. Kutcho's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

AUDIT COMMITTEE DISCLOSURE

Under this heading, the Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Audit Committee Mandate

On June 12, 2024, the Board approved minor revisions to its Audit Committee Mandate, the full text of which is attached hereto as Schedule "A".

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name of Member	Independent[(1)]	Financially Literate[(1)]
William Bennett, Chair	Independent	Yes
Keith Peck	Independent	Yes
Vince Sorace	Not independent	Yes
Andrew Kaip	Independent	Yes

Notes:
(1) As that term is defined in NI 52-110.

Mr. Sorace remains on the Audit Committee to assist with transition, as Mr. Peck and Mr. Kaip became directors of the Company and Audit Committee members, only weeks before the Company's April 30, 2026 financial year end. Mr. Sorace's position on the Audit Committee will be reconsidered after the Meeting.

Relevant Education and Experience of Audit Committee Members

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. 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, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting, are as follows:

William Bennett – Mr. William (Bill) Bennett was formerly a government MLA in British Columbia ("BC") for 16 years in the Riding of Kootenay East. In addition to holding portfolios for Local Government and Tourism, Mr. Bennett was named BC Mines Minister three separate times over his 16 years. Mr. Bennett has a BA from the University of Guelph and a law degree from Queen's University. Mr. Bennett is known across Canada for his knowledge of the mining industry in BC.

He led the BC government's efforts over many years to restore BC's competitiveness for exploration investment, including having improved the BC Ministry of Energy & Mines permitting process and helping to launch BC's First Nations mine revenue sharing program.

Andrew Kaip – Mr. Kaip joined Konwave AG in January, 2025, where he provides technical due diligence to the Konwave AG Group of Funds. Mr. Kaip has extensive experience in the mining sector and brings a global perspective through more than 30 years of industry and capital markets experience. As a mining analyst, he was consistently ranked in the top 3 by Brendan Woods International for both the large and small/mid cap precious metal and diamond categories.

Vince Sorace –Mr. Sorace is a mining and technology entrepreneur with over 30 years of international business and capital markets experience. Mr. Sorace has financed and led several resource, technology and alternative energy companies with assets and operations in the U.S., Canada, Europe and Asia, and has raised over $300M in equity and debt financings for public and private entities. He has been the founder, served as a Director and held CEO positions for numerous companies with extensive experience in capital markets, operations & management and public company governance. Mr. Sorace is the Founder and Chairman of MineHub Technologies Inc. as well as the CEO and director of 1548043 BC Ltd. Mr. Sorace attended Simon Fraser University in Business Administration and the BC Institute of Technology in Management Systems.

Keith Peck - Mr. Peck has over 40 years of senior investment banking experience advising public and private companies on equity financings, fairness opinions, corporate restructurings, takeover bids and business valuations. He has held senior roles with RBC Dominion Securities Inc., First Marathon Securities Inc. and Yorkton Securities Inc., advising resource companies on significant transactions. Mr. Peck served as sole financial adviser to Skeena Resources Inc. in connection with the acquisition of the Snip mine and Eskay Creek, the purchase of a back-in right from Barrick Gold Corp. and a US$750-million project financing package with Orion Resource Partners. He holds a BA in economics from Princeton University, is a chartered business valuator and is Chairman of Panoro Minerals Ltd.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 regarding De Minimis Non-Audit Services or on a Regulatory Order Generally

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years:

Financial Year Ending	Audit Fees [(1)]	Audit Related Fees [(2)]	Tax Fees [(3)]	All Other Fees [(4)]
April 30, 2026	$68,000	Nil	$5,500	Nil
April 30, 2025	$65,000	Nil	$6,850	Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and if applicable, quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. These fees relate to preparing and filing the Company's and its subsidiaries Canadian tax returns and related schedules.

(4) "All Other Fees" includes all other non-audit services.

Reliance on Exemptions in NI 52-110 Regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in 'Composition of the Audit Committee' above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

PARTICULARS OF MATTERS TO BE ACTED ON

Presentation of the Financial Statements

The annual reports of the Company for the financial years ended April 30, 2026 and April 30, 2025, which include the audited financial statements, the management discussion and analysis and the auditor's report thereon, will be presented to Shareholders at the Meeting and are available under the Company's profile on Sedar+ at www.sedarplus.ca.

Number and Election of Directors

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. Shareholders will be asked to pass an ordinary resolution to set the number of directors for the ensuing year at five (5), subject to any increases permitted by the Company's Articles.

Proxies received in favour of management will be voted in favour of the setting the number of directors at five (5), unless the shareholder has specified in the proxy that his or her common shares are to be withheld from voting in respect thereof.

Unless you provide other instructions, your proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them.

Name, Province or State and Country of Residence and Present Office Held[(1)]	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[(2)]
William Bennett[(3)(4)] Director B.C., Canada	Independent businessman.	Since December 6, 2017	65,150
Vince Sorace[(3)(5)] President, CEO and Director B.C., Canada	President, CEO & Director of the Company	Since April 15, 2015	3,279,609[(6)]
Keith Peck[(3)] Director and Non-executive Chairman B.C., Canada	Sole financial adviser to Skeena Resources Inc.	Since April 7, 2026	1,758,547

Name, Province or State and Country of Residence and Present Office Held[1]	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[2]
Jody Shimkus[5] Director B.C., Canada	President of JMS Consulting Inc.	Since April 15, 2026	Nil
Andrew Kaip[3][5] Director B.C., Canada	Vice-president of business development for Hy-Tech Drilling Ltd.	Since April 22, 2026	Nil

Notes:

(1) The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective Directors individually.

(2) The information as to common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective Directors individually as of October 5, 2026.

(3) Member of the Audit Committee.

(4) Member of the ESG Committee.

(5) Member of the Compensation Committee.

(6) 1,485,609 of these shares are held directly and 1,794,000 are indirectly held through accounts designated as RRSP or RESP.

Management recommends the approval of the resolutions to set the number of directors of the Company at five (5) and to approve each of the nominees listed above for election as directors of the Company until the next annual general meeting.

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.

Cease Trade Orders

No proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) 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 the capacity as director, chief executive officer or chief financial officer.

For the purposes of the above, “order” means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of management of the Company, except for otherwise noted below, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

William Bennett was a director of a private company registered in Alberta by the name of Northern Silica Corporation ("NSC") which received a court order on November 23, 2020 accepting the company's plan of arrangement under the Companies' Creditors Arrangement Act. He is now a director of a private successor company to NSC, Vitreo Minerals Ltd. (incorporated in British Columbia).

Penalties or Sanctions

No director or officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

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

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Appointment of Auditors

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the next annual general meeting. Dale Matheson Carr-Hilton Labonte LLP has been the Company's auditors since the Company's inception. The Company proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

The Company's Audit Committee recommends the election of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the Company's next annual general meeting. The Audit Committee proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the Company's auditor.

Approval of Stock Option Plan

The Company has in place the Stock Option Plan, as described under "Statement of Executive Compensation" which is consistent with the requirements of TSXV Policy 4.4. The Stock Option Plan is a "rolling up to 10%" compensation plan as defined in TSXV Policy 4.4, and such types of plans require annual shareholder approval under TSXV policies.

For information about the material terms of the Company's Stock Option Plan, please refer to the heading "Statement of Executive Compensation - *Stock Option Plan*".

At the Meeting, shareholders will be asked to pass the following resolution (the "**Option Plan Resolution**"):

"**IT IS RESOLVED**, as an ordinary resolution that:

1. The Company's Stock Option Plan, as described in the Information Circular dated October 5, 2026, is approved, confirmed and ratified;

2. The board of directors of the Company are authorized to administer the Stock Option Plan and amend or modify the Stock Option Plan in accordance with its terms and conditions and with the policies of any exchange on which the Company's common shares are then listed;

3. Authority is granted to the Board of Directors of the Company to make such amendments to the Stock Option Plan as are required by the TSXV to obtain TSXV acceptance of the Stock Option Plan, without further approval of the shareholders; and

4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver such documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to these resolutions."

Proxies received in favour of management will be voted in favour of the Option Plan Resolution, unless the shareholder has specified in the Proxy that his or her common shares are to be voted against the Option Plan Resolution.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year ended April 30, 2026. Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the Chief Financial Officer, Mr. Gavin Cooper at the address below or by e-mail at info@kutcho.ca.

OTHER MATERIAL FACTS

Management knows of no other matters to come 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 matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 5th day of October, 2026.

BY ORDER OF THE BOARD of KUTCHO COPPER CORP.

(signed) "*Vince Sorace*"
Vince Sorace,
President, Chief Executive Officer and Director

Schedule “A” Audit Committee Mandate to final circular