

COPPER BULLET MINES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS TO BE HELD ON**

November 25, 2025

AND

MANAGEMENT INFORMATION CIRCULAR

DATED October 21, 2025

COPPER BULLET MINES INC.

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

TAKE NOTICE THAT an annual general and special meeting (the “**Meeting**”) of the shareholders of Copper Bullet Mines Inc. (the “**Corporation**” or “**CBMI**”) will be held at the office of the Corporation, 129 Pinewood Trail, Mississauga, Ontario L5G 2L2 on **November 25, 2025 at 11:00 a.m. (Toronto time)** and will be available by Teams Meeting:

Meeting link: [Copper Bullet Mines Inc. Annual and Special Meeting | Microsoft Teams | Meet-up-Join](#)

The Meeting will be held for the following purposes:

1. to receive the audited annual financial statements of the Corporation, together with the independent auditor’s reports thereon, for the financial periods from the date of incorporation (April 10, 2021) to December 31, 2021 and the fiscal years ended December 31, 2022, December 31, 2023, and December 31, 2024;
2. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors, all as more fully described in the management information circular in respect of the Meeting (the “**Management Information Circular**”) accompanying this notice of Meeting;
3. to elect the directors of the Corporation to serve from the close of the Meeting until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
4. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amalgamation with First and Goal Capital Corp.,
5. to transact such other business as may be properly brought before the Meeting or any postponement or adjustment thereof.

Information relating to the items above is set forth in the Management Information Circular accompanying this notice of meeting.

Only shareholders of record as of October 21, 2025, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. You are encouraged to complete the attached of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be delivered to Copper Bullet Mines Inc., 129 Pinewood Trail, Mississauga, Ontario, Canada, L5G 2L2 (email Danweir@bulletmines.com) no later than 11:00 a.m. (Toronto time) on November 21, 2025 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. Late instruments of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instruments of proxy. As an alternative to completing and submitting an instrument of proxy.

DATED at Mississauga, Ontario this 21st day of October, 2025.

By Order of the Board of Directors of Copper Bullet Mines Inc.

(signed) “*Daniel J. Weir*”

Dan Weir

Chief Executive Officer and
Director

COPPER BULLET MINES INC.

MANAGEMENT INFORMATION CIRCULAR

This management information circular (this “**Management Information Circular**” or “**Circular**”) is provided in connection with the solicitation of proxies by management of Copper Bullet Mines Inc. (“**CBMI**” or the “**Corporation**”) for use at the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares of the Corporation (the “**Common Shares**”).

The Meeting will be held on November 25, 2025 at 11:00 a.m. (Eastern time) at the office of Copper Bullet Mines Inc. located at 129 Pinewood Trail, Mississauga, Ontario L5G 2L2 for the purposes set forth in the notice of annual and special meeting accompanying this Management Information Circular (the “**Notice**”). The meeting will also be available via, teams video call.

Meeting link: [Copper Bullet Mines Inc. Annual and Special Meeting | Microsoft Teams | Meet-up-Join](#)

Information in this Circular is given as of October 21, 2025 (the “**Effective Date**”), except as otherwise indicated. Unless otherwise indicated, dollar amounts are expressed in Canadian dollars.

Accompanying this Management Information Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (the “**Instrument of Proxy**”).

GENERAL PROXY INFORMATION

Solicitation of Proxies

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, or other means of electronic communication, who will not be remunerated therefor. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your securities holdings, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding such securities on your behalf.

All time references in this Management Information Circular are in Eastern Time (Toronto time).

Appointment, Time for Deposit and Revocation of Proxies

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper form of proxy to Copper Bullet Mines Inc., 301 – 129 Pinewood Trail, Mississauga, Ontario, L5G 2L2 (Email; DanWeir@BulletMines.com). Votes cast Electronically must be submitted no later than 11:00 a.m. (Toronto time) on November 21, 2025 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

The persons named as proxyholders in the Instrument of Proxy attached as Schedule “A” to this Circular are directors or officers of the Corporation and are representatives of the Corporation’s management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) as his, her or its representative at the Meeting may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person’s name in the blank space provided in the accompanying Instrument of Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to

the Corporate Secretary of the Corporation, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Instrument of Proxy should notify the nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

In order to validly appoint a proxy, Instruments of Proxy must be received by Copper Bullet Mines Inc., 129 Pinewood Trail, Mississauga, Ontario, Canada, L5G 2L2 (email: DanWeir@BulletMines.com) at no later than 11:00 a.m. (Toronto time) on November 21, 2025 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting. After such time, the chair of the Meeting may accept or reject a form of proxy delivered to him or her in his or her discretion but is under no obligation to accept or reject any particular late Instrument of Proxy.

Non-Registered Holders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name and thus are considered non-registered beneficial shareholders. Only registered holders of Common Shares or the persons they appoint as their proxyholder are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including, among others, banks, trust companies, securities dealers, brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSA's and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. Non-Registered Holders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. In accordance with the requirements of the Canadian Securities Administrators (the “**CSA**”), the Corporation will have distributed copies of the Notice, the Circular and the enclosed Instrument of Proxy to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. If you are a Non-Registered Holder, your Intermediary will be the entity legally entitled to vote your Common Shares at the Meeting. Common Shares held by an Intermediary can only be voted upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting Common Shares.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Non-Registered Holders in advance of the Meeting. Often, the form of proxy supplied to a Non-Registered Holder by its Intermediary is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Holder.

Non-Registered Holders should ensure that instructions respecting the voting of their Common Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary or Broadridge, as applicable. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their Intermediary, a Non-Registered Holder may attend the Meeting as proxyholder for the Intermediary and vote the Common Shares in that capacity. **Non-Registered Holders who wish to indirectly vote their Common Shares as a proxyholder, should enter their own names in the blank space on the Instrument of Proxy or voting instruction form provided to them by their Intermediary, as applicable, and return the same in accordance with the instructions provided by their Intermediary, as applicable, well in advance of the Meeting.**

All references to Shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice are to registered Shareholders unless specifically stated otherwise.

The purpose of the above-noted procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Non-Registered Holders should carefully follow the instructions and procedures of

their Intermediary, as applicable, including those regarding when and where the Instrument of Proxy or voting instruction form is to be delivered.

Pursuant to NI 54-101 the Corporation is distributing copies of proxy-related materials in connection with the Meeting indirectly to non-objecting beneficial owners of Common Shares. The Corporation is not relying on the notice and access delivery procedures to distribute copies of proxy-related materials in connection with the Meeting. The Corporation will pay the reasonable costs of Intermediaries to deliver copies of the proxy-related materials to objecting beneficial owners.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed in the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to the Corporation at, 129 Pinewood Trail, Mississauga, Ontario, Canada, L5G , at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or deposited with the chair of the Meeting on the day of the Meeting, or any adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. As well, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chair of the Meeting before the proxy is exercised) and vote in person (or withhold from voting). If a Shareholder has voted on the internet and wishes to change such vote, such Shareholder may vote again through such means before 11:00 a.m. (Toronto time) on November 21, 2025 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.

Signature on Proxies

The Instrument of Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. An Instrument of Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxyholder on how to vote his, her or its Common Shares by completing the blanks on the Instrument of Proxy. **The Common Shares represented by the enclosed Instrument of Proxy will be voted for, against or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. In the absence of such direction, such Common Shares will be voted IN FAVOUR OF PASSING THE RESOLUTIONS DESCRIBED IN THE INSTRUMENT OF PROXY AND BELOW.** If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Instrument of Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. As at the date of this Circular, the management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

QUALIFYING TRANSACTION

The Corporation has entered into a business combination agreement dated September 30, 2025 (the “**Business Combination Agreement**”) with First and Goal Capital Corp. (“**F&G**”) in respect of a proposed transaction (the “**F&G Transaction**”) whereby F&G will acquire all of the issued and outstanding shares of CBMI by way of a “three-cornered” amalgamation. F&G, following the completion of the CBMI Transaction (the “**Resulting Issuer**”), intends to carry on the business of CBMI and its subsidiaries. If completed, the F&G Transaction is intended to constitute the “Qualifying Transaction” of F&G under Policy 2.4 – *Capital Pool Companies* (the “**CPC Policy**”) of the TSX Venture Exchange (the “**TSXV**”). All references herein to the “Resulting Issuer” refer to the Corporation after completion of the F&G Transaction.

SHAREHOLDERS ARE REQUIRED TO APPROVE THE F&G TRANSACTION. The F&G Transaction is very important to the Corporation and certain matters to be considered at the Meeting are necessary in order to prepare the Corporation to complete the F&G Transaction. Full details regarding CBMI and the F&G Transaction will be disclosed by the Corporation in a filing statement and/or non-offering prospectus (the “**Disclosure Document**”) to be prepared and filed under the CPC Policy. The Disclosure Document will be posted on SEDAR+ at www.sedarplus.ca prior to completion of the F&G Transaction. Management of F&G will endeavour to post the Disclosure Document on SEDAR+ as quickly as possible, but the posting thereof and the detailed press release to be issued by F&G in conjunction therewith may not occur until on or about the date of the Meeting or thereafter. Shareholders are urged to review the press release issued by F&G on July 30, 2025 announcing the proposed F&G Transaction, the press release issued by F&G on October 1, 2025 providing further details on the F&G Transaction and the Business Combination Agreement and the Disclosure Document of F&G when filed on SEDAR+ as they contain important disclosure regarding the Resulting Issuer and the F&G Transaction.

Subject to receipt of all approvals, including from the TSXV, the F&G Transaction is anticipated to close in December 2025.

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

No director or executive officer of the Corporation who has been a director or executive officer of the Corporation at any time during the Corporation’s financial year ended December 31, 2024 (the “**Financial Year**”), nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, 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, other than the election of directors or the appointment of auditors.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Shareholders of record as of October 21, 2025 (the “**Record Date**”) are entitled to receive notice and attend and vote at the Meeting. As at the Effective Date, the Corporation had 58,828,395 issued and outstanding Common Shares. The Common Shares are the only voting shares of the Corporation which are issued and outstanding as of the Record Date. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting.

To the knowledge of the directors and officers of the Corporation, as at the Effective Date, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No directors or executive officers of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted, directly or indirectly, to the Corporation or its subsidiaries at any time during the Financial Year.

INTEREST OF DIRECTORS AND OFFICERS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them, 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, other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Management Information Circular, “informed person” means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person of the Corporation, nor any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has or has had, at any time during the Financial Year, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

EXECUTIVE COMPENSATION

Compensation of Directors

The following table sets forth information concerning the total compensation during the 2024 Financial Year paid to the directors of the Corporation for serving in their capacity as directors, except that the Corporation reimburses the out-of-pocket expenses of its directors incurred in connection with attendance at or participation in meetings of the board of directors of the Corporation (the “**Board**”).

Executive officers of the Corporation who also act as directors of the Corporation do not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation to such executive officers in their capacity as executive officers. See “Compensation of Executive Officers”. Executive officers whose compensation is disclosed below under “Compensation of Executive Officers” are not disclosed in this section.

The following table shows the compensation paid to directors during the 2024 Financial Year other than directors who also serve as a Named Executive Officer (as defined below):

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Daniel Weir	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Daryl Hodges	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Doug Harris	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Mohamad Basim Anwer	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Erika Dohring	35,000	Nil	Nil	Nil	Nil	Nil	35,000
Keith Minty	35,000	Nil	Nil	Nil	Nil	Nil	35,000

Notes:

- (1) Every Director elected to receive their compensation of \$35,000, in shares. Based on a \$0.10 per share valuation.

Compensation of Executive Officers

The following table sets forth information concerning the total compensation during the Financial Year for the Chief Executive Officer and the Chief Financial Officer of the Corporation (the “**Named Executive Officer**”).

Name and Principal Position ⁽¹⁾	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-Term Incentive Plans			
Daniel J. Weir ⁽²⁾⁽³⁾ CEO	150,000	Nil	Nil	Nil	Nil	Nil	Nil	150,000
Arif Shivji ⁽⁴⁾ CFO	60,000							60,000

Notes:

- (2) No executive officer of the Corporation had total compensation exceeding \$150,000 during the Financial Year.
- (3) Compensation of \$35,000 was received in connection with Mr. Weir's role as a director of the Corporation.
- (4) Mr. Weir, is a contractor to the company through a consulting company, owned by his Family Trust.
- (5) Mr. Shivij is a contractor to the company through his consulting company.

Outstanding Share-Based Awards and Option-Based Awards for Directors and Officers

The Corporation has no Share-Based plans or Option-Based plans. Upon completion of the F&G transaction, the Resulting Issuer will adopt the Omnibus Equity Incentive Plan attached as Schedule "G" hereto.

Pension and Other Benefit Plans

The Corporation has no pension or other benefit plans currently in place.

Termination of Employment, Change in Responsibilities and Employment Contracts

As at the Effective Date, the Corporation did not have any plan, contract or arrangement, compensatory or otherwise: (1) regarding the employment of a Named Executive Officer, or (2) whereby a Named Executive Officer is entitled to receive more than \$100,000 (including periodic payments or instalments) in the event of the Named Executive Officer's resignation, retirement or employment, a change of control of the Corporation, or a change in the Named Executive Officer's responsibilities following a change in control of the Corporation.

Other Compensation

Other than as set forth herein, the Corporation did not pay any other compensation to the Named Executive Officer or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full-time employees) during the last completed fiscal year other than benefits and perquisites which did not amount to \$10,000 or greater per individual.

AUDIT COMMITTEE**Composition of the Audit Committee**

The following are the current members of the Audit Committee:

Name	Independence	Financial Literacy
Daug Harris	Independent	Financially Literate
Mohamad Basim Anwer	Independent	Financially Literate
Daryl Hodges	Independent	Financially Literate

Notes:**Relevant Education and Experience**

See "Matters to be Considered at the Meeting – Election of Directors – Current Slate" for a summary of the relevant education and experience of the members of the Audit Committee.

Audit Committee Oversight

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

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors during each of the last two fiscal years are approximately as follows:

Period	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees	All Other Fees
During the Financial Year ended December 31, 2023	\$14,000	\$-	\$-	\$-
During the Financial Year ended December 31, 2024	\$14,000	\$-	\$-	\$-

Note:

- (1) "Audit Related Fees" include the aggregate audit related fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as "Audit Fees". The services provided include review services.

AUDITOR

MNP LLP, Chartered Professional Accountants, located at 2000, 112 - 4th Avenue SW, Calgary, Alberta T2P 0H3, is the current auditor and has served as the Corporation's auditor since 2021. It is anticipated that MNP LLP will be the auditor of the Resulting Issuer following completion of the F&G Transaction.

CORPORATE GOVERNANCE

The Board assumes overall responsibility for the direction of the Corporation through its delegation to senior management and through the ongoing function of the Board and its committees, as applicable.

MANAGEMENT CONTRACTS

The Corporation does not currently have any management contracts in place.

PARTICULARS OF MATTERS TO BE CONSIDERED AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice of Meeting. These matters are described in more detail under the headings below.

1. Financial Statements

The Board has approved the financial periods from the date of incorporation (June 3, 2021) to December 31, 2021 and the fiscal years ended December 31, 2022, December 31, 2023, and December 31, 2024, together with the auditor's reports thereon. Copies of these financial statements have been sent to all Shareholders.

2. Appointment and Remuneration of Auditor

At the Meeting, the Shareholders are required to appoint the auditor of the Corporation. Ordinarily, that would involve re-appointing MNP LLP, the Corporation's current auditor, to hold office until the next annual meeting of Shareholders.

"BE IT HEREBY RESOLVED that:

- (1) appointment of MNP LLP as auditor of the Corporation to hold office until the next annual meeting of the Shareholders is hereby approved; and
- (2) the Board is hereby authorized to fix the remuneration of the auditors so appointed."

The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR the resolution regarding the appointment of the auditor as set forth above.

3. Election of Directors

At the Meeting, Shareholders will be asked to consider, and if thought appropriate, to pass an ordinary resolution to re-elect the directors of the Corporation to serve from the close of the Meeting until the close of the next annual meeting of Shareholders of the Corporation or until their successors are elected or appointed (the “**Director Election Resolution**”), the full text of which is set out below.

At the time of the Meeting, the F&G Transaction will not yet have been completed and, as such, there can be no assurance that it will be completed.

The complete text of the Director Election Resolution is as follows:

“**BE IT HEREBY RESOLVED** that:

- (1) the election of Daniel Weir, Daryl Hodges, Mohamad Basim Anwer, Erika Dohring, Doug Harris, and Keith Minty as directors of the Corporation to hold office until the earlier of:
 - (a) the close of the next annual meeting of Shareholders of the Corporation;
 - (b) their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Canada Business Corporations Act*,
- is hereby approved; and

The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR the election of the directors as set forth above. The Corporation does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed director nominees do not stand for election or are unable to serve as such, **proxies held by the persons designated as proxyholders in the accompanying Instrument of Proxy will be voted FOR another director nominee in their discretion unless the Shareholder has specified in his or her form of proxy that his or her Common Shares are to be withheld from voting in the election of directors.** Each director elected will hold office until (i) the next annual meeting of Shareholders, or (ii) their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the CBCA to which the Corporation is subject or any similar corporate legislation to which the Corporation becomes subject.

See below for detailed information regarding the *directors*

The following table sets forth the name, province or state, and country of residence, of each of the persons proposed to be nominated for election as a director of the Corporation, the members of each committee of the board, the present principal occupation, business or employment of each director within the preceding five years, and the number of securities of each class of voting securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by each proposed director.

Name and Place of Residence	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned or Controlled
Daniel Weir <i>Ontario, Canada</i>	Chief Executive Officer at Copper Bullet Mines Inc; Chief Executive Officer at DNI Metals Inc.	5,083,896 – 8.64%
Daryl Hodges <i>Ontario, Canada(2)</i>	Chairman & Chief Executive Officer at CBMI Metals & Mining, Inc., Chairman at Copper Bullet Mines Inc., Independent Director at HPQ Silicon, Inc.	2,039,417 – 3.47%
Mohamad Basim Anwer <i>Dubai, UAE (2)</i>	Vice Chairman of Board (RCL Shipping Dubai, 2023 – Present)	4,938,533 – 8.39%
Erika Dohring <i>Mexico</i>	Mining Consultant	530,000 – 0.90%
Doug Harris <i>Ontario, Canada (2)</i>	President of Harris Capital Corporation (2016 – Current); Chief Financial Officer of Sol Strategies Inc. (2021 – Current); Chief Financial Officer of HYLQ Strategies Corp. (2024 – Curren); Chief Financial Officer of Grid Metals Corp. (2021 – 2025); Chief Financial Officer of Midex Resources Ltd. (2020 – 2024); Chief Financial Officer of Zoglo’s Food Corp. (2022 – 2023); Chief Financial Officer of Tripsitter Clinic Ltd. (2021 – 2022); Chief Financial Officer of Tony G Co-Investment Holdings Ltd. (2021 – 2022); Chief Financial Officer of Braingrid (2018 – 2021); Director of St. David’s Capital Inc. (2021 – Current).	733,120 – 1.25%
Keith Minty <i>Ontario, Canada</i>	Senior V.P. Business Development - Stope Capital Advisors Inc., Chief Operating Officer - Aurvista Gold Corp., President - Hunter Bay Minerals Plc, Chief Operating Officer -Thani Investment Ltd./ Thani Emirates Resources Ltd., President & CEO – North American Palladium	1,119,266 – 1.90%

Notes:

- (1) Percentages are based on 58,828,395 Common Shares issued and outstanding as of the Effective Date. Information as to the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the direct knowledge of the Corporation, has been furnished by the respective directors individually or obtained from the System for Electronic Disclosure by Insiders and may include Common Shares owned or controlled by spouses and/or children of such individuals and/or companies controlled by such individuals or their spouses and/or children.
- (2) Member of the Audit Committee.

Biographical information regarding the directors is set out below.

Daniel Weir,

Daniel has worked for over 20 years at some of the top financial firms in Canada. He worked as an Institutional Equity Trader, Sales and Investment banking as well as a broker. He was the Head of Institutional Equity Sales at a boutique firm focused on financing Mining companies. Having raised billions of dollars, both publicly and privately, Mr. Weir has expertise at evaluating and financing mining deals. He has sat on boards of potash, graphite and copper-zinc mining

companies. Dan spent the past 8 years working in Africa, developing a graphite project. Mr. Weir has overseen exploration projects, and the designing and engineering of processing plants. Mr. Weir graduated from the University of Toronto.

Daryl Hodges,

Daryl's current job(s) include being the Chairman & Chief Executive Officer at CBMI Metals & Mining, Inc., Chairman at Copper Bullet Mines Inc., Independent Director at HPQ Silicon, Inc. Mr. Hodges's former job(s) include being the Chairman, President & Chief Executive Officer at Jennings Capital (USA), Inc., Executive Chairman at Minera IRL Ltd., Director at Rapier Gold, Inc., Independent Director at 12 Exploration, Inc., Research Analyst at HSBC Securities (Canada), Inc., and Principal at Falconbridge Ltd. Mr. Hodges's education history includes an undergraduate degree from The University of Waterloo in 1982 and a graduate degree from The University of Waterloo in 1987.

Mohamad Basim Anwer,

Basim has 20 years of multisector experience, which includes wealth management, project logistics and financing, mining and LME metals warehousing and distribution. During his tenure with Thani Investments in Dubai, and subsequent to that he was engaged in Mining projects as an advisor assisting with project planning and corporate valuations and financing of mineral resource projects worldwide. He is based in Dubai, with additional offices in, Switzerland, United Kingdom, Pakistan, Serbia, Morocco and Hong Kong. He is the Chairman of Peninsula Shipping, and CEO of Regionality Group of companies. As the CEO of Peninsula Shipping a multiagency shipping company and Regionality which specializes in product and service distribution, his businesses operate worldwide in key emerging and developed markets various countries. Mr. Anwer graduated from Purdue University in USA.

Erika Dohring,

Erika has extensive knowledge and expertise in epithermal gold and silver deposits, as well as base metals systems including porphyry copper and VMS. She grew into a career as an exploration geologist with exposure to capital markets and economic evaluation, and most recently as an entrepreneur. As manager of corporate development and JV programs of Riverside Resources, she successfully launched and led multiple early-stage gold and silver exploration programs and was part of the team that spun out the public company Capitan Silver Corp. Most recently, Mrs. Dohring has launched two private Mexican ventures. Mrs. Dohring graduated from Institut Beauvais in France with a Master's Degree in Geology and Mining Engineering.

Doug Harris,

Doug has over 25 years of audit, buy side, sell side and advisory experience participating in over \$2 billion of transactions. Doug has served as a director of several public companies, chairing audit and independent committees, and provides advisory and CFO services through his company Harris Capital Corporation. Mr. Harris obtained his MBA from the Rotman School of Management at the University of Toronto.

Keith Minty,

Keith has 30 years of professional experience in mineral resource exploration and development of precious and base metals and industrial minerals in Canada and internationally. He has been directly involved in increasing mineral resource project's value through resource development, constructing, operating and managing gold and platinum group metal projects. Mr. Minty has been associated with resource exploration and development companies such as Hunter Dickinson, Viceroy Resources, North American Palladium, and Aurvista Gold. He is currently an active member of the board of directors of companies. Mr. Minty obtained a B.Sc. in Mining Engineering from Queen's University, he received his MBA from Athabasca University.

The following table sets out directors that are, or have been within the last five years, directors, officers or promoters of other issuers that are reporting issuers (or the equivalent) in Canada or a foreign jurisdiction, the name of such reporting issuers and the name of the exchange or market applicable to such reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
Daniel Weir	DNI Metals Inc.	CSE	CEO	Nov. 30, 2014 - Present
Douglas Harris	Sol Strategies Inc.	CSE, NASDAQ	CFO	2021 – Present
	HYLQ Strategy Corp.	CSE	CFO	2025 – Present
	Grid Metals Corp.	TSXV	CFO	2021 – 2025
	Zoglos Food Corp.	CSE	CFO	2022 - 2023
	Tripsitter Clinic Ltd.	CSE	CFO	2021 – 2022
	Tony G Co-Investment Holdings Inc.	CSE	CFO	2021 - 2022
	Braingrid Limited	CSE	CFO	2018 – 2021
	St. David's Capital Inc.	TSXV	Director	2021 - Current
Daryl Hodges	79North Inc.	CSE	Director	June 2020 – October 2024
	HPQ Silicon, Inc.	TSXV	Director	March 2016 - Current
Keith Minty	Rover Metals Corp.	TSXV	Director	November 2012 – June 2025
	Gold Mountain Mining Corp.	TSXV	Director	January 2020– May 2024
	FenixOro Gold Corp	TSXV	Director	January 2020– September 2023
	Callinex Mines Inc.	TSXV	Director	September 2014 - Present
	DNI Metals Inc.	TSXV	Director	June 2016 - August 2022

CBMI Corporate Cease Trade Orders or Bankruptcies

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

Other than as set out below, no proposed director is, as at the date of this Management Information Circular, or has been, within 10 years before the date of this Management Information Circular, a director, chief executive officer or chief financial officer of any company that,

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer:

Other than as set out below, no proposed director is, as at the date of this Management Information Circular, or has been within 10 years before the date of this Management Information Circular, a director or executive officer of any 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:

On May 7, 2019, DNI Metals Inc. (“DNI”) submitted a management cease trade order to the Autorité des marchés financiers (the “AMF”) for failure to file its Audited Financial Statements for the year ended December 31, 2018. Mr. Weir is the President and CEO and a Director of DNI. DNI remains halted as DNI awaits approvals to advance its graphite project in Madagascar.

On May 1, 2025, HPQ Silicon Inc. (“HPQ”) was issued a cease trade order by the Autorité des marchés financiers (the “AMF”) for failure to file its Audited Financial Statements for the year ended December 31, 2024. Mr. Daryl Hodges is a director of HPQ. The halt was lifted May 15 and trading resumed May 20, 2025.

While Mr Harris was serving as Chief Financial Officer of Tony G Co-Investment Holdings Ltd. (“TONY”) on July 22, 2020, the Ontario Securities Commission issued a cease trade order against TONY for failure to file its annual financial statements and related management’s discussion and analysis and certificates for TONY’s fiscal year ended January 31, 2020 and for its three-month period ended April 30, 2020. TONY subsequently made the required filings and the cease trade order was revoked by the Ontario Securities Commission on September 9, 2020.

No proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or 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.

Conflicts of Interest

Other than as disclosed in this Management Information Circular, to the best of the Corporation’s knowledge, there are no known existing or potential conflicts of interest among it and its directors, officers or other members of management as a result of their outside business interests except that certain of its directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

4. The Amalgamation

The Amalgamation provides for the acquisition by F&G of the securities of CBMI such that CBMI will amalgamate with a wholly owned subsidiary of F&G (“**Subco**”) to form “Amalco” which will become a wholly-owned subsidiary of F&G. Further, upon completion of the Amalgamation former CBMI shareholders will own a majority of the F&G Post-Consolidation Shares and as such the transaction will constitute a reverse take-over of F&G by CBMI.

Dissenting CBMI Shareholders will cease to have any rights as CBMI Shareholders other than the right to be paid fair value for their CBMI Shares in accordance with the Dissent Rights. CBMI and Subco will amalgamate as one corporation, being “Amalco”, under such name as CBMI may determine, and under the Amalgamation, among other things:

- the F&G Shares will be consolidated prior to the Effective Date on basis of one (1) “new” F&G Post-Consolidation Share for every 1.108 “old” F&G Shares;
- each issued and outstanding CBMI Share, other than those held by dissenting CBMI Shareholders, will be exchanged for F&G Post-Consolidation Shares on the basis of one (1) F&G Post-Consolidation Share for every one (1) CBMI Share held; and
- each outstanding Subco Share will be exchanged for an Amalco Share; as consideration for the issuance of the F&G Post-Consolidation Shares to effect the Amalgamation, Amalco shall issue to F&G one Amalco Share for each F&G Post-Consolidation Share so issued;
- the F&G Board shall be reconstituted to consist of seven (7) directors comprised of one (1) nominees of F&G and six (6) nominees of CBMI (in each case subject to the receipt of applicable regulatory approvals); and
- each of the existing officers of F&G shall resign and such resigning officers shall be replaced by nominees of CBMI including the appointment of Daniel Weir as Chief Executive Officer, Arif Shivji as Chief Financial Officer and Daniel Weir as Corporate Secretary (in each case subject to the receipt of applicable regulatory approvals).

As a result of the Amalgamation:

- Amalco will acquire all of the outstanding securities of CBMI;
- Amalco will become a wholly-owned subsidiary of F&G; and

- the CBMI Shareholders will effectively control F&G by virtue of holding approximately 83% of the issued and outstanding F&G Post-Consolidation Shares (approximately 101,057,000 on a diluted basis) post-Amalgamation.
- No fractional securities will be issued. Any fractions resulting will be rounded down to the next whole number.
- As a consequence of the Amalgamation, F&G will issue approximately 86,292,842 F&G Post-Consolidation Shares in exchange for all of the issued and outstanding CBMI Shares F&G Post-Consolidation Shares held by the former holders of the CBMI Shares will represent approximately 84% of the issued and outstanding F&G Post-Consolidation Shares.
- For more detailed information, see “Amalgamation – The Definitive Agreement” or a copy of the Definitive Agreement available on F&G’s profile on SEDAR+ at www.sedarplus.ca.

Background to the Amalgamation

On July 28, 2025, F&G and CBMI entered into a letter of intent to complete the proposed Transaction, subject to various conditions precedent including bridge financings by both F&G and CBMI, and the parties determined that it would be in the best interests of all parties to enter into a reverse-takeover transaction.

On September 30, 2025 F&G and CBMI entered into the Definitive Agreement.

Benefits of the Amalgamation

CBMI was formed as a private company and always had plans to become a public company. In March of 2022, CBMI had planned on completing an IPO. Due to Russia invading Ukraine the stock market conditions in 2022, were not favourable to complete an IPO. CBMI has looked at many shells and CPC’s between 2022-2025. CBMI was attracted to F&G due to the people, the structure of the CPC and the cash on the balance sheet.

As CBMI develops the Copper Springs project in Arizona, being a public company gives CBMI great access to capital.

Interest of Insiders, Promoters or Control Persons

No Insider, promoter or control person of CBMI its associates and affiliates (before giving effect to the Amalgamation) has any interest in F&G.

None of the Insiders, promoters or control persons of CBMI will receive any consideration in the event the Amalgamation is completed.

Related Party Transaction

The Amalgamation is not considered a “related party transaction” as defined in MI 61-101. The Transaction was negotiated by the parties dealing at an arm’s length with each other and therefore, in accordance with the policies of the TSXV, the Transaction is not a Non-Arm’s Length Reverse Takeover.

Shareholder Approval of Transaction

At the Meeting, the Shareholders will be asked to consider, and if thought appropriate, to pass, with or without variation, the Amalgamation Resolution. In order to be effective, the Amalgamation Resolution must be approved by two thirds of the CBMI Shares represented by the Shareholders present at the Meeting in person or by proxy. Notwithstanding the foregoing, the Amalgamation Resolution authorizes CBMI, without further notice to or approval of the Shareholders, subject to the terms of the Amalgamation, to decide not to proceed with the Amalgamation and to revoke such Amalgamation Resolution at any time prior to the Amalgamation becoming effective pursuant to the provisions of the CBCA. If more than 5% of the CBMI Shares become the subject of dissent rights, the Amalgamation may be terminated.

Market Price of the Shares of F&G

The market price of the F&G Shares on July 28, 2025, the last trading date before announcement of the proposed Amalgamation, was \$0.03 being the last trading price of the F&G Shares on that date. See “Information Concerning F&G – Stock Exchange Price”.

Selected Pro Forma Condensed Consolidated Financial Information

The following information should be read in conjunction with the (a) pro forma consolidated financial statements of F&G and CBMI following completion of the Amalgamation, which are attached as Schedule “B” hereto; (b) the audited financial statements of the Corporation for the years ended December 31, 2024 & 2023 and the unaudited condensed interim consolidated for the nine months ended September 30, 2025 attached as Schedule “C” hereto; (c) the MD&A of the Corporation filed for the years ended December 31, 2024 & 2023 and the MD&A for the nine months ended September 30, 2025 attached as Schedule “D” hereto; (d) the audited consolidated financial statements of F&G for the years ended December 31, 2024 & 2023 and unaudited condensed interim consolidated financial statements for the nine period ended September 30, 2025 which are attached as Schedule “E” hereto; and (e) the MD&A of F&G for the years ended December 31, 2024 & 2023 and the MD&A for the nine months ended September 30, 2025 included in Schedule “F” hereto.

The following table sets out certain financial information for F&G and CBMI as at their last completed financial year, on a consolidated basis for CBMI, and pro forma financial information for F&G after giving effect to the Amalgamation and certain other adjustments.

Selected Financial Information

Financial Statement Data	F&G at Sept. 30, 2025	CBMI at Sept. 30, 2025	Resulting Issuer Pro Forma
Assets:			
Current Assets	763,932	239,099	2,143,031
Other Assets	-	-	-
Total Assets	763,932	239,099	2,143,031
Liabilities:			
Current Liabilities	86,265	281,820	368,085
Other Liabilities	-	-	-
Total Liabilities	86,265	281,820	368,085
Shareholder's Equity:			
Share Capital	942,174	4,024,478	7,084,905
Reserves	-	207,100	476,386
Contributed Surplus	115,650	23,500	139,150
Deficit	(380,157)	(4,297,799)	(5,925,495)
Total Equity	677,667	(42,721)	1,774,946
Total Liab and Equity	763,932	239,099	2,143,031

Notes: After giving effect to the Amalgamation and the Consolidation.

Included in number of shares outstanding on a proforma basis are the post consolidation shares of F&G in the amount of 86,085,524 of which 67,799,824 F&G shares are expected to issued to CBMI shareholders (including the shares to be issued in the expected \$1.3M current Financing).

Summary of Funds Available to Resulting Issuer

F&G's current assets as at September 30, 2025, was \$763,932. CBMI's current assets as at September 30, 2025, was \$239,099. CBMI, with assistance from F&G, expects to raise \$1,300,000 in its current Financing (which exceeds the minimum of \$750,000 stated in the Definitive Agreement) by issuing CBMI Units before the closing of the Transaction.

After giving effect to the proposed Amalgamation, and as per the pro forma condensed consolidated financial statements of F&G and CBMI as attached to this Circular, F&G is expected to have approximately \$2,000,380 of cash available (with about \$1.8M of working capital) after expected transaction costs relating to the Amalgamation. CBMI and F&G expect the financing to exceed the \$750,000 minimum as stated in the Definitive Agreement, as increased investor interest is anticipated given that the planned expenditures exceed the pro forma minimum figures.

F&G intends to use the funds available to it to achieve the objectives set out under “Information Concerning The Resulting Issuer – Available Funds and Principal Purposes” once the Amalgamation has been completed, and is summarized as follows:

Item	Date Due	Budgeted Expenditures C\$ based on a 1.40 FX rate
Option Payment (last one) Gibson Option	31-Dec-25	280,000
Option Payment Copper Springs Option #3	31-Dec-25	56,000
Option Payment Copper Springs Option #1	01-Jun-26	84,000
Option Payment Copper Springs Option #2	23-Jul-26	42,000
Option Payment Copper Springs Option #3	31-Dec-26	84,000
Annual BLM Fees (473 mining claims *U\$200)	01-Sep-26	132,440
Financials and Audit, legals	30-Apr-26	100,000
TSXV - fees	Now and 2026	17,500
Transfer Agent	2026	12,000
G&A	2026	250,000
IR, website	2026	50,000
Exploration		
Re-Logging Core, Geo days	2026	8,400
Check Assays / Re-Sample as needed; quarter splits	2026	21,000
Collar surveying	2026	4,200
3D Model	2026	28,000
Alteration mapping from hi-res Multi-Spectral Satellite Imagery	2026	14,000
Detailed Mapping, Geo days	2026	33,600
Sampling, analysis	2026	70,000
Archaeological and Biological Review	2026	28,000
Geophysics - Fly/Drone Gravity & Magnetics	2026	35,000
Geophysics - CSAMT & IP	2026	231,000
Contingency	2026	100,000
Total		1,681,140

Market for Securities

F&G is a reporting issuer in British Columbia, Alberta, Ontario, and the F&G Shares are listed on the Exchange under the symbol “FGCC.P”. The CBMI Shares are privately held and not listed for trading. F&G has received conditional acceptance from the Exchange for the listing of the F&G Post-Consolidation Shares to be issued pursuant to the Amalgamation and the listing of the Resulting Issuer on the Exchange. Closing will be subject to the fulfillment of all of the requirements of the Exchange. It is a condition precedent to the completion of the Amalgamation that the F&G Post-Consolidation Shares to be issued pursuant to the Amalgamation be accepted for listing on the Exchange and that the Exchange approves the listing of the Resulting Issuer on the Exchange. Please see “Amalgamation – Approval of the Exchange” for further information.

Sponsor

No sponsor or promoter has been involved in the Transaction and none are anticipated to take part in the transaction until it has closed.

Conflicts of Interest

The directors and officers of F&G and CBMI are involved in other projects and may sit on the board of directors of other companies, including projects in the mining industry, and may have a conflict of interest in allocating their time between the business of F&G or CBMI and other businesses or projects in which they are or will become involved. Please see “Information Concerning Resulting Issuer – Conflicts of Interest”, “Information Concerning The Resulting Issuer – Other Reporting Issuer Experience”.

Interests of Experts

To the best of F&G’s and CBMI’s knowledge, no direct or indirect interest in F&G or CBMI is held or will be received by any experts, except as described at “General Information – Experts”.

Timing

It is anticipated that the Amalgamation will become effective after the requisite approval of the F&G and CBMI Shareholders, and regulatory approvals have been obtained and all other conditions to the Amalgamation have been satisfied or waived. It is anticipated that the Amalgamation will become effective on or before December 31, 2025, or such other date as approved by F&G and CBMI.

Risk Factors

Following completion of the Amalgamation, the Resulting Issuer will be subject to certain risk factors which should be carefully considered in connection with your review of the Amalgamation.

In considering whether to vote for the approval of the Amalgamation, Shareholders should carefully consider the risk factors contained in the Circular, together with other information included in this Circular, before deciding whether to approve the Amalgamation. For a description of material risk factors affecting F&G upon completion of the Amalgamation, see “Part II - Risk Factors”.

Information Concerning F&G

All information provided in this Circular relating to F&G and directors and officers of F&G, including documents incorporated by reference, if applicable, has been provided to CBMI by F&G its directors or officers. Although CBMI does not have any knowledge that would indicate that any statements contained or incorporated by reference herein relating to F&G or the directors and officers of F&G taken from, based upon or comprised of such documents and records or provided by F&G or its directors and officers are inaccurate or incomplete, neither CBMI nor any of its officers or directors assumes any responsibility for the accuracy or completeness of the information relating to F&G or the directors and officers of F&G taken from, based upon or comprised of such documents and records or provided by F&G, or for any failure by F&G to disclose events which may have occurred or may affect the significance or accuracy of any such information but which are unknown to CBMI.

Accompanying Documents

This Circular is accompanied by several Schedules which are incorporated by reference into, form an integral part of, and should be read in conjunction with this Circular. It is recommended that Shareholders read this Circular and the attached Schedules in their entirety.

Dissent Rights

As indicated in the Notice of Meeting accompanying this Circular, and as provided in CBCA, any holder of CBMI Shares is entitled to be paid the fair value of such shares by the Corporation, as applicable, in accordance with the Dissent Rights if the Shareholder duly dissents to the Amalgamation Resolution and the Amalgamation becomes effective. A holder of

CBMI Shares who dissents to the Amalgamation Resolution and is paid the fair value of such shares will not be entitled to receive any post-Amalgamation securities. The fair value of such holder's CBMI Shares will be determined as of the close of business on the Business Day prior to the adoption of the Amalgamation Resolution. The payment for such fair value of the CBMI Shares shall be made by CBMI.

The statutory provisions dealing with the right of dissent are technical and complex. Any shareholders who wish to exercise their Dissent Rights should seek independent legal advice, as failure to comply strictly with the provisions of Section 190 of the CBCA and the Definitive Agreement may result in the loss of Dissent Rights. The following is a summary only and is qualified in its entirety by reference to the full text of the Dissent Rights attached hereto as Schedule "H".

Shareholders registered as such on the Record Date of the Meeting may exercise Dissent Rights pursuant to and in the manner set forth in Section 190 of the CBCA and the Definitive Agreement. Dissenting Shareholders are ultimately entitled to be paid fair value for their Dissenting Shares and shall be deemed to have transferred their Dissenting Shares to the Corporation for cancellation immediately at the Effective Date and in no case shall F&G or CBMI, as the case may be, be required to recognize such Persons as holding CBMI Shares after the Effective Date.

A vote against the Amalgamation Resolution, an abstention from voting in respect of the Amalgamation Resolution, or the execution or exercise of a proxy to vote against the Amalgamation Resolution does not constitute a Dissent Notice, but a Shareholder need not vote against the Amalgamation Resolution in order to dissent. However, a Shareholder who consents to or votes in favour of the Amalgamation Resolution, other than as a proxy for a different Shareholder whose proxy required an affirmative vote, or otherwise acts inconsistently with the dissent, will cease to be entitled to exercise any Dissent Rights.

Shareholders who do not duly exercise their Dissent Rights are not entitled to be paid fair value for their Dissenting Shares, shall be deemed to have participated in the Amalgamation on the same basis as a Shareholder who is not a Dissenting Shareholder and shall be treated on the same basis as every other Shareholder.

Pursuant to the terms of the Definitive Agreement, the obligation of F&G to complete the Amalgamation is subject to CBMI not having received dissent notices in respect of more than 5% of the number of CBMI Shares issued and outstanding as at the Effective Date which requirement may be waived by F&G. Should F&G not complete the Amalgamation, whether as a result of the failure of the shareholders to approve the Amalgamation Resolution or CBMI receiving dissent notices in excess of 5% of the number of CBMI Shares which are issued as at the Effective Date or for any other reason, Dissenting Shareholders will not be entitled to receive fair value for their CBMI Shares.

Prior to the Amalgamation becoming effective, CBMI will send a notice to each Dissenting Shareholder stating that the Amalgamation Resolution has been passed and informing the Dissenting Shareholder of its intention to act on such Amalgamation Resolution. A notice need not be sent to any Shareholder who voted in favour of the Amalgamation Resolution or who has withdrawn his Dissent Notice. Within twenty days of the date of the notice given by CBMI of its intention to act, the Dissenting Shareholder is required to send written notice to the Corporation containing the Dissenting Shareholder's name and address, the number and class of shares of which the shareholder dissents and a demand for payment of the fair value of such shares. Upon such delivery, a Dissenting Shareholder will be bound to sell and CBMI will be bound to purchase the CBMI Shares subject to the demand for a payment equal to their fair value as of the day before the day on which the Amalgamation Resolution was passed by the Shareholders, excluding any appreciation or depreciation in anticipation of the vote (unless such exclusion would be inequitable). Every Dissenting Shareholder who has delivered a demand for payment must be paid the same price as the other Dissenting Shareholders. Payment to a Dissenting Shareholder will be made by CBMI.

A Dissenting Shareholder who has sent a demand for payment, or F&G or CBMI, may apply to the court which may: (a) require the Dissenting Shareholder to sell and F&G or CBMI, to purchase the shares in respect of which a Dissent Notice has been validly given; (b) set the price and terms of the purchase and sale, or order that the price and terms be established by arbitration, in either case having due regard for the rights of creditors; (c) join in the application of any other Dissenting Shareholder who has delivered a demand for payment; and (d) make consequential orders and give such directions as it considers appropriate. No Dissenting Shareholder who has delivered a demand for payment may vote or exercise or assert any rights of a shareholder in respect of the shares for which a demand for payment has been given, other than the rights to receive payment for those shares. Until a Dissenting Shareholder who has delivered a demand for payment is paid in full, that Dissenting Shareholder may exercise and assert all the rights of a creditor of the Corporation. No Dissenting Shareholder may withdraw his demand for payment unless F&G or CBMI consents.

Once the Amalgamation becomes effective, none of the resulting changes to F&G or CBMI will affect the rights of the Dissenting Shareholders or F&G or CBMI or the price to be paid for the Dissenting Shareholder's shares. If the court determines that a person is not a Dissenting Shareholder or is not otherwise entitled to dissent, the court, without prejudice to any acts or proceedings that F&G or CBMI or the shareholders may have taken during the intervening period, may make the order it considers appropriate to remove the restrictions on the Dissenting Shareholder from dealing with their shares.

All Dissent Notices of a Shareholder, in accordance with the provisions of the Amalgamation, should be addressed to the Corporation at its head office,

The foregoing summary does not purport to be a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of such holders Dissenting Shares and is qualified in its entirety by reference to Sections 190 of the CBCA, the full text of which is attached to this Circular as Schedule "H". The Dissent Rights in the provisions of sections 190 of the CBCA require strict adherence to the procedures established therein and failure to do so may result in the loss of Dissent Rights. Accordingly, each Shareholder who might desire to exercise Dissent Rights should carefully consider and comply with the provisions of those sections and should consult a legal advisor.

Actions after Completion of the Amalgamation:

Upon completion of the F&G Transaction, it is intended that the business of CBMI, as currently contemplated to be constituted, will be the business of the Resulting Issuer. In connection therewith, the Resulting Issuer intends to

- (i) change its name to "Coyote Copper Mines Inc.", or such other name proposed by CBMI and acceptable to the TSXV (the "**Name Change**"); and
- (ii) adopt the Omnibus Equity Incentive Plan attached as Schedule "G" hereto. .

AMALGAMATION RESOLUTION

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The amalgamation (the "**Amalgamation**") of a wholly owned subsidiary ("**Subco**") of First and Goal Capital Corp. ("**F&G**") and CBMI Metals and Mining Inc. (the "**Corporation y**") under the *CBCA*, substantially as set forth in the Definitive Agreement between F&G Subco and the Corporation dated September 30, 2025 (the "**Definitive Agreement**") and as described in the management information circular of the Corporation dated October 21, 2025 (the "**Circular**"), and as further described in the Circular, is hereby approved and authorized;
2. The Definitive Agreement between F&G , Subco and the Corporation is hereby confirmed, ratified and approved and the board of directors of the Corporation be and is hereby authorized to amend or revise the Definitive Agreement in its discretion to the extent permitted therein without further approval of the shareholders of the Corporation ;
3. Notwithstanding that the Amalgamation has received the approval of the shareholders of the Corporation , the board of directors of the Corporation may, subject to the terms of the Amalgamation, amend or decide not to proceed with the Amalgamation or revoke this resolution at any time prior to the filing of documents giving effect to the Amalgamation without further notice to or approval of shareholders of the Corporation; and
4. Any one director or officer of the Corporation be, and he/she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all the documents and instruments and perform all other acts that this director or this officer may deem necessary or desirable, for the purpose of giving full effect to the terms of this resolution, his/her signature to said documents or the performance of such acts being the evidence of the present decision.

OTHER MATTERS

Management of the Corporation is not aware of any matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person voting the proxy.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's audited annual financial statements and accompanying management's discussion and analysis ("MD&A") for the years ended December 31, 2024 and 2023. Copies of the financial statements and MD&A for the years ended December 31, 2024 and 2023 are available upon request.

DIRECTOR APPROVAL

The contents of this Management Information Circular and the sending hereof to the Shareholders of the Corporation have been approved by the Board.

DATED at Toronto, Ontario this 21st day of October, 2025.

(signed) "Daniel J. Weir"

Daniel J. Weir

Chief Executive Officer, and Director

SCHEDULE “A”

FORM OF PROXY

Please see attached.

SCHEDULE “B”

**PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF F&G AND CBMI
FOLLOWING COMPLETION OF THE AMALGAMATION.**

See attached

SCHEDULE “C”

**AUDITED FINANCIAL STATEMENTS OF CBMI FOR THE YEARS ENDED DECEMBER 31, 2024 AND
DECEMBER 31, 2023 AND THE INTERIM PERIOD ENDED SEPTEMBER 30, 2025**

Please see attached.

SCHEDULE “D”

**MD&A OF CBMI FOR THE YEARS ENDED DECEMBER 31, 2024 AND DECEMBER 31, 2023 AND THE
INTERIM PERIOD ENDED SEPTEMBER 30, 2025**

Please see attached.

SCHEDULE “E”

**AUDITED FINANCIAL STATEMENTS F&G FOR THE YEARS ENDED DECEMBER 31, 2024 AND
DECEMBER 31, 2023 AND THE INTERIM PERIOD ENDED SEPTEMBER 30, 2025**

Please see attached.

SCHEDULE “F”

**MD&A OF CBMI FOR THE YEARS ENDED DECEMBER 31, 2024 AND DECEMBER 31, 2023 AND THE
INTERIM PERIOD ENDED SEPTEMBER 30, 2025**

Please see attached.

SCHEDULE “G”

NEW OMNIBUS EQUITY INCENTIVE PLAN

Please see attached.

SCHEDULE “H”

S.190 CBCA

Right to dissent

190 (1) Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to

- **(a)** amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
- **(b)** amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
- **(c)** amalgamate otherwise than under section 184;
- **(d)** be continued under section 188;
- **(e)** sell, lease or exchange all or substantially all its property under subsection 189(3); or
- **(f)** carry out a going-private transaction or a squeeze-out transaction.

Further right

(2) A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

If one class of shares

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares.

Payment for shares

(3) In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

No partial dissent

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

Objection

(5) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

Notice of resolution

(6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been

adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

Demand for payment

(7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares.

Share certificate

(8) A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

Forfeiture

(9) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

Endorsing certificate

(10) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

Suspension of rights

(11) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where

- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
- (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
- (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9),

in which case the shareholder's rights are reinstated as of the date the notice was sent.

Offer to pay

(12) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice

- **(a)** a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
- **(b)** if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

Same terms

(13) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

Payment

(14) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

Corporation may apply to court

(15) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

Shareholder application to court

(16) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

Venue

(17) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

No security for costs

(18) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

Parties

(19) On an application to a court under subsection (15) or (16),

- **(a)** all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
- **(b)** the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

Powers of court

(20) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

Appraisers

(21) A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

Final order

(22) The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

Interest

(23) A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

Notice that subsection (26) applies

(24) If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

Effect where subsection (26) applies

(25) If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may

- **(a)** withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
- **(b)** retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

Limitation

(26) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

- **(a)** the corporation is or would after the payment be unable to pay its liabilities as they become due; or
- (b)** the realizable value of the corporation's assets would thereby be less than the aggregate of