APEX RESOURCES INC.
(the "**Company**")
Suite 615 – 625 Howe Street
Vancouver, British Columbia V6C 2T6

INFORMATION CIRCULAR
(As at November 3, 2026, except as indicated)

The Company is providing this Information Circular ("**Information Circular**") and a form of proxy in connection with management's solicitation of proxies for use at the 2026 annual general meeting (the "**Meeting**") of the Company to be held at 2:00 pm (Vancouver Time) on **Wednesday, December 16, 2026,** at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to "the Company", "we" and "our" refer to **Apex Resources Inc**. and "common shares" means common shares without par value in the authorized share structure of the Company. "Registered Shareholders" means shareholders who hold common shares in their own name, "Beneficial Shareholders" means shareholders who do not hold common shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company, at nominal cost. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of common shares held as of record by those intermediaries (other than to OBOs unless the OBO's intermediary assumes the cost of delivery (as disclosed below)).

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by striking out the names of management's nominees named in the accompanying form of proxy and inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

A proxy will not be valid unless the completed form of proxy is received by Odyssey Trust Company (the "Transfer Agent") at Proxy Department, Suite 1100, 67 Yonge St., Toronto, Ontario, M5E 1J8, Canada, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the common shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, or where both choices have been specified, in favour or all matters described herein, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.

On a poll such shares will be voted in favour of each matter for which no choice has been specified by the shareholder.

Notice-and-Access

The Company has elected to use the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the delivery of this Information Circular to Shareholders for the Meeting.

Under the Notice-and-Access Provisions, instead of receiving printed copies of this Information Circular, Shareholders will receive a notice ("**Notice**") with information on the Meeting as well as information on how they may access this Information Circular electronically and how they may vote.

The Company will not use the procedures known as "stratification" in relation to the use of Notice-and-Access Provisions meaning that all Shareholders will receive a Notice in accordance with the Notice-and-Access Provisions other than OBOs unless the OBO's intermediary assumes the cost of delivery (as disclosed below).

Shareholders can request that printed copies of this Information Circular be sent to them by postal delivery, at no cost to them, up to one (1) year after the date this Information Circular was filed on SEDAR+ by calling 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) or you may contact our transfer agent, Odyssey Trust Company, via https://odysseytrust.com/ca-en/help/. Provided the request is made prior to the Meeting, the Company will cause the requested materials to be mailed or delivered within three business days. Requests for printed copies of the Information Circular should be made by December 2, 2026 in order to receive the Information Circular in time to vote before the Meeting.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

(a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Odyssey Trust Company ("**Odyssey Trust**"), by mail or by hand to the Proxy Department, Suite 1100, 67 Yonge St., Toronto, ON M5E 1J8;

(b) using the Internet through the website of the Company's transfer agent at To Vote Your Proxy Online please visit: https://vote.odysseytrust.com and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy; or

(c) by fax to Odyssey Trust, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international).

A proxy will not be valid unless the completed form of proxy is received by Odyssey Trust at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. Proxies delivered after that time will not be accepted.

Should you wish to contact Odyssey Trust, please refer to the following:

General Shareholder Inquiries:

By phone:	1-888-290-1175 (toll-free within North America) 1-587-885-0960 (direct from outside North America)
By regular mail:	1100, 67 Yonge Street, Toronto ON M5E 1J8

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold common shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of common shares).

If a shareholder's common shares are listed in an account statement provided to the shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**"). The Company is not sending proxy-related materials directly to NOBOs. In addition, management of the Company does not intend 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*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form (the "**Broadridge VIF**") which will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote common shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the common shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your common shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your common shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your common shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

(a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Odyssey Trust or at the Company's office, Suite 615 – 625 Howe Street, Vancouver, BC V6C 2T6, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) personally attending the Meeting and voting the Registered Shareholder's common shares.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditors and as set out herein. Directors and executive officers may be interested in the approval of the Company's stock option plan, as detailed below. See "Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan".

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value of which 68,992,445 common shares are issued and outstanding. Persons who are registered holders of the common shares at the close of business on November 3, 2026, the record date for the Meeting (the "**Record Date**"), will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each common share held.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his, her or its name.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, common shares carrying 10% or more of the voting rights attached to all common shares of the Company as at the Record Date.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as the nominees of management and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

Shareholder approval will be sought to fix the number of directors of the Company at three (3) and to elect three (3) directors for the ensuing year.

The following table and notes thereto sets out the name of each person proposed to be nominated by management for election as a director (a "**proposed director**"), the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of common shares Beneficially Owned, Controlled or Directed, Directly or Indirectly (1)
Ronald Lang, British Columbia, Canada President, CEO and Director (2)	President and Chief Executive Officer of the Company	September 28, 2023	2,000,000 (direct) 2,250,000 (indirect) (3)
Brett Kagetsu, British Columbia, Canada Director (2)	Securities lawyer and Partner of Gowling WLG (Canada) LLP, an international law firm	June 14, 2024	500,000
Adam Pankratz, MBA, MA British Columbia, Canada Director (2)	Professor, University of British Columbia	April 1, 2022	1,000,000

Notes:

(1) Common shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as the Record Date, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such common shares are held directly.

(2) Member of the Audit Committee.

(3) Indirect shares held by Dauntless Developments Ltd. ("Dauntless Developments"), a company controlled by Mr. Lang.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed director (or any of their personal holding companies) of the Company:

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

(i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar 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; or

(ii) was subject to a cease trade or similar 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 but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, 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

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

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

(e) has been subject to any 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.

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

For the purposes of this Information Circular, a "**Named Executive Officer**", or "**NEO**", means each of the following individuals:

(a) each individual who, during any part of the Company's financial year ended December 31, 2025, served as chief executive officer ("**CEO**") of the Company, including an individual performing functions similar to a CEO;

(b) each individual who, during any part of the Company's financial year ended December 31, 2025, served as chief financial officer ("**CFO**") of the Company, including an individual performing functions similar to a CFO;

(c) the most highly compensated executive officers of the Company and its subsidiaries, other than the individuals identified in paragraphs (a) and (b), as at the Company's financial year ended December 31, 2025 whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6, for the financial year ended December 31, 2025; and

(d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, as at December 31, 2025.

During the Company's financial year ended December 31, 2025, the Company had three (3) Named Executive Officers: Ronald Lang, the Company's President and CEO; Dennis Cojuco, the Company's former Chief Financial Officer and Corporate Secretary who acted as CFO until December 2, 2025 when he resigned; and Michael Malana, the Company's CFO and Corporate Secretary who was appointed as such on December 2, 2025.

Director and Named Executive Officer Compensation

The following table sets forth all compensation for, or in connection with, services provided to the Company for the financial years ended December 31, 2025 and 2024 in respect of the Named Executive Officers, and directors of the Company. The amounts presented in the table below are in Canadian dollars.

Table of Compensation Excluding Compensation Securities

Name and Position	Year[1]	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Ronald Lang, President and CEO [2]	2025 2024	78,000 45,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	78,000 45,500
Dennis Cojuco, former CFO and Corporate Secretary [3]	2025 2024	55,000 60,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	55,000 60,000
Michael Malana, CFO and Corporate Secretary [4]	2025	Nil	Nil	Nil	Nil	Nil	Nil
Adam Pankratz, Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Name and Position	Year[1]	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Brett Kagetsu, Director [5]	2025	Nil	Nil	Nil	Nil	Nil	Nil[5]
	2024	Nil	Nil	Nil	Nil	Nil	Nil[5]

Notes:

(1) Financial years ended December 31.

(2) Mr. Lang was appointed President and CEO on June 14, 2024. Mr. Lang provides his services to the Company as a consultant and billed fees to the Company during the fiscal year. See the section herein entitled "Employment, Consulting and Management Agreements."

(3) Mr. Cojuco was appointed CFO and Corporate Secretary on December 6, 2023 and resigned as CFO and Corporate Secretary on December 2, 2025. Mr. Cojuco provided his services to the Company as a consultant through 0909074 B.C. Ltd., a company controlled by Mr. Cojuco. See the section herein entitled "Employment, Consulting and Management Agreements". As of December 31, 2025, all options held by Mr. Cojuco remained in full force and effect.

(4) Mr. Malana was appointed CFO and Corporate Secretary on December 2, 2025. No fees were paid to Mr. Malana for the year ended December 31, 2025.

(5) Mr. Kagetsu was appointed to the Board on June 14, 2024. Legal expenses of $23,147 for 2025 and $7,452 for 2024 were billed to the Company by a law firm in which Mr. Kagetsu is a partner.

External Management Companies

Neither Ronald Lang nor Michael Malana, the Company's NEOs, are employees of the Company. See the section herein entitled "Employment, Consulting and Management Agreements".

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to all Named Executive Officers and directors by the Company or any of its subsidiaries during the fiscal year ended December 31, 2025 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security on date of grant ($)	Closing Price of Security on date at year end ($)	Expiry Date
Ronald Lang [1] President and CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dennis Cojuco [2] former CFO and Corporate Secretary	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Michael Malana [3] CFO and Corporate Secretary	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Adam Pankratz [4] Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brett Kagetsu [5] Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

(1) As at December 31, 2025, Mr. Lang did not hold any stock options of the Company.

(2) As at December 31, 2025, Mr. Cojuco held stock options of the Company exercisable into (a) 200,000 common shares at a price of $0.08 per share, which options expire on April 19, 2027; and (b) 1,050,000 common shares at a price of $0.08 per share, which options expire on September 3, 2029. Mr. Cojuco resigned as an officer of the Company on December 2, 2025.

(3) As at December 31, 2025, Mr. Malana did not hold any stock options of the Company.
(4) As at December 31, 2025, Mr. Pankratz held stock options of the Company exercisable into (a) 225,000 common shares at a price of $0.08 per share, which options expire on April 19, 2027; and (b) 525,000 common shares at a price of $0.08 per share, which options expire on September 3, 2029.
(5) As at December 31, 2025, Mr. Kagetsu held stock options of the Company exercisable into 750,000 common shares at a price of $0.08 per share, which options expire on September 3, 2029.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of Exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Company currently has in place a "rolling" Stock Option Plan whereby a maximum of 10% of the Company's issued and outstanding common shares may be reserved for issuance pursuant to the exercise of incentive stock options ("**Options**").

The purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Company and advance the interests of the Company by affording such person with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan to purchase shares of the Company. The Board may, at the time Options are awarded or upon re-negotiation of the same, attach restrictions relating to the exercise of the Options, including but not limited to vesting provisions. Any such restrictions are set out in option agreements entered into between the Company and each recipient of Options (an "**Optionee**").

The following is a summary of the material terms of the Stock Option Plan:

(a) persons who are Service Providers[1] to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of Options under the Stock Option Plan;

(b) Options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;

(c) for Options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;

(d) Options granted to directors and officers will expire 90 days and to all others will expire 30 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;

(e) if an Optionee dies, any vested Option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;

(f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

[1] "**Service Provider**" means, in relation to the Company, a person who is a bona fide director, officer, employee, management company employee or consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers.

(g) the exercise price of each Option will be set by the Board on the effective date of the Option and will not be less than the Discounted Market Price (as defined in TSXV Policy 1.1);

(h) an Optionee who wishes to exercise his Options must deliver a written notice specifying the number of common shares being acquired pursuant to the Options and a certified cheque, wire transfer or bank draft payable to the Company for the aggregate exercise price for the common shares being acquired;

(i) vesting of Options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a director of the Company or its affiliates during the vesting period;

(j) vesting of Options granted to Investor Relations Service Providers (as defined in the Stock Option Plan), must vest (i) period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or (ii) such longer vesting periods as the Board may determine;

(k) subject to any requisite TSXV and other regulatory approval, the Board has the power to amend, suspend, terminate or discontinue the Stock Option Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the Stock Option Plan will, without the prior written consent of all Optionees, alter or impair any Option previously granted under the Stock Option Plan unless the alteration or impairment occurred as a result of a change in TSXV policy or the Company's tier classification thereunder;

(l) disinterested shareholder approval[2] will be required, among other things, for (i) the aggregate number of common shares reserved for issuance to Insiders at any time exceeding 10% of the Outstanding Shares, (ii) the aggregate number of common shares reserved for issuance to Insiders (as a group) within a one-year period exceeding 10% of the Outstanding Shares, calculated at the time of grant, (iii) the aggregate number of common shares reserved for issuance to any one Optionee, within a 12-month period, of a number of common shares exceeding 5% of the Outstanding Shares, calculated at the time of grant, (iv) any reduction in the exercise price of an Option granted to an Insider, (v) any amendment to the Plan that would result in a benefit to an Insider, and (vi) any extension of an Option granted to individuals that are Insiders at the time of the proposed amendment;

(m) shareholder approval is required for amendments to the Stock Option Plan where such amendment would amend any of the following provisions: (i) the persons eligible to be granted or issued Options under the Stock Option Plan, (ii) the method for determining the exercise price of an Option, (iii) the maximum term of an Option, (iv) the expiry and termination provisions relating to the Options under the Stock Option Plan, (v) the limits under the Stock Option Plan on the number of Options that may be granted to any one person or category of persons, including insiders, as set out in the Stock Option Plan, (vi) the maximum number or percentage, as the case may be, of common shares that may be issuable under the Stock Option Plan, (vii) the addition of a Net Exercise provision (as defined in the Policy) to the Stock Option Plan, and (viii) vesting provisions of an Option granted under the Stock Option Plan, subject to receipt of prior written approval of the TSXV, if applicable; and

(n) any adjustment made to an Option granted or issued (except in relation to a consolidation or share split) is subject to the prior acceptance of the TSXV.

[2] "**Disinterested Shareholder Approval**" means the approval by a majority of the votes cast by all shareholders of a company at a duly constituted shareholders' meeting, excluding votes attached to those shares that are beneficially owned by insiders who are Service Providers or their associates.

Employment, Consulting and Management Agreements

Other than as set forth below, the Company has no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Company or change in a Named Executive Officer's responsibilities.

The Company has entered into a contract consulting agreement (the "**Lang Agreement**") with Ronald Lang, the Company's President and CEO, dated June 14, 2024 pursuant to which Mr. Lang provides management consulting services to the Company at a per diem fee of $750, pro-rated for any partial days. The term of the Lang Agreement is for 12 months and is renewable by agreement of both parties. Mr. Lang or the Company may terminate the Lang Agreement upon giving 7 days' notice in writing to the other party. Upon the giving of such written notice, Mr. Lang shall be entitled to receive any compensation or expense reimbursement owned to him by the Company as of the notice date. The Lang Agreement would also automatically terminate, without notification to either party, if Mr. Lang has not performed any services for the Company for a period of three months.

The Lang Agreement does not contain provisions relating to a change of control, severance, or constructive dismissal.

Michael Malana provides services of Chief Financial Officer and Corporate Secretary of the Company and invoices the Company for work performed on an hourly basis. His hourly rate is $150.

The Company previously entered into a contract consulting agreement (the "**0909074 Agreement**") with 0909074 B.C. Ltd. ("**0909074**"), a company controlled by Dennis Cojuco, the Company's former CFO and Corporate Secretary, dated January 1, 2024 pursuant to which 0909074 provided financial management consulting services to the Company at a per diem fee of $750, pro-rated for any partial days. The term of the 0909074 Agreement was for 12 months and was renewable by agreement of both parties. 0909074 or the Company may terminate the 0909074 Agreement upon giving 7 days' notice in writing to the other party. Upon the giving of such written notice, 0909074 would be entitled to receive any compensation or expense reimbursement owned to it by the Company as of the notice date. The 0909074 Agreement would also automatically terminate, without notification to either party, if 0909074 had not performed any services for the Company for a period of three months. Effective December 2, 2025 Mr. Cojuco resigned as CFO and Corporate Secretary of the Company and the 0909074 Agreement was terminated.

Oversight and Description of Director and Named Executive Officer Compensation

The Board has primary responsibility to determine the remuneration of Named Executive Officers of the Company and the remuneration of the Board.

The Board evaluates the performance of the Company's executive officers on an annual basis and reviews the design and competitiveness of the Company's compensation plans. The executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term.

The Board reviews compensation paid for directors and NEOs of companies of similar size and stage of development in the mineral exploration industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Board annually reviews the performance of the NEOs in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

Executive compensation is competitive with corporations of a comparable size and stage of development within the mineral exploration industry, thereby enabling the Company to compete for and retain executives critical to the Company's long-term success. Incentive compensation is directly tied to corporate and individual performance. Share ownership opportunities are provided to align the interests of executive officers with the longer-term interests of shareholders.

The principal components of the Company's executive compensation program are as follows:

Consulting Fees

The Board approves ranges for consulting fees for personnel at all levels of the Company based on reviews of market data from peer companies in the mineral exploration industry. In selecting peer group companies, the Board primarily looks for public companies that are comparable in terms of business and size. The level of consulting fees for each member of the Company's personnel within a specified range is determined by the level of past performance, as well as by the level of responsibility and the importance of the position to the Company.

Annual Bonus

Senior managers are eligible for annual incentive awards. Corporate performance, as assessed by the Board, determines the aggregate amount of bonus to be paid by the Company to all eligible senior managers in respect of a fiscal year, if any.

The aggregate amount of bonus to be paid will vary with the degree to which targeted corporate performance was achieved for the year. The individual performance factor allows the Company effectively to recognize and reward those individuals whose efforts have assisted the Company to attain its corporate performance objective.

The Board approves any bonuses that may be paid to the Chief Executive Officer and the Chief Financial Officer and the Corporate Secretary.

Options

The Company grants option-based awards to executive officers and directors through the Stock Option Plan, which was adopted by the Company on July 14, 2023 and subsequently approved by the Company's shareholders on June 27, 2025 and by the TSX Venture Exchange on August 18, 2025.

The Stock Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Stock Option Plan provides that Options will be issued pursuant to option agreements to directors, officers, employees or consultants of the Company or a subsidiary of the Company, if any. Management proposes Option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All Option grants require the Board's approval.

The Stock Option Plan is designed to give each Option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers stock Option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the Options forming part of such grants. The Board approves ranges of Option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

The number of Options which may be issued under the Plan in the aggregate and in respect of any fiscal year is limited under the terms of the Plan and cannot be increased without shareholder approval.

See "*Stock Option Plans and Other Incentive Plans*" and "*Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan*".

Directors' Compensation

The Company has no standard arrangement pursuant to which Directors are compensated by the Company for their services in their capacity as Directors other than the grant of Options under the Stock Option Plan. There has been no other arrangement pursuant to which Directors were compensated by the Company in their capacity as Directors except as disclosed herein or disclosed in the Company's financial statements and management discussion and analysis.

In addition, all directors are entitled to be reimbursed for reasonable expenses incurred on behalf of the Company.

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year ended December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders [(1)]	6,899,244	0.08	4,414,000
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	6,899,244	0.08	4,414,000

Note:

(1) On July 14, 2023, the Company adopted the Stock Option Plan, being a "rolling" incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. For a summary of the material terms of the Stock Option Plan, see "Stock Option Plans and Other Incentive Plans" above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at November 3, 2026, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or

(ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

in relation to a securities purchase program or any other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no proposed nominee for election as a director, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person, nor any shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the foregoing persons has since January 1, 2025 (being the commencement of the Company's last completed financial year) had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

ANNUAL APPROVAL OF STOCK OPTION PLAN

TSXV Policy 4.4 *Securities Based Compensation* (the "**Policy**") requires all of its listed companies to have a stock option plan if a company intends to grant options. The Board adopted the Company's Stock Option Plan on July 14, 2023 to comply with the Policy. On August 15, 2023, the Company's shareholders approved the Stock Option Plan and on August 18, 2025, the Company received TSXV approval of the Stock Option Plan. Pursuant to TSXV Policy, the Stock Option Plan was last approved by shareholders at the Company's annual general meeting held on June 27, 2025.

The Stock Option Plan is a rolling plan, and a maximum of 10% of the issued and outstanding common shares of the Company at the time an option is granted, less common shares reserved for issuance on exercise of options then outstanding under the Stock Option Plan, are reserved for options to be granted at the discretion of the Board to eligible Optionees. As at the date of this Information Circular, there were 4,414,000 options outstanding.

Please see "*Stock Option Plans and Other Incentive Plans*" for a summary of the material provisions of the Stock Option Plan. A copy of the Stock Option Plan may be inspected at the head office of the Company, Suite 615 – 625 Howe Street, Vancouver, British Columbia V6C 2T6, during normal business hours and will be available at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Chief Financial Officer of the Company. Any such requests should be mailed to the Company, at its head office, to the attention of the Chief Financial Officer.

The Policy requires listed issuers, for rolling securities based compensation plans (such as the Stock Option Plan): (i) to annually obtain shareholder approval of such rolling security based compensation plan, and no later than 15 months from the date shareholder approval was last obtained for the security based compensation plan, otherwise, the issuer will be unable to grant any further security based compensation under the security based compensation plan until shareholder approval is obtained; and (ii) to submit the security based compensation plan for TSXV review and approval on an annual basis. The Stock Option Plan is subject to receipt of the such annual approval by the TSXV and if the TSXV finds the disclosure herein to be in adequate, the Company's receipt of shareholder approval may not be accepted by the TSXV.

Accordingly, at the Meeting, the shareholders of the Company will be asked to consider and, if thought appropriate, to pass the following ordinary resolution, in substantially the following form, approving the Stock Option Plan (the "**Stock Option Plan Resolution**"):

"RESOLVED that:

1. the Stock Option Plan, being a "rolling" stock option plan, of Apex Resources Inc. as adopted by the board of directors and substantially in the form described in the information circular dated November 3, 2026 and presented to the shareholders (the "**Option Plan**"), be and is hereby approved;

2. the number of Common Shares reserved for issuance under the Option Plan, shall be no more than 10% of the Company's issued and outstanding share capital at the time of any stock option grant;

3. the Board of Directors of the Company be authorized to make any changes to the Company's Stock Option Plan, if required by the TSX Venture Exchange; and

4. any one director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing."

To be effective, the Stock Option Plan Resolution must be approved by at least a majority of the votes cast thereon at the Meeting. The Board recommends that Shareholders vote in favour of the above Stock Option Plan Resolution. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the Stock Option Plan Resolution.

APPOINTMENT OF AUDITORS

Crowe MacKay LLP, of Vancouver, British Columbia are the auditors of the Company and were first appointed as auditors of the Company on December 19, 2022. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Crowe MacKay LLP as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by a person other than the directors or executive officers of the Company. Please see "Statement of Executive Compensation – Venture Issuers" above for information concerning the management contracts of the Company's Named Executive Officers.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all reporting issuers in Canada. The Company has reviewed its own corporate governance practices in light of these guidelines and provides the following disclosure as required by National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board is currently composed of three (3) directors and all members of the current Board are the proposed nominees for election as director at the Meeting. Of the current directors, two are independent based upon the tests for independence set forth in section 1.4 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Brett Kagetsu and Adam Pankratz are independent. Ronald Lang is not independent as he is the President and CEO of the Company.

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The independent directors have regular and full access to management of the Company, which facilitates such directors' exercise of independent supervision over management.

The Board also believes that it functions independently of management of the Company. To enhance its ability to act independently of management, the Board may meet in the absence of members of management and the non-independent directors, if and when necessary, or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Directorships

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuers
Brett Kagetsu	Abasca Resources Inc. AMV II Capital Corporation
Adam Pankratz	Rokmaster Resources Corp.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
2. access to management and technical experts and consultants; and
3. information regarding significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance;

and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board requires that directors and executive officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and abstain from discussions and voting in respect to same if the interest is material or if required to do so by corporate or securities law.

Nomination of Directors

The Board and management of the Company share the responsibility for identifying potential Board candidates. The Board identifies perceived needs on the Board for required skills, expertise, independence and other factors and then assesses potential Board candidates against such criteria. The Board and management of the Company may consult with members of the mineral exploration industry for possible new candidates for board nomination.

Compensation

The Board has the responsibility to review and determine compensation for the directors and the CEO.

To determine compensation payable, the Board reviews compensation paid for directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Board annually reviews the performance of the CEO in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and the Audit Committee to determine whether changes in size, personnel or responsibilities are warranted. As part of the assessments, the Board or the Audit Committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

Other Board Committees

At the present time, the Company's only standing Board Committee is the Audit Committee. The members of the Audit Committee are Ronald Lang, Adam Pankratz and Brett Kagetsu. A description of the function of the Audit Committee can be found under Audit Committee Disclosure below.

AUDIT COMMITTEE DISCLOSURE

Under NI 52-110, reporting issuers are required to provide disclosure with respect to their audit committee including the text of the audit committee's charter, composition of the audit committee and fees paid to the external auditor.

Accordingly, the Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Composition

The following are the members of the Company's Audit Committee:

Ronald Lang	Non-Independent	Financially Literate (2)
Brett Kagetsu	Independent (1)	Financially Literate (2)
Adam Pankratz	Independent (1)	Financially Literate (2)

Notes:

(1) A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Mr. Lang is not considered to be independent as he is the President and CEO of the Company.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issuers that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The following describes the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member:

Ronald Lang
Mr. Lang is a veteran mining executive and brings with him over 35 years of leadership experience, including as president and CEO and director of a lithium exploration company in 2017. Mr. Lang has held roles as a director and/or executive officer of several junior exploration companies with operations in Canada, Mexico and Africa.

Brett Kagetsu
Mr. Kagetsu has been a corporate finance and securities lawyer since 1996 and the majority of his clients have been Canadian reporting issuers. Mr. Kagetsu earned a Bachelor of Commerce degree from the University of British Columbia in 1991 before earning his Bachelor of Laws degree from the University of British Columbia in 1995. Mr. Kagetsu was formerly a member of Gowling WLG (Canada) LLP's Board of Trustees and served as Lead Trustee, as well as a member of the firm's Audit Committee and Governance Committee. Mr. Kagetsu is also a director and member of the Audit Committee of Abasca Resources Inc.

Adam Pankratz
Mr. Pankratz, MBA, MA is currently a professor of Business Economics and Strategy at the University of British Columbia - Sauder School of Business and a Director of Rokmaster Resources Corp. He brings experience and expertise ranging from 7 years of financial services management, to leading a federal election campaign. Mr. Pankratz is multilingual in French, Spanish, German and English.

The Audit Committee Charter

Mandate

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. the Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise.

All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that

present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Audit Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

(a) Review and update this Charter annually.

(b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee, provided the pre-approval of the non-audit services is presented to the Audit Committee at its first scheduled meeting following such approval. Such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52 110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52 110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above in the Company's Audit Committee Charter under the heading "*External Auditors*".

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2025	$38,110	$476	$nil	$nil
2024	$37,000	$463	$nil	$nil

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca. Shareholders may contact the Company, attention CFO, at 615 – 625 Howe Street, Vancouver, British Columbia V6C 2T6 or via email at info@apxresources.com to request copies of the Company's financial statements and related Management's Discussion and Analysis ("**MD&A**"). Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+ and available at www.sedarplus.ca.

OTHER MATTERS

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