



2026

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS OF**

DISCOVERY SILVER CORP.

TO BE HELD ON JUNE 22, 2026, at 1:00 p.m. ET

MANAGEMENT INFORMATION CIRCULAR

DATED MAY 13, 2026

ABOUT DISCOVERY SILVER CORP.

Discovery Silver Corp. (the “**Company**” or “**Discovery**”) is an Americas-focused mining company with a diversified portfolio including high-quality gold producing assets in and near Timmins, Ontario, Canada and 100% ownership of the Cordero project in Mexico, one of the world’s largest silver development-stage projects.

LETTER TO SHAREHOLDERS

May 13, 2026

To Our Fellow Shareholders,

2025 was another year of significant achievement for Discovery. The completion of the acquisition of Newmont Corporation’s Porcupine Complex (the “**Porcupine Acquisition**”) transformed our business into a North American-focused metals and mining company that combines growing gold production in Northern Ontario, Canada, with one of the world’s leading silver development projects in Mexico. And our growth continues! Earlier this year, we agreed to acquire Glencore Canada’s Kidd Operations (the “**Kidd Acquisition**”), including the Kidd Metallurgical Site, Kidd Tailings Management Area and Kidd Creek Mine. Discovery is targeting significant growth at its operations in and around Timmins, which include plans to increase production from 234,000 ounces last year to between half and three-quarters of a million ounces per year over the next three to five years.

The Kidd Operations are expected to play a key role in this strategy by providing an opportunity to substantially increase our processing and tailings capacity. We plan to incorporate the Kidd Met Site into our growth plans for Porcupine, including constructing one, and possibly two, gold circuits at the facility to process ore from existing mines. The Kidd Acquisition includes a large land position contiguous with Hoyle Pond and Pamour that will support future expansion of both operations and provide an opportunity for development of the TVZ Zone. In addition, it also provides important synergies that will augment Discovery’s current operations and adds exposure to copper, zinc, silver from the Kidd Creek Mine, and provides significant exploration potential for critical minerals and precious metals in the region.

Market fundamentals for both gold and silver strengthened considerably in 2025 and remained strong in the first several months of 2026. The favorable price environment, combined with the positive market reaction to the Kidd Acquisition and the Porcupine Acquisition, and continued optimism around the future of Cordero, have contributed to significant share price outperformance. We are pleased to report that Discovery was the top performing stock on the S&P/TSX Composite Index in 2025, with our share price increasing more than 11 times (from \$0.71 to \$8.38 at December 31, 2025). Even more gratifying is the potential for continued outperformance that exists given the asset portfolio we have established and the growth and value creation upside that our company possesses.

Turning to Cordero, our February 2024 Feasibility Study clearly established the potential for the project to become one of the world’s largest and most valuable silver producers, with total reserves of over 300 million ounces of silver. As we have continued to work through permitting process, we have maintained our commitment to responsible development and strong environmental stewardship in everything we do at Cordero. In 2025, we were particularly pleased to receive the internationally recognized Great Place to Work Certification for the fourth consecutive year.

Additionally, Discovery’s Minera Titán was once again recognized as a Socially Responsible Company by the Mexican Center for Philanthropy for the fourth consecutive year. This distinction evaluates companies across nine indicators and four key criteria of Environment, Governance, Social Responsibility and Global Context. We are honored that Minera Titán achieved the highest score - a reflection of our continued commitment to responsible mining and sustainable practices that benefit our people, communities, and the environment.

Looking ahead, 2026 has already been transformational for our company, most notably with the announcement of the Kidd Acquisition, and we plan to keep the momentum going. At Porcupine, we continue to invest to optimize the existing operations and have released positive drill results at all the operations, confirming the outstanding exploration potential

that exists. At Kidd, we have started the drills turning at the mine and are taking steps to incorporate the Kidd Metallurgical Site into our growth plans at Porcupine. In Mexico, we remain optimistic that Cordero will complete the permitting phase and be advancing towards development by the end of the year.

On behalf of the Board of Directors, we would first like to thank our dedicated and talented team, which includes our new employees joining us at the Kidd Operations. Transforming a company is no easy accomplishment, and we would like to recognize the energy and commitment of our dedicated team that made 2025 an exceptional year. We also want to express our sincere gratitude to our fellow shareholders. Finally, we very much appreciate the support we receive from other key stakeholder groups, including our local communities and First Nations partners. We look forward to building on our strong relationships as we continue to write a new chapter for mining in the century-old Timmins Camp.

We are truly excited about Discovery's future as we work together to establish a highly profitable mining company that achieves excellence in all aspects of responsible and sustainable mining and creates value for all its stakeholders.

Sincerely,

Tony Makuch
President, CEO and Chairman

DISCOVERY SILVER CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Discovery Silver Corp. (the “**Company**”) will be held at TMX Market Centre, 120 Adelaide St. W., Toronto ON M5H 1S3 on Monday June 22, 2026, at 1:00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company as at and for the years ended December 31st, 2025, and 2024, together with the report of the auditors thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Company and authorize the board of directors of the Company (the “**Board**”) to fix their remuneration;
3. to elect the directors of the Company for the ensuing year;
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution of Shareholders approving the continuation (the “**Continuance**”) of the Company’s corporate existence from British Columbia’s *Business Corporations Act* to Ontario’s *Business Corporations Act*, as more particularly described in the accompanying management information circular of the Company dated May 13, 2026 (the “**Circular**”);
5. subject to and conditional on the completion of the Continuance, to consider and, if thought advisable, to pass, with or without variation, a special resolution of Shareholders approving the change of the corporate name of the Company from “Discovery Silver Corp.” to “Discovery Mining Ltd.”, or such other name as the Board, in its sole discretion, may approve, subject to approval by the applicable regulatory authorities (the “**Name Change Resolution**”);
6. subject to and conditional on the completion of the Continuance, to consider and, if, thought advisable, to pass, with or without variation, a special resolution to authorize the Board to determine the number of directors of the Company within the minimum and maximum numbers set forth in the articles of the Company and the number of directors to be elected at any annual meeting of Shareholders; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

This notice is accompanied by a form of proxy and the Circular. Your vote as a Shareholder is important. Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. More information regarding each of the matters to be acted upon can be found under the heading “*Business of the Meeting*” in the Circular. Shareholders are reminded to review the Circular before voting.

The Board has fixed the close of business on May 13, 2026 (the “**Record Date**”), as the record date for the Meeting, being the date for the determination of the registered Shareholders entitled to receive notice and to vote at the Meeting and any adjournment or postponement thereof.

The Company has elected to use the “notice-and-access” mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver the Meeting materials to Shareholders, including this Notice of Meeting of Shareholders and the Circular. This means that, rather than receiving paper copies of the Meeting materials in the mail, Shareholders as of the Record Date will have access to electronic copies of the Meeting materials at <https://docs.tsxtrust.com/2242> and under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) at www.sedarplus.ca.

Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion & analysis for the Company’s last financial year and any other

documents referred to in the Circular) and further information on “notice-and-access” by contacting the Company as follows:

E-mail: tsxtis@tmx.com

Telephone: 1-866-600-5869

Mail: Suite 301 - 100 Adelaide Street West, Toronto, ON, M5H 4H1

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 1:00 p.m. (Toronto time) on June 11, 2026, for Shareholders to receive paper copies of such documents and return their completed proxies by the deadline for submission specified below.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to complete, date, sign, and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof, in each case in accordance with the instructions contained in the Circular or on the form of proxy. The Board has, by resolution, fixed 1:00 p.m. (Toronto time) on June 18, 2026, or 48 hours (excluding Saturdays, Sundays, and holidays) before any adjournment or postponement of the Meeting as the time by which proxies to be used or acted upon shall be deposited with the Company’s transfer agent, in accordance with the instructions set forth in the accompanying Circular and the form of proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.

The Company has retained Laurel Hill Advisory Group to act as proxy solicitation agent and shareholder communications advisor in connection with the Meeting. Shareholders who have questions or require assistance with voting their Common Shares may contact Laurel Hill by calling 1-877-452-7184 (North American toll-free) or 1-416-304-0211 (collect calls outside North America), by texting “INFO” to either 1-877-452-7184 or 1-416-304-0211, or by email at assistance@laurelhill.com.

DATED at Toronto, Ontario as of May 13, 2026.

BY ORDER OF THE BOARD

(Signed) *“Tony Makuch”*
Chair of the Board

If you are a Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

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MANAGEMENT INFORMATION CIRCULAR

ABOUT THE SHAREHOLDER MEETING

SOLICITATION OF PROXIES

You have received this management information circular (“Circular”) because you owned common shares (“Common Shares”) of Discovery Silver Corp. (“Discovery” or the “Company”) as at May 13, 2026. You are therefore entitled to attend and vote at the annual and special meeting (the “Meeting”) of shareholders (the “Shareholders”) of the Company to be held at 1:00 p.m. ET on Monday June 22, 2026, and any adjournment or postponement thereof.

The board of directors of the Company (the “Board”) has fixed the close of business on May 13, 2026, as the record date for the Meeting, being the date for the determination of the Registered Shareholders (as defined below) entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof (the “Record Date”).

Management is soliciting your proxy for the Meeting. The Board has fixed 1:00 p.m. (Toronto Time) on Thursday June 18, 2026, or 48 hours (excluding Saturdays, Sundays, or holidays) before any adjournment or postponement of the Meeting, as the time by which proxies to be acted upon at the Meeting must be deposited with the Company’s transfer agent, TSX Trust Company (“TSX Trust” or the “Transfer Agent”). The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting (the “Meeting Chair”) at his or her discretion without notice. It is expected that the solicitation will be primarily by email or telephone. Proxies may also be solicited personally by employees of the Company. Such employees will not receive any extra compensation for such activities. The cost of solicitation will be borne directly by the Company.

Additionally, Discovery has retained Laurel Hill Advisory Group (“Laurel Hill”) to assist in the solicitation of proxies for the Meeting. Laurel Hill may contact shareholders by telephone, text message, email and other permitted means to remind them to vote, answer questions regarding voting procedures and assist with the collection of voting instructions. Discovery has agreed to pay Laurel Hill a fee of \$47,500, plus ancillary fees for retail engagement and reasonable out-of-pocket expenses. All costs of the solicitation of proxies for the Meeting, including Laurel Hill’s fees and expenses, will be borne by Discovery.

Unless otherwise stated, the information contained in this Circular is as of May 13, 2026. All dollar amounts referenced in this Circular, unless otherwise indicated, are expressed in Canadian dollars.

NOTICE-AND-ACCESS

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), the Company has given notice of the Meeting in accordance with the “Notice-and-Access” procedures of NI 54-101 (“Notice-and-Access”), pursuant to which it has sent the notice of Meeting (the “Notice of Meeting”) and the proxy, but not this Circular, directly to its Registered Shareholders and NOBOs (as defined below). Arrangements have been made to forward proxy solicitation materials to the NOBOs.

This Circular is being made available to Shareholders at <https://docs.tsxtrust.com/2242> and under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR+”) at www.sedarplus.ca, but has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related MD&A (as defined below) for the Company’s last financial year and any other documents referred to in the Circular) and further information on Notice-and-Access by contacting the Company as follows:

E-mail: tsxtis@tmx.com

Telephone: 1-866-600-5869

Mail: Suite 301 - 100 Adelaide Street West, Toronto, ON, M5H 4H1

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 1:00 p.m. (Toronto time) on June 11, 2026 for Shareholders to receive paper copies of such documents and return their completed proxies by the deadline for submission of 1:00 p.m. (Toronto time) on June 18, 2026, or 48 hours (excluding Saturdays, Sundays, or holidays) before any adjournment or postponement of the Meeting.

INFORMATION REGARDING THE VOTING OF COMMON SHARES

Voting

Each Registered Shareholder and each person representing a Registered Shareholder or Beneficial Shareholder (as defined below) through a proxy (a “**Proxyholder**”) will be entitled to one vote for each Common Shares held or represented, respectively. To approve an ordinary resolution proposed at the Meeting, a majority of the votes cast will be required. To approve a special resolution proposed at the Meeting, two-thirds (66 2/3%) of the votes cast will be required.

Quorum

Quorum for the Meeting consists of one person present in person, being a Shareholder entitled to vote at the Meeting, or a duly appointed proxy or Proxyholder for an absent Shareholder so entitled.

Registered Shareholders

Only Shareholders registered in the Company’s shareholder register maintained by the Transfer Agent or their duly appointed Proxyholders will be able to attend the Meeting, ask the Board questions and submit votes in real time at the Meeting.

Every registered holder of Common Shares (“**Registered Shareholder**”) at the close of business on the Record Date is entitled to receive notice of, and to vote their Common Shares at, the Meeting.

A Registered Shareholder may attend and vote at the Meeting. Registered Shareholders who are unable to attend the Meeting and who wish to ensure that their Common Shares will be voted at the Meeting are requested to either:

- (i) complete, sign and deliver the enclosed form of proxy c/o Proxy Department, TSX Trust Company, P.O. Box 721, Agincourt, ON M1S 0A1; or
- (ii) complete, sign and email the form of proxy to proxyvote@tmx.com; or
- (iii) complete the proxy by voting online by entering your 13-digit control number at www.meeting-vote.com; or
- (iv) complete and fax the proxy to 416-595-9593.

If you are a Registered Shareholder, to ensure your vote is counted, you should complete and return the enclosed form of proxy as soon as possible even if you plan to attend the Meeting. Even if you return a form of proxy, you can still attend and vote at the Meeting, in which case you will need to instruct the scrutineer at the Meeting to cancel your proxy.

In order to be valid and acted upon at the Meeting, forms of proxy must be received at the aforesaid address or voted online not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof. Further instructions with respect to voting by proxy are provided in the form of proxy and below.

Beneficial Shareholders

Shareholders may beneficially own Common Shares through (i) brokers, securities dealers, banks, trust companies, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans, or their respective agents and nominees (“**Intermediaries**”); or (ii) in the name of a clearing agency (such as CDS & Co., the registration name for The Canadian Depository for Securities Limited or CEDE & Co., the registration name for The Depository Trust Company) of which the Intermediary is a participant (“**Beneficial Shareholders**”). Beneficial Shareholders will not be recognized, nor may they make motions or vote at the Meeting, except as described below. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients.

Additionally, there are two kinds of Beneficial Shareholders: (a) those who object to their name being made known to the issuers of securities which they own, known as Objecting Beneficial Owners (“**OBOs**”); and (b) those who do not object to their name being made known to the issuers of securities which they own, known as Non-Objecting Beneficial Owners (“**NOBOs**”).

NI 54-101 requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. In accordance with the requirements of NI 54-101, the Company has distributed copies of the Notice of Meeting, this Circular and the form of proxy to the Intermediaries and clearing agencies for onward distribution to Beneficial Shareholders. Intermediaries are required to forward these materials to Beneficial Shareholders unless the Beneficial Shareholder has waived the right to receive them.

Most intermediaries delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a voting instruction form (“**VIF**”) in lieu of a form of proxy and asks beneficial shareholders to return the voting instruction form to Broadridge by mail or otherwise communicate voting instructions to Broadridge, including by telephone or through the internet. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

The Company may utilize Broadridge’s QuickVote™ service to assist eligible beneficial shareholders who are NOBOs with voting their Common Shares over the telephone. Certain eligible NOBOs may be contacted by Laurel Hill, which is soliciting proxies on behalf of management of the Company, to conveniently obtain voting instructions directly over the telephone. Management of the Company intends to pay for Intermediaries to forward to OBOs under NI 54-101 the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*.

Beneficial Shareholders will be sent a VIF by their Intermediary with the Circular. This form will instruct the Intermediary as to how to vote the Common Shares at the Meeting. **If you are a Beneficial Shareholder, it is vital that the VIF provided to you by your broker, Intermediary, or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their Intermediary, the Beneficial Shareholder may attend the Meeting as Proxyholder for the Intermediary and indirectly vote the Common Shares in that capacity. **Beneficial Shareholders wishing to attend**

the Meeting and indirectly vote their Common Shares as their own Proxyholder, must enter their own names in the blank space on the VIF provided to them and return the VIF in accordance with the instructions provided on it.

If a Beneficial Shareholder receives a VIF and does not wish to attend the Meeting as a Proxyholder, the Beneficial Shareholder is encouraged to vote in advance of the proxy voting cut-off following the instructions on the VIF.

Shareholders with questions respecting the voting of Common Shares held through an Intermediary should contact that Intermediary for assistance. Shareholders may also contact Laurel Hill by calling 1-877-452-7184 (North American toll-free) or 1-416-304-0211 (collect calls outside North America), by texting "INFO" to either 1-877-452-7184 or 1-416-304-0211, or by email at assistance@laurelhill.com.

Appointment of Proxyholders

The persons named in the accompanying form of proxy as Proxyholders are directors or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder's behalf at the Meeting other than the persons named in the form of proxy as Proxyholders. To exercise this right, the Shareholder must strike out the names of the persons named in the form of proxy as Proxyholders and insert the name of the Shareholder's nominee in the space provided or complete another form of proxy and submit the form of proxy. If you appoint and register a non-management Proxyholder, please ensure that they attend the Meeting for your vote to count.**

The Common Shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot. A Shareholder completing the enclosed form of proxy may indicate the manner in which the persons named in the form of proxy are to vote with respect to any matter by marking an 'X' in the appropriate space. On any poll required or requested, those persons will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the directions, if any, given in the form of proxy, provided such directions are certain.

If a Shareholder wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **If you appoint the Company's Proxyholders and do not indicate your voting instructions, they will vote your Common Shares FOR all of the matters to be acted upon at the Meeting.**

The enclosed form of proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting. At the date of this Circular, management of the Company is not aware of any amendments or variations that are to be presented at the Meeting. If, however, any such amendments or variations should properly come before the Meeting, the proxies hereby solicited will be exercised in accordance with the best judgement of the Proxyholders.

To be valid, the form of proxy must be dated and signed by the Shareholder or the Shareholder's attorney duly authorized in writing. In the case of a corporation, the form of proxy must be dated and executed under its corporate seal or signed by a duly authorized officer of, or attorney for, the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be deposited with the Transfer Agent, TSX Trust, in accordance with its instructions and before the time set out in the form of proxy. Proxies received after such time may be accepted or rejected by the Meeting Chair in the Meeting Chair's discretion. Beneficial Shareholders must deliver their completed proxies in accordance with the instructions given by the Intermediary that forwarded the form of proxy to them.

Revocation of Proxies

Shareholders have the power to revoke proxies previously given by them. Revocation of proxies by Registered Shareholders can be effected by an instrument in writing (which includes a form of proxy bearing a later date) signed by a Shareholder or the Shareholder's attorney duly authorized in writing (in the case of a corporation, such instrument must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation) which is either delivered to TSX Trust at Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Canada any time up to and including the close of business on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or deposited with the Meeting Chair prior to the hour of commencement on the day of the Meeting.

A Beneficial Shareholder who has submitted a proxy may revoke it by contacting the Intermediary through which the Beneficial Shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

If you vote on a ballot, you will be revoking any, and all, previously submitted proxies. If you DO NOT wish to revoke your previously submitted proxies, do not vote at the Meeting.

Q&A ON VOTING

Q: What am I voting on?

A: Holders of Common Shares are voting on:

- i. the appointment of the Company's auditor,
- ii. the election of the directors of the Company,
- iii. the continuance of the Company's corporate existence to the *Business Corporations Act* (Ontario),
- iv. subject to, and conditional on, completion of the Continuance (as defined below), the change of the Company's corporate name to "Discovery Mining Ltd.", and
- v. subject to, and conditional on, completion of the Continuance, authorization of the Board to determine the number of directors of the Company within the minimum and maximum numbers set forth in the articles of the Company and the number of directors to be elected at any annual meeting of Shareholders, all as further described below under "*Business of the Meeting*".

Q: Who is entitled to vote?

A: Holders of Common Shares at the close of business on May 13, 2026, are entitled to vote at the Meeting. Each Common Share entitles the holder to one vote.

Q: Am I a Registered Shareholder or a Non-Registered Shareholder?

A: You are a Registered Shareholder if you hold Common Shares registered in your own name. See above "*Registered Shareholders*" for more information. You are a non-registered or Beneficial Shareholder if you hold Common Shares that are registered in the name of an Intermediary (a bank, trust company, securities dealer or broker, director or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan) or a depository, such as CDS Clearing and Depository Services Inc. See above "*Beneficial Shareholders*" for more information. Canadian NOBOs will receive a VIF with a 12-digit control number directly from the Company, while the remaining Beneficial Shareholders will receive a VIF with a 16-digit control number from their Intermediary.

Q: If I am a Registered Shareholder, how do I vote?

A: If you are a Registered Shareholder, you may vote at the Meeting or you may sign the form of proxy or VIF sent to you, appointing the named persons or some other person you choose, to represent you as a Proxyholder and vote your Common Shares at the Meeting. Whether or not you plan to attend the Meeting in person, you are requested to vote. If you wish to vote by proxy, you should complete the form of proxy and return it based on the instructions set out on page 2 above.

Registered Shareholders can vote in one of the following ways:

| | |
|---------------------------|---|
| Internet | <p><i>Web:</i> Go to www.meeting-vote.com. Enter the 13-digit control number printed on the form of proxy and follow the instructions.</p> <p><i>Email:</i> Complete, sign and email the form of proxy to proxyvote@tmx.com.</p> |
| Mail | <p>Enter voting instructions, sign the form of proxy and send your completed form of proxy to: TSX Trust Company, Attn: Proxy Department P.O. Box 721, Agincourt, ON M1S 0A1</p> |
| Fax | <p>Enter voting instructions, sign the form of proxy and send your completed form of proxy to 416-595-9593.</p> |
| Attend the Meeting | <p>If you are a Registered Shareholder, you can attend and vote at the Meeting. Do not fill out and return your form of proxy if you intend to vote at the Meeting.</p> |

Q: If I am a Beneficial Shareholder, how do I vote?

A: In accordance with the requirements of applicable securities law, the Company will distribute copies of the notice package to the depository and to Intermediaries who in turn distribute to Beneficial Shareholders. Accordingly, included in your package you will have received from your Intermediary a VIF for the number of Common Shares you beneficially own. You should follow the instructions you have received from your Intermediary and contact your Intermediary promptly if you need assistance.

You are not required to attend the Meeting; however, you are requested to vote your Common Shares. The Company has limited access to the names of its Beneficial Shareholders. If you plan to attend and vote at the Meeting, the Company may have no record of your shareholdings unless your Intermediary has appointed you as Proxyholder. Accordingly, you must insert your name in the space provided on the VIF and return it as set out in the instructions provided to you.

Beneficial Shareholders can vote in one of the following ways:

| | |
|---------------------------|---|
| Internet | Go to www.proxyvote.com . Enter the 16-digit control number printed on the VIF and follow the instructions on screen. |
| Phone | <p><i>Canadian Beneficial Shareholders:</i> 1-800-474-7493 (English) / 1-800-474-7501 (French).</p> <p><i>US Beneficial Shareholders:</i> 1-800-454-8683.</p> <p>(English) 1-800-474-7501 (French)</p> <p>You will need to enter your 16-digit control number. Follow the interactive voice recording instructions to submit your vote.</p> |
| Mail/Fax | <p><i>Mail:</i> Complete and sign the VIF and return it in accordance with the instructions provided on the VIF.</p> <p><i>Canadian Beneficial Shareholders:</i> Enter voting instructions, sign the VIF and fax your completed form to: 905-507-7793 or 514-281-8911.</p> |
| Attend the Meeting | Insert your name in the space provided on the VIF and return it as set out in the instructions provided to you. |

Q: Who is soliciting my proxy?

A: Proxies are being solicited by management of the Company, and the associated costs are borne by the Company. The solicitation is being done primarily by sending you proxy materials by email or mail and by posting this Circular on the Company’s website at www.discoverysilver.com and under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Q: When is the deadline for me to vote by proxy?

A: Regardless of whether you submit your vote by mail, fax or online, you must submit your vote by no later than 1:00 p.m. (Toronto Time) on Thursday June 18, 2026, or 48 hours (excluding Saturdays, Sundays, or holidays) before any adjournment or postponement of the Meeting. Further instructions with respect to voting by proxy are provided in the form of proxy and above. The time limit for deposit of proxies may be waived or extended by the Meeting Chair at his or her discretion without notice.

Q: Who counts the votes?

A: The Transfer Agent, TSX Trust Company, counts and tabulates the votes.

Q: If I need assistance in voting my shares, who can I contact?

A: Shareholders who have questions or require assistance with voting their Common Shares may contact Laurel Hill by calling 1-877-452-7184 (North American toll-free) or 1-416-304-0211 (collect calls outside North America), by texting "INFO" to either 1-877-452-7184 or 1-416-304-0211, or by email at assistance@laurelhill.com.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than with respect to the election of directors, no (a) director or executive officer of the Company who has held such position at any time since January 1st, 2025; (b) proposed nominee for election as a director of the Company; or (c) associate or affiliate of a person in (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares. As at May 13, 2026, the Record Date, the Company had 810,857,272 Common Shares issued and outstanding as fully paid and non-assessable shares, each share carrying the right to one vote. The Company is also authorized to issue an unlimited number of preferred shares, of which there were none outstanding as of the Record Date.

Shareholders of record at the close of business on the Record Date will be entitled to one vote for each Common Share held. Only those Shareholders of record as of the Record Date will be entitled to vote at the Meeting or any adjournment or postponement thereof.

The Company will prepare a list of Shareholders as of the Record Date. Shareholders named on that list will be entitled to vote the Common Shares then registered in their name at the Meeting (unless prohibited from voting by applicable regulatory authorities on a particular matter to be considered at the Meeting) except to the extent that the Shareholder has transferred ownership of any of the Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that the transferee owns the Common Shares, and demands at any time before the Meeting that the transferee's name be included in the list of persons entitled to vote at the Meeting. In that case the transferee will be entitled to vote their Common Shares at the Meeting or any postponement or adjournment thereof.

PRINCIPAL HOLDERS

To the knowledge of the directors and executive officers of the Company no person or company beneficially owns, directly or indirectly, or exercises control or direction over voting securities carrying more than 10% of the voting rights attached to the Common Shares.

BUSINESS OF THE MEETING

PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company as at and for the years ended December 31st, 2025, and 2024, and the report of the auditor thereon will be tabled at the Meeting but no vote by the Shareholders with respect thereto is proposed to be taken. The audited consolidated financial statements of the Company and the related Management's Discussion and Analysis ("**MD&A**") for the years ended December 31st, 2025, and 2024, are available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.discoverysilver.com.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, pass an ordinary resolution to appoint the firm of PricewaterhouseCoopers LLP ("**PwC**"), Chartered Professional Accountants, of Toronto, Ontario to

serve as auditor of the Company until the next annual meeting of Shareholders and to authorize the directors of the Company to fix the auditor’s remuneration.

The following table discloses the aggregate fees billed to the Company by its external auditor during the financial year ended December 31st, 2025, and the financial year ended December 31st, 2024.

| Year Ended | Audit Fees ⁽¹⁾ (\$) | Audit-Related Fees ⁽²⁾ (\$) | Tax Fees ⁽³⁾ (\$) | All Other Fees ⁽⁴⁾ (\$) |
|-------------------|-----------------------------------|---|---------------------------------|---------------------------------------|
| December 31, 2025 | 785,882 | 53,703 | 71,518 | Nil |
| December 31, 2024 | 242,540 | Nil | 19,260 | Nil |

Notes:

- (1) “Audit Fees” refer to the aggregate fees billed by the Company’s external auditor for audit services, including fees incurred in relation to quarterly reviews, procedures in connection with securities filings, and statutory audits.
- (2) “Audit-Related Fees” refer to the aggregate fees billed for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and not reported under Audit Fees.
- (3) “Tax Fees” refer to the aggregate fees billed for the professional services rendered by the Company’s external auditor for tax compliance.
- (4) “All Other Fees” refer to the aggregate fees billed for products and services provided by the Company’s external auditor, other than the services reported under (1), (2), and (3), above.

For further information with respect to the Company’s auditor, please see the Company’s annual information form for the year ended December 31, 2025 (the “**2025 AIF**”), available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.discoverysilver.com.

To be effective, the resolution approving the appointment of PwC, to serve as auditor of the Company until the next annual meeting of Shareholders and authorizing the directors to fix the auditor’s remuneration, must be approved by not less than a majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the appointment of PwC, to serve as auditor of the Company until the next annual meeting of Shareholders and to authorize the directors to fix the auditor’s remuneration. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the appointment of PwC, to serve as auditor of the Company until the next annual meeting of Shareholders and to authorize the directors to fix the auditor’s remuneration.

ELECTION OF DIRECTORS

The Board presently consists of seven directors. As announced on April 22, 2026, due to personal commitments, Mr. Parr has decided not to stand for re-election. Mr. Parr has served as a director of the Company since 2017 and has been an integral member of the Board, both in his capacity as Chair of the Audit Committee and in his ability to usher the Company through its rapid transformation and growth. In addition, Moira Smith has decided not to stand for re-election at the Meeting. Ms. Smith has served on the Board since 2019 and was integrally involved in the development of the Cordero project. The Board and management would like to express their gratitude to Mr. Parr and to Ms. Smith for their ongoing commitment and invaluable contributions to the Company and wish them both ongoing success in the future. Mr. Parr will remain as an advisor to the Board and will be available to assist with any transitional matters as required in his new advisory role.

Ms. Hibbard is a nominee for election at the Meeting and is not currently a member of the Board. As a result, at the Meeting it is the intention that six directors shall be elected for the ensuing year.

Management does not anticipate that any of the six individuals nominated for election as a director (each, a “**Nominee**” and collectively, the “**Nominees**”) will be unable to serve as a director of the Company, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying form of proxy to vote for the election of any other person or persons in place of any Nominee or Nominees unable to serve. Each director elected will hold office until the next annual meeting of Shareholders of the Company, or any adjournment or postponement thereof, unless his or her office is earlier vacated or until his or her successor is elected or appointed.

To be effective, the election of each Nominee must be approved by not less than a majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the election of the six Nominees listed below. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the election of the six Nominees whose names are set forth below.

Information about each Nominee is set out below. This information includes their respective principal occupations or employment, residence, directorships with other reporting issuers, and the number of securities of the Company which each Nominee beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular. In addition, set out below is the value of securities held by each Nominee, based on the closing price of the Common Shares on the Toronto Stock Exchange (“**TSX**”) as of the Record Date, being \$10.32, assuming a vesting and/or exercise date as of the Record Date for all convertible/exchangeable securities. The information pertaining to the Nominees presented below, not being within the direct knowledge of the Company, has been provided by the respective Nominee.

MURRAY JOHN
LEAD DIRECTOR

British Columbia, Canada



Director since June 27, 2017
Age: 67

Mr. John currently serves as Lead Director of the Board of the Company, and was previously the Chair of the Board from 2017 to 2026. Prior to his retirement in December 2014, he was the President and Chief Executive Officer of Dundee Resources Limited and Managing Director and a Portfolio Manager with Goodman & Company, Investment Counsel Inc., where he was responsible for managing private equity resource and precious metals focused mutual funds and flow-through limited partnerships. He is also a former director of several other public companies including Breakwater Resources Ltd., Dundee Precious Metals Inc., Osisko Mining Inc, O3 Mining Inc., Osisko Gold Royalties Ltd. and Prime Mining Corp., prior to its acquisition by Torex Gold on October 22, 2025. Mr. John is a mining engineer and has been involved with the resource investment industry since 1992 working as an investment banker, buy-side mining analyst, sell-side mining analyst, and portfolio manager.

| | | | |
|---|---------------------|--|------------------------|
| Principal Occupation | | Retired mining engineer, investment fund manager and mining industry executive | |
| Other Public Board Directorships | | None | |
| Securities Held | | Board and Committee Memberships | 2025 Attendance |
| Common Shares (#) | 1,500,000 | Board | 8 of 8 (100%) |
| Share Value | \$15,480,000 | Audit Committee | 4 of 4 (100%) |
| DSUs (#) | 531,617 | Compensation Committee | 4 of 4 (100%) |
| DSU Value | \$5,486,287 | Nominating and Corporate Governance Committee | 4 of 4 (100%) |
| Stock Options (#) | Nil | Technical Committee | 3 of 3 (100%) |
| Stock Option Value | \$0 | Special Committee | 2 of 2 (100%) |
| TOTAL VALUE | \$20,966,287 | | |

ANTHONY MAKUCH
PRESIDENT, CHIEF EXECUTIVE OFFICER & CHAIRMAN
 Ontario, Canada



Director Since April 11, 2022
 Age: 68

Mr. Makuch is the Chairman, CEO and President, and a significant investor or Discovery Silver, a company which he has lead to transformational growth through the acquisition of the Porcupine Complex. He has over 35 years of mining industry experience and was most recently President, CEO and Director of Kirkland Lake Gold Ltd. (“Kirkland”). During his five-year tenure as CEO of Kirkland, Mr. Makuch was instrumental in leading the rapid growth and value creation for the company, with annual gold production increasing from 315,000 oz to over 1,400,000 oz, the market capitalization of the company increasing from approximately \$1 billion to over \$13 billion and Kirkland’s share price increasing over 530%. These milestones were achieved on the back of various successful acquisitions, industry-leading operational performance and significant exploration success and ultimately culminated in Kirkland’s merger with Agnico Eagle Mines Limited in 2022. Mr. Makuch is a Professional Engineer (P.Eng) and holds a Bachelor of Science Degree (Honours Applied Earth Sciences) from the University of Waterloo (Ontario), and both a Master of Science Degree in Engineering and a Master of Business Administration from Queen’s University (Ontario) and has obtained the Institute of Corporate Directors ICD.D designation from the University of Toronto Rotman School of Business.

| | | | |
|---|----------------------|--|------------------------|
| Principal Occupation | | Chief Executive Officer and President of the Company | |
| Other Public Board Directorships | | None | |
| Securities Held | | Board and Committee Membership | 2025 Attendance |
| Common Shares (#) | 9,903,878 | Board | 8 of 8 (100%) |
| Share Value | \$102,208,021 | Health, Safety, Environment and Sustainability Committee | 3 of 3 (100%) |
| RSUs and PSUs (#) | 1,893,377 | Technical Committee | 3 of 3 (100%) |
| RSU and PSU Value | \$19,539,651 | | |
| Stock Options (#) | 1,995,490 | | |
| Stock Option Value | \$17,625,394 | | |
| TOTAL VALUE | \$139,373,066 | | |

INGRID HIBBARD

INDEPENDENT

Ontario, Canada



Director Nominee

Age: 68

Ms. Hibbard has over 35 years of experience across the mineral resources industry, spanning exploration through mine development and production. She is President, Chief Executive Officer and a director of Pelangio Exploration Inc., a Canadian exploration company with properties in Canada and Ghana. Ms. Hibbard played a founding role in advancing the Detour Lake mine property and was President of Pelangio-Larder Mines Limited, which acquired the property from Placer Dome (CLA) Ltd. in 1998 under a joint venture with Franco-Nevada Mining Company Limited. Pelangio subsequently sold the Detour Lake assets to Detour Gold Corporation in 2007, where Ms. Hibbard served as a director until 2018. She has also served as a director of Kirkland Lake Gold Ltd. from 2020 to 2022 and Lake Shore Gold Corp. from 2014 to 2016. Ms. Hibbard holds a BA and an LL.B. from the University of Western Ontario and began her career practicing corporate and securities law, advising mining companies from early-stage explorers to multinational producers.

Principal Occupation

CEO, Pelangio Exploration

Other Public Board Directorships

Pelangio Exploration

Securities Held

Board and Committee Membership⁽¹⁾

2025 Attendance⁽¹⁾

Common Shares (#)
Share Value

Nil
\$0

N/A

N/A

DSUs (#)
DSU Value

Nil
\$0

Stock Options (#)
Stock Option Value

Nil
\$0

TOTAL VALUE

Nil

⁽¹⁾ Ms. Hibbard is a nominee for election at the Meeting and is not currently a member of the Board. If elected, Ms. Hibbard will have until June 2031 to meet her equity ownership requirements.

LEE HODGKINSON

INDEPENDENT

Ontario, Canada



Director since February 20, 2026
Age: 61

Mr. Hodgkinson has more than 25 years of experience in a senior role in professional services, working closely with the boards and finance executives of some of Canada’s largest mining companies. He has held progressively more senior roles at KPMG including Global Mining Leader and National Mining Partner.

Mr. Hodgkinson is a sought-after subject matter expert on Financial and Auditing issues and has participated in FASB (Financial Accounting Sustainability Board) Technical Accounting Groups, CPA Canada’s Annual Audit Committee Forum, Canadian Public Accounting Board (CPAB) Annual Audit Committee Seminars, and the Joint PDAC CPA Committee on Financial Reporting issues. Mr. Hodgkinson has a BA (Honours), Accounting & Financial Analysis from the Newcastle University, England; his FCA from the Institute of Chartered Accountants, England & Wales, a FCPA from the Instituted of Chartered Accountants, Ontario and has obtained the Institute of Corporate Directors ICD.D designation from the University of Toronto Rotman School of Business.

Principal Occupation

Retired Audit Partner, Corporate Director

Other Public Board Directorships

None

Securities Held

Board and Committee Membership

2025 Attendance⁽¹⁾

Common Shares (#)
Share Value

Nil
\$0

Board

N/A

Audit Committee

N/A

Compensation Committee

N/A

DSUs (#)
DSU Value

18,887
\$194,914

Stock Options (#)
Stock Option Value

Nil
\$0

TOTAL VALUE

\$194,914

⁽¹⁾ Mr. Hodgkinson was appointed to the Board on February 19, 2026, and as a result did not attend any Board or Committee meetings held in 2025.

BARRY OLSON
INDEPENDENT
 Idaho, United States of America



Director since August 21, 2023
 Age: 72

Mr. Olson has over 30 years of experience in strategic management and leadership in engineering, construction, start-up and operations of large-scale mining projects. Since September 2025, Mr. Olson has been a Special Advisor to U.S. GoldMining Inc. Prior to his retirement in 2013, Mr. Olson was Senior Vice President of Project Development with Goldcorp Inc. During his time with Goldcorp Inc. (2006 – 2013), he was responsible for the successful development of Peñasquito, one of the largest open pit mines in Mexico, on schedule and on budget, as well as other major development projects in Chile, Argentina and Canada. Prior to Goldcorp Inc., Mr. Olson held general manager roles with Coeur Mining, Inc. (2001 – 2006) and Amax Gold Inc. (1988 – 1998). Mr. Olson is currently on the Advisory Committee for Agnico Eagle Mines Ltd. and is also a former Director of Kirkland Lake (2014 – 2021). Mr. Olson has a B.Sc. degree in Metallurgical Engineering and a M.Sc. degree in Mining Engineering from the University of Idaho.

| | | | |
|---|--------------------|--|------------------------|
| Principal Occupation | | Retired Mining Executive, Corporate Director | |
| Other Public Board Directorships | | None | |
| Securities Held | | Board and Committee Membership | 2025 Attendance |
| Common Shares (#) | Nil | Board | 8 of 8 (100%) |
| Share Value | \$0 | Compensation Committee | 4 of 4 (100%) |
| | | Technical Committee | 3 of 3 (100%) |
| | | Health, Safety, Environment and Sustainability Committee | 3 of 3 (100%) |
| | | Audit Committee | 4 of 4 (100%) |
| DSUs (#) | 711,073 | Special Committee | 2 of 2 (100%) |
| DSU Value | \$7,338,273 | | |
| Stock Options (#) | Nil | | |
| Stock Option Value | \$0 | | |
| TOTAL VALUE | \$7,338,273 | | |

| DANIEL VICKERMAN INDEPENDENT Arinsal, Andorra | | | |
|---|---------------------|---|------------------------|
|  | | <p>Mr. Vickerman joined the Board through Discovery’s 2019 merger with Levon Resources Ltd. where he was chairman of the board of directors. Mr. Vickerman is a seasoned institutional sales and corporate finance professional with 25 years of experience in the financial industry. Mr. Vickerman is currently a Director of Yukon Metals Corp. and Senior Vice President of Corporate Development of Blackrock Silver Corp. He was formerly Managing Director, Head of UK of Beacon Securities UK from 2016 to 2019, and former Managing Director, Head of UK for Edgecrest Capital. Prior to joining Edgecrest Capital, Mr. Vickerman was Managing Director, Co-Head of Canadian Equity Sales UK at Canaccord Genuity. Mr. Vickerman also formerly worked at Thomas Weisel Partners where he served as Senior Vice President. Mr. Vickerman has extensive experience working with mineral exploration and development companies, raising over \$1 billion for private and listed companies. He holds a Bachelor of Arts, Economics from the University of Western Ontario.</p> | |
| Director since August 2, 2019 Age: 55 | | | |
| Principal Occupation | | SVP Corporate Development Blackrock Silver Corp. | |
| Other Public Board Directorships | | Yukon Metals Corp. | |
| Securities Held | | Board and Committee Membership | 2025 Attendance |
| Common Shares | 240,000 | Board | 8 of 8 (100%) |
| Share Value | \$2,476,800.00 | Audit Committee | 4 of 4 (100%) |
| DSUs | 531,106 | Nominating and Corporate Governance Committee | 4 of 4 (100%) |
| DSU Value | \$5,481,014 | | |
| Stock Options (#) | 300,000 | | |
| Stock Option Value | \$2,481,000 | | |
| TOTAL VALUE | \$10,438,814 | | |

As at May 13, 2026, the Nominees as set out above and the executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control over, a total of 11,643,878 Common Shares, representing approximately 1.4% of the issued and outstanding Common Shares. The total dollar value of securities held by the Nominees set out above is based on the closing share price of the Common Shares on the TSX as of the Record Date, being \$10.32.

CORPORATE CEASE TRADE ORDERS

No Nominee is, as at the date hereof, or has been, within 10 years before the date hereof, a director, Chief Executive Officer (“CEO”), or Chief Financial Officer (“CFO”) of any company (including the Company) that:

- (i) was subject to a cease trade order, an order similar to a cease trade order or 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 that was issued while the proposed director was acting in the capacity as director, CEO, or CFO; or
- (ii) was subject to a cease trade order, an order similar to a cease trade order or 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 that was issued after the proposed director ceased to be a director, CEO, or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO, or CFO.

BANKRUPTCIES AND OTHER PROCEEDINGS

No Nominee:

- (i) is, as at the date hereof, or has been within the 10 years prior to the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets; or
- (ii) has, within the 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of the proposed director.

PENALTIES AND SANCTIONS

No Nominee has been subject to:

- (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPROVAL OF CONTINUANCE TO ONTARIO

The Company is currently a corporation organized and existing under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). Given that a majority of management of the Company and the Board is now based in Ontario, the Company wishes to continue from the Province of British Columbia to the Province of Ontario (the “**Continuance**”) for corporate and administrative reasons. As a result of the Continuance, the Company will cease to be governed by the BCBCA and instead the Company will be governed by the *Business Corporations Act* (Ontario) (the “**OBCA**”).

The Board and management believe it is in the best interest of the Company to complete the Continuance as a substantial amount of the operations of the Company are performed in the Province of Ontario and the Company’s CEO, CFO, Chief Operating Officer (“**COO**”), Executive and Senior Vice Presidents, along with the majority of its management are based in the Province of Ontario. The Board believes the Continuance is administrative in nature and better aligns the Company’s jurisdiction of incorporation with the location of its principal Canadian operations and senior management. The Continuance will not, by itself, result in any changes to the Company’s business, assets, liabilities, management, Board composition, share capital, TSX listing or shareholder economic interest.

If the Continuance is approved by Shareholders and implemented by the Board, the Company will apply to and file all necessary documentation with the Registrar of Companies under the BCBCA for authorization to continue into the Province of Ontario. Immediately following the receipt of the Registrar’s authorization, the Company will apply for a certificate of continuance and file articles of continuance under the OBCA to continue the Company into the Province of Ontario. The articles of continuance will constitute the governing instrument of the continued Company under the

OBCA, and the certificate of continuance issued by the Director under the OBCA will be deemed to be the certificate of incorporation of the continued Company.

The Continuance will not result in any change in the business of the Company or its assets, liabilities or net worth, nor in the persons who constitute the Board and the Company's management. The Continuance is not a reorganization, an amalgamation or a merger.

In connection with the Continuance, the existing Articles and Notice of Articles of the Company will be repealed, and the Company will adopt articles of continuance and by-laws which are suitable for an Ontario corporation, but which in all material respects are similar to the current constating documents of the Company. The articles of continuance of the Company (the "**Articles of Continuance**") and the by-laws of the Company (the "**By-Laws**") will be substantially in the form attached as Schedule "A" and Schedule "B" to this Circular, respectively, with such technical amendments, deletions or alterations as may be considered necessary or advisable by any officer or director of the Company in order to ensure compliance with the provisions of the OBCA.

The rights of Shareholders are currently governed by the BCBCA and by the Company's Articles and Notice of Articles. Although the rights and privileges of shareholders under the OBCA are in many instances comparable to those under the BCBCA, there are several differences. A summary comparison of certain provisions of the BCBCA and the OBCA, as it pertains to the rights of the Shareholders, is attached as Schedule "C" to this Circular. **This summary is not intended to be exhaustive and is qualified in its entirety by the complete text of the relevant provisions of the BCBCA and OBCA. Shareholders should consult their legal advisors regarding all of the implications of the effects of the Continuance on such Shareholders' rights.** Notwithstanding the alteration of Shareholders' rights and obligations under the OBCA, the Articles of Continuance and By-laws of the Company, the Company will still be bound by the rules and policies of the stock exchange on which the Common Shares are listed from time to time as well as applicable securities legislation. Among other things, the Company's governance framework would thereafter operate with the draft Ontario constating documents attached to this Circular, including the proposed Board-size flexibility to be authorized by Shareholders and the advance notice provisions for the nomination of directors reflected in the proposed By-Laws. Shareholders should review Schedules A, B and C for the detailed text and comparison of shareholder rights.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution in the form set out below (the "**Continuance Resolution**"), subject to such amendments, variations or additions as may be approved at the Meeting, approving the Continuance and, in connection therewith, approving the Articles of Continuance and By-Laws.

To be effective, the Continuance Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the Continuance Resolution. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the Continuance Resolution.

The text of the Continuance Resolution to be submitted to Shareholders at the Meeting is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the continuance of the Company out of the Province of British Columbia pursuant to Section 308 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") and into the Province of Ontario under the *Business Corporations Act* (Ontario) (the "**OBCA**") is hereby authorized and approved;
2. the Company is hereby authorized to make an application to the Director under the OBCA for a certificate of continuance (the "**Certificate of Continuance**") continuing the Company as a corporation

- to which the OBCA applies and in connection therewith, make an application to the Registrar of Companies (British Columbia) for authorization to apply for a certificate of continuance under the OBCA and for a certificate of discontinuance under the BCBCA;
3. the Articles of Continuance of the Company shall be substantially in the form attached as Schedule “A” to this Circular, with such technical amendments, deletions or alterations as may be considered necessary or advisable by any officer or director of the Company in order to ensure compliance with the provisions of the OBCA, as the same may be amended, and the requirements of the Director under the OBCA;
 4. subject to the issuance of the Certificate of Continuance, the By-Laws of the Company shall be substantially in the form attached as Schedule “B” to the Circular, with such technical amendments, deletions or alterations as may be considered necessary or advisable by any officer or director of the Company in order to ensure compliance with the provisions of the OBCA;
 5. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the board of directors of the Company is hereby authorized and empowered to revoke this resolution, abandon any application made in connection with the continuance and determine not to proceed with the continuance, without further confirmation, ratification or approval of the shareholders of the Company; and
 6. any director or officer of the Company is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfil the intent of this resolution.”

Shareholder’s Right of Dissent with Respect to the Continuance

The proposed Continuance gives rise to a right of dissent to Shareholders under Section 238 of the BCBCA. If the Company completes the Continuance and the right of dissent is properly exercised by any of the Shareholders entitled to do so, the Company may be required to purchase for cash the Common Shares held by the dissenting Shareholder, at the fair value of those Common Shares immediately prior to the passing of the Continuance Resolution. The procedure for exercising the right of dissent is set forth under Sections 237 to 247 of Division 2 of Part 8 of the BCBCA and should be reviewed carefully by any Shareholder wishing to exercise dissent right. Division 2 of Part 8 of the BCBCA can be accessed at https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/02057_00_multi.

The following is only a summary of the dissenting shareholder provisions of the BCBCA, which are technical and complex. The following description of the rights of Shareholders to dissent is not a comprehensive statement of the procedures and is qualified in its entirety by reference to the full text Division 2 of Part 8 of the BCBCA, which can be accessed at https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/02057_00_multi. Persons who are Beneficial Shareholders should contact the registered holder of such Common Shares for assistance with exercising dissent rights. Shareholders wishing to exercise rights of dissent should seek their own legal advice since they may be prejudiced by failure to strictly comply with the applicable provisions of the BCBCA.

A Shareholder who wishes to invoke the provisions of Division 2 of Part 8 of the BCBCA must send the Company a written notice of dissent to the Continuance Resolution (the “**Notice of Dissent**”). The Notice of Dissent must be received by the Company by 11:00 a.m. (Toronto time) on June 18, 2026 or no later than 48 hours before the time of any adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). A Shareholder who wishes to dissent must set out in the Notice of Dissent if the Notice of Dissent is being given in respect of Common Shares beneficially owned by: (i) the Shareholder, or (ii) other persons who beneficially own Common Shares held by the Shareholder on whose behalf the Shareholder is dissenting. Each Notice of Dissent must comply with the requirements set out in Division 2 of Part 8 of the BCBCA.

The sending of a Notice of Dissent does not deprive a Shareholder of the right to vote on the Continuance Resolution at the Meeting, but a vote either in person or by proxy against the Continuance Resolution does not constitute a Notice of Dissent. A vote in favour of the Continuance Resolution will deprive the Shareholder of further rights under Division 2 of Part 8 of the BCBCA. A dissenting Shareholder, however, may vote as a proxy for a Shareholder whose proxy required an affirmative vote, without affecting his or her right to exercise dissent rights.

If the Company receives a Notice of Dissent and intends to or has acted on the authority of the Continuance Resolution, the Company will promptly send a notice (the “**Notice of Intention to Proceed**”) to the dissenting Shareholder. To complete the dissent, the dissenting Shareholder must send the specified statements, as applicable, and the share certificates representing the subject Common Shares the (“**Notice Shares**”) in accordance with Section 244 of the BCBCA within one month of the date of the Notice of Intention to Proceed, following which the dissenting Shareholder may not vote, or exercise or assert any rights of a shareholder in respect of the Notice Shares, except as otherwise provided by the BCBCA. The Company and the dissenting Shareholder may agree on the payout value of the Notice Shares or, if no agreement is made, either the Company or the dissenting Shareholder may make an application to the Supreme Court of British Columbia (the “**Court**”) to fix the payout value of the Notice Shares. In connection with the application, the Court may join in the application each dissenting Shareholder who has not agreed with the Company on the amount of the payout value of the Notice Shares and make consequential orders and give directions as it considers appropriate.

A dissenting Shareholder who properly exercises the dissent rights by strictly complying with all of the procedures required to be complied with by a dissenting Shareholder (the “**Dissent Provisions**”), will cease to have any rights as a Shareholder other than the right to be paid the fair value of the Common Shares by the Company in accordance with the Dissent Provisions. However, if a dissenting Shareholder seeks to exercise the dissent rights under the BCBCA but does not properly comply with each of the Dissent Provisions required to be complied with by a dissenting Shareholder that Shareholder loses the right to dissent.

A dissenting Shareholder may, with the written consent of the Company, at any time prior to the payment to the dissenting Shareholder of the full amount of money to which the dissenting Shareholder is entitled, abandon such dissenting Shareholder’s dissent to the Continuance by giving written notice to the Company, withdrawing the Notice of Dissent not later than 1:00 p.m. (Toronto time) on June 18, 2026 or no later than 48 hours before the time of any adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays).

Shareholders who intend to exercise Dissent Rights should seek legal advice and carefully consider and comply with the provisions of the Dissent Rights. Failure to comply with the applicable Dissent Procedures may result in the loss of the Dissent Rights in respect of the Continuance Resolution.

APPROVAL OF NAME CHANGE

Following the acquisition of the Porcupine Complex which was completed on April 15, 2025 (the “**Porcupine Acquisition**”), the Company became a diversified North America mining company, combining Porcupine Complex’s growing gold production in a highly prolific gold camp in Northern Ontario, Canada, with the Company’s Cordero project in Mexico, one of the world’s largest silver development projects. As a result, reference exclusively to silver in the Company’s name is no longer appropriate and the Company has determined that it would be appropriate to change the Company’s name from “Discovery Silver Corp.” to “Discovery Mining Ltd.”, or such other name as the Board, in its sole discretion, may approve, subject to approval by the applicable regulatory authorities, to be more descriptive and fitting to the business being carried on by the Company (the “**Name Change**”).

Following completion of the Name Change, the Company will continue trading under the stock symbol “DSV” on the Toronto Stock Exchange (“**TSX**”). The change will not affect the validity of currently outstanding share certificates of the Company, and shareholders will not be required to surrender or exchange any existing share certificates that they hold. After the effective date of the Name Change, shareholders may exchange their share certificates with TSX Trust.

Following completion of the Name Change, existing share certificates reflecting the prior name “Discovery Silver Corp.” will continue to be a valid share certificate, until such certificate is transferred, re-registered or otherwise exchanged. The Name Change will not, by itself, affect any of the rights of the Shareholders.

Completion of the Name Change is subject to and conditional upon completion of the Continuance. In the event that Shareholders approve the Name Change Resolution at the Meeting, and provided that the Continuance Resolution is also approved, the Continuance and Name Change will be implemented together and is reflected in the draft Articles of Continuance and By-Laws attached as Schedule “A” and Schedule “B”, respectively, to this Circular.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution in the form set out below (the “**Name Change Resolution**”), subject to such amendments, variations or additions as may be approved at the Meeting, approving the Name Change.

To be effective, the Name Change Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the Name Change Resolution. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the Name Change Resolution.

The text of the Name Change Resolution to be submitted to Shareholders at the Meeting is set forth below:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the name of Discovery Silver Corp. (the “**Company**”) is authorized to be changed from “Discovery Silver Corp.” to “Discovery Mining Ltd.”, or to such other name that the board of directors of the Company, in its sole discretion, deems appropriate, as may be approved by the regulatory or other governmental authorities (including the Toronto Stock Exchange), and that the Articles of the Company be amended to reflect the name change of the Company;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the board of directors of the Company is hereby authorized and empowered to revoke this resolution, abandon any application made in connection with the name change and determine not to proceed with the name change, without further confirmation, ratification or approval of the shareholders of the Company; and
3. any director or officer of the Company is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfil the intent of this resolution.”

APPROVAL OF BOARD SIZE RESOLUTION

Subject to, and conditional on, completion of the Continuance, management of the Company is of the view that from a corporate governance perspective, and with a desire to maximize the effectiveness and efficiency of the Board, the directors of the Company should have the discretion to set the size of the Board within the minimum and maximum number provided for in the Company’s articles, subject to the limits described in the OBCA. From time to time, the Board may identify an individual who could make a valuable contribution to the Company as a director. It will be beneficial for the Company if the Board possesses the ability to appoint such an individual as a director between Shareholder meetings without a vacant position needing to first arise as it will provide the Board with the appropriate expediency with which to enhance its composition if the opportunity arises.

Section 125(3) of the OBCA allows the directors of a corporation, if authorized by special resolution, to determine the number of directors on the Board if the articles provide for a minimum and maximum number. Once the special resolution in Section 125(3) is adopted by Shareholders, pursuant to Section 124(2) of the OBCA, the Board will have the ability to appoint one or more additional directors between annual meetings of Shareholders, who will hold office for a term expiring not later than the close of the next annual meeting of Shareholders. Section 124(2) of the OBCA further stipulates that the total number of directors that may be appointed between annual meetings of Shareholders may not exceed one-third of the number of directors elected at the previous annual meeting of Shareholders.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution, in the form set out below (the “**Board Size Resolution**”), subject to such amendments, variations or additions as may be approved at the Meeting, authorizing the directors of the Company to determine the size of the Board from time to time in accordance with subsection 125(3) and 124(2) of the OBCA.

To be effective, the Board Size Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the Board Size Resolution. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the Board Size Resolution.

The text of the Board Size Resolution to be submitted to Shareholders at the Meeting is set forth below:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the directors of the Company are hereby empowered to determine the number of directors of the Company from time to time, within the minimum and maximum set out in the Company’s articles, by a resolution of the directors, subject to the limitations set out in the *Business Corporations Act* (Ontario) (the “**OBCA**”); and
2. any director or officer of the Company is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfil the intent of this resolution.”

REPORT ON CORPORATE GOVERNANCE PRACTICES

The Company and the Board recognize the importance of corporate governance for the effective management of the Company and for the protection of its stakeholders, particularly Shareholders. The Company’s approach to issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance Shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as otherwise may be required. The directors are kept informed regarding the Company’s operations at regular meetings and through reports and discussions with management on matters within their particular areas of expertise. The frequency of meetings may be increased, and the nature of the agenda items may be changed depending upon the state of the Company’s affairs and in light of opportunities or risks that the Company faces.

The Company believes that its corporate governance practices are in compliance with applicable Canadian guidelines including National Policy 58-201 – *Corporate Governance Guidelines*. The Company has considered the applicable requirements and believes that its approach is appropriate and works effectively for the Company and its Shareholders. The Company continues to monitor developments in Canada and will revise its governance policies and practices, as appropriate. In support of good governance practices, the Board ensures the following procedures and policies are maintained and upheld, including but not limited to: (i) majority independent Board; (ii) an independent Lead Director;

(iii) fully independent Audit, Compensation and Nominating and Corporate Governance Committees; (iv) annual individual director elections; (v) a Majority Voting Policy; (vi) in-camera sessions in all Board and committee meetings; (vii) 100% director attendance at all meetings in 2025; (viii) annual Board and director assessments; (ix) development and annual review of the Board skills matrix; and (x) facilitating topical continuing education programs for directors annually.

In addition, the Company has adopted the following policies, charters, and codes, each of which are available on the Company's website at www.discoverysilver.com.

- Board Mandate
- Charters for Board Committees (Audit, Compensation, Sustainability, Technical, and Nominating and Corporate Governance)
- Code of Business Conduct and Ethics
- Advance Notice Policy
- Anti-Bribery and Anti-Corruption Policy
- Confidentiality and Securities Trading Policy
- Disclosure Policy
- Executive Compensation Clawback Policy
- Fitness for Duty Policy
- Human Rights, Diversity and Inclusion Policy
- Majority Voting Policy
- Share Ownership Policy
- Supplier Code of Conduct

The following is a description of the Company's corporate governance practices, which has been prepared by the Nominating and Corporate Governance Committee and has been approved by the Board.

THE BOARD OF DIRECTORS

The Board is currently comprised of seven directors, six of whom are "independent" directors in accordance with National Instrument 52-110 – *Audit Committees*. Ms. Hibbard is a Nominee for election at the Meeting and is not currently a director of the Company. As Mr. Parr will not be standing for re-election at the Meeting, with the election of Ms. Hibbard, it is intended that six directors shall be elected for the ensuing year, of which five are deemed to be independent. Mr. Makuch, the President and CEO of the Company, is not considered independent by virtue of being a member of the Company's management. See "*Election of Directors*" above.

The Board discharges its responsibility to supervise the management of the business and affairs of the Company by delegating the day-to-day management of the Company to the executive officers. The Board oversees the Company's systems of corporate governance, financial reporting and internal controls directly and indirectly through its committees, to ensure that the Company reports adequate and fair information to Shareholders while adhering to the Company's Code of Business Conduct and Ethics. The Board has adopted a formal mandate setting out the roles and responsibilities of the Board, a copy of which is attached as Schedule "D" to this Circular. The Board has developed written position descriptions for the Chairman, the CEO, the Lead Director and each chair of each Board committee.

Independence

To facilitate the functioning of the Board independently of management, the following structures and processes are in place and followed with respect to approvals and organization of Board and Committee Meetings:

If a matter for the Board's consideration involves a non-independent director, that director is required to recuse him or herself from the meeting for the consideration of such matter so that the directors who are not so involved can have an open and candid discussion and vote.

Each of the Audit Committee, Nominating and Corporate Governance Committee and the Compensation Committee are comprised solely of independent directors.

The President and CEO's compensation is considered, in his absence, by the Compensation Committee and the Board at least once a year.

In addition to the standing committees of the Board, independent ad-hoc committees may be appointed from time to time, when appropriate.

The Board's policy is to hold "*in camera*" meetings with the independent directors at the conclusion of each Board or committee meeting.

The majority of the Board is independent. The Board has a Lead Director to provide independent leadership to the independent directors.

The Board has adopted formal position descriptions for the Chairman, Chief Executive Officer, Lead Director and the Chair roles for each of the committees of the Board.

Director Conflict of Interest

In addition to the corporate governance policies set out above, the Board requires all directors to comply with the conflict of interest provisions of governing corporate legislation and relevant securities legislation, regulatory instruments and TSX policies which require that interested directors disclose any conflict of interest and recuse themselves from the consideration of, and voting on, matters which require directors to exercise independent judgement when consideration transactions and agreements in respect of which any director has any interest.

Role of the Chairman

On May 13, 2026, the Board approved the appointment of Mr. Makuch as the non-independent Chair of the Board. Given Mr. Makuch's significant investment in the Company and his integral role in the stewardship and strategic development of the Company, it was deemed appropriate that he should be appointed Chair in order to provide his leadership to the Board. The Chairman is responsible for the following duties, among others:

- Chairing all meetings of the Board in a manner that promotes meaningful discussion;
- Providing leadership to the Board to enhance the Board's effectiveness;
- Ensuring the proper functioning of the Board, as it relates to:
 - a. Scheduling Board meetings;
 - b. Preparing the agenda for the Board meetings;
 - c. Adopting procedures to ensure that the Board can conduct its own work effectively and efficiently, including ensuring the proper committee structure and composition, scheduling and management of meetings;
 - d. Ensuring that meetings are the appropriate frequency, length and provide the proper content;
 - e. Ensuring that where functions are delegated to the appropriate committees, the functions are carried out and the results are reported to the Board; and
 - f. Working with the Nominating and Corporate Governance Committee in connection with the recruitment of new directors, where necessary.
- Acting as liaison between the Board and management to ensure the relationships between the Board and management are conducted in a professional and constructive manner.
- Performing other functions as may be ancillary to the responsibilities above or as may be delegated to the Chairman by the Board, from time to time.

Role of the Lead Director

On May 13, 2026, Mr. John was appointed as Lead Director of the Board, tasked with working closely with the Chairman and Chief Executive Officer. Mr. John will be responsible for providing leadership to the independent directors and ensures that the Board's responsibilities are well understood and respected. He will also work closely with the Chairman and Chief Executive Officer, providing advice and counsel as appropriate.

The Lead Director is also responsible for:

- Working with the Chairman and Chief Executive Officer to ensure that relationships between the Board and management are conducted in a professional and constructive manner, promoting meaningful discussion.
- Chairing a portion of the Board meetings where the independent Board members move in camera without management present and reporting the results to the Chairman and Chief Executive Officer.
- Acting as a liaison between the independent directors and the Chairman and Chief Executive Officer on any matters as may be requested.
- Assisting the Chairman and Chief Executive Officer in ensuring the proper functioning of the Board, as it relates to:
 - a. Confirming that the Board understands its obligations to the Company and its Shareholders;
 - b. Supporting the corporate governance efforts of the Company; and
 - c. Participating in reviewing any director conflict of interest issues as they arise.

BOARD COMMITTEES

Compensation Committee

The Compensation Committee is responsible for determining the compensation of the members of the Board, the CEO of the Company, and other members of senior management of the Company, with input from independent third-party reports.

The Compensation Committee is primarily responsible for annually reviewing and approving corporate goals and objectives relevant to the CEO and senior executive officer compensation, evaluating the performance of the CEO and each senior executive officer's performance in light of those goals and objectives and recommending to the Board for

approval the compensation level for the CEO and each senior executive officer based on this evaluation, reviewing and approving the perquisites and supplemental benefits granted to the CEO and senior executive officers, annually reviewing the compensation systems that are in place for employees of the Company, administering and making recommendations to the Board regarding the adoption, amendment or termination of the Company's incentive compensation plans and equity-based plans in which the CEO and senior executive officers may participate, ensuring that all necessary Shareholder and regulatory approvals have been obtained for equity-based compensation plans, recommend to the Board compensation and expense reimbursement policies for directors, reviewing and approving employment agreements, severance arrangements and change in control agreements and other similar arrangements for the CEO and senior executive officers, comparing on an annual basis the total remuneration (including benefits) and the main components thereof for the senior executive officers with the remuneration practices in the same industry, establishing levels of director compensation for Board approval based on reviews of director compensation of comparable companies, and reviewing and recommending to the Board for its approval disclosure regarding executive and director compensation in the management proxy circular and in any offering documents prior to their public release.

The Compensation Committee is currently comprised of Barry Olson (Chair), Jeff Parr, Lee Hodgkinson, and Murray John, each of whom is an independent director of the Board. Each member of the Compensation Committee has experience relevant to his responsibilities as a Compensation Committee member. Following the Meeting, the Compensation Committee will be comprised of Barry Olson (Chair), Lee Hodgkinson and Murray John. For each committee members' skills and experience that enable the Compensation Committee to make decisions on the suitability of the Company's compensation policies and practices, please see their biographies beginning on page 12 of this Circular and the skills matrix on page 29 of this Circular for more information. During the year ended December 31, 2025, the Compensation Committee met four times. Following the Meeting, it is proposed that the Compensation Committee will be comprised of Daniel Vickerman (Chair), Barry Olson, Lee Hodgkinson and Ingrid Hibbard, if elected.

Audit Committee

The Audit Committee provides assistance to the Board in fulfilling its oversight responsibility to the Shareholders of the Company, potential Shareholders, the investment community and others, relating to: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements relating to disclosure of financial information and any other matters as may be required; and (iii) the independent auditors' qualifications and independence.

The Audit Committee retains and compensates any outside legal, accounting or other advisors as it considers necessary in discharging its role.

The Audit Committee is primarily responsible for: advising the Board, making recommendations to the Board in respect of the appointment, compensation and retention of the auditors, the oversight of the work of the auditors in preparing or issuing an audit report or performing other audit, review or attestation services for the Company, obtaining and reviewing the auditor's report, working with the auditors throughout the year, receiving written confirmation from the auditors declaring their independence, evaluating the auditors' qualifications, performance and independence, determining that the auditors have a process in place to address the rotation of the lead audit partner and other audit partners servicing the Company's account as required under Canadian independence standards, pre-approving all audit and non-audit services provided by the auditors, discussing the overall scope and plans for audits with the auditors, regularly reviewing audit problems or difficulties with the auditors, reviewing and recommending for approval the financial statements for submission to the Board, as well as the related MD&A, receiving and reviewing the auditor's report prior to releasing and filing the annual financial statements, reviewing and approving all related party transactions not in the ordinary course of business, reviewing all earnings press releases before they are issued, discussing with management and the auditors the adequacy and effectiveness of internal control over financial reporting, including disclosure controls and procedures, reviewing the results of procedures undertaken by the auditors relating to the Company's compliance with the *Extractive Sector Transparency Measures Act* ("ESTMA"), if any, reviewing with

management the Company's compliance systems in light of applicable legal and regulatory requirements, reviewing with management the risk of the Company being subject to fraud and the controls in place to manage such risk, overseeing management's response to risks, both internal and external, to which the Company is subject to, including without limitation, risks associated with insurance, information services and systems, and management reporting, overseeing management's response to cyber risks and the protection of data belonging to third parties, overseeing management's response to ensure the Company's compliance with Canada's anti-spam legislation, reviewing and assessing the adequacy of the risk matrix ensuring it captures key areas of concern and the identified risks align with the Company's strategic objectives, reporting to the Board on the status of risk management efforts, including updates on the risk matrix, key risk indicators, and the effectiveness of risk mitigation strategies, reviewing financial summaries and disclosures made in accordance with the ESTMA, ensuring the Company establishes appropriate policies and procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, ensuring that the Company has in effect clear hiring policies for partners, employees and former partners and employees of the Company's present and former auditors that meet applicable legal and regulatory requirements, assessing risks or exposures, both internal and external, to which the Company is subject, including without limitation, risks associated with tax, hedging, insurance, accounting, cybersecurity, information services and systems, financial controls and management reporting, and review the actions which the executive officers have taken to minimize such risks, determining the funding needed by the Audit Committee of payments of auditors, advisors and administrative expenses for carrying out its duties, evaluating its performance annually and determining whether it is functioning effectively, and reviewing and reassessing its duties at least annually.

The Audit Committee is currently comprised of Jeff Parr (Chair), Murray John, Barry Olson and Daniel Vickerman, each of whom is an independent director of the Board and financially literate, as required by applicable securities legislation. As Mr. Parr is not standing for re-election, following the Meeting, the Audit Committee shall be comprised of Lee Hodgkinson (Chair), Murray John, and Daniel Vickerman. See each committee members' biography beginning on page 12 and the skill matrix on page 29 for more information. During the year ended December 31, 2025, the Audit Committee met four times.

Further information regarding the Audit Committee is contained in the 2025 AIF, under the heading "*Audit Committee*". A copy of the Audit Committee charter is attached as Schedule "E" to this Circular.

The 2025 AIF is available under the Company's profile on SEDAR+ at www.sedarplus.ca. A copy of the Audit Committee charter is also available on the Company's website at www.discoverysilver.com.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for assessing the effectiveness of the Board, its committees, or individual directors.

The Nominating and Corporate Governance Committee's responsibilities include monitoring compliance with the Company's corporate governance policies, conducting a periodic review of the Company's corporate governance policies and making policy recommendations, developing appropriate codes of business conduct and ethics along with the Audit Committee and assisting the Board with monitoring compliance of same, conducting a periodic review of the relationship between management and the Board, reviewing on an ongoing basis the Company's approach to governance and recommending the establishment of appropriate governance policies and standards in light of securities regulatory and stock exchange requirements, reviewing corporate governance practices disclosure, reviewing and recommending to the Board changes to the way directors are to be elected, and overseeing the structure, composition, membership and activities of the Board and its committees.

In addition, the mandate of the Nominating and Corporate Governance Committee is to fulfill its oversight responsibilities with respect to identifying individuals qualified to be nominated as members of the Board, Board succession and development, evaluating the performance and effectiveness of the Board, and developing a director education program. The Nominating and Corporate Governance Committee reviews the director skills matrix in order to assess the effectiveness of the Board as a whole and to consider whether there is a lack of any competencies and skills on the Board. Further, the Nominating and Corporate Governance Committee oversees the process of identifying and recruiting new candidates for election or appointment as Directors and for overseeing the Company's corporate governance disclosure.

The Nominating and Corporate Governance Committee is currently comprised of Daniel Vickerman (Chair), Murray John, and Moira Smith, each of whom is an independent director of the Board. See each committee members' biography beginning on page 12 and the skill matrix on page 29 for more information. During the year ended December 31, 2025, the Nominating and Corporate Governance Committee met a total of four times. Following the Meeting, it is proposed that the Nominating and Corporate Governance Committee shall be comprised of Ingrid Hibbard (Chair), if elected, Murray John and Daniel Vickerman.

Health, Safety, Environment and Sustainability Committee

The Health, Safety, Environment and Sustainability Committee (the "**HSE & Sustainability Committee**") assists the Board in fulfilling its oversight responsibilities relating to monitoring sustainable development practices, and the development and implementation of any environmental, health, and safety policies of the Company.

The HSE & Sustainability Committee's responsibilities include: encouraging, assisting, supporting and counselling management in developing short and long term policies, standards and principles with respect to sustainability, environment, health and safety, reviewing and monitoring the sustainability, environmental, safety and health policies and activities of the Company, reviewing periodic sustainability, environmental, health and safety reports, reviewing the Company's annual ESG (as defined below) report and annual reporting by management on sustainable development, environmental, safety and health issues, periodically reviewing community, environmental, health and safety response compliance issues and incidents, reviewing results of operational community, environmental, health and safety audits and management's activities to maintain appropriate internal and external environmental and safety audits, ensuring that principle areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these, ensuring that the Company's directors are kept abreast of their duties and responsibilities related to the scope of the Sustainability Committee, making periodic visits, as individual members or as the Sustainability Committee as a group, to site locations in order to become more familiar with the nature of the operations, and reviewing relevant objectives, procedures and performance with respect to sustainability, environment, governance, health and safety, investigating, or causing to be investigated, any extraordinary negative sustainability, environmental, and health and safety performance where appropriate, ensuring there is a high level of preparedness to react to environmental accidents in order to contain, control, clean up, and eliminate negative environmental effects, and ensuring there exists the utmost respect for the local cultures, values, and traditions and adopting an open communication policy regarding the Company's activities with all impacted parties in order to achieve transparency in the Company socio-environmental performance.

The HSE & Sustainability Committee is currently comprised of Moira Smith (Chair) and Barry Olson, each of whom is an independent director of the Board, and Tony Makuch, who is a non-independent director. See each committee members' biography beginning on page 12 and the skill matrix on page 29 for more information. During the year ended December 31, 2025, the HSE & Sustainability Committee met a total of three times. While the intention of the HSE & Sustainability Committee is to meet four times per year, given the completion of the Porcupine Acquisition in April 2025, the HSE & Sustainability Committee deferred its regularly scheduled Q1 2025 meeting to July 2025 to allow for a proper integration update on HSE & Sustainability matters, post-acquisition. Following the Meeting it is proposed that the HSE

& Sustainability Committee shall be comprised of Barry Olson (Chair), Ingrid Hibbard, if elected, and Tony Makuch, who is a non-independent director.

Technical Committee

The Technical Committee is responsible for reviewing all technical aspects of the Company's operations and reinforces the Company's commitment to accurate, complete and transparent reporting, enhanced accountability practices and risk mitigation. The Technical Committee assists the Board in fulfilling its oversight responsibilities with respect to any current or future exploration, development and operational activities, and any future expansion or other developments thereof, from a strategic, technical, financial and scheduling perspective. The Technical Committee is also responsible for Board oversight of preliminary economic assessments, pre-feasibility studies, feasibility studies, production forecasts, budgets, life of mine plans, mineral reserves and mineral resources and the Company's proposed public disclosure of said technical information.

The Technical Committee's responsibilities include: overseeing management's technical goals, policies and programs relative to exploration, feasibility and pre-feasibility studies, development, operations and closure plans; reviewing management updates on mining, processing, tailings, projects and construction activities at the Company's mineral properties; reviewing the potential effect that any new major exploration, development, operating, or new business activity may have on the Company from a technical and risk management perspective; reviewing the mineral resources or mineral reserves estimates and the reports of the Qualified Person(s) (as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101")); reviewing an annual reconciliation of Mineral Resources and Mineral Reserves to mine production; overseeing along with the Audit Committee, the Company's internal and disclosure controls relating to Mineral Resources or Mineral Reserves estimation and related disclosure; reviewing reports from management from time to time on all material matters relating to Mineral Resources or Mineral Reserves estimation, including technical reports under NI 43-101; reviewing the evaluation of mining, processing, projects and construction merits of proposed investments and opportunities; reviewing the results of the technical due diligence conducted by management and independent advisors (if applicable), in connection with proposed acquisition of assets and conducting periodic visits, as individual members or the Technical Committee, to project sites and corporate locations as considered appropriate, in order to become familiar with the nature of the operations of the Company.

The Technical Committee is currently comprised of Barry Olson (Chair), Moira Smith, Murray John and Tony Makuch. Mr. Olson, Mr. John and Ms. Smith are all independent directors of the Board and Mr. Makuch is a non-independent director. See each committee members' biography beginning on page 12 and the skill matrix on page 29 for more information. During the year ended December 31, 2025, the Technical Committee met a total of three times. While the intention of the Technical Committee is to meet four times per year, given the completion of the Porcupine Acquisition in April 2025, the Committee deferred its regularly scheduled Q1 2025 meeting to July 2025 to allow for a proper integration update on technical matters, post-acquisition. Following the Meeting, it is proposed that the Technical Committee shall be comprised of Barry Olson (Chair), Murray John and Tony Makuch, a non-independent director.

Other Committees of the Board

Each of the committees noted above report directly to the Board. From time to time, when appropriate, ad-hoc committees of the Board may be appointed by the Board.

MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

The Board meets a minimum of **five** times per year and as otherwise may be required. The Audit Committee, the Nominating and Corporate Governance Committee, the Technical Committee and the HSE & Sustainability Committee of the Board generally meet a minimum of **four** times per year, and the Compensation Committee of the Board meets a minimum of **two** times per year. All committees can meet more frequently as deemed necessary by the applicable committee. During the year ended December 31, 2025, the Board met **eight** times, the Nominating and Corporate Governance Committee met **four** times, the Compensation Committee met **four** times, the Audit Committee met **four** times, the HSE & Sustainability Committee met **three** times, and the Technical Committee met **three** times. In connection with the Porcupine Complex Acquisition in April 2025, the Board formed a committee of independent directors to review and make recommendations to the Board with respect to the acquisition (the “**Special Committee**”). During the year ended December 31, 2025, the Special Committee met **two** times. All directors had a 100% attendance record to all Board and Committee meetings. See each committee members’ biography and attendance records beginning on page 12 for more information.

BOARD SKILLS MATRIX

The Nominating and Corporate Governance Committee maintains a skills matrix designed to assist the Board in evaluating the experience, expertise, and competencies that each current director possesses, as well as the overall diversity of the Board. The skills matrix is reviewed by both the Nominating and Corporate Governance Committee and the Board annually. By design, each individual director contributes to the overall depth and breadth of experience on the Board. The Nominating and Corporate Governance Committee has developed the skills matrix based on consultation and agreement on each director’s primary strengths and key areas of expertise. The competencies and skills identified in the matrix are those considered necessary for the robust oversight of the Company giving consideration to the overall short, medium and long-term strategic objectives of the Company. The skills matrix not only assesses current Board composition but may assist in recruiting new directors in the future.

| COMPETENCIES | Lee Hodgkinson | Murray John | Tony Makuch | Barry Olson | Ingrid Hibbard | Dan Vickerman |
|---|----------------|-------------|-------------|-------------|----------------|---------------|
| (1) Board Experience and Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (2) Mining and Industry Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (3) Enterprise Risk Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (4) Executive Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (5) Financial Expertise/Financial Literacy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (6) Capital Markets and Corporate Finance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (7) Mergers & Acquisitions | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (8) Human Resources and Compensation | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (9) Health, Safety and Environment | | ✓ | ✓ | ✓ | ✓ | |
| (10) Corporate Social Responsibility and Sustainability | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

DEFINITIONS

- Board Experience/Corporate Governance:** Knowledge of corporate governance best practices and expertise regarding issues facing directors of publicly listed companies. Current or prior experience serving on the board of directors of publicly listed companies.
- Mining and Industry Experience:** Knowledge and understanding of key issues facing the mining industry and mining operations including mining methods, market participants and regulatory environment.

3. **Enterprise Risk Management:** Experience in identifying and assessing principal risks facing the Company and developing applicable risk management solutions. Knowledge and understanding of some or all of the key risk areas that a publicly listed mining company faces, and an ability to probe risk controls and exposures.
4. **Executive Management:** Experience in strategic leadership direction and growth of a company including oversight of key development projects.
5. **Financial Expertise and Financial Literacy:** Experience in finance, investments and financial accounting and reporting, including prior experience as a professional accountant, CFO or CEO. Experience overseeing the allocation of capital, evaluating capital investment decisions, and knowledge of, or experience with, financial accounting and corporate finance.
6. **Capital Markets and Corporate Finance:** Knowledge of equity capital markets within the metals and mining sectors.
7. **Mergers and Acquisitions:** Experience with various M&A transactions involving publicly listed entities including among others, evaluation and execution of mergers, acquisitions and asset sales.
8. **Human Resources and Compensation:** Experience in oversight of performance objectives, succession planning, talent development and retention programs.
9. **Health, Safety and Environment:** Experience in overseeing the implementation of health, safety and environmental standards and procedures which includes effective oversight of systems to minimize health, safety and environmental risks in compliance with all regulatory requirements and best practices.
10. **Corporate Social Responsibility and Sustainable Development:** Experience in the oversight of voluntary or required activities by companies to operate in an economic, social and environmentally sustainable manner. Knowledge of, or experience with sustainable development and corporate responsibility practices and reporting.

BOARD DIVERSITY

The Board and the Nominating and Corporate Governance Committee believe that diversity and inclusion provide essential perspectives that enhance Board effectiveness and Company performance. The Nominating and Corporate Governance Committee regularly reviews the composition of the Board and, when applicable, considers qualified candidates who are best able to meet the skills matrix developed for the Board. The Nominating and Corporate Governance Committee takes into consideration the overall knowledge, experience, skills, expertise and diversity of the Board as a whole.

The Company has adopted a comprehensive Diversity, Equity and Inclusion Policy that recognizes gender, racial, ethnic, and other forms of diversity as significant aspects of an inclusive organization. In accordance with this policy, the Nominating and Corporate Governance Committee actively considers diversity criteria when evaluating Board composition and reviewing candidates for Board and executive positions. This approach ensures that the most qualified candidates are selected to fulfill vacancies on the Board and executive offices while advancing diversity objectives. The Corporate Governance and Nominating Committee regularly reviews progress against these objectives as part of its oversight responsibilities. The Company is committed to continuing to increase diverse representation at all levels of the organization and reports annually on its progress. The Board shall strive to attain a minimum representation of 30% women directors, within one year from the date of the Meeting and shall aim to attract an ethnically diverse director.

The Board has integrated diversity considerations into its succession planning processes for both Board and executive officer positions. The Corporate Governance and Nominating Committee regularly reviews the Board's succession plan to ensure that diversity objectives are considered when planning for potential vacancies and director retirements. When evaluating candidates for Board and executive positions, the Corporate Governance and Nominating Committee considers individual merit and qualifications relevant to the specific role, while also taking into account the Company's diversity objectives. The final recommendation for nomination or appointment is based on identifying candidates who bring the optimal combination of skills, experience, and diverse perspectives to enhance the Board's overall effectiveness.

The Board is currently comprised of seven directors, one of whom is a woman, comprising 14% of the Board. The Company is committed to continuing to increase diverse representation at all levels of the organization. In order to promote and increase gender diversity on the Board, the Nominating and Corporate Governance Committee and the Board previously adopted a target of 30% female directors, which was achieved in 2024. Following the resignation of Ms. Wagner as a director to assume a managerial role in 2025, the Board was reduced from 7 to 6 directors, one of

whom was a woman. As Mr. Parr and Ms. Smith are not standing for re-election, and Ms. Hibbard is standing for election at the Meeting, assuming all Nominees are elected at the Meeting, the Board will be comprised of six directors, one of which is a woman, such that female directors will represent 16.7% of the Board at the close of the Meeting. In order to support the Board in its efforts to increase the level of female representation on the Board following the Meeting, the Board will continue to encourage practices that: (i) require any search for nominees to the Board to specifically include diverse candidates generally, and female candidates in particular; and (ii) the Nominating and Corporate Governance Committee and the Board will periodically review progress on achieving targets, as applicable. Given the transitional year of the Company following the Porcupine Acquisition, and with the announcement of the acquisition of the Kidd Operations, the Board continues to refresh its evergreen list with respect to potential directors who possess the necessary skills relevant for a mid-tier precious and critical minerals producer with multiple operations in North America. As a result, the Board aims to increase diverse representation on the Board in 2026, in keeping with the additional skills sets required by the Company.

BOARD ASSESSMENTS

The Nominating and Corporate Governance Committee is responsible for assessing, monitoring, and improving the performance of the Board, its committees and directors. Evaluations and assessments are a continuous process designed to evaluate performance against the formal mandates of the Board, committees of the Board, the Board Chair, the CEO and other criteria. A range of dimensions are considered, such as overall performance of the Board, Board and committee structure and composition, management development, strategic planning, risk management, operational performance, CEO performance evaluation, Board membership, director competencies, Board processes and director involvement. The Nominating and Corporate Governance Committee engages the Board annually in a formal assessment procedure which includes the distribution of a questionnaire to each member of the Board to assess the overall performance of the Board. In addition, each Board Committee conducts a self-evaluation using a questionnaire format, and director self and peer performance reviews are conducted concurrently with an annual review of the Board skills matrix which involves each director assessing him or herself as well as his or her peers against set criteria. The Board Chair reviews the results of the peer assessments with each director individually.

BOARD CONTINUING EDUCATION

The Board considers director continuing education to be a priority for all directors and promotes opportunities to learn, develop and network. The Nominating and Corporate Governance Committee is responsible for establishing the continuing education of directors. Components of the Board's continuing education program include:

1. External advisors attend Board meetings to provide the Board with information and updates on a variety of topics including political and geopolitical risks, environmental and social issues and current industry trends.
2. Regular updates on the Company's business and issues relevant to the Company are provided to directors by senior managers at all Board meetings and at meetings of the Board's committees.
3. Board members conduct extensive visits to both the Porcupine Complex and the Cordero Project, where they are provided with tours of the operations and receive presentations from the local management teams with respect to health and safety, technical and operational priorities, people, and culture at the Company's properties.
4. All directors are provided with an annual corporate membership to the Institute of Corporate Directors which includes access to continuing education courses such as webinars, short courses, and seminars. Currently, three directors have obtained their official ICD.D designations.

BOARD SUCCESSION PLANNING

The Board regularly considers succession planning with the organization as part of its overall compensation, leadership and development strategy. The Nominating and Corporate Governance Committee has primary responsibility for Board succession planning and for developing a list of nominees for election as directors at each annual meeting of Shareholders. The Nominating and Corporate Governance Committee regularly reports to the Board on its Board succession planning process and reviews on an annual basis the competencies and skills of each director, taking into consideration the Company's strategic plans and long-term needs of the Board. The Nominating and Corporate Governance and Committee also considers expected turnover and Board refreshment, taking into consideration Board tenure and age. Working with the Chair of the Board, the Nominating and Corporate Governance Committee Chair reviews the expected term of office for each director and whether any director is likely to retire in the near term.

ETHICAL BUSINESS CONDUCT

To ensure that directors exercise independent judgment when considering transactions and agreements in respect of which any director has an interest, the Board complies with the conflict-of-interest provisions of its governing corporate legislation and relevant securities legislation, regulatory instruments and stock exchange policies (which require that interested directors recuse themselves from the consideration of, and voting on, such matters). The Board monitors compliance with the Code of Business Conduct and Ethics primarily through regular meetings of the Nominating and Corporate Governance Committee and the Audit Committee (and where applicable, the HSE & Sustainability Committee, which addresses any health and safety incidents). The Nominating and Corporate Governance Committee and the Audit Committee are responsible for the Whistleblower Hotline (to report any violation of the Code of Business Conduct and Ethics or other violation). The Board encourages and promotes a culture of ethical business conduct through its actions and its support and interaction with management and employees of the Company. To promote a governance culture within the Company, the Board has adopted and approved corporate policies as discussed below. Further, in March 2026, the Board adopted a Supplier Code of Conduct and Ethics with respect to its business dealings with third party suppliers in furtherance of its commitment to ethical business practices.

Advance Notice Policy

The purpose of the Advance Notice Policy as adopted by the Board is to provide Shareholders, directors, and management of the Company with a clear framework for nominating directors of the Company. The Advance Notice Policy fixes a deadline by which director nominations must be submitted to the Company prior to any annual or special meeting of Shareholders and sets forth the information that must be included in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of Shareholders.

Anti-Bribery and Anti-Corruption Policy

In order to ensure compliance with the *Corruption of Foreign Public Officials Act* (Canada) (the “CFPOA”), the Company has adopted an Anti-Bribery and Anti-Corruption Policy. The purpose of the Anti-Bribery and Anti-Corruption Policy is to provide a procedure to ensure that the Company, together with its directors, officers, employees, consultants, and contractors, conducts its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all relevant laws and regulations applicable to it and in compliance with the CFPOA.

Code of Business Conduct and Ethics

The Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and ethical standards and applicable legal and financial requirements. In that regard, the Board has adopted a Code of Business Conduct and Ethics setting out the guidelines for the conduct expected from directors, officers, employees, consultants, and contractors. Management reports to the Audit Committee and to the Nominating and Corporate Governance Committee on departures from the Code of Business Conduct and Ethics, if any. A copy of the Code of Business Conduct and Ethics can be found on the Company’s website at www.discoverysilver.com.

Confidentiality and Insider Trading Policy

The Board has approved a written Confidentiality and Insider Trading Policy in order to prevent insider trading and the improper communication of undisclosed material information regarding the Company and to ensure that the directors, officers and senior management of the Company and persons or companies related to or controlled by them act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behaviour.

Disclosure Policy

The Board has approved the Disclosure Policy which, among other things, is designed to ensure that all disclosure made by the Company is accurate, complete and fairly presents the Company’s financial position and results of operations in all material respects and is made on a timely basis in accordance with the provisions of applicable TSX regulations and securities laws.

Executive Compensation Claw back Policy

The Board has adopted an Executive Compensation Claw Back Policy, which allows the Board to require reimbursement of excess bonus and equity-based compensation paid or granted to an executive in certain circumstances where (i) the Company is required to restate its financial statements due to material non-compliance with any financial reporting requirement under applicable securities laws, (ii) the executive engaged in fraud or willful misconduct which caused or significantly contributed to the material non-compliance that resulted in the restatement, (iii) the bonus and equity-based compensation paid to the executive would have been lower had it been based on the restated financial statements, or (iv) the Board makes a good faith determination that the executive engaged in harmful conduct. For purposes of the Executive Compensation Claw Back Policy, an “Executive” is defined as a current or former employee who is or was identified by the Company as the Company’s President and CEO, the CFO, the COO, any Executive Vice President (“EVP”), any Senior Vice President (“SVP”) and any other Vice President (“VP”) or officer as may be designated by the Board. The Board may delegate to the Compensation Committee all determinations to be made or actions to be taken by the Board under the Executive Compensation Claw Back Policy as circumstances may require.

Fitness for Duty Policy

The Company is committed to maintaining a safe work environment and ensuring that all activities of the Company are conducted in a manner that safeguards the safety and health of employees, contractors, visitors, and the community.

As an objective to achieving zero workplace incidents or injuries and ensuring the integrity and safety of the Company facilities and operations, the Board has adopted a Fitness for Duty Policy to ensure employees and contract workers are fit for work and are free from any negative impacts from the use or aftermath of alcohol and other drugs.

Human Rights, Diversity and Inclusion Policy

The Board has adopted a Human Rights, Diversity and Inclusion Policy and is committed to respecting human rights as set forth in the Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and under international humanitarian law. The purpose of the Human Rights, Diversity and Inclusion Policy is to ensure that the Company meets its commitments in the assessment of potential human rights issues, takes measures to avoid infringing on human rights, and seeks constructive dialogue and partnerships with stakeholders impacted by the Company's activities.

Majority Voting Policy

The Board has adopted a Majority Voting Policy, which requires that, in an uncontested election of directors, a director nominee who is elected with a greater number of votes "withheld" than votes "for" will be considered by the Board not to have received the support of the Shareholders. Any nominee who receives a greater number of votes "withheld" than votes "for" will tender their resignation to the Board Chair promptly following the relevant meeting. The Nominating and Corporate Governance Committee will consider the proposed resignation in light of all relevant circumstances and make a recommendation to the Board. The Board will make a decision whether to accept or reject any such resignation within 90 days following such meeting and press release its decision including the reasons for rejecting a resignation, if applicable.

Supplier Code of Conduct

The Supplier Code of Conduct sets out the minimum standards of conduct expected to be adhered to by all suppliers who wish to conduct business with, or on behalf of the Company, and supplements the requirements set out in the Company's other compliance policies with respect to supplier work, including but not limited to Anti-Bribery and Anti-Corruption Policy, Code of Business Conduct and Ethics, Fitness for Duty, and Human Rights, Diversity and Inclusion Policy. Suppliers are required to report suspected violations of the Supplier Code of Conduct to the Company, and any ensuing investigation by the Company will be reported by management to the Audit Committee and to the Nominating and Corporate Governance Committee. A copy of the Supplier Code of Conduct can be found on the Company's website at www.discoverysilver.com.

Whistleblower Policy

The Board has approved a written Whistleblower Policy, which sets out procedures for the confidential and anonymous submission by employees of complaints and concerns regarding the Company's accounting, auditing and financial reporting procedures and obligations, or any violations of the Code of Business Conduct and Ethics or other Company policies. The Whistleblower Policy provides that if any employee has any information, complaints or concerns regarding such matters they are urged to present such information, complaints or concerns to the Audit Committee, without regard to the position of the persons responsible for the subject matter of the information, complaint or concern. Promptly following the receipt of any information, complaints or concerns submitted to it, the Audit Committee, with the assistance of the Nominating and Corporate Governance Committee, will investigate each matter and, if required, take appropriate corrective actions. The Audit Committee will retain, as part of its records, any information, complaints or concerns received.

ENVIRONMENT AND CORPORATE SOCIAL RESPONSIBILITY

The Company understands that mining in an environmentally and socially responsible way is essential to its operating and financial success. For Discovery, that means providing a safe working environment while implementing responsible practices and effective management systems throughout the organization to continually improve its performance. The Company believes that if it creates meaningful opportunities for local employment and training, develop community relationships based on open and honest communication, and ensure that the communities in which the Company operates benefit from its presence, its operating and financial success will be maximized.

As set out in the Company's sustainability report for the year ended December 31, 2024, which is available on the Company's website at www.discoverysilver.com, the Company made significant progress advancing and advocating its efforts focused on Environment, Social and Governance ("ESG") and sustainability related initiatives and investments with respect to its Cordero Project.

The Company's approach to social and environmental policies is guided by both the legal guidelines in the jurisdictions in which the Company operates, as well a combination of Company-specific policies and standards with a commitment to best practice management. The Company strives to uphold stakeholder expectations for the Company to act ethically and responsibly from exploration through to mine closure, and to be transparent and accountable for its conduct. Operating its mines responsibly and following good governance practices not only provides benefits for Discovery but also for the local communities and the broader provinces, states, territories and nations in which the Company operates. Responsible mining increases prosperity for all stakeholders, including governments, investors, employees, supply chain partners, communities and contractors – it provides jobs and builds skills and, through partnerships with governments and other actors, it facilitates investment in infrastructure and public services. Understanding that the Company's operations have these direct, indirect, and induced benefits, the Company pays careful attention to the value of local suppliers. In addition, the Company appreciates the benefits resulting from sponsorships and donations to various local charitable and not-for-profit organizations in the jurisdictions in which the Company operates.

STRATEGIC OVERSIGHT

The Board is actively involved in the strategy of the Company. Throughout the year, the Board provides oversight of a variety of strategic plans. In particular, the Board reviews all strategic initiatives with the CEO and the senior management team during its regularly scheduled Board meetings held at least five times per year. In addition, where required, the Board meets informally and separately from its regularly scheduled Board meetings to review various strategic initiatives as they arise, including any growth and acquisition strategies, review of the Company's current business plan with respect to its current operations and the risks and opportunities associated with such strategies. In December of each year the Board meets to review and approve the annual capital and operating budgets that support the Company's ability to meet its strategic objectives.

The Board and the CEO, supported by the senior management team, is responsible for the strategic development of the business. In 2025, the Company focused on successful integration of the Porcupine Complex and advancing permitting efforts at the Cordero Project, and reviewed with the Board both medium and long-term strategies on a variety of transactions to increase value while promoting a culture of operational excellence.

RISK OVERSIGHT AND ASSESSMENT

In support of the Company's strategic initiatives, the Board also oversees the Company's approach to risk management which is designed to improve long-term performance and enhance shareholder value. Fundamental to risk management is the understanding of the inherent risks facing the Company, what steps are being taken to mitigate such risks and what level of risk is appropriate for the Company taking into consideration its specific corporate and operational frameworks. Through its oversight and involvement in the strategic planning of the business, the Board is involved in

reviewing the levels of risk for the Company.

This risk analysis is further supplemented by the various committees who are responsible for assessing risk in certain areas as follows:

| Committee | Risk Management Area | Frequency |
|--|---|---|
| Audit Committee | <p>Assesses financial risk, focusing on financial controls. Reviews and discusses the Company's policies regarding financial risk assessment and financial risk management with external auditor, management and the Director, Internal Audit. The Audit Committee reviews certain legal risks and applicable legislation in Canada and Mexico. Along with the Corporate Governance and Nominating Committee, the Audit Committee oversees the Code of Conduct and Ethics, the Whistleblower Policy and related party transactions and any potential director or officer conflicts of interest. Further, the Audit Committee is responsible for the oversight and review of the Company's enterprise risk register which is presented by management on a quarterly basis and updated as needed. Following the review by the Audit Committee, the individual risks associated with compensation, governance, healthy, safety, environment, sustainability and technical matters, are also referred to the individual committees which oversee such subjects.</p> | <p>Meets at minimum four times annually. In addition, the Audit Committee provides its review and approval of various disclosure materials on a regular basis, where applicable, and meets with management and the external auditors frequently leading up to each financial reporting period.</p> |
| Compensation Committee | <p>Assesses potential risks facing the Company with respect to its compensation policies and practices, succession planning for the Board and for senior management and organizational changes within the senior management team, including leadership and development to mitigate such risks. The Compensation Committee also regularly reviews organizational changes at the senior management level and is provided with updates on a quarterly basis on human resources issues associated with the Company as a whole.</p> | <p>Meets a minimum of two times annually but often meets more than four times per year for formal Compensation Committee meetings. In addition, the Compensation Committee meets on an informal and ad hoc basis to deal with issues relating to new hires, organizational changes and succession planning.</p> |
| Nominating and Corporate Governance Committee | <p>Assesses potential risks relating to ethics and compliance including applicable legislation, corporate governance best practice guidelines and proxy advisory guidelines with respect to corporate governance matters. Along with the Audit Committee, the Corporate Governance and Nominating Committee oversees the Code of Conduct and Ethics, the Whistleblower Policy and related party transactions and any potential director or officer conflicts of interest.</p> | <p>Meets a minimum of four times annually but often more than five times per year in order to provide effective oversight of shareholder materials to promote transparency of disclosure materials.</p> |

| Committee | Risk Management Area | Frequency |
|---|--|--|
| HSE & Sustainability Committee | Assesses potential risks relating to health, safety, environment and corporate social responsibility matters associated with the Company’s operations and its various capital projects in support of such operations. The HSE & Sustainability Committee also reviews potential improvements to and innovations in best health and safety practices and reviews key risks facing the Company with respect to ESG. | Meets a minimum of four times and a year and is actively involved in conducting site visits and tours of the Company’s operations to witness firsthand the health, safety and environmental protocols which are in place at each of the Company’s operations. |
| Technical Committee | Assesses potential risks associated with the Company’s technical and operational matters of its mines and all related properties, including any future expansion or development of such properties from a technical, financial and scheduling perspective. The Technical Committee assesses risk with respect to the production forecasts, budgets, life of mine plans, mineral reserves and resources. In addition, the Technical Committee provides oversight with respect to tailings management facilities, water treatment plants, paste fill plants, shaft sinking, ventilation upgrades and innovation and business improvements to the operations. | Meets a minimum of four times a year and receives regular updates from management on the status of various technical services projects and updates, including frequent reporting, on significant projects. In addition, the Chair of the Technical Committee devotes a significant amount of time at each operation reviewing various technical matters with management on site. |

During the year ended December 31, 2025, the Nominating and Corporate Governance Committee was responsible for review and assessment of the Company’s enterprise risk register on a quarterly basis, to ensure risks which had been addressed were being appropriately reviewed and mitigated. In early 2026, it was determined that given the rapid growth of the Company and the additional oversight in managing risks associated with more advanced operations, this function should be managed by the Audit Committee. The areas of risk as set out above will continue to be addressed by the committees as set out above, however, the Audit Committee will perform an additional role of oversight to ensure management accountability with respect to managing and mitigating various risks facing the Company.

SHARE OWNERSHIP POLICY

The Board believes it is in the best interests of the Company and Shareholders to align the financial interests of its leadership with those of the Shareholders. The Company has adopted a Share Ownership Policy that sets out mandatory equity ownership requirements for both directors and executive officers of the Company (for the purposes of the Share Ownership Policy, each a “Participant”). Pursuant to the Share Ownership Policy, mandatory equity ownership thresholds have been established as follows:

| POSITION | OWNERSHIP REQUIREMENT |
|--|------------------------------|
| CEO | 3 times annual base salary |
| C-Suite and Senior Management (EVPs, SVPs and VPs) | 2 times annual base salary |
| Non-employee Directors | 3 times annual base retainer |

The minimum ownership levels required pursuant to the Share Ownership Policy are expected to be satisfied by each Participant within five years after first becoming subject to these ownership requirements or after being appointed to any one of the positions subject to the Share Ownership Policy. In the event of an increase in a Participant’s base salary or annual retainer, he or she will have five years from the time of the increase to acquire any additional equity as may be required to obtain the minimum ownership requirements under the Share Ownership Policy. Once the Participant’s level of equity ownership satisfies the applicable minimum ownership requirements, Participants are expected to maintain such minimum ownership levels for as long as the Participant is subject to the Share Ownership Policy. The following securities may be included in determining the Share ownership of each Participant:

- Common Shares owned directly (including through open market purchases or acquired and held upon vesting of Company equity awards).
- Common Shares owned jointly with or held separately by the Participant’s spouse.
- Common Shares held by any minor children (“**Minor Children**”) that share the same home as the Participant.
- Common Shares held in trust for the benefit of the Participant, the Participant’s spouse and/or Minor Children.
- Common Shares held in any trust in which the Participant and/or the Participant’s spouse is a trustee with voting and investment power.
- Common Shares owned by any private corporate entity which is at least 50% owned by any combination of the foregoing.
- RSUs and DSUs (each as defined below) held by the Participant, whether vested or not vested. PSUs held by the executive Participants are not included in determining Share ownership.

Based on the current Share Ownership Policy, each of the directors and officers of the Company are either on track to meet these minimum requirements within five years from the date of adoption or date of appointment, or have already achieved compliance in advance of the required deadline, as further set out below.

The following table shows the value of the holdings of each director and NEO (as defined below) as of December 31, 2025, calculated against each individual’s retainer fees or salary paid in 2025 to determine whether they have met or are on track to meet the requirements set out in the Share Ownership Policy.

| Participant | Number of Common Shares | Number of Share Units | Total Value Held ⁽¹⁾ | Share Ownership Requirement (\$) | Requirement Met? |
|---|-------------------------|-----------------------|---------------------------------|----------------------------------|--|
| Non-Employee Directors ⁽²⁾ | | | | | |
| Murray John | 1,500,000 | 512,219 DSUs | \$16,862,396 | \$525,000 | Exceeds Requirement |
| Jeffrey Parr | 760,732 | 512,219 DSUs | \$10,667,329 | \$300,000 | Exceeds Requirement |
| Barry Olson ⁽³⁾ | Nil | 692,186 DSUs | \$5,800,519 | \$300,000 | Exceeds Requirement |
| Moira Smith | 1,115,000 | 512,219 DSUs | \$13,636,095 | \$300,000 | Exceeds Requirement |
| Daniel Vickerman | 240,000 | 512,219 DSUs | \$6,303,595 | \$300,000 | Exceeds Requirement |
| NEOs | | | | | |
| Tony Makuch <i>Director, President and CEO</i> | 9,903,878 | 1,891,703 RSUs | \$98,846,969 | \$3,750,000 | Exceeds Requirement |
| Alison White ⁽⁴⁾ <i>CFO</i> | Nil | 140,652 RSUs | \$1,178,664 | \$1,300,000 | On Track to Meet Requirement by Deadline |

| Participant | Number of Common Shares | Number of Share Units | Total Value Held ⁽¹⁾ | Share Ownership Requirement (\$) | Requirement Met? |
|--|-------------------------|------------------------------|---------------------------------|----------------------------------|--|
| Pierre Rocque ⁽⁴⁾ COO | 19,500 | 169,563 RSUs | \$1,584,348 | \$1,210,000 | Exceeds Requirement |
| Jennifer Wagner ⁽⁴⁾ EVP Corporate Affairs & Sustainability | 50,000 | 210,202 RSUs 512,219 DSUs | \$6,472,888 | \$1,500,000 | Exceeds Requirement |
| Eric Kallio ⁽⁷⁾ SVP Exploration & Growth | 4,000 | 107,436 RSUs | \$933,834 | \$1,150,000 | On Track to Meet Requirement by Deadline |

- (1) Calculation is based on the higher of: (a) closing price of the Common Shares on the last day of trading in the most recently completed calendar year, being December 31, 2025 at \$8.38 and (b) the average price at which the Common Shares were acquired, and in the case of RSUs and DSUs, the value attributed to such RSUs and DSUs at the award date. As there were no grants of RSUs or DSUs in 2025 which were granted at a higher price than the closing price of the Common Shares on the TSX as of December 31, 2025, the values represented above were calculated based on \$8.38 per share.
- (2) Based on the directors of the Company as at December 31, 2025. Mr. Hodgkinson was appointed to the Board on February 19, 2026, and accordingly was not required to meet the Share Ownership Guidelines in 2025. Mr. Hodgkinson currently holds 18,887 DSUs with a grant value of \$185,000, representing 1.6 times his annual retainer of \$115,000. He is on track to meet or exceed the Share Ownership Guidelines by the required deadline of February 19, 2031. Ms. Hibbard is a nominee for election at the Meeting and is not currently a member of the Board. If elected, Ms. Hibbard will have until June 2031 to meet the Share Ownership Policy.
- (3) Barry Olson was appointed to the Board on August 21, 2023 and was granted DSUs at the time of appointment.
- (4) Alison White was appointed as CFO on July 29, 2025 and each of Jennifer Wagner, Pierre Rocque and Eric Kallio were appointed into their respective roles on April 25, 2025 and, accordingly, each has five years from their respective date of appointment to achieve compliance with the Share Ownership Guidelines.

BOARD MANDATE

The Company has established a written mandate for the Board to assist it in fulfilling its responsibility to oversee the business and affairs of the Company and the activities of management who are responsible for the day-to-day conduct thereof. A copy of the Board mandate is appended as Schedule “D” to this Circular.

POSITION DESCRIPTIONS

The Chair of the Board is a non-independent director of the Board and is responsible for the management and effective performance of the Board and provides leadership to the Board by working with the Board, the Lead Director and the other executive officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Company. The Chair of the Board is also responsible for promoting cohesiveness among the directors, advising on the capital markets strategy and general marketing strategy of the Company and assisting the Board, the committees of the Board, the Lead Director, individual directors and the executive officers in understanding and discharging their obligations under the Company’s system of corporate governance. See the “*Role of the Chairman*” set out above on page 26.

The Lead Director is an independent director of the Board and is responsible for the effective functioning of the meetings of the independent directors of the Board. His responsibility is to act as primary liaison between the independent directors and the Chair and CEO on any matters that may be requested. See the Role of the “*Lead Director*” set out above on page 27.

The Board has developed position descriptions for the Chair of the Board, the Lead Director, the Chairs of each standing committee of the Board (Audit Committee, Compensation Committee, HSE & Sustainability Committee, Nominating & Corporate Governance Committee, and Technical Committee), and the CEO, which delineate the roles and

responsibilities of these positions. The position descriptions for the Chair, the Lead Director and Board Committee Chairs, and the CEO can be found within the committee charters available on the Company’s website at www.discoverysilver.com.

NOMINATION OF DIRECTORS

The Board identifies potential director candidates through a search process that may include, among other things, internal and external referrals and/or the use of an executive search firm. Members of the Nominating and Corporate Governance Committee review the qualifications of potential director candidates, where applicable, and conduct interviews with such candidates, following which the Nominating and Corporate Governance Committee makes recommendations to the Board with respect to such candidates.

The Company has not adopted term limits for the directors on its Board. While director term limits can assist with board refreshment, there may be circumstances where the Board may not want to lose deeper knowledge of the business and the skills and experience of being a longer-serving director. The Company believes that with the combination of annual director elections and the monitoring of performance the Company achieves the appropriate level of Board turnover. Further, the Company assesses the skillsets of the various members of the Board and the overall Board annually and seeks to consider and where appropriate appoint, appoints new Board members where there are any key gaps in such skillsets and/or where it is necessary to consider additional Board members for succession planning purposes.

MAJORITY VOTING POLICY

The Board has adopted a majority voting policy which requires that, in an uncontested election of directors, any nominee who receives a greater number of “withheld” votes than “for” votes must tender their resignation to the Chair of the Board promptly following the relevant meeting. The Corporate Governance and Nominating Committee will consider the proposed resignation in light of all relevant circumstances and make a recommendation to the Board. The Board will determine whether to accept or reject any such resignation within 90 days following such meeting and press release its decision immediately and absent exceptional circumstances, will accept the resignation. The resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or the Nominating and Corporate Governance at which the resignation is considered. If the Board determines not to accept a resignation, the news release will fully state the reasons for that decision and a copy of such news release will be provided to the TSX. A copy of this policy can be found on the Company’s website at www.discoverysilver.com.

At the annual meeting of Shareholders of the Company held on June 25, 2025 (the “2025 AGM”), each director nominee was elected with the following approvals set out below.

| Name of Nominee | % Votes cast FOR | % Votes WITHHELD |
|------------------|------------------|------------------|
| Murray John | 99.25% | 0.75% |
| Anthony Makuch | 99.95% | 0.05% |
| Barry Olson | 99.91% | 0.09% |
| Jeffrey Parr | 99.94% | 0.06% |
| Moira Smith | 99.48% | 0.52% |
| Daniel Vickerman | 96.46% | 3.54% |

SHAREHOLDER ENGAGEMENT

As at the Record Date, members of management and the Board held various meetings in person and by teleconference with Shareholders during the year ended December 31, 2025, and during the first quarter of 2026, including the following:

| Event | Shareholder/Stakeholder Group | Attendance | Discussions |
|---|--|--|--|
| Special Meeting of Shareholders | Shareholders and other stakeholders | CEO, Board, senior management and officers of the Company | Shareholder vote on the share issuance to Newmont Corporation in connection with the Porcupine Acquisition |
| Annual Meeting of Shareholders (AGM) | Shareholders and other stakeholders | CEO, Board, senior management and officers of the Company | Presentation on the Company's performance, and election and approval of Board of Directors, Q&A and receive feedback from shareholders. |
| Marketing Post Acquisition | Institutional and retail investors | CEO, Board, senior management and officers of the Company | Company presentation and Q&A |
| Investor Day | Institutional and retail investors, analysts and other participants | CEO, Board of Directors, senior management and Investor Relations. | Corporate presentation regarding the Company's strategy, operations and growth plans followed by Q&A sessions. |
| Investor Roadshows | Institutional investors and portfolio managers | CEO, senior management and Investor Relations | One-on-one and small group meetings with institutional and retail investors – discussions on Company's operational performance, capital allocation and long-term strategy. |
| Institutional and Retail Investor Conferences | Investment community, bankers, analysts and portfolio managers, junior exploration companies | CEO, Investor Relations | Public presentations and one-one meetings with the larger investment community. |
| Analysts' Meetings | Sell-side mining analysts and investment banks | Investor Relations | Meetings and calls with equity research analysts to discuss operational updates and financial performance. |
| Institutional Investor Meetings | Institutional shareholders and portfolio managers | CEO and Investor Relations | Individual and group meetings to review the Company's operations, business strategy and financial performance |

| Event | Shareholder/Stakeholder Group | Attendance | Discussions |
|--|---|---|--|
| Trade Shows and Industry Specific Conventions | Shareholders, investors, suppliers, local stakeholders and community members | CEO, Investor Relations, Corporate Development | Engagement with industry participants regarding the Company's projects, exploration and development activities and recruitment opportunities. |
| Site Visits | Institutional investors, analysts, senior management, financial and legal advisors, Board members | CEO, Investor Relations and senior management | Tours of company assets with detailed presentations on development plans and technical updates. |
| Meetings with Government officials | Ministers for Economic Development, Town Mayors, Federal and provincial government officials | CEO, Senior management (Canada) and members of the Board | Discussions around government engagement to achieve aligned outcomes and promoting development of regional economy, infrastructure and support for resource development. |
| Meetings with the First Nations and Indigenous Community Members | First Nation Chiefs, Council Members and community representatives | CEO and senior management | Discussions around mutual cooperation, community engagement, and long-term collaboration. |
| Quarterly Results Conference Calls and Webcasts | Shareholders, analysts and other stakeholders | CEO and senior management | Review and discussion of quarterly financial and production releases, any material discoveries and outlook for the next quarter |
| Individual meetings with Shareholders and Other Stakeholders | Shareholders and Interested Parties | Chair of the Board, Chair of the Compensation Committee, Chair of the Corporate Governance Committee, CEO, senior management and officers of the Company. | One on one engagement with various shareholders on corporate governance and the Company's activities and performance, |
| News Releases | Stakeholders and the broader market | CEO, Chairman of the Board, directors, senior management and officers of the Company | Report on financial results and material information throughout the year. |
| Media and Financial Press Engagement | Financial media, industry publications and journalists | CEO and senior management | Interviews and discussions on financial results, market outlook and industry trends. |

| Event | Shareholder/Stakeholder Group | Attendance | Discussions |
|--|---|--|---|
| Social Media and Digital Communications | Stakeholders and the broader public | CEO, Investor Relations, senior management | Distribution of news releases, Company announcements and community initiatives are posted on a regular basis through corporate social media channels and digital platforms. |
| Financing and Strategic Partner Meetings | Lenders, royalty holders and strategic financing partners | CEO and senior management | Discussion of financing arrangements, debt facilities and royalty agreements that support the Company's operations and development projects. |

The Company has established a number of ways to receive feedback from interested parties:

- Telephone at 416-613-9410
- Email to info@discoverysilver.com

Shareholders, employees and others can contact the Chair of the Board, or other members of the Board, directly by:

- Writing to the Chair of the Board, or other members of the Board at the Company's head office address:
 2410 – 79 Wellington Street West
 Toronto, Ontario
 M5K 1E7
 Attention: Chair of the Board
- Telephone at 416-613-9410
- Email to tony.makuch@discoverysilver.com

Available Board members and committee chairs will also be present at the Meeting to receive questions from Shareholders.

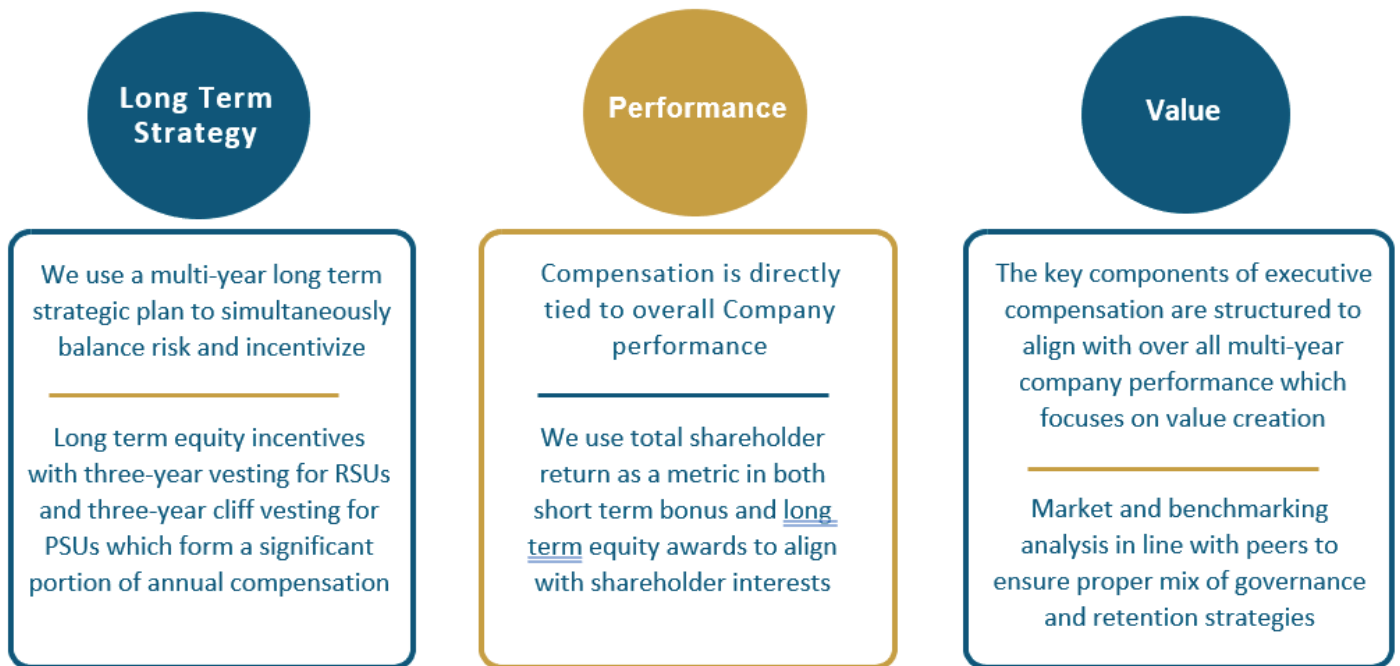
REPORT ON EXECUTIVE COMPENSATION

The Company's Statement of Executive Compensation, made in accordance with the requirements of Form 51-102F6 – *Statement of Executive Compensation* ("**Form 51-102F6**"), is set forth below and contains information about the compensation paid to, or earned by, the Company's CEO, CFO, and the three most highly compensated executive officers of the Company earning more than \$150,000 in total compensation during the year ended December 31, 2025 (each, a Named Executive Officer "**NEO**"). During the year ended December 31, 2025, the NEOs were Tony Makuch, CEO; Alison White, CFO; Andreas L'Abbé (the former CFO); Pierre Rocque, COO; Jennifer Wagner, EVP Corporate Affairs & Sustainability; and Eric Kallio, Senior Vice President, Exploration.

PHILOSOPHY AND APPROACH

The Company compensates its directors and executives in a competitive and balanced manner based on performance. Corporate performance is the most significant factor in determining executive compensation. The Company's compensation principles are:

Executive Compensation Framework



COMPENSATION DISCUSSION AND ANALYSIS

The Company's primary objective is building a sustainable mining company that is recognized as safe and responsible while maximizing profitable operations to increase Shareholder value. To succeed in this, it is imperative that competitive compensation packages be provided to executive management to ensure that executives are appropriately retained and engaged to effectively manage, operate and implement the long-term growth strategy of the Company.

The Company's compensation philosophy looks to align compensation with performance, taking into account the Company's overall financial position, which ultimately aligns with the interests of Shareholders. The goal is to motivate employees to achieve higher levels of performance which will serve to provide greater value to Shareholders.

The Company balances its executive compensation program with rewards for the attainment of corporate and operational measures and risk management that are within the executive's ability to influence. Each year, the Board, upon recommendation from the Compensation Committee, adopts a scorecard that sets out the key performance indicators ("KPIs") to guide and motivate the senior executive team in realizing the Company's corporate strategy for the following year. At the end of each year, with the input of the CEO, the Compensation Committee reviews the corporate performance against each indicator and recommends to the Board the specific weighting and performance score for each category of KPIs. Various corporate, divisional, and departmental objectives are set for the following year in order to ensure that the Company's objectives are aligned with the key long-term priorities for the future success of

the Company. Following the Porcupine Acquisition in April 2025, an updated scorecard was approved by the Compensation Committee and the Board in order to ensure proper alignment with the new operational, financial, environmental and corporate goals of the Company for 2025.

The executive compensation program of the Company places a significant emphasis on at-risk compensation. This is achieved in the form of performance-based, short-term cash incentives (“STIs”), as well as long-term incentives (“LTIs”) based on a three-year vesting schedule for RSUs and a three-year cliff vesting schedule for PSUs. This compensation strategy illustrates the Company’s strong focus on pay-for-performance over the long term. Compensation programs will continue to emphasize “pay-for-performance”, with each individual’s short- and long-term compensation and career advancement being dependent on both Company performance and individual performance, with the objective of increasing long-term Shareholder value. See “*Mix of Pay*” set out further in this Circular for the details with respect to at-risk pay for the NEOs. If the Company or the individual does not meet its objectives, awards will be adjusted in accordance with pre-established processes or as otherwise determined at the discretion of the Board, on the recommendation of the Compensation Committee.

What we DO:

- **Pay-for-Performance** – 80% of the CEO’s pay is at-risk which is variable, not guaranteed and contingent on overall Company performance
- **Performance Based Vesting** – 100% of LTI awards are based on 3 Year vesting and/or 3-year cliff vesting
- **Cap Payouts** – STI payouts are capped at a maximum of 150% of target for executive officers and 200% of target for the CEO
- **Realizable Pay** – compensation ultimately paid from LTI awards can vary significantly from date of grant. Total shareholder return forms a central component in payout value of LTI awards
- **Double Trigger** – severance provisions in employment agreements and LTI plans have double triggers in the event of a change of control
- **Minimum Equity Ownership** – both the Board and the senior executive team are subject to minimum equity ownership guidelines
- **Executive Compensation Claw Back Policy** – reimbursement or claw back on executive bonuses and equity compensation in certain circumstances
- **Anti-Hedging Policy for Directors and Officers** – restrictions on purchase of any financial instrument by directors or officers that may hedge or offset a decrease in the market value of the Company’s securities

What we DON’T DO:

- **Provide Guarantees** – executive compensation is not guaranteed and is based on performance. There are no minimum payouts on the STIs or LTIs and could result in a zero payout if performance not achieved
- **Issue Options** – since 2021, the Company has not granted any Options (as defined below)
- **Excessive Severance** – the Company does not enter into employment agreements with severance exceeding two years in the event of a change of control
- **Provide Loans** – the Company does not provide loans to directors or executives

The Compensation Committee takes into consideration the current stage of the Company and the individual knowledge and expertise required with respect to development and long-term growth strategy of the Company when considering new hires and the importance of special one-time awards in acquiring such talent. The Board then reviews this information, along with the Compensation Committee recommendations in making their ultimate decisions regarding executive base compensation, short-term non-equity incentives and long-term equity-based incentives.

Benchmarking

The market for executive talent is very competitive. As a result, the Compensation Committee believes it is appropriate to establish compensation levels that consider benchmarking against similar companies to gauge whether the Company’s compensation package is both reasonable and competitive. Among other factors, market data is an integral reference point to which the Compensation Committee compares the compensation of each executive in order to review compensation that aligns with market performance and experience levels, in order to make appropriate compensation recommendations to the Board.

The Company reviews its peer group annually to ensure that its compensation practices are in keeping with good governance standards and are appropriate relative to its size and its competitors.

2025 and 2026 Peer Group

The Compensation Committee has worked with independent third party consultants to develop and maintain an appropriate peer group that is comprised of relevant companies for comparison purposes (the “Peer Group”). In April 2025, following the completion of the Porcupine Acquisition, the Compensation Committee updated the Peer Group to reflect companies that were similar in size, scope, operations, revenue, market capitalization and enterprise value as set out below.

| Factors | Selection Criteria |
|---------------------|--|
| Industry | Companies with active mining operations with an emphasis on gold and silver miners |
| Size | Market capitalization and enterprise value generally within one-third to three times that of Discovery |
| Complexity | The complexity and stage of the company, from advanced exploration to producer |
| Corporate Structure | Publicly traded on the TSX, or NYSE or both |
| Location | Headquartered in North America with various operations |

Using the selection criteria above, the 2025 Peer Group, as set out below, was formally approved and was used to determine the 2025 executive total direct compensation for the executives and the compensation of the Board.

| 2025 PEER GROUP | | | |
|---------------------------|---------------------------|-----------------------------|----------------------|
| Artemis Gold Inc. | Calibre Mining Corp. | Capstone Copper Corp. | Coeur Mining, Inc. |
| Eldorado Gold Corporation | Equinox Gold Corp. | First Majestic Silver Corp. | Hecla Mining Company |
| IAMGold Corporation | MAG Silver Corp. | OceanaGold Corporation | Orla Mining Ltd. |
| SSR Mining Inc. | Torex Gold Resources Inc. | | |

The composition of the Peer Group is regularly reviewed to determine if any changes are required. Given the exceptional performance of the Company in 2025, the Company engaged Bedford Consulting Inc. (“Bedford”) to provide advice on the competitiveness of the Company’s compensation programs for both the executive officers and the Board for 2026. As a result, the Compensation Committee reviewed the 2025 Peer Group set out above and determined that taking into consideration the increase in revenue, production, complexity and market capitalizations of the Company, certain amendments to the Peer Group should be made. Based on its review with Bedford, it was determined that the Peer Group should be modified and a new 2026 Peer Group was approved by the Compensation Committee and Board, as set out below. The new 2026 Peer Group was used to determine 2026 executive total direct compensation, including any changes in base salaries and the appropriate compensation of the Board in 2026. The Company was ranked below the 50th percentile of the 2026 Peer Group at the time.

| 2026 PEER GROUP | | | |
|-----------------------------|----------------------|----------------------|---------------------------|
| Aris Mining Corporation | Artemis Gold Inc. | Aura Minerals Inc. | B2Gold Corp. |
| Capstone Copper Corp. | Centerra Gold Inc. | Coeur Mining, Inc. | Eldorado Gold Corporation |
| First Majestic Silver Corp. | Hecla Mining Company | Hudbay Minerals Inc. | IAMGold Corporation |
| OceanaGold Corporation | Orla Mining Ltd. | SSR Mining Inc. | Torex Gold Resources Inc. |

Measuring Success

In reviewing the performance of the senior management team, the Compensation Committee considers the overall performance of the Company for the relevant period in conjunction with the individual’s performance to ensure resulting compensation is appropriately matched. In 2025, following the completion of the Porcupine Acquisition, an updated KPI scorecard was approved by the Compensation Committee, and an individual scorecard was completed for each NEO.

The Compensation Committee is supported by the executive officers of the Company, who provide the data and analysis to support compensation decision making. In formalizing its approval of base salaries, benefits, annual bonuses and long-term incentive plans, the Compensation Committee takes into consideration the recommendations of management, and where applicable, the recommendations of the CEO. In addition, the Compensation Committee may retain external independent governance and compensation consultants to ensure that the compensation strategies of the Company align with best governance practices. The Compensation Committee will take into consideration data and analyses which have been reviewed and recommended by such consultants.



Company Performance – 2025 Results

In 2025, the Company successfully executed various growth strategies, stemming from the acquisition of the Porcupine Complex which was completed on April 15, 2025. Following the completion of this transformational acquisition, the Company grew from an exploration and development company to a mid-tier gold producer while maintaining significant upside through the continued development of its Cordero silver project, located in Mexico.

In February 2026, the Company reported on the following year end results which contributed to the exceptional share price performance of the Company for the year, as set out below under “Performance Graph”:

- **Gold production** from April 16, 2025 to December 31, 2025 totaled 180,424 ounces, while gold sales totaled 173,229 ounces. Revenue of US\$653.2 million resulted from gold sales and an average realized price of \$3,701 per ounce. Production costs totaled US\$235.5 million. Operating cash costs averaged US\$1,267 per ounce sold, while AISC per ounce sold averaged US\$1,925.
- **EBITDA⁽¹⁾⁽²⁾** was US\$297.0 million financial year ended December 31, 2025 (“FY 2025”) versus a loss before interest, taxes and depreciation and amortization of \$15.1 million in financial year ended December 31, 2024 (“FY 2024”), with earnings generated following the Porcupine Acquisition in FY 2025 mainly accounting for the significant improvement in EBITDA performance.
- **Net earnings** totaled US\$106.8 million, or US\$0.16 per basic share in FY 2025, versus net loss of US\$15.2 million, or US\$0.04 per basic share, in FY 2024.
- **Adjusted net earnings** were US\$200.0 million, or US\$0.29 per basic share in FY 2025 compared to adjusted net loss of US\$10.7 million, or US\$0.03 per basic share, in FY 2024.
- **Net cash from operating activities** in FY 2025 totaled US\$377.7 million, while **free cash flow⁽¹⁾** totaled US\$172.2 million.

(1) Example of Non-GAAP measure. See the section of this Circular entitled, “Non-IFRS Measures” for more information.

(2) Refers to earnings before interest, taxes and depreciation and amortization.

Individual Performance

In considering remuneration for executives other than the CEO, the CEO determines executive compensation within the executive compensation philosophy framework of the Company and makes his recommendations to the Compensation Committee. Every year, the CEO assesses the individual performance of each member of the senior executive team using the annual corporate and individual performance objectives as targets. The CEO considers each executive’s overall influence and leadership skills and their ability to realize individual pre-set goals.

The Compensation Committee will meet with the CEO annually to discuss and review in detail the compensation of each member of the senior executive team. The Compensation Committee makes recommendations to the Board with respect to CEO compensation and, taking into consideration the recommendations of the CEO and the overall compensation strategy of the Company, including the STIs for the year, the LTIs to be granted for the following year and any proposed salary increases for the ensuing year. In addition, the Compensation Committee will review and approve both the Company and individual KPIs for the ensuing year, which are then recommended for approval by the Board. Prior year results are approved while KPIs for the ensuing year are set to ensure targets are continuously adjusted, where applicable. This serves to further incentivize executives while simultaneously aligning Shareholder interests with the Company’s compensation philosophy. To promote transparency within the organization, the KPIs set for each member of the senior executive team are distributed to all executives.

The Compensation Committee makes all decisions regarding the CEO’s compensation in camera, without the presence of management. Following its deliberations, the Compensation Committee then makes its compensation recommendations to the independent members of the Board, where the compensation of the CEO is approved during an in-camera meeting.

Individual performance is assessed based on the individual KPIs which have been set and approved by the Compensation Committee at the end of the prior year. Individuals are assessed based on the achievement of such pre-set goals, taking into consideration additional factors, including tenure, experience and prior compensation. This serves to foster a

culture of objective assessment of performance and provides the Compensation Committee with the discretion to adjust compensation to reflect unsatisfactory, average and exceptional performance.

Linking Pay-for-Performance

Following the assessment of both overall Company and individual performance, the Compensation Committee will meet with senior executives within the Human Resources Department of the Company to consider available market data with respect to the Peer Group. In addition, the Company and the Compensation Committee may retain independent external advisors to conduct a review of the Company's pay practices. See *"Compensation Discussion and Analysis — Benchmarking"* set out above.

During the year ended December 31, 2025, the Company engaged an independent consultant, Bedford, to review the market competitiveness of the Company's executive compensation programs and pay practices in comparison to the Company's 2025 Peer Group. The report prepared by Bedford for the Compensation Committee assessed the competitiveness of the Company's executive compensation program and provided information on the 2025 Peer Group's pay mix, including base salary, short-term and long-term incentives. Where possible, the Bedford analysis matched each executive within the Company to positions of similar responsibilities. The Compensation Committee reviewed the Bedford analysis and considered the appropriate level of at-risk pay.

In addition, the Company further strengthened its cash-based short-term incentive plan for 2025 following the completion of the Porcupine Acquisition by greatly expanding its additional operational and departmental target weightings to enhance overall performance metrics as set out under the heading *"Executive Compensation — Short-Term Incentives"* below.

In furtherance of best corporate governance practices, in 2025, it was determined that no Options would be granted and the Board, based on the recommendation of the Compensation Committee, approved certain amendments to the LTI Plan (as defined below) and the DSU Plan (as defined below) which were approved by Shareholders at the 2025 AGM. In particular, the Company amended the LTI Plan to allow for the issuance of PSUs which vest on a three-year cliff vesting period. PSUs directly link Executive compensation to long-term measurable performance and align Executive compensation with Shareholder interests.

Following the review completed by Bedford in 2025, subsequent to the completion of the Porcupine Acquisition, the Company strengthened its focus on pay for performance by adjusting its compensation strategy to increase the percentage of long-term incentive grants for executives of the Company as a percentage of base salary. This was done to further align the Company's pay program with the pay practices of its 2025 Peer Group and to ensure a greater percentage of compensation was "at-risk". See *"Mix of Pay"* set out below in this Circular.

When making compensation recommendations for NEOs to the Board, the Compensation Committee considers factors beyond market data, including input from management and external corporate governance consultants, as applicable. The Compensation Committee also considers various factors which result in a holistic approach to compensation recommendations, as set out below. There is no mandatory framework that determines which of these additional factors may be more or less important, and the emphasis placed on any of these additional factors may vary among the Compensation Committee members.

Compensation Survey and Compensation Consulting Fees

In addition to annual surveys of companies within the Peer Group noted above, the Company relies on surveys prepared by independent consultants to ensure that the Company's compensation program provides competitive compensation opportunities for its executive officers while satisfying its compensation philosophy and objectives. During 2025, the

Compensation Committee engaged Bedford to review the Company’s pay program with respect to executive officer and director compensation.

The aggregate fees paid to human resources consultants or advisors for consulting services related to determining compensation for any of the Company’s executive officers and non-executive directors for the year ended December 31, 2025 and December 31, 2024, are as follows:

| Name of Consultant | Executive Compensation-Related Fees (\$) | | All Other Fees (\$) | |
|--------------------|---|----------------------------|----------------------------|----------------------------|
| | Amount invoiced in 2025 | Amount invoiced in 2024 | Amount invoiced in 2025 | Amount invoiced in 2024 |
| Bedford | 53,110 | 30,133 | Nil | Nil |

Elements of Executive Compensation

The Company’s current executive compensation program contains four basic elements, as described in more detail below:

| Element of Compensation | Purpose | Element “At-Risk” or “Fixed” | Form | Performance Period |
|------------------------------|---|------------------------------|--------------------------------------|---|
| Base Salary | Fixed salaries that are designed to be competitive with compensation offered by similar companies and those within the Peer Group. This element of compensation provides the basis to determine other elements of compensatory benefits. | Fixed | Cash | N/A |
| Short Term Incentives | Annual short-term incentives are tied to performance and are paid at the discretion of the Compensation Committee and the Board, based on a number of factors, including corporate, health and safety, financial and operating performance of the Company as well as individual performance within a one-year time horizon. Each executive has a target annual bonus (% of salary) and a payout range of either; 0% to a maximum of 150%, 0% to a maximum payout of 200% of target for EVPs and C-Suite Executives. Payouts are determined on the basis of a combination of individual performance, departmental or divisional performance and corporate performance. | At-Risk | Cash | One Year |
| Long Term Equity | PSUs and RSUs are a variable element of compensation intended to provide additional incentive to the NEO’s to achieve sustained, long-term incentives and | At-Risk | Cash, Common Shares or a combination | PSUs have a three-year cliff vesting period and RSUs vest in thirds |

| | | | | |
|-----------------------------|--|-----|-------------------------------|--|
| | encourage executives to focus on consistent value creation over the longer term. Equity grants align interests of executives with the long-term interests of shareholders. | | of both, payable at maturity. | beginning on the first anniversary of the date of grant. |
| Pension and Benefits | Employee benefits necessary to maintain market competitiveness and to maintain and promote executive health and well-being are provided. NEOs are generally eligible for a group health benefit program on the same basis as other Company employees. In addition, executive officers are entitled to annual health assessments. | N/A | N/A | N/A |

Base Salary

The base salary for each NEO is based on an assessment of factors such as:

- current competitive market conditions;
- level of experience and performance of the executive officer, including length of time in such role;
- compensation levels within the current Peer Group; and
- particular skills of the NEOs, such as leadership ability and management effectiveness, responsibility and proven or expected performance of the particular individual.

The Compensation Committee uses this assessment to recommend the base salaries for each of the CEO and the CFO. The Board, upon the recommendation of the Compensation Committee, sets the base salary of the CEO, and, upon recommendation of the Compensation Committee and CEO, sets the base salary of the CFO. In determining the base salary of each of the other NEOs, the Board considers the recommendations made by the CEO and the Compensation Committee, the particular responsibilities related to the position, the experience level of the NEO, his or her past performance at the Company, budgetary guidelines and other internally generated planning and forecasting tools. Base salaries are reviewed annually and may be adjusted based on changes within the competitive market, individual performance or to reflect additional responsibilities.

Short-Term Incentives (Annual Performance-Based Cash Incentives)

Annual performance-based cash incentives are a variable component of compensation designed to reward the Company’s executive officers for maximizing annual operating performance and advancing future growth opportunities. The NEOs are eligible for annual performance-based cash incentives based on a consideration of factors including total shareholder return (“**TSR**”), people and culture initiatives, achievement of production targets, health and safety, environment, operating costs and all-in-sustaining-costs (“**AISC**”) exploration and development and the NEOs’ performance and other exceptional factors. These and other relevant factors are given varying degrees of weight depending on the relevance of the factors to the particular NEO.

Any short-term incentives paid to NEOs are entirely within the discretion of the Board, following recommendations by the CEO and the Compensation Committee and taking into consideration the financial and operational performance of the Company at the time. The annual performance incentive is a short-term element of compensation which is linked to the overall goal of creating shareholder value. This target incentive is set out as a percentage of base salary and

reflects the significance of the individual’s position and level of responsibility. The target short-term incentive plan awards range from 50% to 150% of base salary, however, actual payout can range from between 0% to 150% of target for “stretch” objectives for VPs and SVPs, and can range from between 0% to 200% of target for “stretch” objectives for EVPs, COO, CIO and CFO and the CEO.

In February 2025, the Compensation Committee met to review the Company’s performance in addition to the individual performance of the CEO and the recommendation of the CEO with respect to the individual performance of the NEOs. The Compensation Committee took into consideration:

- Record production at the Porcupine Complex resulting in annual production of 234,700 ounces, exceeded the targeted 222,000 ounces planned for the full year;
- Net cash from operating activities in the amount of US\$377.7 million with free cash flow of US\$172.2 million, liquidity in the amount of US\$660.7 million including the Company’s revolving credit facility which had been entered into on September 15, 2025 which remains undrawn (See “Non-IFRS Measures” below);
- Increase in cash of US\$390.3 million from US\$20.4 million in December 2024 to US\$410.7 million in December 2025;
- Adjusted net earnings of US\$0.29 per share, compared to adjusted net loss of US\$0.03 per share from the year prior;
- Significant improvements in management systems, integration and strategic transactions, including financings, supply chain contracts and agreements with First Nations;
- Share price performance of 1080% from January 1 to December 31, 2025, representing the best performing individual stock on the TSX composite for the year;
- Hiring of over 160 people to strengthen both the management team in the Toronto office and the operations at site; and
- Advancement of permitting activities at the Cordero Project.

As a result, the Compensation Committee determined the individual objectives of the CEO and the NEOs be augmented with respect to the individual performance of the CEO and NEO, based on the 2025 KPI scorecard results set out below. For 2025, all short-term incentive payouts were weighted on achievement of: (a) Company Objectives (consisting of both corporate and operations objectives); (b) Departmental or Divisional Success; and (c) Individual Performance and Success, subject to the individual adjustments set out below.

| 2025 KEY PERFORMANCE INDICATORS FOR SHORT-TERM INCENTIVE AWARDS | | | | |
|--|---------------------------------------|--|--|-----------------------------------|
| KPI | Threshold 80% | Target 100% | Stretch (200%) | Results |
| Corporate (CEO 30%, COO 15%, EVP and C-Suite 30% and SVP 15%) | | | | |
| Total Shareholder Return | ≥30% and <50% | ≥50% and <60% | ≥80% | Stretch awarded |
| Health and Safety (TMIFR) | 50th Percentile to WSN | 75th percentile to WSN | >75th percentile to WSN | Target awarded |
| People and Culture <i>Clear organizational Structure and leadership assessments</i> | 31-Dec-25 | 31-Oct-25 | 31-Aug-25 | Stretch awarded |
| ESG <i>Compliance, Permits, Orders and Charges Sustainability Report</i> | No Charges Filed by December 31, 2025 | Compliance Filed by September 30, 2025 | No charges and no non-compliance orders Filed by August 31, 2025 | Stretch awarded Target awarded |
| Growth and Development | | | | |

| (CEO 15%, COO 15%, EVP and C-Suite 15% and SVP 10%) | | | | |
|---|--------------------------------|-----------------------------------|---|-----------------|
| Reserves and Resources | 90% of resources mined | Replace resources mined | TVZ and Dome Studies completed by YE 2025 | Target awarded |
| Growth and Strategic Initiatives | Complete Porcupine Acquisition | Complete integration of Porcupine | Develop on numerous growth and strategic initiatives (in Canada and Mexico) | Stretch awarded |
| Company-Wide Operational Performance ⁽¹⁾ | | | | |
| (CEO 15%, COO 10%, EVP and C-Suite 15% and SVP 10%) | | | | |
| Production Oz | 199,800 | 222,000 | 244,200 | 157% |
| Cash Costs per oz \$US | \$1,430 | \$1,300 | \$1,170 | 188% |
| All in Sustaining Costs per oz \$US | \$2,148 | \$1,953 | \$1,758 | 166% |
| Division and Department Performance | | | | |
| (CEO n/a, COO 40%, EVP and C-Suite 20% and SVP 45%) | | | | |
| Specific to each Department and/or Division | | | | |
| Individual Performance | | | | |
| (CEO 40%, COO 20%, other NEOs 20%) | | | | |
| Specific to each Department and/or Division | | | | |

(1) Company-wide operational performance metrics are calculated on a linear basis relative to the actual performance of the Company for the year ended December 31, 2025.

The KPIs in the scorecard used by the Compensation Committee in recommending short-term non-equity compensation are grouped into categories with specific weightings for each executive based on the specific objective. The overarching objectives for 2025 were comprised of the following key areas: share performance, integration of the Porcupine Complex, ESG, people and culture, growth and development in addition to Company-wide operational targets including production, cash costs and AISC for the year ended December 31, 2025.

In 2025, the Compensation Committee conducted a comprehensive review of the various KPIs, taking into particular consideration the transformative Porcupine Acquisition which was undertaken in 2024 and completed in April 2025. This strategic acquisition has significantly accelerated the Company's transition from developer to producer, resulting in substantial Shareholder value creation. In recognition of the executive team's exceptional performance in identifying, negotiating, and executing this value-accretive transaction, the CEO and NEOs all achieved stretch target weightings with respect to their short-term cash incentives, based on the metrics set out below.

| NEO | STIP % Base Salary | STIP Value | Corporate and Company Operational Performance | Individual, Division and Department Performance | 2025 STIP Award ⁽¹⁾ | Award as a % of Target |
|------------------------|-----------------------------|--------------------|---|---|--------------------------------|------------------------|
| Anthony Makuch CEO | 150% Target 300% Stretch | \$1,875,000 Target | 180% | 230% | \$3,750,000 | 200% |
| Alison White CFO | 100% Target 200% Stretch | \$650,000 Target | 180% | 230% | \$555,600 | 200% |
| Pierre Rocque COO | 100% Target 200% Stretch | \$605,000 Target | 179% | 229% | \$832,100 | 200% |
| Jennifer Wagner EVP | 100% Target 200% Stretch | \$750,000 Target | 180% | 230% | \$1,031,500 | 200% |
| Eric Kallio | 80% Target | \$317,400 Target | 179% | 229% | \$632,700 | 200% |

| | | | | | | |
|-----|--------------|--|--|--|--|--|
| SVP | 160% Stretch | | | | | |
|-----|--------------|--|--|--|--|--|

⁽¹⁾ STIP awards are prorated based on date of hire. Only Mr. Makuch was a NEO for the full year ended December 31, 2025.

The Compensation Committee and the Board believe that this compensation decision appropriately reflects the efforts and results achieved by management in positioning the Company as a mid-tier precious metals company with enhanced growth prospects and a strengthened market position. Although earned for 2025 performance, the short-term non-equity incentives were paid to executives in February of 2026 and are reflected in the table on page 60.

Long-Term Equity

The Compensation Committee believes that granting performance share units (“PSUs”) and restricted share units (“RSUs” and together with PSUs, “Share Units”) to key personnel encourages retention and more closely aligns the interests of management with the long-term interests of shareholders. The number of PSUs and RSUs to be granted is based on the relative contribution and involvement of the individual, taking into consideration previous PSUs and RSUs granted. In addition, the Compensation Committee considers the experience of the executive and the level of seniority of the individual when making recommendations to the Board for approval of PSU and RSU grants, respectively.

(a) Performance Share Units

Under the LTI Plan, participants are eligible to receive PSU grants on an annual basis, subject to Board approval.

PSUs are intended to increase the alignment of executive risks and rewards by the Company’s total shareholder return relative to the Company’s peer group. Under the LTI Plan, participants are eligible for PSU grants on an annual basis, subject to Board approval.

The number of PSUs granted to the NEOs is based on a target award as a percentage of salary divided by the volume weighted average share price of the Common Shares for the five trading days preceding the date of grant. PSUs vest on the date on which the performance period ends. The number of PSUs that vest is based on the performance of the Company compared to the constituents on the S&P/TSX Global Gold Index as measured over a three-year performance period ending December 31. The number of PSUs that vest at the end of the performance period ranges from 0% to 200% of the initial grant, depending on the Company’s TSR compared to the S&P/TSX Global Gold Index at the end of the performance period. The Company’s performance is then ranked on a percentile basis relative to the other constituents of the S&P/TSX Global Gold Index. Based on the Company’s percentile ranking, all awards apply the below Payout Factor (as defined below).

2025 PAYOUT FACTOR

| Percentile | Payout Factor |
|---|---------------|
| Above the 95 th percentile | 200% |
| Above the 90 th percentile | 150% |
| Above the 80 th percentile | 125% |
| Between the 40 th to the 80 th percentile | 100% |
| Between the 25 th to the 40 th percentile | 50% |
| Below the 25 th percentile | Nil |

(b) Restricted Share Units

Under the LTI Plan, participants are eligible to receive RSU grants on an annual basis, subject to Board approval.

The number of RSUs granted to the NEOs is based on a target award as a percentage of salary divided by the volume weighted average trading price of the Common Shares for the five trading days preceding the date of grant. RSUs vest in thirds beginning on the first anniversary of the date of grant. On the vesting date, at the discretion of the Board, the participant will be entitled to receive a payment in cash, an issuance of Common Shares from treasury or some combination thereof based on the market price of the Common Shares on the date of vesting multiplied by the number of RSUs held. The market price used to determine any payment on the date of vesting is equal to the five-day volume weighted average trading price of the Common Shares ending on the last trading date immediately before the date of vesting.

(c) Stock Options

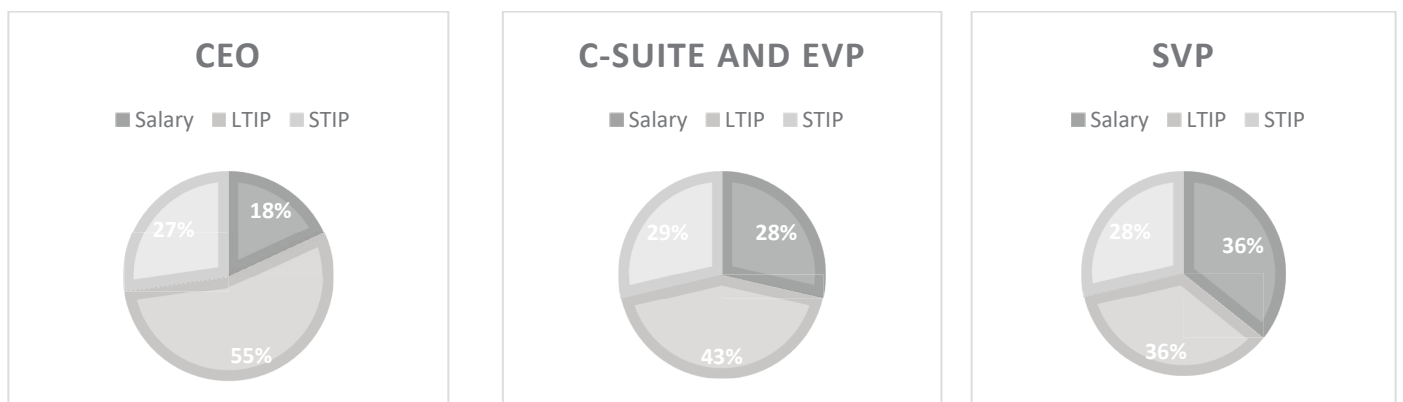
The Company did not grant any Options in 2025 and has no current plans to grant Options in the future.

Pension, Benefits and Perquisites

Discovery provides competitive benefits and perquisites to executives to aid in the attraction and retention of highly qualified executives. Executives are provided with medical, dental and disability benefits on the same basis as they are provided to all full-time employees. The Company has a defined contribution pension plan which is offered to all employees and all executives will be eligible for a Registered Compensation Arrangement beginning in 2026.

Mix of Pay

The 2025 target compensation mix and at-risk-pay for the CEO and the other NEOs is shown in the charts below and is based on 2025 base salaries, short term incentive plan and LTIP target award values in terms of percentage of salary.



2026 NEO Salary Increases

Subsequent to the year ended December 31, 2025, in February 2026, following the independent compensation review completed by Bedford and taking into consideration the updated benchmarking exercise completed with the adoption of the 2026 Peer Group, the Board approved various increases to the base salaries as set out below, upon

recommendation by the Compensation Committee. There were no increases proposed or approved with respect to the STI or LTI percentages and all existing STI and LTI percentages in 2026 remain unchanged from 2025.

| NEO | Salary 2026 | Increase from 2025 | LTIP | STIP (at target) |
|------------------------|-------------|--------------------|------|------------------|
| Anthony Makuch CEO | \$1,375,000 | 10% | 300% | 150% |
| Alison White CFO | \$700,000 | 8% | 150% | 100% |
| Pierre Rocque COO | \$635,250 | 5% | 150% | 100% |
| Jennifer Wagner EVP | \$800,000 | 7% | 150% | 100% |
| Eric Kallio SVP | \$620,000 | 8% | 100% | 80% |

Compensation Governance and Risk Management

During the year ended December 31, 2025, the Board engaged Bedford, an independent compensation consultant, to provide an appropriate benchmarking analysis for the Company’s compensation framework for both the senior management team and the Board. With the successful Porcupine Acquisition completed in April 2025 and the Company’s evolution to a gold producer, the Compensation Committee and the Board felt it appropriate to re-engage an independent third-party compensation consultant to undertake an independent compensation review benchmarking Discovery against similar companies to gauge whether the Company’s compensation package is both reasonable and competitive. The updated independent third-party compensation benchmarking analysis completed in early 2025, provided the Compensation Committee and the Board with market intelligence on compensation practices among mid-tier gold producers. Additionally, the analysis also evaluated appropriate compensation levels for management and the Board tailored to the size and scale of the Company. Long-term compensation strategies were reviewed to further enhance alignment of management and the Board with Shareholders and stakeholders.

As a result of this independent review, the Company strengthened its focus on pay-for-performance by adjusting its compensation strategy to: (a) increase the percentage of LTI grants; and (b) add a three-year cliff vesting performance based share unit which would account for at least 50% of the executives’ LTI annual grant. This was done to ensure that a greater percentage of compensation was “at-risk” and only payable on the long-term success of the Company. In the event certain thresholds are not met, the vesting of the performance share units three years from the date of grant could result in a nil payout, if the Company fails to perform vis-a-vis its peers. Going forward, the Compensation Committee and the Board are committed to further strengthening the STI plan (“STIP”) by including additional operational and departmental target weightings to enhance overall performance metrics. With an expanded STIP, the Company can ensure a pay-for-performance success-based results plan will serve to properly motivate and incentivize the executive management team.

The Compensation Committee assesses potential risks facing the Company with respect to its compensation policies and practices, succession planning for the Board and for senior management, and organizational changes within the senior management team, including leadership and development to mitigate such risks. The Compensation Committee also regularly reviews organizational changes at the senior management level and is provided with updates on a quarterly basis on human resources issues associated with the Company as a whole.

Succession Planning - Executives

With respect to succession planning at the executive level, the Board, along with the Compensation Committee, have responsibility for overseeing management's planning process for executive development and succession planning. On an annual basis the Compensation Committee and the Board review the current management structure at the executive level and below to ensure a natural pipeline of high performing executives and to ensure orderly senior leadership transitions. Succession planning at the executive level is used to progress the Company's overall business strategy. The CEO regularly presents updates to the Company's organizational structure noting critical positions and the internal candidates qualified to fill such positions. Where any gaps are identified, the Compensation Committee, along with the Board, will consider potential lateral movements within the organization and may also research external talent opportunities. In addition, the CEO identifies internal high potential successor candidates for senior management roles to the Board. High potential candidates are encouraged to have direct interactions with the Board members so that the Board may become familiar with all potential candidates and gain exposure to their individual skills and expertise. In 2025, the Board and the CEO reviewed a near term succession plan for senior management.

As part of the executive succession planning program, the Board, supported by the CEO, is responsible for CEO succession. The Board meets in camera to discuss CEO succession no less than once per year and the development of potential candidates is reviewed and assessed. In addition, the Board maintains a succession plan in the event of an unexpected departure of the CEO.

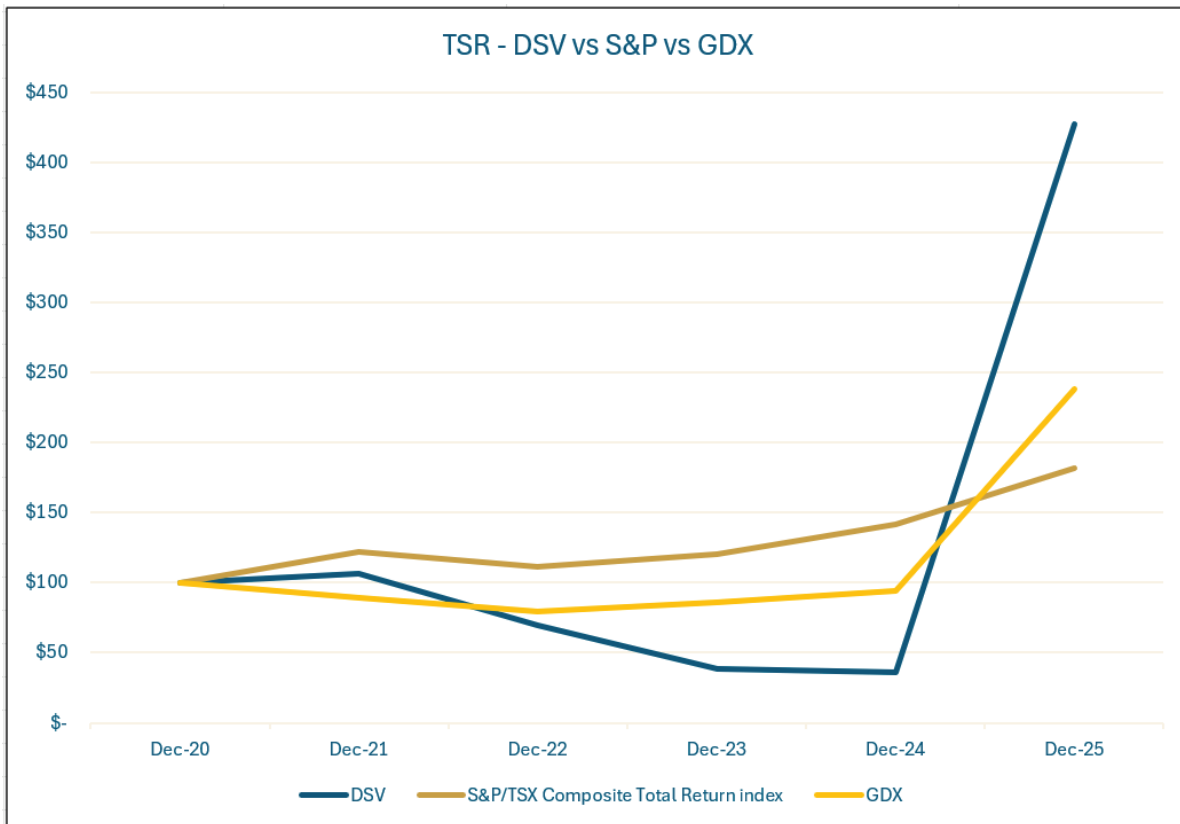
Following the completion of the Porcupine Acquisition in April 2025, management undertook a review of its existing organizational structure with the view to supplement and grow the executive management teams at both the corporate and site levels. As a result, various critical positions were identified and filled. The CEO and the Board, along with the oversight of the Compensation Committee, will continue to work on the succession planning of Discovery as it transitions to a mid-tier producer, taking into consideration the Company's immediate and long-term succession planning needs.

Financial Instruments

NEOs and directors of the Company are expressly prohibited from purchasing financial instruments. NEOs and directors are required to comply with the Company's Code of Business Conduct and Ethics as outlined above.

Performance Graph

The following graph compares and tracks the effect of \$100 invested in Common Shares on December 31, 2020, against the total Shareholder return of the S&P/TSX Composite Index and the VanEck Gold Miners ETF (GDX) for the five most recently completed financial years of the Company, assuming the reinvestment of all dividends.



The Company’s executive compensation strategy is designed to align the Company’s interests with both the short- and long-term interests of Shareholders. The Company has developed a comprehensive compensation strategy with the following goals: (i) providing compensation levels that are competitive with comparator group companies in the mining industry; (ii) linking executive compensation to corporate performance and the creation of Shareholder value, including through at-risk compensation; (iii) rewarding achievement of corporate and individual performance objectives; and (iv) promoting internal equity and disciplined assessment of performance.

For the year ended December 31, 2025, the Company has substantially outperformed both the S&P/TSX Composite Index and the VanEck Gold Miners ETF (GDX). In addition, the Company has experienced record growth following the Porcupine Acquisition, transforming the Company from a developer to a mid-tier producing issuer.

SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation earned by the NEOs for the years ended December 31, 2025, December 31, 2024, and December 31, 2023.

| Name and principal position | Year | Salary (\$) | Share-based awards (\$) ⁽¹⁾ | Option-based awards (\$) ⁽²⁾ | Non-equity incentive plan compensation (\$) | | Pension Value (\$) | All other compensation (\$) ⁽⁴⁾ | Total compensation (\$) |
|---|------|-------------|--|---|---|---------------------------|--------------------|--|-------------------------|
| | | | | | Annual incentive plans ⁽³⁾ | Long-term incentive plans | | | |
| Tony Makuch <i>Director, President and CEO</i> | 2025 | 1,250,000 | 2,637,719 | Nil | 3,750,000 | Nil | Nil | Nil | 7,637,719 |
| | 2024 | 600,000 | 840,000 | Nil | 1,200,000 | Nil | Nil | Nil | 2,640,000 |
| | 2023 | 600,000 | 1,936,901 | 1,200,000 | 525,000 | Nil | Nil | Nil | 4,261,901 |
| Andreas L'Abbé <i>CFO</i> | 2025 | 345,700 | 511,057 | Nil | 388,000 | Nil | Nil | 1,576,451 | 2,821,208 |
| | 2024 | 310,000 | 162,750 | Nil | 232,500 | Nil | Nil | Nil | 705,250 |
| | 2023 | 310,000 | 314,366 | Nil | 135,625 | Nil | Nil | Nil | 759,991 |
| Alison White <i>CFO</i> | 2025 | 277,604 | 975,000 | Nil | 555,600 | Nil | Nil | 37,000 | 1,845,204 |
| | 2024 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2023 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Pierre Rocque <i>COO</i> | 2025 | 412,253 | 907,500 | Nil | 832,100 | Nil | Nil | 200,000 | 2,351,853 |
| | 2024 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2023 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Jennifer Wagner ⁽⁵⁾ <i>EVP Corporate Affairs & Sustainability</i> | 2025 | 526,058 | 1,125,000 | Nil | 1,031,500 | Nil | Nil | 250,000 | 2,932,558 |
| | 2024 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2023 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Eric Kallio <i>SVP Exploration and Growth</i> | 2025 | 391,811 | 575,000 | Nil | 632,700 | Nil | Nil | 190,000 | 1,789,511 |
| | 2024 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2023 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

- (1) The fair values of the Share Units granted have been measured using the market value of the Common Shares on the date that the Share Units were granted and do not represent the actual amounts received by the NEOs. The actual amount received will be determined by the market value of the Common Shares on the date that the Share Units vest and the corresponding Common Shares are received by the NEOs.
- (2) The fair values of the Options granted have been estimated using the Black-Scholes option-pricing model and do not represent the actual amounts received by the NEOs. The actual amount received will be determined by the market value of the Common Shares on the date that the Option is exercised. Assumptions used in the pricing model on grant date are as follows: For the Options granted to Mr. Makuch in 2023: (exercise price: \$1.42, Expected life 5.00 years, Risk Free rate: 3.50%, expected volatility: 87.0%, expected forfeiture rate: 5.2%, expected dividend yield: nil). For the Options granted to NEOs: (exercise price: \$2.05, Expected life 5.00 years, Risk Free rate: 3.32%, expected volatility: 93.0%, expected forfeiture rate: 5.4%, expected dividend yield: nil).
- (3) The annual incentive plan amount under the non-equity incentive plan is an amount earned for that year in accordance with the Company's STI Plan with the actual cash payment made in the subsequent year. For executives hired in 2025, such amounts were pro-rated based on the executive's date of hire.
- (4) Includes severance amounts payable to Mr. L'Abbé upon his separation from the Company as the former CFO and various sign-on cash awards payable to Mr. Rocque and Ms. Wagner, which were paid in 2025; and to Mr. Kallio which was paid in 2026, with respect to their individual appointments as executive officers of the Company.
- (5) Ms. Wagner was appointed an executive of the Company effective April 25, 2025 and previously served as an independent director from January 1, 2025 to April 25, 2025 and then as a non-independent director from the date of her appointment as an executive until the 2025 AGM, where she did not stand for re-election. The figures in this table reflect the compensation that Ms. Wagner received as an executive of the Company and does not include the compensation she received in her capacity as a director of the Company, which is disclosed elsewhere in this Circular.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following tables sets forth for each NEO all awards outstanding at the end of the financial year ended December 31, 2025.

| Name | OPTION-BASED AWARDS ⁽¹⁾ | | | | SHARE-BASED AWARDS ⁽²⁾ | | |
|--|---|----------------------------|------------------------------|---|--|--|--|
| | Number of securities underlying unexercised Options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money Options (\$) ⁽¹⁾ | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| Tony Makuch <i>Director, President and CEO</i> | 1,600,000 400,000 | 1.42 1.76 | Jan 26, 2027 Apr 11, 2027 | 11,136,000 2,648,000 | 1,891,703 RSUs 643,346 PSUs | 21,243,711 | Nil |
| Alison White <i>CFO</i> | Nil | Nil | Nil | Nil | 140,652 RSUs 140,652 PSUs | 2,357,328 | Nil |
| Pierre Rocque <i>COO</i> | Nil | Nil | Nil | Nil | 169,563 RSUs 169,563 PSUs | 2,841,876 | Nil |
| Jennifer Wagner ⁽³⁾ <i>EVP, Corporate Affairs and Sustainability</i> | Nil | Nil | Nil | Nil | 210,202 RSUs 210,202 PSUs | 3,522,986 | Nil |
| Eric Kallio <i>SVP, Exploration & Growth</i> | Nil | Nil | Nil | Nil | 107,436 RSUs 107,436 PSUs | 1,800,627 | Nil |

Notes:

- (1) Based on the closing price of the Common Shares on December 31, 2025, being \$8.38, less the exercise price of the Options, multiplied by the number of Options in that tranche.
- (2) Based on the closing price of the Common Shares on December 31, 2025, being \$8.38.
- (3) Ms. Wagner was appointed an executive of the Company effective April 25, 2025 and previously served as an independent director from January 1, 2025 to April 25, 2025 and then as a non-independent director from the date of her appointment as an executive until the 2025 AGM, where she did not stand for re-election. The figures in this table reflect the compensation that Ms. Wagner received as an executive of the Company and does not include the compensation she received in her capacity as a director of the Company, which is disclosed elsewhere in this Circular.

Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the financial year ended December 31, 2025.

| Name | Option-based awards – Value vested during the year (\$) ⁽¹⁾ | Share-based awards – Value vested during the year (\$) ⁽²⁾ | Non-equity incentive plan compensation – Value earned during the year (\$) ⁽³⁾ |
|--|--|---|--|
| Tony Makuch ^{(2) (3)} <i>Director, President, and CEO</i> | Nil | 1,334,784 | 3,750,000 |
| Alison White <i>CFO</i> | Nil | Nil | 555,600 |
| Pierre Rocque <i>COO</i> | Nil | Nil | 832,100 |
| Jennifer Wagner ⁽⁴⁾ <i>EVP, Corporate Affairs and Sustainability</i> | Nil | Nil | 1,031,500 |
| Eric Kallio <i>SVP, Exploration & Growth</i> | Nil | Nil | 632,700 |

Notes:

- (1) NEOs other than the CEO and EVP, Corporate Affairs and Sustainability became officers of the Company during 2025, and did not have any Options, which the Company stopped granting following 2023.
- (2) RSUs that vested during the financial year ended December 31, 2025 were all redeemed at a Fair Value of on the release date, being \$1.60 on February 21, 2025 and \$1.54 on March 5, 2025.
- (3) Represents STI awards that were paid to the NEOs with respect to the year ended December 31, 2025. See “Summary Compensation Table” for further details.
- (4) Ms. Wagner served as a director of the Company between January 1, 2025 and June 25, 2025, on which date she resigned from the Board. The figures in this table relate to the compensation that Ms. Wagner received as an executive of the Company and does not include the compensation she received in her capacity as a director of the Company which is disclosed elsewhere in this Circular.

Option Exercise Gains realized by Executives and Directors

Between January 1, 2025 and December 31, 2025, the NEOs and directors did not exercise any Options, other than as set out below.

| First Name | Grant Name | Transaction Date | Quantity Exercised | Grant Price | Fair Market Value | Stock Option Benefit |
|--------------------------|---------------------------|------------------|--------------------|-------------|-------------------|----------------------|
| Murray John | April 27, 2020 - \$0.47 | 03-Apr-2025 | 200,000 | \$0.47 | \$2.03 | \$2,137,500 |
| | January 12, 2021 - \$1.89 | 30-Sep-2025 | 350,000 | \$1.89 | \$5.34 | |
| | | 03-Nov-2025 | 150,000 | \$1.89 | \$6.01 | |
| Andreas L'Abbé | April 27, 2020 - \$0.47 | 21-Apr-2025 | 400,000 | \$0.47 | \$2.89 | \$3,699,199 |
| | January 12, 2021 - \$1.89 | 27-Oct-2025 | 100,000 | \$1.89 | \$5.00 | |
| | | 31-Oct-2025 | 100,000 | \$1.89 | \$5.99 | |
| | | 10-Nov-2025 | 100,000 | \$1.89 | \$6.45 | |
| | | 27-Nov-2025 | 100,000 | \$1.89 | \$7.00 | |
| | | 15-Dec-2025 | 100,000 | \$1.89 | \$8.66 | |
| January 5, 2022 - \$2.05 | 22-Dec-2025 | 50,000 | \$2.05 | \$9.39 | | |
| Moira Smith | April 27, 2020 - \$0.47 | 21-Apr-2025 | 350,000 | \$0.47 | \$2.89 | \$847,000 |
| Dan Vickerman | April 27, 2020 - \$0.47 | 21-Apr-2025 | 70,000 | \$0.47 | \$2.81 | \$595,121 |
| | January 12, 2021 - \$1.89 | 07-May-2025 | 50,000 | \$1.89 | \$2.91 | |
| | | 03-Jun-2025 | 50,000 | \$1.89 | \$3.54 | |
| | | 05-Jun-2025 | 25,000 | \$1.89 | \$3.70 | |
| | | 09-Jun-2025 | 25,000 | \$1.89 | \$3.41 | |
| | | 25-Aug-2025 | 50,000 | \$1.89 | \$4.04 | |
| 25-Aug-2025 | 50,000 | \$1.89 | \$4.03 | | | |
| Jeffrey Parr | April 27, 2020 - \$0.47 | 22-Apr-2025 | 350,000 | \$0.47 | \$2.79 | \$810,928 |

PENSIONS PLAN BENEFITS

For the year ended December 31, 2025, there were no pension, retirement, defined benefits, defined contribution, or deferred compensation plans instituted by the Company or any of its subsidiaries, other than those set out above. See “*Elements of Executive Compensation – Pension, Benefits & Perquisites*” above for further details.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Upon hire or promotion, all members of the senior executive team enter into an agreement with the Company relating to their employment for an indefinite period. The employment agreements set out compensation terms for the executive, along with additional terms and conditions of employment. In general, the employment agreements will provide for:

- Base salary
- Bonus
- Participation in equity incentive plans
- Outline of benefits and applicable perquisites

Compensation on Termination Without Cause or Termination Following a Change of Control

The tables below outline the compensation payable to the CEO, and the NEOs, in the event of a termination without cause by the Company, a termination following a change of control, or the resignation of an executive following a Triggering Event. In this context and as a general summary, a “**Triggering Event**” is a material adverse change which occurs without the CEO’s written agreement to any of the CEO’s duties, powers, rights, title, or salary, as they existed immediately prior to a change of control.

| Provision | Termination Without Cause | Termination Following Change of Control (including 12 months following a Change of Control or if a Triggering Event occurs) |
|--|--|--|
| CEO | | |
| Lump sum severance payment equal to the aggregate of: | Two times base salary, and the greater of the target bonus and bonus paid in the preceding year. Unpaid salary and the greater of target bonus and bonus paid in the preceding year, prorated to the date of termination. | Two times base salary, and the greater of the target bonus and bonus paid in the preceding year. Unpaid salary and the greater of target bonus and bonus paid in the preceding year, prorated to the date of termination. |
| Benefits: | Continuation of participation in any pension, RRSP matching, disability and life insurance benefits and other perquisites as the Company has in effect for a period of two years following the date of termination, or a lump sum to obtain comparable replacement benefits. | Continuation of participation in any pension, RRSP matching, disability and life insurance benefits and other perquisites as the Company has in effect for a period of two years following the date of termination, or a lump sum to obtain comparable replacement benefits. |
| RSUs, PSUs and Options: | All RSUs, PSUs and Options will immediately vest on the date of termination. | On the date of termination, all Options will immediately vest and all RSUs and PSUs will immediately be redeemable. |

| Provision | Termination Without Cause | Termination Following Change of Control (including 12 months following a Change of Control or if a Triggering Event occurs) |
|--|--|--|
| NEOs | | |
| Lump sum severance payment equal to the aggregate of: | Unpaid salary, lump sum amounts equal to 12 months' base salary, and bonus equal to the greater of the target bonus in effect on the termination date and bonus paid in the preceding year. | Unpaid salary, 24 months base salary, and bonus calculation equal to: (a) a sum equal to the greater of the target bonus and bonus paid in the preceding year; plus (b) the number from (a) above, pro-rated based on the number of days worked in the year of termination. |
| Benefits: | Continued coverage under the Company's health, medical, and other benefit plans until the earlier of (i) the date the NEO obtains new employment with such benefits, and (ii) one year anniversary from the termination date. Some NEOs also have relocation benefits. | Continued coverage under the Company's health, medical, and other benefit plans until the earlier of (i) the date the NEO obtains new employment with such benefits, and (ii) the first anniversary of the termination date. Some NEOs also have relocation benefits. |
| RSUs, PSUs And Options: | Vesting of all Options continue to the termination date and remain open for exercise until the earlier of their expiry or 90 days from the termination date. Unvested Options are cancelled. All RSUs and PSUs will become void and LTI Plan participant shall have no further entitlements to any payment or rights. | On the date of termination, all Options will immediately vest. RSUs and PSUs will vest, with entitlement date accelerated to the date of the Triggering Event (which includes a material adverse change to NEO's duties, powers, rights, discretion, prestige, salary, benefits and perquisites). |

As a general summary, in the context of compensation payable to the NEOs and as set out in their respective employment agreements, a change of control means: (i) the occurrence of a consolidation, merger, amalgamation, or other reorganization of the Company and its subsidiaries resulting in the change of control of more than 50% of the Company's outstanding Common Shares; or (ii) an acquisition of more than 50% of the voting securities of the Company; or (iii) sale of more than 50% of the consolidated assets of the Company and its subsidiaries; or (iv) a resolution adopted by the Board that a change of control has occurred or is imminent.

Compensation on Retirement or Death

| Provision | Retirement | Death |
|-----------------------------------|---|--|
| NEOs | | |
| Salary: | Unpaid salary and accrued vacation pay to date of retirement. | Unpaid salary and accrued vacation pay to date of death. |
| Pension and Benefits: | Health and medical benefits cease effective the date of retirement. Pension benefits cease and NEOs retain accumulated value to the date of retirement. | Health and medical benefits cease, and pension benefits cease as of the date of death and accumulated value to date is assumed by beneficiary. |
| Options and RSUs and PSUs: | All Options will terminate on the earlier of their expiry date and the date that is 90 days | All Options will terminate on the earlier of their expiry date and the date that is six months after the |

| Provision | Retirement | Death |
|-----------|---|--|
| | <p>after the NEO's retirement, subject to any extensions at the discretion of the Board.</p> <p>RSUs and PSUs will continue to vest in accordance with the entitlement date associated with the specific grant, unless the Board in its sole discretion determines an alternative date. No further Share Units will be granted upon retirement.</p> | <p>NEO's death, subject to any extensions at the discretion of the Board.</p> <p>All RSUs and PSUs will immediately be redeemable.</p> |

Summary of Termination Payments

The estimated incremental payments, payables, and benefits that might be paid to the current NEOs pursuant to the above noted agreements in the event of termination without cause or after a change in control, assuming such termination without cause or change of control occurred as of December 31, 2025, are detailed below.

| Name | Termination Without Cause | | Termination on Change of Control | |
|--|---------------------------|------------|----------------------------------|------------|
| | (\$) ⁽¹⁾ | | (\$) ⁽²⁾ | |
| Tony Makuch <i>Director, President and CEO</i> | Salary: | 2,500,000 | Salary: | 2,500,000 |
| | Bonus: | 7,500,000 | Bonus: | 7,500,000 |
| | Total: | 10,000,000 | Total: | 10,000,000 |
| Alison White <i>CFO</i> | Salary: | 650,000 | Salary: | 1,300,000 |
| | Bonus: | 650,000 | Bonus: | 1,300,000 |
| | Total: | 1,300,000 | Total: | 2,600,000 |
| Pierre Rocque <i>COO</i> | Salary: | 605,000 | Salary: | 1,210,000 |
| | Bonus: | 832,100 | Bonus: | 1,664,200 |
| | Total: | 1,437,100 | Total: | 2,874,200 |
| Jennifer Wagner <i>EVP Corporate Affairs and Sustainability</i> | Salary: | 750,000 | Salary: | 1,500,000 |
| | Bonus: | 1,031,500 | Bonus: | 2,063,000 |
| | Total: | 1,781,500 | Total: | 3,563,000 |
| Eric Kallio <i>SVP Exploration and Growth</i> | Salary: | 575,000 | Salary: | 1,150,000 |
| | Bonus: | 632,700 | Bonus: | 1,265,400 |
| | Total: | 1,207,700 | Total: | 2,415,400 |

(1) The bonus on termination without cause for NEOs (except the CEO) assumes a termination date with the bonus payment calculated as total target achieved (50% of base salary) prorated for the period prior to the assumed termination date of December 31, 2025.

(2) The bonus on termination on change of control for NEOs (except the CEO) assumes a change of control date, with the bonus payment calculated as the average annual cash bonus paid for the 24 months preceding the change of control.

DIRECTOR COMPENSATION

The compensation of directors of the Company is reviewed annually and determined by the Compensation Committee with input from independent third-party reports. The level of compensation for directors is determined after consideration of various relevant factors, including input from independent third-party reports, the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Prior to the completion of the Porcupine Acquisition in April 2025, the Board took the position that a formalized compensation plan for the directors was not required. While the Board considers equity grants from time to time to non-executive directors, the Board previously did not employ a prescribed methodology when determining the grant or

allocation of DSUs. Other than the DSU Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans, or any other such benefit programs for non-executive directors.

In 2025, following the review of the Bedford benchmarking analysis, the Compensation Committee determined it was appropriate to implement a formalized approach to director compensation for the year ended December 31, 2025. As a result, the Compensation Committee considered the long-term alignment of directors with Shareholders through the issuance of DSUs. Further, in 2025, the Company did not grant any Options to non-executive directors. Taking into consideration best compensation practices, the Board approved a DSU grant to directors in 2025 to align director and Shareholder interests. In addition, based on the recommendation of the benchmarking analysis, the Board approved an increase to director fees to take effect in 2025. DSUs are only paid to directors upon separation from the Board and in accordance with the terms of the DSU Plan.

The following table sets forth all amounts of compensation provided to the directors (other than Mr. Makuch) for the Company's financial year ended December 31, 2025.

| Name ⁽¹⁾ | Fees earned (\$) ⁽²⁾ | Share-based awards (\$) ⁽³⁾ | Option-based awards (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) ⁽⁴⁾ | Total (\$) |
|--------------------------------|---------------------------------|--|--------------------------|---|--------------------|--|------------|
| Murray John | 200,000 | 300,000 | Nil | Nil | Nil | Nil | 500,000 |
| Jeff Parr | 130,000 | 300,000 | Nil | Nil | Nil | Nil | 430,000 |
| Moira Smith | 130,000 | 300,000 | Nil | Nil | Nil | Nil | 430,000 |
| Daniel Vickerman | 130,000 | 300,000 | Nil | Nil | Nil | Nil | 430,000 |
| Barry Olson | 155,000 | 300,000 | Nil | Nil | Nil | Nil | 455,000 |
| Jennifer Wagner ⁽⁵⁾ | 15,000 | 300,000 | Nil | Nil | Nil | Nil | 315,000 |

Notes:

- (1) As a non-independent director, Mr. Makuch is not eligible to receive any director compensation. Compensation paid to Mr. Makuch has been provided under the "Summary Compensation Table" on page 60 of this Circular.
- (2) Includes all fees awarded, earned, paid, or payable in cash for services as a director, including annual retainer fees, committee, chair, and meeting fees. The annual retainer for Board members is \$100,000. In 2025, the former Chair of the Board received an additional \$75,000, the Chair of the Audit Committee receives an additional \$25,000 and the Chairs of the other Board committees receive an additional \$20,000. Directors also receive an additional \$5,000 per committee of which they are a member, with this amount being increased to \$10,000 for Audit Committee members. Chairs of the committees do not receive this additional \$5,000 or \$10,000 for their membership on the committees.
- (3) The fair values of the Share Units include \$150,000 in DSUs granted in 2025 and \$150,000 in annual retainer fees which each director elected to take in the form of DSUs for the year ended December 31, 2025. The actual amount received will be determined by the market value of the Common Shares on the date that the corresponding Common Shares are received by the directors.
- (4) Includes all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to a director in any capacity, under any other arrangement, including all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the director for services provided, directly or indirectly, to the Company or a subsidiary of the Company.
- (5) Ms. Wagner served as a director of the Company between January 1, 2025 and June 25, 2025, when she resigned from the Board. The figures in this table reflect the compensation that Ms. Wagner received prior to her resignation as a director of the Company and does not include the compensation she received in her capacity as an executive of the Company, which is disclosed elsewhere in this Circular.

2026 Director Fees

Subsequent to the year ended December 31, 2025, upon recommendation by the Compensation Committee, taking into consideration the independent compensation review by Bedford and the updated 2026 Peer Group, the annual director fees were increased as follows:

| Board Position | 2026 Fee |
|-------------------------------|--------------------------------------|
| Lead Director Annual Retainer | \$210,000 (increased from \$175,000) |
| Board Member Annual Retainer | \$115,000 (increased from \$100,000) |
| Chair, Audit Committee | \$30,000 (increased from \$25,000) |
| Member, Audit Committee | \$10,000 (no change) |
| Chair, Other Committees | \$20,000 (no change) |
| Member, Other Committees | \$5,000 (no change) |

Outstanding Share-Based Awards and Option-Based Awards

The following tables sets forth, for each director, all awards outstanding at the end of the financial year ended December 31, 2025, including awards granted, but not necessarily vested, before December 31, 2025.

| Name | OPTION-BASED AWARDS ⁽¹⁾ | | | | SHARE-BASED AWARDS | | |
|--------------------------------|---|----------------------------|-----------------------------------|---|--|--|--|
| | Number of securities underlying unexercised Options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money Options (\$) ⁽¹⁾ | Number shares or units of shares that have not vested (# DSUs) | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| Murray John | 500,000 | 2.05 | Jan 5, 2027 | 3,165,000 | 216,005 150,000 146,214 | 4,292,395 | Nil |
| Jeff Parr | 400,000 400,000 | 2.05 1.89 | Jan 5, 2027 Jan 12, 2026 | 5,128,000 | 216,005 150,000 146,214 | 4,292,395 | Nil |
| Moira Smith | 400,000 400,000 | 2.05 1.89 | Jan 5, 2027 Jan 12, 2026 | 5,128,000 | 216,005 150,000 146,214 | 4,292,395 | Nil |
| Daniel Vickerman | 400,000 100,000 | 2.05 1.89 | Jan 5, 2027 Jan 12, 2026 | 3,181,000 | 216,005 150,000 146,214 | 4,292,395 | Nil |
| Barry Olson | Nil | Nil | N/A | Nil | 395,972 150,000 146,214 | 5,800,519 | Nil |
| Jennifer Wagner ⁽²⁾ | 300,000 400,000 | 2.08 2.05 | March 11, 2026 January 5, 2027 | 4,422,000 | 512,219 | Nil | 4,522,894 |

Notes:

- (1) Based on the closing price of the Common Share on December 31, 2025, being \$8.38, less the exercise price of the Options, multiplied by the number of Options in that tranche.
- (2) Ms. Wagner served as a director of the Company between January 1, 2025 and June 25, 2025, on which date she resigned from the Board. The figures in this table relate to the compensation that Ms. Wagner received as a director of the Company and does not include the compensation she received in her capacity as an executive of the Company, which is disclosed elsewhere in this Circular. Ms. Wagner has 12 months from the date of separation from the Board to redeem the DSUs which may be payable in Common Shares, cash or both, at the election of the Company.

Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the financial year ended December 31, 2025.

| Name | Option-based Awards – Value vested during the year (\$) ⁽¹⁾ | Share-based Awards – Value vested during the year (\$) | Non-Equity Compensation Plan Compensation – Value earned during the year (\$) ⁽²⁾ |
|--------------------------------|--|--|--|
| Murray John | Nil | Nil | Nil |
| Jeff Parr | Nil | Nil | Nil |
| Moira Smith | Nil | Nil | Nil |
| Daniel Vickerman | Nil | Nil | Nil |
| Barry Olson | Nil | Nil | Nil |
| Jennifer Wagner ⁽²⁾ | Nil | Nil | Nil |

Notes:

- (1) No Options were vested during the financial year ended December 31, 2025.
- (2) Ms. Wagner served as a director of the Company between January 1, 2025 and June 25, 2025, on which date she resigned from the Board.

DIRECTOR AND OFFICER LIABILITY INSURANCE

The Company has purchased and maintains, for the benefit of the Company and its directors and officers, insurance against liability incurred by the directors or officers in their capacity as directors or officers of the Company. The following are particulars of such insurance:

- the limit of liability is US\$200 million per claim;
- the cost of coverage in place as at December 31, 2025 was \$594,000. The policy does not specify that a part of the premium is paid in respect of either directors as a group or officers as a group; and
- directors and officers do not pay any portion of the premiums and no indemnity claims were made or became payable in 2025.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides details of compensation plans under which equity securities of the Company were authorized for issuance as of December 31, 2025:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights (\$) | Number of securities remaining available for future issuance under equity compensation plans ⁽⁴⁾ |
|---|--|--|---|
| Equity compensation plans approved by securityholders | 8,235,000 Options ⁽¹⁾ 9,117,826 RSUs and PSUs combined ⁽²⁾ 3,253,281 DSUs ⁽³⁾ | 1.87 for Options N/A for Share Units | 60,169,787 |

| | | | |
|---|---|---|------------|
| Equity compensation plans not approved by securityholders | Nil | Nil | Nil |
| Total | 8,235,000 Options ⁽¹⁾ 9,117,826 RSUs and PSUs combined ⁽²⁾ 3,253,281 DSUs ⁽³⁾ Total: 20,606,107 | 1.87 for Options N/A for Share Units | 60,169,787 |

Notes:

- (1) Represents the number of Common Shares reserved for issuance upon exercise of the denoted outstanding Options issued in accordance with the terms of the Option Plan (as defined below).
- (2) Represents the number of Common Shares reserved for issuance upon maturity of the denoted outstanding RSUs in accordance with the terms of the LTI Plan.
- (3) Represents the number of Common Shares reserved for issuance upon maturity of the denoted outstanding DSUs in accordance with the terms of the DSU Plan.
- (4) Based on the maximum aggregate number of Common Shares that were available for issuance under all equity compensation plans of the Company, collectively, being 80,775,894 Common Shares, or 10% of the 807,758,947 outstanding Common Shares as at December 31, 2025.

Subsequent to December 31, 2025, and to the date of this Circular, the Company issued an aggregate of 1,285,744 RSUs, 769,916 PSUs and 113,833 DSUs. A total of 3,129,560 Options were exercised and 2,474,966 RSUs were released, 223,268 RSUs were forfeited and 138,758 PSUs were forfeited, resulting in a total aggregate of 5,105,440 Options, a total aggregate of 8,336,494 RSUs and PSUs, consisting of 5,198,397 RSUs and 3,138,097 PSUs, and 3,367,114, DSUs issued and outstanding as of the date of this Circular, representing approximately 2% of the Company’s issued and outstanding Common Shares as of the Record Date. Further information on these equity compensation issuances is available in the 2025 AIF, available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.discoverysilver.com.

The LTI Plan, the DSU Plan and the Option Plan are consistent with current TSX policies and are summarized below.

EQUITY COMPENSATION PLANS

Long-Term Incentive Plan

At the 2025 AGM, the Shareholders approved the adoption of the long-term incentive plan (“**LTI Plan**”) to replace to the Company’s previous Restricted Share Unit Plan. During the years ended December 31, 2024 and December 31, 2023, RSUs were granted under the Company’s previous plan. A copy of the LTI Plan is attached as Schedule A to the circular dated May 6, 2025 in connection with the 2025 AGM, a copy of which is available under the Company’s SEDAR+ profile on SEDAR+ at www.sedarplus.ca.

The LTI Plan provides for the issuance of RSUs and PSUs to employees, officers and eligible contractors of the Company and its affiliates. Recipients of RSUs and PSUs are defined as “**Participants**” in the LTI Plan. A director of the Company is not eligible to participate in the LTI Plan unless he or she is also an employee, officer or eligible contractor of the Company or its affiliates. Each Share Unit granted to a particular Participant is compensation for services rendered by the Participant to the Company or its affiliates.

The LTI Plan provides that the aggregate number of Common Shares to be reserved for issuance under the LTI Plan will not exceed such number of Common Shares as would, when combined with all other Common Shares subject to grants under DSUs, RSUs and PSUs of the Company, including grants under any existing legacy plans, be equal to 10% of the Common Shares then issued and outstanding, subject to adjustments pursuant to the terms of the LTI Plan, and provided, for greater clarity that any Options or other incentive securities of a third party entity assumed by the

Company as a result of the acquisition of such entity by the Company in the future will not be factored in the calculation of the foregoing limits.

As at May 13, 2026, the Company had 810,857,272 Common Shares issued and outstanding (on a non-diluted basis). Accordingly, excluding the Options, DSUs and RSUs and PSUs currently outstanding, the maximum number of Common Shares remaining available for issuance pursuant to the LTI Plan and all other DSUs, RSUs and PSUs of the Company is 64,276,679 being approximately 8% of the number of Common Shares issued and outstanding.

The LTI Plan limits the aggregate number of Common Shares (a) issuable to insiders pursuant to Share Units and all other security-based compensation arrangements of the Company, at any time, to 10% of the total number of Common Shares issued and outstanding (on a non-diluted basis) immediately prior to the proposed grant, and (b) issued to insiders pursuant to Share Units and all other security-based compensation arrangements of the Company within a one year period to 10% of the total number of Common Shares issued and outstanding (on a non-diluted basis) immediately prior to the proposed grant.

In no case can a Participant, immediately after being granted an award of Share Units (i) hold a beneficial interest in greater than 5% of the Common Shares, or (ii) be in a position to control the casting of greater than 5% of the votes that might be cast at a general meeting of Shareholders of the Company ("**Ownership Restrictions**").

RSUs vest on the entitlement date, as determined by the Board in its discretion, which will not be later than December 31 of the third calendar year following the calendar year in which the services were performed to which the award relates (the "**Entitlement Date**"). On an Entitlement Date, the Company will make a payment to the relevant Participant in either: (a) cash equal to the five-day volume weighted average trading price of the Common Shares on the TSX multiplied by the number of Share Units being settled, or the issuance, or (b) the issuance of Common Shares to the Participant in accordance with the terms of the LTI Plan in an amount equal to the number of Share Units being settled.

PSUs vest on the entitlement date, as determined by the Board in its discretion, which will not be later than December 31 of the third calendar year following the calendar year in which the services were performed to which the award relates (the "**Entitlement Date**" with respect to a PSU). In addition, at the time PSUs are granted, the Board makes the payment of such PSUs subject to the satisfaction of performance conditions or measures to be achieved by the Company, the Participant or a class of Participants, before the relevant Entitlement Date. On an Entitlement Date, the Company will make a payment to the relevant Participant in either: (a) cash equal to the five-day volume weighted average trading price of the Common Shares on the TSX multiplied by the number of Share Units being settled, or (b) the issuance of Common Shares to the Participant in accordance with the terms of the LTI Plan in an amount equal to the number of Share Units being settled, and in each (a) and (b) case above, multiplied by 0% to 200%, quantifying the performance achievement realized on an Entitlement Date (the "**Payout Factor**"). See "*Performance Share Units - Payout Factor*".

The Board may, in its discretion, elect to credit each Participant with additional Share Units in the event any dividend is paid on the Common Shares. In such case, the number of additional Share Units will be equal to the aggregate amount of dividends that would have been paid to the Participant if the Share Units in the Participant's account had been Common Shares divided by the five-day volume weighted average trading price of the Common Shares on the TSX immediately prior to the date on which dividends were paid by the Company. Such additional Share Units will vest on the Entitlement Date of the particular Share Unit (and will be subject to the same terms) to which the additional Share Units relate.

Subject to specific exceptions and restrictions outlined in the LTI Plan, Share Units are not assignable other than by will or the laws of descent and distribution, and will become void on the termination (with or without cause) of a Participant, except as otherwise determined by the Board in its discretion. However, if a Participant retires, any Share Units held by the Participant will continue to vest in accordance with the terms of the LTI Plan until the earlier of (i) the date determined by the Board, in its sole discretion, or (ii) the Participant's Entitlement Date.

In addition, unless the Board determines otherwise, the Entitlement Date for all of a Participant's Share Units will be accelerated as follows: (i) in the event of the death of the Participant, the Entitlement Date will be the date of death; and (ii) in the event of the total disability of the Participant, the Entitlement Date will be the date which is 60 days following the date on which the Participant becomes totally disabled. Where the Entitlement Date of a PSU is accelerated as a result of death or disability, unless the Board determines otherwise, the Payout Factor will be calculated based on (x) in the case of any performance measurement periods that are complete on or prior to the Entitlement Date, the actual performance, and (y) in the case of any performance measurement periods that are not complete on or prior to the Entitlement Date, assuming 100% performance achievement during such measurement period.

If within 12 months of a Change of Control (as defined in the LTI Plan) of the Company, a Participant that is: (i) a director, is terminated or is not re-elected or re-appointed; (ii) an employee, is terminated without cause; (iii) an officer, is removed or is not re-elected or re-appointed; (iv) an employee or an officer, experiences a material adverse change imposed by the Company or an affiliate (as the case may be) to (a) their duties, powers, rights, discretion, prestige, salary, benefits, perquisites, as they exist, and (b) with respect to their financial entitlements, the conditions under and manner in which they were payable, immediately prior to the change of control, or a material diminution of title imposed by the Company as it exists immediately prior to the change of control in either case without the employee's or the officer's written agreement; and (v) an eligible contractor, is terminated, then all outstanding Share Units held by such Participant will immediately vest and the Entitlement Date for such Share Units will occur.

In the event the Participant's Entitlement Date is accelerated in the foregoing circumstances, in the case of PSUs, the Payout Factor will be calculated based on actual performance during the performance measurement period commencing on the date of grant of the PSUs and ending on the Entitlement Date (on a continued basis subject to adjustments in accordance with the LTI Plan). In the event the successor entity fails to assume the unvested PSUs following a change of control or in the event the Board adopts a resolution to wind-up, dissolve or liquidate the Company, the Entitlement Date in respect of the PSUs will be accelerated to the date immediately prior to the change of control or the date the Board adopts a resolution to wind-up, dissolve or liquidate the Company (as applicable), and any performance measurement periods that are not complete on or prior to the change of control or the date the Board adopts a resolution to wind-up, dissolve or liquidate the Company (as applicable), will be calculated based on actual performance during the performance measurement period commencing on the date of grant of the PSUs and ending on the accelerated Entitlement Date in accordance with the above.

Subject to any applicable regulatory or TSX requirements, the Board may from time to time in its discretion (without Shareholder approval) amend, modify and change the provisions of the LTI Plan (including any grant letters), including, without limitation, amendments of a housekeeping nature or any change to the Entitlement Date of any Share Units, except that it may not make any of the following amendments to the LTI Plan without first having obtained the approval of a majority of Shareholders voting at a Shareholders meeting:

- increase the number of Common Shares or maximum percentage of Common Shares which may be issued pursuant to the LTI Plan other than in the event of a change in the Common Shares whether by reason of a stock dividend, consolidation, subdivision, reclassification, amalgamation, merger, business combination or arrangement;
- reduce the range of amendments requiring Shareholder approval;
- permit Share Units to be transferred or assigned other than for normal estate settlement purposes;
- change insider participation limits which would result in Shareholder approval being required on a disinterested basis;

- materially modify the eligibility requirements for participation in the LTI Plan (including, for greater clarity, allowing participation in the LTI Plan by non-employee directors); or
- modify the Ownership Restrictions.

As of the date of this Circular, there are (i) 5,198,397 RSUs and 3,138,097 PSUs outstanding under the LTI Plan, representing approximately 1% of the Company’s issued and outstanding Common Shares, 5,382,082 of which are held directly or indirectly by NEOs or directors of the Company, and (ii) in accordance with the terms of the current LTI Plan, when combined with all other equity compensation plans, an aggregate of 64,276,679 Common Shares remain available for reservation and issuance upon the vesting of the RSUs which may be granted hereafter, representing approximately 8% of the Company’s issued and outstanding Common Shares.

The following table sets out the burn rate of the Share Units for the three most recently completed financial years:

| Year | LTI Awarded | Weighted Average Securities Outstanding | Burn Rate |
|------|----------------------------------|---|-----------|
| 2025 | 4,143,330 RSUs 2,812,018 PSUs | 687,819,318 | 1.01% |
| 2024 | 3,630,420 RSUs | 398,385,856 | 0.91% |
| 2023 | 4,116,668 RSUs | 382,703,062 | 1.08% |

Deferred Share Unit Plan

The Deferred Share Unit Plan (the “**DSU Plan**”), as amended, was most recently approved by the Shareholders at the 2025 AGM. A copy of the DSU Plan, as amended, is attached as Schedule B to the circular dated May 6, 2025 in connection with the 2025 AGM, a copy of which is available under the Company’s SEDAR+ profile on SEDAR+ at www.sedarplus.ca.

The DSU Plan provides for the issuance of DSUs to non-employee directors of the Company or its subsidiaries, or to directors of the Company or its subsidiaries otherwise designated by the Board to be eligible for the DSU Plan. Recipients of DSUs are defined as “**Participants**” in the DSU Plan.

The purpose of the DSU Plan is to provide eligible directors of the Company with the opportunity to acquire DSUs and enable them to participate in the long-term success of the Company and to promote a greater alignment of interests between directors of the Company and its Shareholders. A DSU essentially tracks the value of the underlying Common Shares but does not entitle the recipient to the actual underlying Common Shares until such DSU vests. It is at the discretion of the Board whether the value of the DSUs on vesting is settled in Common Shares or cash, or a combination of both.

The maximum number of Common Shares available for issuance upon the vesting of DSUs under the current DSU Plan is, in combination with all security-based compensation arrangements of the Company (including the Option Plan and the DSU Plan), 10% of the issued and outstanding Common Shares (on a non-diluted basis) or such greater number of Common Shares as shall have been duly approved by the Board and, if required, by the TSX (if applicable) or any other stock exchange on which the Common Shares may then be listed, and by the Shareholders.

Under the DSU Plan, if and for so long as the Common Shares are listed on the TSX, the number of Common Shares which may be issuable under the DSU Plan and any other security-based compensation plan of the Company:

- to any one eligible Participant, shall not exceed 5% of the total number of issued and outstanding Common Shares on a non-diluted basis at the grant date;
- within any one-year period: (i) to any one eligible Participant, shall not exceed 5% of the total number of issued and outstanding Common Shares on the grant date (on a non-diluted basis); and (ii) to insiders of the Company as a group, shall not exceed 10% of the total number of issued and outstanding Common Shares on the grant date (on a non-diluted basis);
- to insiders of the Company as a group, shall not exceed 10% of the total number of issued and outstanding Common Shares (on a non-diluted basis); and
- to each Participant shall not exceed an annual grant date value of \$150,000 under the DSU Plan and all other security-based compensation plans of the Company in the aggregate, excluding: (i) the value of the initial grant of DSUs to the Participant, as of the grant date of such DSUs; (ii) any amount of remuneration that a Participant has elected to receive in the form of DSUs in lieu of cash on a value-for-value exchange; and, (iii) the value of any DSUs which are not issued as equity and are settled in cash.

The DSU Plan provides that each Participant shall be entitled to redeem his or her DSUs during the period commencing on the business day immediately following the applicable termination date and ending on the 90th day following the said termination date.

Upon redemption, subject to the terms of the DSU Plan, the Participant shall be entitled to receive, and the Company shall issue or provide, as applicable and as determined by the Board in its sole discretion: (i) a number of Common Shares issued from treasury equal to the number of DSUs in the Participant's account, subject to any applicable deductions and withholdings, (ii) a number of Common Shares purchased by an independent administrator of the DSU Plan in the open market (for the purpose of satisfying the Company's redemption obligations) equal to the number of DSUs in the Participant's account, subject to any applicable deductions and withholdings, (iii) a cash amount equal to the number of DSUs multiplied by the applicable share price (as prescribed by the DSU Plan), subject to any applicable deductions and withholdings, or (iv) a combination of the foregoing. Participants may choose to redeem their vested DSUs in tranches over a period of 12 months.

DSUs granted under the DSU Plan are not transferable or assignable other than by will or the laws of descent and distribution.

The DSU Plan provides the Board with the authority to amend or revise the DSU Plan and/or outstanding DSUs, as follows:

- The Board may in its sole discretion, amend, suspend or terminate the DSU Plan or any portion thereof at any time, in accordance with applicable legislation, provided that such amendment, suspension, or termination (i) may require Shareholder approval and/or TSX approval, and (ii) shall not adversely affect the rights of any eligible Participant with respect to the DSUs to which the eligible Participant is then entitled under the DSU Plan without the consent of the eligible Participant.
- Unless otherwise required by the TSX, the Board may make the following amendments to the DSU Plan, without obtaining Shareholder approval: (i) amendments to the terms and conditions of the DSU Plan necessary to ensure that the DSU Plan complies with the applicable regulatory requirements, including the rules of the TSX, in place from time to time; or (ii) amendments to the DSU Plan that are of a "housekeeping" nature, including

for the purposes of making formal minor or technical modifications to any of the provisions of the DSU Plan, or to correct any ambiguity, defective provision, error, or omission in the provisions of the DSU Plan, provided that no such amendment of the DSU Plan may be made without the consent of each affected Participant in the DSU Plan if such amendment would adversely affect the rights of such affected Participant(s) under the DSU Plan.

- The Board may, subject to receipt of requisite Shareholder and regulatory approval, make certain prescribed amendments to the DSU Plan or any DSUs granted thereunder, including: (i) any amendment to increase the number of securities issuable under the DSU Plan; (ii) any amendment that extends the term of DSUs beyond the original expiry date; (iii) any amendment to the amending provisions of the DSU Plan, or which would permit DSUs to be assigned or transferred, other than for normal estate settlement purposes; and (iv) any other amendments that may lead to significant or unreasonable dilution in the Company’s outstanding securities or may provide additional benefits to eligible Participants, especially insiders of the Company, at the expense of the Company and its existing Shareholders.
- The Board may, and without further Shareholder approval, subject to receipt of requisite regulatory approval, where required, in its sole discretion make certain prescribed amendments to the DSU Plan or any DSU granted and any grant agreement, that are not of the type contemplated above, including: (i) a change to the vesting provisions of a DSU or the DSU Plan; (ii) a change to the termination provisions of a DSU or the DSU Plan which does not entail an extension beyond the original expiry date; (iii) amendments of an administrative nature or which are required to comply with applicable laws or the requirements of the TSX or any regulatory body or stock exchange with jurisdiction over the Company; and (iv) any change fundamental or otherwise, not requiring Shareholder approval under applicable laws or the rules of the TSX, including amendments of a “clerical” or “housekeeping” nature and amendments to ensure that the RSUs granted under the Company’s incentive securities plans will comply with any provisions respecting income tax and other laws in force in any country or jurisdiction of which an eligible Participant may from time to time be resident or a citizen.
- With the consent of the affected Participant and any applicable regulatory authorities (if required), and without further Shareholder approval, the Board may amend or modify any outstanding DSU in any manner to the extent that the Board would have had the authority to initially grant the DSU as so modified or amended. If the amendment of a DSU requires regulatory or Shareholder approval, such amendment may be made prior to such approvals being given, but no such amended RSU may be redeemed unless and until such approvals are given.

As of the date of this Circular, there are: (i) 3,367,114 DSUs outstanding under the DSU Plan, representing approximately 0.4% of the Company’s issued and outstanding Common Shares, 3,367,114 of which are held directly or indirectly by NEOs or directors of the Company; and (ii) in accordance with the terms of the current DSU Plan, when combined with all other equity compensation plans, an aggregate of 64,276,679 Common Shares remain available for reservation and issuance upon the vesting of the DSUs which may be granted hereafter, when combined with all other equity compensation grants, representing approximately 8% of the Company’s issued and outstanding Common Shares.

The following table sets out the burn rate of the DSUs for the three most recently completed financial years:

| Year | DSUs Awarded | Weighted Average Securities Outstanding | Burn Rate |
|------|----------------|---|-----------|
| 2025 | 877,284 DSUs | 687,819,318 | 0.13% |
| 2024 | 900,000 DSUs | 398,385,856 | 0.23% |
| 2023 | 1,475,997 DSUs | 382,703,062 | 0.39% |

Stock Option Plan

The stock option plan was adopted on May 12, 2023 (the “**Option Plan**”) and was last amended and approved by the Shareholders at the Company’s annual general meeting on May 15, 2024.

The Option Plan provides for the issuance of stock options (each, an “**Option**”) to employees, officers directors and eligible contractors of the Company and its affiliates. Recipients of Options are defined as “Participants” in the Option Plan. The purpose of the Option Plan is to attract, retain, and motivate directors, officers, employees, and consultants 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 that may be reserved for issuance upon the exercise of Options granted thereunder, together with the aggregate number of Common Shares which may be issuable under any other security-based compensation plan of the Company, is limited to 10% of the issued and outstanding Common Shares at the time of grant. If an Option is surrendered, terminated, or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option will become available for new Options granted under the Option Plan;
- the aggregate number of Common Shares reserved for issuance to any one eligible person in any 12-month period under the Option Plan and any other security-based compensation plan of the Company may not exceed 5% of the issued and outstanding Common Shares at the time of the grant;
- the aggregate number of Common Shares issued to insiders of the Company pursuant to the exercise of Options, with any 12-month period, under the Option Plan and any other security-based compensation plan of the Company may not exceed 10% of the Company’s issued and outstanding securities at the time of the grant; and
- the aggregate number of Common Shares reserved for issuance to insiders of the Company under the Option Plan and any other security-based compensation plan of the Company may not exceed 10% of the Company’s issued and outstanding securities at the time of the grant.

The Option Plan provides the Board with the authority to establish the exercise price of an Option at the time that each Option is granted, provided that the exercise price shall be established as one of the following: (i) an exercise price that is not less than the “market price” of the Common Shares, as the term “market price” is defined in the TSX Company Manual, (ii) an exercise price that is the closing market price of the Common Shares on the trading day preceding the date of grant of the Options, or (iii) an exercise price that is not less than the weighted average of the trading prices or average daily high and low board lot trading prices on the five consecutive trading days preceding the date of grant of the Options.

The directors of the Company may, by resolution, determine the time period during which any Option may be exercised (the “**Exercise Period**”), provided that the Exercise Period does not contravene any rule or regulation of such exchange on which the Common Shares may be listed. Options have a maximum term of 10 years from the date of grant. If an Option expires during a Blackout Period (as defined in the Option Plan), the expiry date of the Option will be the 10th Business Day (as defined in the Option Plan) after the expiry of the Blackout Period (as defined in the Option Plan).

The Option Plan provides the Board with the authority to determine when any Option will become exercisable, and the Board may determine that the Option will be exercisable in instalments or pursuant to a vesting schedule.

Options are non-assignable and will terminate on the expiry of their original term. However, the Option Plan provides for early termination of Options in the event of the death of a Participant or in the event a Participant ceases to be a director, officer, employee, or consultant of the Company or of a subsidiary thereof, as the case may be. Specifically:

- if a Participant who is an officer, employee, or consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause;
- if a Participant dies prior to otherwise ceasing to be an eligible Participant, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the expiry date of the Option and the date which is 6 months after the date of the Participant's death, subject to the authority of the Board to, in its discretion and subject to the Option Plan, extend the date of such termination and the resulting period in which such Option remains exercisable; and
- if a Participant ceases to be an eligible Participant other than as a result of the circumstances described above (i.e., death or termination for cause), each Option held by such Participant shall terminate and shall cease to be exercisable no later than the earlier of the expiry date of the Option and the date which is 90 days after such event, subject to the authority of the Board to, in its discretion and subject to the Option Plan, extend the date of such termination and the resulting period in which such Option remains exercisable.

The Option Plan provides the Board with the authority to amend or revise the Option Plan and/or outstanding Options, as follows:

- Subject to the requisite Shareholder and regulatory approvals, the Board may from time to time amend or revise the terms of the Option Plan or may suspend or discontinue the Option Plan at any time, provided however that no such action may, without the consent of an eligible Participant, in any manner adversely affect the Participant's rights under any Option theretofore granted under the Option Plan.
- The Board may, subject to receipt of requisite Shareholder and regulatory approval, make certain prescribed amendments to the Option Plan or any Options granted thereunder, including: (i) any amendment to increase the number of securities issuable under the Option Plan; (ii) any reduction to the exercise price of any Option issued under the Option Plan or cancellation and reissue of Options or other entitlements; (iii) any amendment that extends the term of Options beyond the original expiry; and (iv) any other amendments that may lead to significant or unreasonable dilution in the Company's outstanding securities or may provide additional benefits to eligible Participants, especially insiders of the Company, at the expense of the Company and its existing Shareholders.
- The Board may, and without further Shareholder approval, subject to receipt of requisite regulatory approval, where required, in its sole discretion make certain prescribed amendments to the Option Plan or any Option granted and any Option agreement, that are not of the type contemplated above, including: (i) a change to the vesting provisions of an Option or the Option Plan; (ii) a change to the termination provisions of an Option or the Option Plan which does not entail an extension beyond the original expiry date of an Option; (iii) amendments of an administrative nature; (iv) amendments required to comply with applicable laws or the requirements of the TSX or any regulatory body or stock exchange with jurisdiction over the Company; and (v) any change fundamental or otherwise, not requiring Shareholder approval under applicable laws or the rules of the TSX, including amendments of a "clerical" or "housekeeping" nature and amendments to ensure that the Options granted under the Option Plan will comply with any provisions respecting income tax and other laws in force in any country or jurisdiction of which an eligible Participant may from time to time be resident or a citizen.
- With the consent of the affected Participant and any applicable regulatory authorities (if required), and without further Shareholder approval, the Board may amend or modify any outstanding Option in any manner to the

extent that the Board would have had the authority to initially grant the Option as so modified or amended, including without limitation, to change the date or dates as of which, or the price at which, an Option becomes exercisable. If the amendment of an Option requires regulatory or Shareholder approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are given.

As of the date of this Circular, there are (i) 5,105,440 Options outstanding under the Option Plan, representing approximately 0.63% of the Company’s issued and outstanding Common Shares, of which 3,495,490 are held directly or indirectly by NEOs or directors of the Company, and (ii) in accordance with the terms of the Option Plan, and together with all other equity compensation plans, an aggregate of 64,276,679 Common Shares remain available for reservation and issuance upon the exercise of Options which may be granted hereafter, representing approximately 2% of the Company’s issued and outstanding Common Shares.

The Company did not grant any Options in 2024 or 2025 and it does not currently plan to grant Options going forward.

The following table sets out the burn rate of the Options for the three most recently completed financial years:

| Year | Options Awarded | Weighted Average Securities Outstanding | Burn Rate |
|------|-------------------------|---|-----------|
| 2025 | No Option grant in 2025 | 687,819,318 | Nil |
| 2024 | No Option grant in 2024 | 398,385,856 | Nil |
| 2023 | 1,600,000 Options | 382,703,062 | 0.42% |

ADDITIONAL MATTERS

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the executive officers, directors, employees and former executive officers, directors and employees of the Company or any of its subsidiaries is as at the date hereof, or has been, during the year ended December 31, 2025, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding of the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, Nominee, or any associate or affiliate of an informed person or Nominee, has had any material interest, direct or indirect, in any transaction involving the Company, or in any proposed transaction which has materially affected or would materially affect the Company or its subsidiaries since January 1, 2025 and to the date of this Circular.

MANAGEMENT CONTRACTS

Neither the Company nor any of its subsidiaries are parties to any agreements or arrangements whereby the management functions of the Company or any of its subsidiaries are, to any substantial degree, performed other than by the directors or executive officers of the Company.

SCIENTIFIC AND TECHNICAL INFORMATION

Pierre Rocque, P.Eng., the Company's COO and Eric Kallio, P. Geo., the Company's SVP Exploration and Growth, each a "Qualified Person" within the meaning of NI 43-101 has reviewed and approved the scientific and technical information included in this Circular.

Scientific and technical Information in this Circular with respect to the Company's Porcupine Complex has been prepared and presented based on the technical report entitled "*Porcupine Complex, Ontario, Canada, NI 43-101 Technical Report on Preliminary Economic Assessment*" with an effective date of January 13, 2025, available under the Company's SEDAR+ profile on SEDAR+ at www.sedarplus.ca, and such scientific and technical information is subject to the assumptions and qualifications contained in the said technical report.

Scientific and technical Information in this Circular with respect to the Company's Cordero project has been prepared and presented based on the technical report entitled "*Cordero Silver Project, Technical Report & Feasibility Study*" with an effective date of February 16, 2024, available under the Company's profile on SEDAR+ profile at www.sedarplus.ca, and such scientific and technical information is subject to the assumptions and qualifications contained in the said technical report.

NON-IFRS MEASURES

This Circular makes reference to certain non-IFRS measures including EBITDA, AISC and AISC per ounce sold, free cash flows and operating cash costs per ounce sold. These measures are not recognized measures under IFRS, do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers; however, the Company believes that these measures are useful to assist readers in evaluating the total costs of producing gold from current operations. Readers are referred to the Company's MDA available under the Company's SEDAR+ profile for a reconciliation of such non-IFRS measures.

FORWARD LOOKING INFORMATION

This Circular contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All information, other than statements of historical facts, included in this presentation that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking information. When used in this presentation, the words "estimate", "plan", "continue", "anticipate", "might", "expect", "project", "intend", "may", "will", "shall", "should", "could", "would", "predict", "forecast", "pursue", "potential", "believe" and similar expressions are intended to identify forward-looking information. This information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Examples of such forward-looking information include information pertaining to, without limitation, statements with respect to: outlooks for the Porcupine Complex, the Kidd Operations and the Cordero Project, as well as other statements and information as to strategy, plans or future financial and operating performance and other statements that express management's expectations or estimates of future plans and performance, as well as the anticipated use of proceeds therefrom and the impact thereof on Discovery's financial condition. Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made, including among other things, the future prices of gold, silver, lead, zinc, and other metals, the price of other commodities such as coal, fuel and electricity, currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licenses, and permits (and renewals thereof); access to necessary financing; stability of labour markets and in market conditions in general; availability of equipment; the estimation of mineral resource and mineral reserve estimates, and of any metallurgical testing completed to date; estimates of costs and expenditures to complete our programs and goals; the speculative nature of mineral exploration and development in general; there being no significant disruptions affecting the development and operation of the project, including possible pandemic; exchange rate assumptions being approximately consistent with the assumptions in the report; the availability of certain consumables and services and the prices for power and other key supplies being approximately consistent with assumptions in the report; labour and materials costs being approximately consistent with assumptions in the report and assumptions made in mineral resource estimates, including, but not limited to, geological interpretation, grades, metal price assumptions, metallurgical and mining recovery rates, geotechnical and hydrogeological assumptions, capital and operating cost estimates, and general marketing, political, business and economic conditions. Many of these assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies,

and other factors that are not within the control of Discovery Silver Corp. and could thus cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements and forward-looking information.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended. See the section entitled "Risk Factors" in the prospectus supplement and the accompanying base shelf prospectus, and in the section entitled "Risk Factors" in the Company's annual information form dated as of February 19, 2026 for the financial year ended December 31, 2025, and the Company's most recently filed interim financial statements and MDA for the period ended December 31, 2025, as filed on SEDAR+ at www.sedarplus.ca.

There can be no assurance that such information will prove to be accurate as actual developments or events could cause results to differ materially from those anticipated. These include, among others, the factors described or referred to elsewhere herein and include unanticipated and/or unusual events. Many of such factors are beyond the Company's ability to predict or control.

The forward-looking information included in this Circular is expressly qualified by the foregoing cautionary statements. Readers of this presentation are cautioned not to put undue reliance on forward-looking information due to its inherent uncertainty. The Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, unless required under applicable laws. This forward-looking information should not be relied upon as representing management's views as of any date subsequent to the date of this presentation.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent they involve estimates of the mineralization that will be encountered if the property is developed and are based on the results of a preliminary economic assessment which is preliminary in nature.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca. Additional financial information is provided in the Company's audited consolidated financial statements for the years ended December 31, 2025 and 2024, and accompanying MD&A, which can be found under the Company's profile on SEDAR+ at www.sedarplus.ca or on the Company's website at www.discoverysilver.com. Shareholders may also request copies of these documents from the Company's Corporate Secretary by email at info@discoverysilver.com.

BOARD OF DIRECTORS' APPROVAL

The contents of this Circular, the providing of this Circular by Notice-and-Access, and the providing of the Notice of Meeting and proxy to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Tony Makuch"

Tony Makuch
Chair of the Board

Toronto, Ontario
May 13, 2026

SCHEDULE A
BY-LAW NO. 1

(As attached.)

BY-LAW NO. 1

A by-law relating generally to
the conduct of the affairs of

DISCOVERY MINING LTD.

CONTENTS

1. Interpretation
2. Business of the Corporation
3. Directors
4. Committees
5. Officers
6. Protection of Directors, Officers and Others
7. Shares
8. Dividends and Rights
9. Meetings of Shareholders
10. Divisions and Departments
11. Notices
12. Electronic Documents
13. Effective Date

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Discovery Mining Ltd. (the "**Corporation**") as follows:

SECTION ONE

INTERPRETATION

1.01 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

- (1) "Act" means the Business Corporations Act, R.S.O. 1990 c. B.16 and the regulations under the Act, as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (2) "appoint" includes "elect" and vice versa;
- (3) "articles" means the articles of the Corporation as from time to time amended or restated;
- (4) "board" means the board of directors of the Corporation;
- (5) "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

- (6) "meeting of shareholders" includes an annual meeting of shareholders and a special meeting of shareholders; "special meeting of shareholders" includes a meeting of any class or classes of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;
- (7) "non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Ontario);
- (8) "recorded address" means in the case of a shareholder his or her address as recorded in the securities register; and in the case of joint shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there is more than one; and in the case of a director, officer, auditor or member of a committee of the board his or her latest address as recorded in the records of the Corporation;
- (9) "*Securities Transfer Act*" means the *Securities Transfer Act* (Ontario) 2006, c.8. as amended from time to time;
- (10) "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by paragraph 2.03 or by a resolution passed pursuant thereto;
- (11) all terms contained in the by-laws that are not otherwise defined in the by-laws and which are defined in the Act, such as "resident Canadian", shall have the meanings given to such terms in the Act; and
- (12) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine and neuter genders; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated organizations and any number or aggregate of persons.

1.02 Conflict with Laws

In the event of any inconsistency between the by-laws and mandatory provisions of the Act or the *Securities Transfer Act*, the provisions of the Act or the *Securities Transfer Act*, as applicable, shall prevail.

SECTION TWO

BUSINESS OF THE CORPORATION

2.01 Corporate Seal

The Corporation may, but need not adopt a corporate seal and if one is adopted it shall be in such form as the directors may by resolution adopt from time to time.

2.02 Financial Year

The financial year of the Corporation shall be as determined by the board from time to time.

2.03 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by any officer or director, or a combination thereof and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have power from time to time by resolution to appoint any officer or officers or any person or persons or any legal entity on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation, if any, may when required be affixed to contracts, documents and instruments in writing signed as set out above or by any officer or officers, person or persons, appointed as set out above by resolution of the board.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, notes or other securities and all paper writings.

The signature or signatures of the Chair of the Board, the Vice-Chair of the Board, the Chief Executive Officer, the President, any Executive Vice-President, or any Vice-President together with any one of the Secretary, the Treasurer, an Assistant Secretary, an Assistant Treasurer (in each case, if any have been appointed at the applicable time), or any one of the foregoing officers together with any one director of the Corporation, and/or any other officer or officers, person or persons, appointed as aforesaid by resolution of the board may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically or electronically reproduced upon any contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation on which the signature or signatures of any of the foregoing officers or directors or persons authorized as aforesaid shall be so reproduced pursuant to special authorization by resolution of the board, shall be deemed to have been manually signed by such officers or directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers or directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation.

2.04 Banking Arrangements

The banking business of the Corporation, or any part thereof, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time by resolution prescribe or authorize.

2.05 Custody of Securities

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board, with such other depositaries or in such other manner as may be determined from time to time by resolution of the board.

All share certificates, bonds, debentures, notes or other obligations or securities belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

2.06 Voting Shares and Securities in other Companies

All of the shares or other securities carrying voting rights of any other body corporate held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other body corporate and in such manner and by such person or persons as the board shall from time to time by resolution determine. The proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board.

SECTION THREE

DIRECTORS

3.01 Number of Directors and Quorum

The number of directors of the Corporation shall be the number of directors as specified in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors of the Corporation shall be the number of directors determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. Subject to the Act, the quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors then in office and or such greater number of directors as the board may from time to time by resolution determine.

3.02 Qualification

No person shall be qualified for election as a director if disqualified in accordance with the Act (which would currently include: a person who is less than 18 years of age; a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; a person who is not an individual; or a person who has the status of a bankrupt). A director need not be a shareholder. If the Corporation is or becomes an offering corporation within the meaning of the Act, at least one-third of the directors of the Corporation shall not be officers or employees of the Corporation or any of its affiliates.

3.03 Election and Term

The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors as specified in the articles or, if a minimum and maximum number of directors is provided for in the articles, the number of directors determined by special resolution or, if the special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. The voting on the election shall be by show of hands unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.04 Nomination of Directors

Subject only to the Act and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. 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 Corporation, 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 Act or a requisition of the shareholders made in accordance with the provisions of the Act, or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice provided for below in this section 3.04 and on the record date for notice of such meeting, is entered in the securities register 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 forth below in this section 3.04:

- (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation, or if no person has been appointed as Secretary of the Corporation, an officer or director authorized by the board to perform the duties of a corporate secretary, at the principal executive offices of the Corporation in accordance with this section 3.04.
- (b) To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation, or if no person has been appointed as Secretary of the Corporation, an officer or director authorized by the board to perform the duties of a corporate secretary, must be made:
 - (i) in the case of an annual meeting of shareholders, 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 (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date;

- (ii) in the case of a special meeting of shareholders (which is not also an annual meeting of shareholders) 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 day following the day on which the first public announcement of the date of the special meeting of shareholders was made; and
 - (iii) in the case of an annual meeting (including an annual and special meeting) of shareholders or a special meeting of shareholders called for the purpose of electing directors (whether or not also called for other purposes) where notice-and-access is used for delivery of proxy-related materials, not less than 40 days prior to the date of the meeting (but, in any event, not prior to the Notice Date); provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the 10th day following the Notice Date and, in the case of a special meeting of shareholders, not later than the close of business on the 15th day following the Notice Date.
- (c) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation, or if no person has been appointed as Secretary of the Corporation, an officer or director authorized by the board to perform the duties of a corporate secretary, must set forth (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residential address of the person, (B) the principal occupation(s) or employment(s) of the person, (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined herein); and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.
- (d) No person shall be eligible for election as a director unless nominated in accordance with the provisions of this section 3.04; provided, however, that nothing in this section 3.04 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- (e) For purposes of this section 3.04, (i) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval Plus (SEDAR+) at www.sedarplus.ca; and (ii) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (f) Notwithstanding any other provision of By-Law No. 1, notice given to the Secretary of the Corporation, or if no person has been appointed as Secretary of the Corporation, an officer or director authorized by the board to perform the duties of a corporate secretary, pursuant to this section 3.04 may only be given by personal delivery or by email (at such email address as stipulated from time to time by the Secretary of the Corporation, or other authorized officer or director, for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery or by email (at the address as aforesaid) to the Secretary, or if no person has been appointed as Secretary of the Corporation, an officer or director authorized by the board to perform the duties of the Secretary of the Corporation, at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this section 3.04.

3.05 Removal of Directors

Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by a quorum of the directors.

3.06 Vacation of Office

A director ceases to hold office at the time at which any of the following occurs: when he or she dies or, subject to the Act, resigns; he or she is removed from office by the shareholders in accordance with the Act; he or she becomes of unsound mind and is so found by a court in Canada or elsewhere or if he or she acquires the status of a bankrupt.

3.07 Vacancies

Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or maximum number of directors or from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required to be elected at any meeting

of shareholders, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors then in office fail to call such meeting or if there are no directors then in office, any shareholder may call the meeting.

3.08 Action by the Board

The board shall manage or supervise the management of the business and affairs of the Corporation. Subject to paragraph 3.09, the powers of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy or vacancies in the board, the remaining director(s) may exercise all the powers of the board so long as a quorum of the board remains in office.

3.09 Electronic Participation

Subject to the Act, if all of the directors consent, a director may participate in a meeting of the board or a committee of the board by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other, and a director participating in a meeting by such means shall be deemed to be present at that meeting. A consent is effective whether given before or after the meeting and may be given with respect to all meetings of the board and committees of the board.

3.10 Place of Meetings

Meetings of the board may be held at any place within or outside Ontario. In any financial year of the Corporation a majority of the meetings of the board need not be held within Canada.

3.11 Calling of Meetings

Subject to the Act, meetings of the board shall be held from time to time on such day and at such time and at such place as the board, the Chair of the Board, the Chief Executive Officer, the President, an Executive Vice-President or a Vice-President (in each case, if any), who is a director or any one director may determine. Upon direction of any of the foregoing, and the Secretary or Assistant Secretary, or such other director or officer authorized by the board to perform the duties of a corporate secretary, shall convene a meeting of the board.

3.12 Notice of Meeting

Notice of the date, time and place of each meeting of the board shall be given in the manner provided in paragraph 11.01 to each director not less than 48 hours (exclusive of any part of a non-business day) before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

3.13 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

3.14 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.15 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of a schedule of regular meetings of the board setting forth the proposed dates, times and places of such regular meetings shall be sent to each director at the commencement of each calendar year, however, each director shall also be provided with a follow-up notice of meeting and agenda prior to each regularly scheduled meeting.

3.16 Chair

The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the Chair of the Board, the Chief Executive Officer, the President, an Executive Vice-President or a Vice-President. If no such officer is present or no person has been appointed to any such officer positions, the directors present shall choose one of their number to be chair.

3.17 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

3.18 Conflict of Interest

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meetings of the directors the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or shareholders, and a director interested in a contract or transaction so referred to the board shall not attend any part of a meeting of the board during which the contract or transaction is discussed and shall not vote on any resolution to approve the same except as permitted by the Act. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of this section, the remaining director(s) shall be deemed to constitute a quorum for the purposes of voting on the resolution. Where all of the directors are

required to disclose their interests pursuant to this section, the contract or transaction may be approved only by the shareholders.

3.19 Remuneration and Expenses

The directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the shareholders or of the board or any committee thereof or otherwise in the performance of their duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION FOUR

COMMITTEES

4.01 Committee of Directors

The board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

4.02 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

4.03 Audit Committee

The board may, and shall if the Corporation becomes an offering corporation within the meaning of the Act, elect annually from among its number an audit committee to be composed of not fewer than three directors of whom a majority shall not be officers or employees of the Corporation or its affiliates. The audit committee shall have the powers and duties provided in the Act.

4.04 Advisory Committees

The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

4.05 Procedure

Unless otherwise determined by the board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

SECTION FIVE

OFFICERS

5.01 Appointment

The board may from time to time appoint a Chair of the Board, a Chief Executive Officer, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to paragraph 5.02, an officer may but need not be a director and one person may hold more than one office. In case and whenever the same person holds the offices of Secretary and Treasurer, he or she may but need not be known as the Secretary-Treasurer. All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures. In the case of the absence or inability to act of any officer or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

5.02 Chair of the Board

The Chair of the Board, if appointed, shall be a director and shall, when present, preside at all meetings of the board. Each committee of the board shall appoint a Chair which shall be a member of the relevant committee of the board and shall, when present, preside at all meetings of committees of the board. The Chair of the Board shall be vested with and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by the board. During the absence or disability of the Chair of the Board, his or her duties shall be performed and his powers exercised by the Chief Executive Officer.

5.03 Chief Executive Officer

The Chief Executive Officer, subject to the provisions of this by-law and the control of board, shall have general supervision, direction and control over the business and affairs of the Corporation and over its officers. The Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer and any duties as may be from time to time assigned to the Chief Executive Officer by the board, in each case subject to the control of the board. The Chief Executive Officer shall be vested with and may exercise all the powers and shall perform all the duties of the Chair of the Board if none be appointed or if the Chair of the Board is absent or unable or refuses to act.

5.04 President

The President, if appointed, subject to the authority of the board, shall have duties incident to the office of president, and any other duties as may be from time to time assigned to the president by the board and subject to the control of the board in each case.

5.05 Executive Vice-President or Vice-President

Each Executive Vice-President or Vice-President, if any are appointed, shall have such powers and duties as the board, the Chief Executive Officer or the President (if any) may specify. The Executive Vice-President or Vice-President or, if more than one, the Executive Vice-President or Vice-President designated from time to time by the board or by the Chief Executive Officer or the President (if any), shall be vested with all the powers and shall perform all the duties of the Chief Executive Officer or the President (if any) in the absence or inability or refusal to act of the Chief Executive Officer or the President (if any), provided, however, that an Executive Vice-President or a Vice-President who is not a director shall not preside as chair at any meeting of the board.

5.06 Secretary or Assistant Secretary

The Secretary or Assistant Secretary, if either is appointed, shall give or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the board may specify.

5.07 Treasurer or Assistant Treasurer

The Treasurer or Assistant Treasurer, if either is appointed, shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the board whenever required an account of all his or her transactions as Treasurer or Assistant Treasurer and of the financial position of the Corporation; and shall have such other powers and duties as the board may specify. Unless and until the board designates any other officer of the Corporation to be the Chief Financial Officer of the Corporation, the Treasurer or Assistant Treasurer, if either is appointed, shall be the Chief Financial Officer of the Corporation.

5.08 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

5.09 Variation of Powers and Duties

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

5.10 Term of Office

The board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until his or her successor is appointed or until the earlier of his or her resignation or death.

5.11 Terms of Employment and Remuneration

The terms of employment and the remuneration of an officer appointed by the board shall be settled by it from time to time. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him or her from receiving such remuneration as may be so determined.

5.12 Conflict of Interest

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with paragraph 3.17.

5.13 Agents and Attorneys

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the powers to subdelegate) as may be thought fit.

SECTION SIX

PROTECTION OF
DIRECTORS, OFFICERS AND OTHERS

6.01 Submission of Contracts or
Transactions to Shareholders for Approval

The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Corporation.

6.02 For the Protection of Directors and Officers

In supplement of and not by way of limitation upon any rights conferred upon directors by the provisions of the Act, it is declared that no director shall be disqualified by his or her office from, or vacate his or her office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a

shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he or she is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its shareholders or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its shareholders or creditors for any profit realized by or from any such contract or arrangement by reason of the fiduciary relationship existing or established thereby. Subject to the provisions of the Act and to paragraph 3.17, no director shall be obliged to make any declaration of interest or refrain from voting in respect of a contract or proposed contract with the Corporation in which such director is in any way directly or indirectly interested.

6.03 Limitation of Liability

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

6.04 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil,

criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful; and
- (c) a court or other competent authority has not judged that the individual has committed any fault or omitted to do anything that the individual ought to have done.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. The Corporation may advance monies to a director, officer or other individual for costs, charges and expenses of a proceeding referred to above. The individual shall repay the monies if he or she does not fulfill the conditions set out in paragraphs (a) and (b) above. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.05 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in paragraph 6.04 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

SECTION SEVEN

SHARES

7.01 Allotment

The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act. Shares may be issued as uncertificated securities or be represented by share certificates in accordance with the provisions of the Act and the Securities Transfer Act.

7.02 Commissions

The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

7.03 Registration of Transfers

All transfers of securities of the Corporation shall be made in accordance with the Act and the *Securities Transfer Act*. Subject to the provisions of the Act and the Securities Transfer Act, no transfer of shares represented by a security certificate (as defined in the Act) shall be registered in a securities register except upon presentation of the certificate representing such shares with an endorsement which complies with the Act and the *Securities Transfer Act* made thereon or delivered therewith duly executed by an appropriate person as provided by the Act and the *Securities Transfer Act*, together with such reasonable assurance that the endorsement is genuine and effective as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien referred to in paragraph 7.05.

7.04 Transfer Agents and Registrars

The board may from time to time appoint one or more agents to maintain, in respect of each class of securities of the Corporation issued by it in registered form, a securities register and one or more branch securities registers. Such a person may be designated as transfer agent and registrar according to his or her functions and one person may be designated both registrar and transfer agent. The board may at any time terminate such appointment.

7.05 Lien for Indebtedness

The Corporation shall have a lien on any share registered in the name of a shareholder or his or her legal representatives for a debt of that shareholder to the Corporation, provided that if the shares of the Corporation are listed on a stock exchange in or outside Canada, the Corporation shall not have such lien. The Corporation may enforce any lien that it has on shares registered in the name of a shareholder indebted to the Corporation by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

7.06 Non-recognition of Trusts

Subject to the provisions of the Act and the Securities Transfer Act, the Corporation may treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

7.07 Share Certificates and Written Evidence of Ownership

Every holder of one or more shares of the Corporation that are certificated securities under the Act shall be entitled, at his or her option, to a share certificate, or to a non-transferable written acknowledgement of his or her right to obtain a share certificate, stating the number and class or series of shares held by him or her as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with paragraph 2.03 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing

shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers directors or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers and directors, may be printed, mechanically or electronically reproduced upon share certificates and every such mechanically or electronically reproduced signature shall for all purposes be deemed to be the signature of the officer or director whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers or directors whose mechanically or electronically reproduced signature appears thereon no longer holds office at the date of issue of the certificate. Holders of uncertificated securities of the Corporation shall be entitled to receive a written notice or other documentation as provided by the Act.

7.08 Replacement of Share Certificates

The board or any officer or agent designated by the board may in its or his or her discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding \$3.00, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

7.09 Joint Shareholders

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

7.10 Deceased Shareholders

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

SECTION EIGHT

DIVIDENDS AND RIGHTS

8.01 Dividends

Subject to the provisions of the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

8.02 Dividend Cheques

A dividend payable in cash shall be paid either electronically by direct deposit or by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared and, if paid by cheque, mailed by prepaid ordinary mail to such registered holder at his or her recorded address, unless such holder otherwise directs. In the case of joint holders any cheque issued shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as set out in this section, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

8.03 Non-receipt of Cheques

In the event of non-receipt of any dividend cheque by the person to whom it is sent as set out in section 8.02, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

8.04 Record Date for Dividends and Rights

The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of the right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, and notice of any such record date shall be given not less than seven days before such record date in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

8.05 Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

SECTION NINE

MEETINGS OF SHAREHOLDERS

9.01 Annual Meetings

The annual meeting of shareholders shall be held at such time in each year as the board, the Chair of the Board, the Chief Executive Officer or the President (if any), may from time to time determine, in any event no later than the earlier of (i) six months after the end of each of the Corporation's financial years, and (ii) fifteen months after the Corporation's last annual meeting of shareholders, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors,

appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings

The board, the Chair of the Board, the Chief Executive Officer or the President (if any) shall have the power to call a special meeting of shareholders at any time.

9.03 Place of Meetings

Subject to the Corporation's articles, a meeting of shareholders of the Corporation shall be held at such place in or outside of Ontario as the board may determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located. If the Corporation makes available a telephonic, electronic or other communication facility that permits all participants of a shareholders meeting to communicate adequately with each other during the meeting and otherwise complies with the Act, any person entitled to attend such meeting may participate by means of such communication facility in the manner prescribed by the Act, and any person participating in the meeting by such means is deemed to be present at the meeting.

9.04 Notice of Meetings

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in paragraph 11.01 not less than 21 days nor more than 50 days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders.

9.05 List of Shareholders Entitled to Notice

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to paragraph 9.06, the list of shareholders entitled to receive notice of the meeting shall be prepared not later than ten days after such record date. If no record date is fixed, the list of shareholders entitled to receive notice of the meeting shall be prepared as of the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained and at the meeting of shareholders for which the list was prepared.

9.06 Record Date for Notice

The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 60 days and not less than 30 days (or pursuant to the time limitations as may be prescribed by the Act from time to time), as a record date for the determination of the shareholders entitled to receive notice of the meeting, provided that notice of any such record date shall be given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act and, if any shares of the Corporation are listed for trading on a stock exchange in Canada, by written notice to each such stock exchange. If no record date is so fixed, the record date for the determination of the shareholders entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

9.07 Meetings Held by Electronic Means

If the directors or shareholders of the Corporation call a meeting of shareholders pursuant to the Act, the directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

9.08 Meetings without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act if:

- (a) all the shareholders entitled to vote thereat are present in person or represented by proxy waive notice of or otherwise consent to such meeting being held, and
- (b) the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held, so long as such shareholders, auditor and directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Canada, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

9.09 Chair, Secretary and Scrutineers

The Chair of the Board or any other director or officer of the Corporation, as determined by the board, may act as chair of any meeting of shareholders. If no such director or officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary or Assistant Secretary of the Corporation, if either is appointed, is absent, or if a Secretary or Assistant Secretary has not been appointed at the applicable time, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair with the consent of the meeting.

9.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.11 Quorum

Subject to the Act, a quorum for the transaction of business at any meeting of shareholders shall be two persons present in person or presented by proxy, each being a shareholder entitled to vote thereat or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 25% of the issued shares of the Corporation enjoying voting rights at such meeting.

9.12 Right to Vote

The persons entitled to vote at any meeting of shareholders shall be the persons entitled to vote in accordance with the Act.

9.13 Proxies

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his or her attorney authorized in writing (or by electronic signature) and shall conform with the requirements of the Act.

9.14 Time for Deposit of Proxies

The board may by resolution specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting or an adjournment thereof by not more than 48 hours exclusive of any part of a non-business day, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, only if it has been received by the Secretary of the Corporation (if any) or by the chair of the meeting or any adjournment thereof prior to the time of voting.

9.15 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

9.16 Votes to Govern

At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote.

9.17 Show of Hands

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands, which may include such other indication of a vote made by means of the telephonic, electronic or other communication facility, if any, made available by the Corporation for that purpose, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present, in person or by means of the telephonic, electronic or other communications facility, if any that the Corporation has made available for such purpose, and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question. For the purpose of this section, if at any meeting the Corporation has made available to shareholders the means to vote electronically, any vote made electronically shall be included in tallying any votes by show of hands.

9.18 Ballots

On any question proposed for consideration at a meeting of shareholders, and whether or not a vote by show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which he or she is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

9.19 Adjournment

The chair at the meeting of shareholders may with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

9.20 Resolution in Writing

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

SECTION TEN

DIVISIONS AND DEPARTMENTS

10.01 Creation and Consolidation of Divisions

The board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more subsidiaries, partnerships or other legal entities upon such basis, including without limitation, character or type of operation, geographical territory, product manufactured or service rendered, as the board may consider appropriate in each case. The board may also cause the business and operations of any such subsidiary, partnership or other legal entity to be further divided into subsidiaries, partnerships or other legal entities and the business and operations of any such subsidiaries, partnerships or other legal entities to be consolidated upon such basis as the board may consider appropriate in each case.

10.02 Name of Division

Any division or its sub-units may be designated by such name as the board may from time to time determine and may transact business under such name, provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation.

10.03 Officers of Division

From time to time the board or, if authorized by the board, the President (if any) and/or Chief Executive Officer, may appoint one or more officers for any division, prescribe their powers and duties and settle their terms of employment and remuneration. The board or, if authorized by the board, the President (if any) and/or Chief Executive Officer, may remove at its or his or her pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of divisions or their sub-units shall not, as such, be officers of the Corporation.

SECTION ELEVEN

NOTICES

11.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a

committee of the directors shall be sufficiently given if delivered personally to the person to whom it is to be given; delivered to the recorded address of the person; mailed to the person's recorded address by prepaid or ordinary or air mail; sent to the person's recorded address by any means of prepaid transmitted or recorded communication; e-mailed to the e-mail address of the person or an electronic document is provided in accordance with Part Twelve of this by-law.

A notice delivered as set out in this section is deemed to have been given when it is delivered personally or to the recorded address; a notice mailed as set out in this section shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by means of transmitted or recorded communication as set out in this section is deemed to have been dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice sent by electronic means as set out in this section and Part Twelve shall be deemed to have been given when e-mailed to the e-mail address provided by the intended recipient. The Secretary or Assistant Secretary, or if no person has been appointed as Secretary or Assistant Secretary of the Corporation, an officer or director authorized by the board to perform the duties of a corporate secretary may change or cause to be changed the recorded address or e-mail address of any shareholder, director, officer, auditor or member of a committee of the directors in accordance with any information believed by him or her to be reliable. The Secretary or Assistant Secretary-, or if none, an officer or director authorized by the board to perform the duties of a corporate secretary, may change or cause to be changed the recorded address or e-mail address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by him or her to be reliable.

11.02 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, mechanically reproduced or electronically reproduced in whole or in part.

11.03 Proof of Service

With respect to every notice sent by post it is sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in this by-law and put into a post office or into a letter box. With respect to every notice or other document sent as an electronic document it is sufficient to prove that the electronic document was properly addressed to the designated information system as provided in this by-law and sent by electronic means. A certificate of the Chair of the Board, the Chief Executive Officer, the President, an Executive Vice-President, a Vice-President, the Secretary, the Assistant Secretary, the Treasurer or the Assistant Treasurer, if any person has been appointed to any of the foregoing officer positions, or of any other officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to the facts in relation to the mailing or delivery of any notice or other document to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation as the case may be.

11.04 Notice to Joint Shareholders

All notices with respect to shares registered in more than one name shall, if more than one address appears on the records of the Corporation in respect of such joint holdings, be

given to all of such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to the holders of such shares.

11.05 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event both the date of giving the notice and the date of the meeting or other event shall be excluded.

11.06 Undelivered Notices

If any notice given to a shareholder pursuant to paragraph 11.01 is returned on three consecutive occasions because he or she cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he or she informs the Corporation in writing of his or her new address.

11.07 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

11.08 Deceased Shareholders

Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased, and whether or not the Corporation has notice of his or her decease, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with any person or persons) until some other person be entered in his or her stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and on all persons, if any, interested with him or her in such shares.

11.09 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom he or she derives his or her title to such share prior to his or her name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he or she became so entitled) and prior to his or her furnishing to the Corporation the proof of authority or evidence of his or her entitlement prescribed by the Act.

11.10 Waiver of Notice

Any shareholder (or his or her duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or

abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or of a committee of the board which may be given in any manner.

SECTION TWELVE

ELECTRONIC DOCUMENTS

12.01 Creation and Provision of Information

Unless the Corporation's articles provide otherwise, and subject to and in accordance with the Act, the Corporation may satisfy any requirement of the Act to create or provide a notice, document or other information to any person by the creation or provision of an electronic document. Except as provided in the Act, "electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means that can be read or perceived by a person by any means.

SECTION THIRTEEN

EFFECTIVE DATE

13.01 Effective Date

This by-law shall come into force upon being passed by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution dated [●], 2026 and confirmed by the shareholders of the Corporation by resolution dated [●], 2026.

Anthony Makuch, Chief Executive Officer

SCHEDULE B
ARTICLES OF CONTINUANCE

(As attached.)

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *
DISCOVERY SILVER CORP.

Has the corporation been assigned an Ontario Corporation Number (OCN) ? * Yes No

Ontario Corporation Number (OCN) *
1980797

Company Key *
000000000

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

| | | |
|-------------------------|-------------|--------------------|
| First Name * Rebecca | Middle Name | Last Name * Lee |
|-------------------------|-------------|--------------------|

| | | |
|-----------------------------|------------------------------------|-----------|
| Telephone Country Code 1 | Telephone Number * 416-860-6760 | Extension |
|-----------------------------|------------------------------------|-----------|

Email Address *
rlee@cassels.com

3. Current Details

Check this box if you are a social company under the *Corporations Act* (CA)

Please provide the name of the jurisdiction where the corporation is currently incorporated or continued and the original date of incorporation or amalgamation of the corporation.

Current Corporation Name *
DISCOVERY SILVER CORP.

Governing Jurisdiction *
Canada

Province *
British Columbia

Original Date of Incorporation/Amalgamation *
October 10, 1986

The following supporting documents are required. Please attach these documents with your application:

- Incorporating documents and all amendments, and a copy of continuation documents and amendments if applicable, certified by an officer of the appropriate jurisdiction *
- Letter of Satisfaction/Authorization to Continue issued by the proper officer of the jurisdiction the corporation is leaving *

4. Corporation Name

Every corporation must have a name. You can either propose a name for the corporation or request a number name. If you propose a name for the corporation, you need a Nuans report for the proposed name.

Will this corporation have a number name ? * Yes No

The corporation will have: *

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

Nuans Report

New Corporation Name (Proposed) *
DISCOVERY MINING LTD.

| | |
|--|---------------------------------------|
| Nuans Report Reference Number * 122824564 | Nuans Report Date * March 25, 2026 |
|--|---------------------------------------|

Select this if you have a Legal Opinion for an identical name

5. General Details

| | |
|---|----------------------------------|
| Requested Date for Continuance * _____, 2026 | Primary Activity Code * 41851 |
|---|----------------------------------|

Official Email Address *
CorporateservicesTor@cassels.com

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

6. Address

Every corporation is required to have a registered office address in Ontario. This address must be set out in full. A post office box alone is not an acceptable address.

Registered Office Address *

Standard Address Lot/Concession Address

| | | |
|------------------------|---|--------------------------|
| Street Number * 79 | Street Name * Wellington Street West | Unit Number 2401 |
| City/Town * Toronto | Province Ontario | Postal Code * M5K 1E7 |
| Country Canada | | |

7. Director(s)

Please specify the number of directors for your Corporation *

Fixed Number Minimum/Maximum

| | |
|------------------------------------|-------------------------------------|
| Minimum Number of Directors * 5 | Maximum Number of Directors * 10 |
|------------------------------------|-------------------------------------|

Director 1

| | | |
|------------------------|-------------|---------------------|
| First Name * Murray | Middle Name | Last Name * John |
|------------------------|-------------|---------------------|

Email Address

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|---------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |
| Country | | |
| Canada | | |

Director 2

| | | |
|---------------|-------------|-------------|
| First Name * | Middle Name | Last Name * |
| Ingrid | | Hibbard |
| Email Address | | |

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|---------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |
| Country | | |
| Canada | | |

Director 3

| | | |
|---------------|-------------|-------------|
| First Name * | Middle Name | Last Name * |
| Barry | | Olson |
| Email Address | | |

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|---------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |
| Country | | |
| Canada | | |

Director 4

| | | |
|---------------|-------------|-------------|
| First Name * | Middle Name | Last Name * |
| Tony | | Makuch |
| Email Address | | |

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|-------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |

| | | |
|-------------|------------|---------------|
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |
| Country | | |
| Canada | | |

Director 5

| | | |
|--------------|-------------|-------------|
| First Name * | Middle Name | Last Name * |
| Daniel | | Vickerman |

| |
|---------------|
| Email Address |
|---------------|

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|-------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |

| | | |
|-------------|------------|---------------|
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |

| |
|---------|
| Country |
| Canada |

Director 6

| | | |
|--------------|-------------|-------------|
| First Name * | Middle Name | Last Name * |
| Lee | | Hodgkinson |

| |
|---------------|
| Email Address |
|---------------|

Is this director a Resident Canadian? * Yes No

Address for Service * Canada U.S.A. International

| | | |
|-----------------|------------------------|-------------|
| Street Number * | Street Name * | Unit Number |
| 79 | Wellington Street West | 2401 |

| | | |
|-------------|------------|---------------|
| City/Town * | Province * | Postal Code * |
| Toronto | Ontario | M5K 1E7 |

| |
|---------|
| Country |
| Canada |

8. Shares and Provisions (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Every corporation must be authorized to issue at least one class of shares. You must describe the classes of shares of the corporation and the maximum number of shares the corporation is authorized to issue for each class. If the corporation has more than one class of shares, you must specify the rights, privileges and conditions for each class.

Description of Classes of Shares

The classes and any maximum number of shares that the corporation is authorized to issue:

Enter the Text *

The Corporation is authorized to issue an unlimited number of common shares.

Rights, Privileges, Restrictions and Conditions

Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Enter the Text *

1. Voting: The holders of the common shares shall be entitled to one vote in respect of each common share held at any meeting of the shareholder of the Corporation except at which only holders of a specified class or series of shares are entitled to vote.

2. Dividends: The holders of the common shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the Corporation properly applicable to the payment of dividends.

3. Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders, the holders of the common shares shall be entitled to share pro rata in the distribution of the balance of the assets of the Corporation.

Restrictions on Share Transfers

The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Enter the Text *

None.

Restrictions on Business or Powers

Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Enter the Text *

None.

Other Provisions, if any

Enter other provisions, or if no other provisions enter "None":

Enter the Text *

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

9. Required Statements

Required Statements

- The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated under this Act. *
- The corporation has complied with subsection 180(3) of the *Business Corporations Act*. *

Authorization Date

- The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction currently governing the corporation, on the following date: *

Authorization Date *

_____, 2026

10. Authorization

- * I, Rebecca Lee

confirm that this form has been signed by the required person.

Caution - The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signature

| Name | Position | Signature |
|------|----------|-----------|
| | | |

SCHEDULE C

COMPARISON OF SHAREHOLDER RIGHTS UNDER BCBCA VS. OBCA

The OBCA provides shareholders with substantially the same rights as are available to shareholders under the BCBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. However, there are certain differences between the two statutes and the regulations made thereunder.

The following is a summary of certain differences between the BCBCA and the OBCA, but it is not intended to be a comprehensive review of the two statutes. Reference should be made to the full text of both statutes and the regulations thereunder for particulars of any differences between them, and Shareholders should consult their legal or other professional advisors with regard to all of the implications of the Continuance which may be of importance to them.

Capitalized terms used in this Schedule “C” shall have the meanings ascribed to them in the Circular.

Charter Documents

Under the BCBCA, the charter documents consist of a “notice of articles”, which sets forth, among other things, the name of the corporation and the amount and type of authorized capital, and “articles” which govern the management of the corporation. The notice of articles is filed with the Registrar of Companies, while articles are filed only with the corporation’s registered and records office.

Under the OBCA, a corporation’s charter documents consist of “articles of incorporation”, which set forth the name of the corporation and the amount and type of authorized capital, and the “by-laws”, which govern the management of the corporation. The articles are filed with the Director under the OBCA and the by-laws are filed with the corporation’s registered office, or at another location designated by the corporation’s directors.

Amendments to the Charter Documents of a Corporation

Under the BCBCA, a corporation may amend its articles or notice of articles by (i) the type of resolution specified in the BCBCA, (ii) if the BCBCA does not specify a type of resolution, then by the type of resolution specified in the corporation’s articles, or (iii) if neither the BCBCA nor the corporation’s articles specify a resolution, then by special resolution. A special resolution must be passed by (i) the majority of votes that the articles specify is required for the corporation to pass a special resolution, provided that such majority is at least 66 2/3% and not more than 75% of the votes cast on such resolution, or (ii) if the articles do not contain such a provision, 66 2/3% of the votes cast on the resolution. Certain other fundamental changes, including continuances out of the jurisdiction and certain amalgamations also require approval by at least a special majority of shareholders. In addition, a right or special right attached to issued shares must not be prejudiced or interfered with under the BCBCA or a corporation’s notice of articles or articles unless the shareholders holding shares of the class or series of shares to which the right or special right is attached consent by a special separate resolution of those shareholder.

Under the OBCA, certain amendments to the charter documents of a corporation require a resolution passed by not less than 66 2/3% of the votes cast by the shareholders voting on the resolution authorizing the amendments and, where certain specified rights of the holders of a class or series of shares are affected by the amendments differently than the rights of the holders of other classes or series of shares, such holders are entitled to vote separately as a class or series, whether or not such class or series of shares otherwise carry the right to vote. A resolution to amalgamate an OBCA corporation requires a special resolution passed by the holders of each class or series of shares, whether or not such shares otherwise carry the right to vote, if such class or series of shares are affected differently.

Sale of Business or Assets

Under the BCBCA, a corporation may sell, lease or otherwise dispose of all or substantially all of the undertaking of the corporation if it does so in the ordinary course of its business or if it has been authorized to do so by special resolution

passed by the majority of votes that the articles of the corporation specify is required, if that specified majority is at least 66 2/3% and not more than 75% of the votes cast on the resolutions, or, if the articles do not contain such a provision, special resolutions passed by at least 66 2/3% of the votes cast on the resolutions.

The OBCA requires approval of the holders of 66 2/3% of the shares of a corporation represented at a duly called meeting to approve a sale, lease or exchange of all or substantially all of the property of the corporation that is other than in the ordinary course of business of the corporation. Holders of shares of a class or series, whether or not they are otherwise entitled to vote, can vote separately only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

Rights of Dissent and Appraisal

Under the BCBCA, shareholders, including beneficial holders, who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. The dissent right may be exercised by a shareholder, whether or not their shares carry the right to vote, where a corporation proposes to:

- (a) amend its articles to alter restrictions on the powers of the corporation or on the business that the corporation is permitted to carry on;
- (b) adopt an amalgamation agreement;
- (c) continue out of the jurisdiction;
- (d) sell, lease or otherwise dispose of all or substantially all of the corporation's undertaking;
- (e) adopt a resolution to approve an amalgamation into a foreign jurisdiction; or
- (f) adopt a resolution to approve an arrangement, the terms of which arrangement permit dissent.

In certain circumstances, the BCBCA also permits shareholders to dissent in respect of a resolution if dissent is authorized by such resolution, or if permitted by court order.

Under the OBCA, shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. Subject to specified exceptions, dissent rights may be exercised by a holder of shares of any class or series of shares entitled to vote where a corporation resolves to:

- (a) amend its articles to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;
- (b) amend its articles to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) amalgamate with another corporation;
- (d) be continued under the laws of another jurisdiction; or
- (e) sell, lease or exchange all or substantially all its property.

Oppression Remedies

Under the BCBCA, a shareholder (including a beneficial shareholder and any other person a court considers to be appropriate) of a corporation has the right to apply to a court on the ground that: (i) the affairs of the corporation are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant or (ii) some act of the corporation has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant. On such an application and if the court is satisfied that the application was brought in a timely manner, the court may make such order as it sees fit with a view to remedying or bringing an end to the matters complained of, including, among other things, an order to prohibit any act proposed by the corporation.

The oppression remedy under the OBCA is similar to the remedy found in the BCBCA, with a few differences. Under the BCBCA, the shareholder can only complain of oppressive conduct of the corporation, whereas under the OBCA, the applicant can complain not only about acts of the corporation and its directors but also acts of an affiliate of the corporation and the affiliate's directors.

Under the OBCA a registered shareholder, beneficial shareholder, former registered shareholder or beneficial shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, and in the case of an offering corporation, the Ontario Securities Commission, may apply to a court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates:

- (a) any act or omission of a corporation or its affiliates effects or threatens to effect a result;
- (b) the business or affairs of a corporation or its affiliates are or have been or are threatened to be carried on or conducted in a manner; or
- (c) the powers of the directors of the corporation or any of its affiliates are, have been or are threatened to be exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of any security holder, creditor, director or officer of the corporation.

On such an application, the court may make such order as it sees fit, including but not limited to, an order restraining the conduct complained of.

Under the BCBCA, if there are reasonable grounds for believing that the corporation is, or after a payment to a successful applicant in an oppression claim would be, unable to pay its debts as they become due in the ordinary course of business, the corporation must make as much of the payment as possible and pay the balance when the corporation is able to do so; under the OBCA a corporation is prohibited from making a payment to a successful applicant in an oppression claim if there are reasonable grounds for believing that (a) the corporation is, or after the payment, would be unable to pay its liabilities as they become due, or (b) the realization value of the corporation's assets would thereby be less than the aggregate of its liabilities.

Shareholder Derivative Actions

Under the BCBCA, a complainant, being a shareholder (including a beneficial shareholder and any other person a court considers to be appropriate) or director of a corporation may, with leave of the court, bring a legal proceeding in the name and on behalf of the corporation to enforce a right, duty or obligation owed to the corporation that could be enforced by the corporation itself or to obtain damages for any breach of such a right, duty or obligation. Similarly, a complainant may, with leave of the court and in the name and on behalf of the corporation, defend legal proceeding against a corporation. Under the BCBCA, a court may grant leave if:

- (a) the complainant has made reasonable efforts to cause the directors of the corporation to prosecute or defend the legal proceeding;
- (b) notice of the application for leave has been given to the corporation and to any other person the court may order;
- (c) the complainant is acting in good faith; and

it appears to the court that it is in the best interests of the corporation for the legal proceeding to be prosecuted or defended.

The OBCA extends rights to bring a derivative action to a broad range of complainants as it affords the right to a registered shareholder, former registered shareholder, beneficial owner of shares, former beneficial owner of shares, director, former director, officer and former officer of a corporation or any of its affiliates, or any person who, in the discretion of the court, is a proper person to make an application to the court to bring a derivative action. In addition, the OBCA permits derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries. No leave may be granted unless the court is satisfied that:

- (a) the complainant has given at least 14 days' notice to the directors of the corporation or its subsidiary of the complainant's intention to apply to the court to bring a derivative action, unless all of the directors of the corporation or its subsidiary are defendants in the action;
- (b) the directors of the corporation or its subsidiary will not bring, diligently prosecute or defend or discontinue the action;
- (c) the complainant is acting in good faith; and

it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

Requisition of Meetings

The BCBCA provides that one or more shareholders of a corporation holding not less than 5% of the issued voting shares of the corporation may give notice to the directors requiring them to call and hold a general meeting which meeting must be held within four months of receiving the requisition. Subject to certain exceptions, if the directors do not call such a meeting within 21 days of receiving the resolution, any one or more of the requisitioning shareholders who hold not less than 2.5% of the issued shares carrying the right to vote may send notice of a general meeting to be held to transact the business stated in the requisition.

The OBCA permits the holders of not less than 5% of the issued shares of a corporation that carry the right to vote to require the directors to call and hold a meeting of the shareholders of the corporation for the purposes stated in the requisition. Subject to certain exceptions, if the directors fail to provide notice of a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Form and Solicitation of Proxies, Information Circular

Under the BCBCA, the management of a public corporation, concurrently with sending a notice of meeting of shareholders, must send a form of proxy to each shareholder who is entitled to vote at the meeting as well as an information circular containing prescribed information regarding the matters to be dealt with at the meeting. The required information is substantially the same as the requirements that apply to the corporation under applicable securities laws. The BCBCA does not place any restriction on the method of soliciting proxies.

The OBCA also contains provisions prescribing the form and content of notices of meeting and information circulars. Under the OBCA, a person who solicits proxies, other than by or on behalf of management of the corporation, must send a dissident's proxy circular in prescribed form to each shareholder whose proxy is solicited and certain other recipients, subject to certain exceptions, including where (i) the total number of shareholders whose proxies solicited is 15 or fewer (with two or more joint holders being counted as one shareholder), or (ii) the solicitation is, in certain prescribed circumstances, conveyed by public broadcast, speech or publication, in which case a person soliciting proxies, other than by or on behalf of management of the corporation, may solicit proxies without sending a dissident's information circular.

Place of Shareholders' Meetings

Under the BCBCA, general meetings of shareholders are to be held in British Columbia, or may be held at a location outside of British Columbia if:

- (a) the location is provided for in the articles;
- (b) the articles do not restrict the corporation from approving a location outside of British Columbia and the location is approved by the resolutions required by the articles for that purpose, or, if no resolutions are specified, then approved by ordinary resolution before the meeting is held; or
- (c) the location is approved in writing by the British Columbia registrar of companies before the meeting is held.

Under the OBCA, subject to the articles and any unanimous shareholder agreement, meetings of shareholders may be held in or outside Ontario (including outside Canada) as the directors determine or, in the absence of such a determination, at the place where the registered office of a corporation is located.

Telephonic or Electronic Meetings

Under the BCBCA, unless the notice of articles or articles state otherwise, meetings of shareholders may be held entirely by electronic means and the corporation must permit and facilitate participation in the meeting by telephone or other communications medium.

Under the OBCA, unless the articles or by-laws state otherwise, meetings of shareholders may be held by telephonic or electronic means and shareholders may participate in and vote at the meeting by such means.

Shareholder Proposals

Under the BCBCA, in order for one or more registered or beneficial shareholders to be entitled to submit a proposal, they must have held voting shares for an uninterrupted period of at least two years before the date the proposal is signed by the shareholders. In addition, the proposal must be signed by shareholders who, together with the submitter, are registered or beneficial owners of (i) at least 1% of the corporation's voting shares, or (ii) shares with a fair market value exceeding an amount prescribed by regulation (at present, \$2,000).

Under the OBCA, a registered holder of shares entitled to vote at a meeting or a beneficial owner of shares that are entitled to be voted at a meeting of shareholders may submit a notice of a proposal to the corporation and discuss at the meeting any matter in respect of which the shareholder would have been entitled to submit a proposal.

Directors' Residency Requirements

Both the BCBCA and the OBCA provide that a reporting corporation must have a minimum of three directors, but neither statute imposes any residency requirements on the directors.

Removal of Directors

The BCBCA provides that the shareholders of a corporation may remove one or more directors by a special resolution or by any other method specified in the articles. The BCBCA further provides that if holders of a class or series of shares have the exclusive right to elect or appoint one or more directors, a director so elected or appointed may only be removed by a special separate resolution of the shareholders of that class or series or, if the articles so provide, by a majority of votes that is less than the majority of votes.

The OBCA provides that the shareholders of a corporation may by ordinary resolution at an annual or special meeting remove any director or directors from office. An ordinary resolution under the OBCA requires the resolution to be passed, with or without amendment, at the meeting by at least a majority of the votes cast. The OBCA further provides that where the holders of any class or series of shares of a corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series.

Independent Directors

The BCBCA does not impose any independence requirements on directors.

Under the OBCA, at least one-third of the members of the board of directors cannot be officers or employees of an offering corporation or its affiliates.

Quorum — Directors' Meetings

The BCBCA states that the quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is a majority of the directors.

The OBCA states that quorum of directors' meetings consists of a majority of directors or the minimum number of directors required by the articles (subject to the articles or by-laws).

Registered Office

Under the BCBCA, a corporation must maintain a registered office and a records office in British Columbia and one or both may be relocated in any manner required or permitted by the articles, or if the articles are silent as to the manner in which a change of address is to be authorized, by a directors' resolution.

Under the OBCA, the registered office must be in Ontario and may be relocated to a different municipality with shareholder approval.

Corporate Records

The BCBCA requires records to be kept at its records office or at any location other than the records office so long as those records are available for inspection and copying at the records office by means of a computer terminal or other electronic technology.

The OBCA and related Ontario statutes require records to be kept at its registered office or such other place in Ontario designated by the directors.

Meaning of "Insolvent"

Under the BCBCA, for purposes of the insolvency test that must be passed for the payment of dividends and purchases and redemptions of shares, "insolvent" is defined to mean when a corporation is unable to pay its debts as they become due in the ordinary course of its business. Unlike the OBCA, the BCBCA does not impose a net asset solvency test for these purposes. For purposes of proceedings to dissolve or liquidate, the definition of "insolvent" from federal bankruptcy legislation applies.

Under the OBCA, a corporation may not pay dividends or purchase or redeem its shares if there are reasonable grounds for believing (i) it is or would be unable to pay its liabilities as they become due; or (ii) it would not meet a net asset solvency test. The net asset solvency tests for different purposes vary somewhat.

Reduction of Capital

Under the BCBCA, capital may be reduced by special resolution or court order. A court order is required if the realizable value of the corporation's assets would, after the reduction of capital, be less than the aggregate of its liabilities.

Under the OBCA, capital may be reduced by special resolution but not if there are reasonable grounds for believing that, after the reduction, (i) the corporation would be unable to pay its liabilities as they become due; or (ii) the realizable value of the corporation's assets would be less than its liabilities.

Compulsory Acquisition

The OBCA provides a right of compulsory acquisition for an offeror that acquires 90% of the target securities pursuant to a take-over bid or issuer bid, other than securities held at the date of the bid by or on behalf of the offeror.

The BCBCA provides a substantively similar right although there are differences in the procedures and process. Unlike the OBCA, the BCBCA provides that where an offeror does not use the compulsory acquisition right when entitled to do so, a securityholder who did not accept the original offer may require the offeror to acquire the securityholder's securities on the same terms contained in the original offer.

Investigation/Appointment of Inspectors

Under the BCBCA, a corporation may appoint an inspector by special resolution. Shareholders holding at least 20% of the issued shares of a corporation may apply to the court for the appointment of an inspector. The court must consider whether there are reasonable grounds for believing there has been oppressive, unfairly prejudicial, fraudulent, unlawful or dishonest conduct.

Under the OBCA, shareholders can apply to the court for the appointment of an inspector. Unlike the BCBCA, the OBCA does not require an applicant to hold a specified number of shares.

SCHEDULE D
BOARD MANDATE

(As attached.)

BOARD OF DIRECTORS FRAMEWORK AND MANDATE

1. Corporate Governance Framework

At Discovery (the “**Company**”), we believe strongly that good corporate governance is important to the Company’s long-term success and the protection of the interests of our many stakeholders.

The board of directors of the Company (the “**Board**”) has approved a set of corporate governance guidelines to promote the effective functioning of the Board and its committees (the “**Committees**”) and to set forth a common set of expectations as to how the Board and the Company should manage its affairs and perform its responsibilities. The Company has also adopted a Code of Business Conduct and Ethics that is applicable to all members of the Board (“**Directors**”), Officers (as defined below), Senior Management (as defined below), and employees of the Company.

Corporate policies have been implemented to address the Company’s Board and Management (as defined below) needs in conducting its business activities in an appropriate and effective manner, and to synchronize its governance practices with regulatory requirements.

The Company has formalized several Committees that assist the Board with its overall responsibilities. These Committees include the Audit Committee, the Compensation Committee, the Health, Safety, Environment and Sustainability Committee, the Nominating and Corporate Governance Committee, and the Technical Committee. The Audit Committee is required by the Company’s governing statute and its regulators, whereas the Compensation Committee, the Health, Safety, Environment and Sustainability Committee, the Nominating and Corporate Governance Committee, and the Technical Committee deal with certain Board and Company matters. Each Committee has a charter outlining its main responsibilities.

The Company’s corporate governance practices comply with the national instruments of the Canadian Securities Administrators regarding corporate governance practices, including National Instrument 58-101 – “*Disclosure of Corporate Governance Practices*”.

2. Mandate of the Board of Directors

The Board is responsible for establishing and maintaining a culture of integrity in the conduct of the affairs of the Company. The Board seeks to discharge this responsibility by satisfying itself as to the integrity of the Chair of the Board (the “**Chair**”), the Chief Executive Officer or President, as the case may be (“**CEO**”), the Chief Financial Officer (“**CFO**”), the Chief Operating Officer (the “**COO**” and collectively with the CEO and CFO, the “**Officers**”), the Executive Vice Presidents (the “**Executive VPs**”), the Senior Vice Presidents (the “**Senior VPs**”) and all other Vice Presidents (the “**VPs**” and collectively with the Executive VPs and Senior VPs, “**Senior Management**” and collectively with the Officers, “**Management**”) and by overseeing and monitoring Management, the Board ensures that a culture of integrity is maintained.

Although Directors may be nominated by certain persons to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Company must be paramount at all times.

DUTIES OF THE DIRECTORS

The Board discharges its responsibilities directly and through the Committees. In addition to these regular and formalized committees, the Board may appoint ad-hoc committees periodically to address issues of a more short-term nature. The Board's primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Company's strategic objectives. In addition to the Board's primary roles of overseeing the affairs of the Company, principal duties include, but are not limited to the following categories:

Oversight of Management

1. The Board has the responsibility for approving the appointment of the Officers and approving the compensation of Management of the Company following a review of the recommendations of the Compensation Committee.
2. The Board has delegated authority to the CEO for the overall management of the Company, including strategy and operations to ensure the long-term success of the Company and to maximize shareholder value.
3. The Board may, from time-to-time, delegate authority to the Officers, subject to specified limits. Matters which are outside the scope of the authority delegated to the Officers and material transactions are reviewed by and subject to the prior approval of the Board.
4. The Board is responsible for monitoring the performance of Management.

Board Organization

5. The Board retains the responsibility for managing its own affairs by giving its approval for its composition, the selection of the Chair, candidates nominated for election to the Board, Committee and Committee chair appointments, Committee charters and Management compensation.
6. The Board may delegate to Board Committees matters it is responsible for, including the approval of compensation of the Board, Officers and Senior Management, the approval of interim financial results, the conduct of performance evaluations and oversight of internal controls systems, as well as safety matters. However, the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

Composition

7. The Board believes that better corporate governance is promoted when a board of directors is made up of highly qualified individuals i) from diverse backgrounds who reflect the changing population demographics of the markets in which the Company operates, ii) of each gender, and iii) reflective of the talent available with the required expertise. When considering recommendations for nomination to the Board, the Board shall consider:
 - a) diversity criteria including gender, age, ethnicity and geographic background; and
 - b) candidates who are highly qualified based on their experience, functional expertise, and personal skills and qualities.

Notwithstanding this, the Company does not support the adoption of quotas to support its belief in the importance of diversity. In addition to the criteria set out above and elsewhere herein, employees and Directors of the Company will be recruited and promoted based upon their ability and contributions.

8. The Directors shall consist of persons who possess skills and competencies in areas that are:
 - a) necessary to enable the Board and Board Committees to properly discharge their duties and responsibilities; and
 - b) relevant to the Company's activities.
9. At least two-thirds of the Directors shall be individuals who are "independent" in accordance with applicable securities laws and stock exchange policies. Subject to the size and operations of the Company, the Board is committed to setting measurable objectives for the long-term goal of improving gender representation across all levels of the organization.
10. The Board does not believe it should establish term limits for directors as term limits could result in the loss of Directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as the Company and its stakeholders. The Board, on its initiative and on an exceptional basis, may exercise discretion to introduce maximum terms or mandatory retirement where it considers that such a limitation would benefit the Company and its stakeholders.
11. Subject to the limitations herein, the Nominating and Corporate Governance Committee will annually (and more frequently, if appropriate) recommend candidates to the Board for election or appointment as Directors, taking into account the Board's conclusions with respect to the appropriate size and composition of the Board and Board Committees, the competencies and skills required to enable the Board and Board Committees to properly discharge their responsibilities, and the competencies and skills of the current Board.
12. No Director should serve on the board of a regulatory body with oversight of the Company. No two Directors should sit on the same board of another company without the Board's prior approval. Each Director should, when considering membership on another board or committee, make every effort to ensure that such membership will not impair the Director's time and availability for his or her commitment to the Company as well as his or her ability to exercise their fiduciary duties as directors. Without the prior approval of the Nominating and Corporate Governance Committee: (i) the Chair shall not serve on more than two external company boards., and (ii) no Director shall serve on more than two external audit committees.

Directors should advise the chair of the Nominating and Corporate Governance Committee and the CEO of the Company before accepting membership on other public company boards of directors or any audit committee or other significant committee assignment on any other board of directors, or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company.
13. Without prior approval of the Nominating and Corporate Governance Committee: (i) the CEO of the Company should not serve on the board of any other public company, and (ii) no Officer shall serve on more than one additional external public company board.
14. The Board approves the final choice of candidates.
15. The shareholders of the Company elect the Directors annually.
16. The Corporate Secretary of the Company shall be Secretary of the Board.
17. Directors are expected to comply with the Company's Code of Business Conduct and Ethics.

Monitoring of Financial Performance and Other Financial Reporting Matters

18. The Board has oversight responsibility for reviewing and questioning the strategies and plans of the Company.
19. The Board has oversight responsibility for reviewing systems for managing the principal risks of the Company's business including insurance coverages, conduct of material litigation and the effectiveness of internal controls.
20. The Board is responsible for reviewing and approving annual operational budgets, capital expenditure limits and corporate objectives, and monitoring performance on each of the above.
21. The Board must approve all decisions regarding unbudgeted operating and project expenditures which exceed certain financial materiality thresholds to be determined by the Board from time to time.
20. The Board is responsible for: (i) monitoring the Company's progress toward its strategic and operational goals, and to revise its direction to Management in light of changing circumstances affecting the Company; and (ii) considering appropriate measures if the performance of the Company falls short of its goals or if other special circumstances warrant.
21. The Board shall be responsible for approving the interim and audited financial statements and the notes thereto and the Company's management discussion and analysis with respect to such financial statements, as well as the Company's annual information form and management information circular.
22. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under its governing legislation and documents, including the payment of distributions, the issuance, purchase and redemption of securities, acquisitions and dispositions of material assets by the Company and material expenditures by the Company.
23. The Board has responsibility for effectively monitoring the principal risks of the Company.

Policies and Procedures

24. The Board is responsible for:
 - a) approving and monitoring compliance with all significant policies and procedures within which the Company operates;
 - b) approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
 - c) implementing the appropriate structures and procedures to ensure that the Board functions independently of Management;
 - d) enforcing obligations of the Directors respecting confidential treatment of the Company's proprietary information and Board deliberations;
 - e) establishing policies and procedures whereby members of the Board will be required on an annual basis to assess their own effectiveness as directors and the effectiveness of Committees of the Board and the Board as a whole; and
 - f) the onboarding and orientation of new directors, and the continuing education of directors.
25. The Board has approved a Disclosure Policy to address communications to the public.

Reporting

26. The Board is responsible for:

- a) overseeing the accurate reporting of the financial performance of the Company to its shareholders on a timely and regular basis;
- b) overseeing that the financial results are reported fairly and in accordance with international financial reporting standards (“IFRS”);
- c) ensuring the integrity of the internal control and management information systems of the Company;
- d) taking steps to enhance timely disclosure; and
- e) ensuring the appointment of a qualified Corporate Secretary to attend to organizing the meetings of the Board and the committees in accordance with the by-laws and the corporate governance policies, and punctually preparing minutes which are an accurate, valid and completed documentation of such meetings and the business conducted therein.

Authority

27. The powers of the Board may be exercised at a meeting for which notice has been given and at which a quorum is present or, in appropriate circumstances, by resolution in writing signed by all the Directors.
28. The Board is authorized to retain, and to set and pay the compensation of, independent legal counsel and other advisers if it considers this appropriate.
29. The Board is authorized to invite Officers, Senior Management and other employees of the Company and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings, if it considers this appropriate.

EXPECTATIONS OF THE DIRECTORS

Expectations of the Directors include but are not limited to:

- a) maintaining a high attendance record at meetings of the Board and the Committees of which they are members. Attendance by telephone or video conference may be used to facilitate a Director’s attendance. Directors who serve on the Audit, Compensation and Nominating and Corporate Governance Committees must attend at least 75% of the meetings for each of those committees in any one year;
- b) reviewing the materials circulated in advance of meetings of the Board and its Committees and being prepared to discuss the issues presented. Directors are encouraged to contact the Chair, the CEO and any other appropriate Officers to ask questions and discuss agenda items prior to meetings;
- c) being sufficiently knowledgeable of the business of the Company, including its financial statements, and the risks it faces, ensuring active and effective participation in the deliberations of the Board and of each Committee on which he or she serves.
- d) freely contact the CEO at any time to discuss any aspect of the Company’s business. Directors should use their judgement to ensure that any such contact is not disruptive to the operations of the Company. The Board expects that there will be frequent opportunities for Directors to meet with the CEO in meetings of the Board and Committees, or in other formal or informal settings.
- e) maintaining the confidentiality of the proceedings and deliberations of the Board and its Committees. Each Director will maintain the confidentiality of information received in connection with his or her service as a Director.

3. Accountability of Individual Directors

The responsibilities set out below are meant to serve as a framework to guide individual Directors in their participation on the Board, with a view to enabling the Board to meet its duties and obligations. Principal responsibilities include:

- a) assuming a stewardship role and overseeing the management of the business and affairs of the Company;
- b) maintaining a clear understanding of the Company, including its strategic and financial plans and objectives, emerging trends and issues, significant strategic initiatives and capital allocations and expenditures, risks and management of those risks, internal systems, processes and controls, compliance with applicable laws and regulations, governance, audit and accounting principles and practices;
- c) preparing for each Board and Committee meeting by reviewing materials provided and requesting, where appropriate, information that will allow the Director to properly participate in the Board's deliberations, make informed business judgments; and exercise oversight;
- d) absent a compelling reason, attending every Board and Committee meeting, and actively participating in deliberations and decisions. When attendance is not possible a Director should become familiar with the matters to be covered at the meeting;
- e) voting on all decisions of the Board or its Committees, except when a conflict of interest may exist;
- f) preventing personal interests from conflicting with, or appearing to conflict with, the interests of the Company and disclosing details of such conflicting interests should they arise;
- g) planning a process for succession planning of the Board in collaboration with the Nominating and Corporate Governance Committee; and
- h) acting in the highest ethical manner and with integrity in all professional dealings.

ADOPTION

- This Mandate was adopted by the Board on December 12, 2017.
- Amended and approved by the Board on August 26, 2020.
- Reviewed and approved by the Board on November 13, 2023.
- Amended and approved by the Board on February 16, 2024.
- Amended and approved by the Board on May 13, 2025.
- Amended and approved by the Board on March 26, 2026.

SCHEDULE E
AUDIT COMMITTEE CHARTER

(As attached.)

AUDIT COMMITTEE CHARTER

This Charter governs the operations of the Audit Committee (the “Committee”) of Discovery Silver Corp. (“Discovery Silver” or the “Company”).

PURPOSE

The purpose of the Committee shall be to provide assistance to the Board of Directors (the “Board”) in fulfilling its oversight responsibility to the shareholders of the Company, potential shareholders, the investment community and others, relating to: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements relating to disclosure of financial information and any other matters as may be required; and (iii) the independent auditors’ qualifications and independence.

The Committee shall retain and compensate such outside legal, accounting or other advisors as it considers necessary in discharging its role. In fulfilling its purpose, the Committee shall maintain free and open communication between the Committee, the independent auditors and management of the Company, and determine that all parties are aware of their responsibilities.

COMPOSITION

- The Committee shall be composed of three or more directors as shall be designated by the Board from time to time.
- Sufficient members of the Committee shall be "independent" and “financially literate” (as such terms are defined under applicable securities laws and exchange requirements for audit committee purposes) so as to comply with applicable securities laws and stock exchange rules.
- Each member of the Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.
- At least one member of the Committee shall have sufficient experience to be considered a Financial Expert, where such determined by having been a chief financial officer, chartered or certified public accountant, certified management accountant, or partner of an accounting firm.
- Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting. Each member shall serve until his/her successor is appointed unless he/she shall resign or be removed by the Board, or he/she shall otherwise cease to be a director of the Company. Any member may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a vote of a majority of the Board.
- The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a chair by vote of a majority of the full Committee membership. The Chair of the Committee shall be an independent director (as described above); the position of Chair of the Committee shall not be filled by the current Chair of the Board.
- If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

- The Committee shall appoint a secretary (the "**Secretary**") who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee. This role is normally filled by the Secretary of the Company.
- No Committee member shall simultaneously serve on the audit committee of more than two other public companies with active business operations or significant assets.

MEETINGS

- The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, provided that meetings of the Committee shall be convened whenever requested by the external auditors (the "**Independent Auditors**") or any member of the Committee.
- The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
- At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully effective as if it had been made at a meeting duly called and held.
- The CEO and CFO are expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the CEO or CFO, or any other member of management, being present.
- The Committee may by specific invitation have other resource persons in attendance such officers, directors and employees of the Company and its subsidiaries, and other persons, including the Independent Auditors, as it may see fit, from time to time, to attend at meetings of the Committee.
- The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

- The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- Minutes of Committee meetings shall be sent to all Committee members.
- The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibilities and powers set forth in this Charter. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting. The Independent Auditors are responsible for auditing the Company's financial statements and, if requested by the Committee, for reviewing the Company's unaudited interim financial statements.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Company, or legal counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Company and has the authority to retain, at the expense of the Company, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Company believes that, in carrying out the Committee's responsibilities, its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to set the overall corporate "tone" for quality financial reporting and ethical behaviour.

The following shall be the principal duties and responsibilities of the Committee and the Chair of the Committee (the "Chair"). These are set forth as a guide with the understanding that the Committee may supplement them as it considers appropriate.

A. Chair

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- chair meetings of the Committee, unless not present (including in camera sessions), and report to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- ensure that the Committee meets on a regular basis and at least four times per year;
- in consultation with the Committee members, establish a calendar for holding meetings of the Committee;
- establish the agenda for each meeting of the Committee, with input from other Committee members, and any other parties, as applicable;
- ensure that Committee materials are available to any director on request;

- act as liaison and maintain communication with the Chair of the Board (or Lead Director if an individual other than the Chair) and the Board to optimize and coordinate input from Board members, and to optimize the effectiveness of the Committee. This includes, at least annually and at such other times and in such manner as the Committee considers advisable, reporting to the full Board on:
 - all proceedings and deliberations of the Committee;
 - the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole; and
 - principal operating and business risks identified by management and how each are either mitigated or managed.
- ensure that the members of the Committee understand and discharge their duties and obligations;
- foster ethical and responsible decision making by the Committee and its individual members;
- encourage Committee members to ask questions and express viewpoints during meetings;
- together with the Corporate Governance and Nominating Committee, oversee the structure, composition, membership and activities delegated to the Committee from time to time;
- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approve work to be done for the Committee by consultants;
- facilitate effective communication between members of the Committee and management;
- encourage the Committee to meet in separate, regularly scheduled, non-management, closed sessions with the Independent Auditors;
- attend each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair; and
- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

B. Committee

- The Committee shall be responsible for advising the Board, for the Board's recommendation to shareholders, in respect of the appointment, compensation and retention of the Independent Auditors.
- The Committee shall be directly responsible for the oversight of the work of the Independent Auditors (including resolution of any disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the Independent Auditors must report directly to the Committee.
- At least annually, the Committee shall obtain and review a report by the Independent Auditors describing: (i) the firm's internal quality control processes; (ii) any sanctions made by any government or professional authorities respecting independent audits carried out by the firm and any steps taken to deal with any such issues; and (iii) all relationships between the Independent Auditors and the Company.
- After reviewing the foregoing report and the Independent Auditors' work throughout the year, and after receiving written confirmation from the auditors declaring their independence, the Committee shall evaluate the auditors' qualifications, performance and independence. Such evaluation shall include the review and

evaluation of the lead partner of the Independent Auditors and take into account the opinions of management and any other Company personnel involved in the preparation of the Company's financial statements.

- The Committee shall determine that the Independent Auditors have a process in place to address the rotation of the lead audit partner and other audit partners servicing the Company's account as required under Canadian independence standards.
- The Committee shall pre-approve all audit and non-audit services provided by the Independent Auditors and shall only engage the Independent Auditors to perform non-audit services permitted by law or regulation. The Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- The Committee shall discuss with the Independent Auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation, as well as any procedures relating to attestation on the Company's Extractive Sector Transparency Measures Act ("**ESTMA**") reporting, if any.
- The Committee shall regularly review with the Independent Auditors any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the Independent Auditors' activities or access to requested information, and management's response. The Committee shall also review with the auditors: any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office relating to problems or difficulties encountered with respect to significant auditing or accounting issues; and any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company.
- The Committee shall review and recommend approval of the quarterly financial statements for submission to the Board, as well as the related management's discussion and analysis of financial condition and results of operations ("**MD&A**"), and the related news releases, prior to the release and filing thereof. The Committee shall also discuss with the independent auditors the results of the auditors' quarterly review or other involvement in the preparation of the quarterly statements, as well as any other matters required to be communicated to the Committee by the independent auditors under applicable professional guidelines. The Committee shall discuss and review with management the quarterly certification with respect to financial matters mandated by applicable securities laws.
- The Committee shall review and recommend approval of the annual audited financial statements for submission to the Board, as well as the related MD&A, and the related news releases, prior to the release and filing thereof. The Committee's review of the financial statements shall include: (i) consideration of any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies; (ii) discussions with management and the Independent Auditors regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments; (iii) consideration of the effect of regulatory accounting initiatives, as well as off-balance sheet structures on the financial statements; (iv) consideration of the judgment of both management and the Independent Auditors about the quality of accounting principles; and (v) consideration of the clarity of the disclosure in the financial statements. The Committee shall also discuss with the Independent Auditors the results of the annual audit and any other matters required to be communicated to the Committee by the Independent Auditors under applicable professional guidelines. The Committee shall discuss and review with management the annual certification with respect to financial matters mandated by applicable securities laws.
- The Committee shall also receive and review a report from the Independent Auditors, prior to the release and filing of the Company's annual audited financial statements, on all critical accounting policies and practices of

the Company, any potential alternative treatment of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatment for the disclosure in the financial statements and the treatment preferred by the Independent Auditors, and all other material written communications between the Independent Auditors and management.

- The Committee shall review and approve all related party transactions not in the ordinary course of business in the absence of a special committee of the Board of Directors designated for such function.
- The Committee shall review all earnings press releases before they are issued and shall ensure that adequate procedures are in place for the review of any other public disclosure of financial information extracted or derived from the Company's financial statements.
- The Committee shall discuss with management and the Independent Auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management or the auditors in light of applicable securities laws requirements.
- The Committee shall review the results of procedures undertaken by the Independent Auditors relating to ESTMA reporting, and receive and review the auditor's reporting thereon.
- The Committee shall review with management the Company's compliance systems in light of applicable legal and regulatory requirements, and monitor the Company's compliance with corporate governance policies that references this Committee's oversight role, including but not limited to the Company's Anti-Bribery and Anti-Corruption Policy, the Code of Business Conduct and Ethics and the Whistleblower Policy.
- The Committee shall review periodically with management the risk of the Company being subject to fraud and the controls in place to manage such risk.
- The Committee shall review financial summaries and disclosures made in accordance with the ESTMA, including but not limited to attestation reports made by a director or officer of the Company that the information in the report is true, accurate and complete in all material respects and that reasonable diligence has been exercised.
- The Committee shall ensure that the Company establish appropriate policies and procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall ensure that the Company has in effect clear hiring policies for partners, employees and former partners and employees of the Company's present and former Independent Auditors that meet applicable legal and regulatory requirements.
- The Committee shall, with the assistance of management, determine the appropriate funding needed by the Committee for payment of: (i) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- To the extent the Company maintains an internal audit function, the Committee shall meet periodically with the internal auditors to discuss the overall scope and plans for the internal audit function, including approval of its mandate, and the adequacy and effectiveness of the Company's internal controls.
- The Committee shall ensure that the policies established pursuant to the Charter are communicated to the Board, the Company's management and employees and other parties as may be appropriate and to the best of its

ability shall ensure that such policies are implemented by the audit committees of subsidiary companies where appropriate. The Committee shall also ensure that the necessary follow-up is undertaken with such other audit committees.

- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.
- The Committee shall review and reassess the Charter as needed with the view to review the Charter annually.
- The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the Company's enterprise risk management program by: (a) overseeing management's response to risks, both internal and external, to which the Company is subject to, including without limitation, risks associated with tax, hedging, insurance, accounting, cybersecurity and the protection of data belonging to third parties, information services and systems (including management's response to ensure the Company's compliance with Canada's anti-spam legislation), financial controls and management reporting, and review the actions which the management has taken to minimize such risks; and (b) reviewing and assessing the adequacy of the risk matrix ensuring it captures key areas of concern, and the identified risks align with the Company's strategic objectives, reporting to the Board on the status of risk management efforts, including updates on the risk matrix, key risk indicators, and the effectiveness of risk mitigation strategies.

ADOPTION

This Charter was adopted by the Board on December 12, 2017.

Reviewed and approved by the Board on November 13, 2023.

Reviewed and approved by the Board on November 12, 2024.

Reviewed and approved by the Board on March 26, 2026.

**QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITATION
AGENT AND SHAREHOLDER COMMUNICATIONS ADVISOR**



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