NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL GENERAL MEETING

OF SHAREHOLDERS

OF

STAR COPPER CORP.

TO BE HELD AT 10:00 A.M. (PACIFIC TIME)

on DECEMBER 1, 2026

TO BE HELD AT

Suite 400 – 570 Granville Street,

Vancouver, British Columbia, V6C 3P1

DATED : October 27, 2026

STAR COPPER CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that an annual general meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Star Copper Corp. (the "**Company**" or "**Star Copper**") will be held at Suite 400 – 570 Granville Street, Vancouver, British Columbia, V6C 3P1, on December 1, 2026 at 10:00 a.m. (PCT) for the following purposes:

1. to receive and consider Star Copper's audited financial statements, together with the notes thereto and the auditor's report thereon, for the financial years ended September 30, 2025 and 2024;

2. to set the number of directors of Star Copper at five (5) for the ensuing financial year;

3. to elect the directors to hold office until the next annual meeting of Shareholders;

4. To appoint DeVisser Gray LLP, Chartered Professional Accountants (the "**Auditor**"), as auditor of the Company for the ensuing financial year and to authorize the directors of the Company to fix the remuneration to be paid to the Auditor for the ensuing financial year; and

5. to transact such further or other business as may properly come before the Meeting or any adjournments thereof.

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

The directors of the Company have fixed October 27, 2026, as the record date for the Meeting (the "**Record Date**"). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and depositing it with Endeavor Trust Corporation. Proxies must be completed, dated, signed and returned to Endeavor Trust Corporation, Attention: Proxy Department, Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4 by 10:00 a.m. (Pacific time) on November 27, 2026, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Voting can also be completed by returning your proxy by fax to 604-559-8908 or by email to proxy@endeavortrust.com, and Internet voting can be completed at www.eproxy.ca.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

The CSE has neither reviewed nor approved the disclosure in this Notice or the accompanying Circular.

DATED at Vancouver, British Columbia this 27th day of October, 2026.

BY ORDER OF THE BOARD OF DIRECTORS OF
STAR COPPER CORP.

"*Darryl Jones*"
Chief Executive Officer, President and Director

STAR COPPER CORP.
Suite 400 – 570 Granville Street
Vancouver, BC
V6C 3P1

MANAGEMENT INFORMATION CIRCULAR
as of October 27, 2026 (unless otherwise noted)

INTRODUCTION

This Information Circular accompanies the Notice of annual general meeting (the "**Notice**") and is furnished to shareholders holding common shares (the "**Common Shares**") in the capital of Star Copper Corp. ("Star Copper", "**we**", "**us**" or the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the "**Meeting**") of the shareholders to be held on December 1, 2026 at 10:00 a.m. (PCT) at Suite 400 – 570 Granville Street, Vancouver, British Columbia, V6C 3P1 and at any adjournment of the Meeting.

Date and Currency

The date of this Information Circular is **October 27, 2026**. Unless otherwise stated, all amounts herein are in Canadian Dollars.

NOTICE-AND-ACCESS

The Company is not relying on the "**Notice and Access**" delivery procedures outlined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Company* of the Canadian securities administrators ("**NI 54-101**"), to distribute copies of proxy-related materials in connection with the meeting. **However, the company is electronically delivering proxy-related materials to shareholders who have requested such delivery method and encourages shareholders to sign up for electronic delivery (e-delivery) of all future proxy materials.** The proxy materials for the meeting can be found under the company's profile on SEDAR+, the Canadian Securities Administrators' national system that all market participants use for filings and disclosure, at www.sedarplus.ca and on the company's website at https://starcopper.com/.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each Common Share that such shareholder holds on the record date of **October 27, 2026** (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S COMMON SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

The shareholder may vote by mail, fax, email or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his or her sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law. Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The Common Shares represented by**

a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Advice to Non-Registered Shareholders

Only a Registered Shareholder or validly appointed proxy holders are permitted to vote at the Meeting. Many Shareholders are "Non-Registered Shareholders" because their Common Shares are registered in the name of a nominee or Intermediary, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar Registered Plan or a clearing agency such as CDS & Co. If you purchased your Star Copper Shares through a broker, you are likely a Non-Registered Shareholder.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to us are referred to as "**NOBOs**". Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to us are referred to as "**OBOs**".

In accordance with Canadian Securities Laws, we will have distributed copies of the Meeting Materials indirectly to NOBOs and to the Intermediaries for onward distribution to OBOs. **The Company does not intend to pay for an Intermediary to deliver to OBOs, therefore an OBO will not receive the Meeting Materials unless the OBO's Intermediary assumes the costs of delivery.**

Intermediaries are required to forward the Meeting Materials to each NOBO unless the NOBO has waived the right to receive them. Common Shares held by Intermediaries can only be voted in accordance with the instructions of the Non-Registered Shareholders. Meeting Materials sent to Non-Registered Shareholders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions form (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Shareholder is able to instruct the Registered Shareholder (or Intermediary) how to vote on behalf of the Non-Registered Shareholders. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Common Shares which they beneficially own. **Should a Non-Registered Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Shareholder may request (in writing) to the Company or its Intermediary, as applicable, without expense to the Non-Registered Shareholder, that the Non-Registered Shareholder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.** Non-

Registered Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia and the securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934, as amended*, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorized to issue an unlimited number of common shares without par value (the "**Common Shares**") and an unlimited number of preferred shares without par value. As of the record date, determined by the Company's board of directors (the "**Board**") to be the close of business on October 27, 2026 (the "**Record Date**"), 65,721,971 Common Shares and nil preferred shares were issued and outstanding. Each common share carries the right to one vote at the Meeting. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder. A majority of more than 50% of the votes cast is required to pass an ordinary resolution. The quorum for the transaction of business at the Meeting will be two (2) Shareholders entitled to vote at the Meeting, present in person or represented by proxy

Only registered shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, based on public information, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all of the issued and outstanding common shares as at the Record Date.

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting the audited consolidated financial statements for the financial years ended September 30, 2025 and 2024 together with the auditors' reports thereon.

ELECTION OF DIRECTORS

Number of Directors

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five (5), subject to any increases permitted by the Company's Articles. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

MANAGEMENT RECOMMENDS SHAREHOLDERS VOTE IN FAVOUR OF SETTING THE NUMBER OF DIRECTORS OF THE COMPANY FOR THE ENSUING YEAR AT FIVE (5). UNLESS OTHERWISE INSTRUCTED, THE PROXIES SOLICITED BY MANAGEMENT WILL BE VOTED FOR SETTING THE NUMBER OF DIRECTORS OF THE COMPANY FOR THE ENSUING YEAR AT FIVE (5).

Election of Directors

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director.

The Company has adopted the Advance Notice Provisions which provides for advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *BCBCA*; or (ii) a shareholder proposal made pursuant to the provisions of the *BCBCA*.

Among other things, the Advance Notice Provisions fixes a deadline by which Shareholders must submit director nominations to the Company prior to any annual general or special meeting of Shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be valid and effective. The Company has not received notice of a nomination in compliance with the Advance Notice Provisions and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

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

The following table sets out the name of each 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 of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as of the date of this Information Circular:

Name, Province or State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[(1)]	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
Darryl Jones *President, Chief Executive Officer and Director* British Columbia, Canada	August 28, 2020 - Present	671,430[(4)]	President, CEO and Director of the Company, Director at StrikePoint Gold Inc., former President and former Director of Isracann Biosciences Inc., Director of Alpha Lithium Corp., former Director of Beta Energy Corp., Director of Core Silver Corp., Director of Alpha Copper Corp., and President at D2J Consulting Corp.
Sean Charland[(2)(3)] *Director* British Columbia, Canada	January 7, 2022 - Present	387,500	President, CEO and Director at Zimtu Capital Corp., Director at Core Silver Corp., President, CEO and a Director of Apex Critical Metals Corp., Director at Rainy Mountain Royalty Corp., Director at Alpha Copper Corp., Former Director at Sensible Meats Inc., Former Corporate Secretary and Director at Alpha Lithium Corporation, Former Director at Maple Gold Mines Ltd., Former Director at Sceptre Ventures Inc., Former Director at Abound Energy Inc., and Former Director at Binovi Technologies Corp.
Sean Kingsley[(2)] *Director and Director of Corporate Development* British Columbia, Canada	August 28, 2020 - Present	129,499[(5)]	Mr. Kingsley is a seasoned mining executive and capital markets advisor who currently serves as a Director and the Director of Corporate Development of the Company. In his executive capacity, he is the President, CEO, and Director of Gold Hunter Resources Inc., President and CEO of Mango Research and Management Inc., and President of Investor.Events. He also serves as an independent Director for Pan American Energy Corp., Legacy Lithium Corp., and Vulcan Resources Corp. Recognized for his longstanding service to the mineral exploration sector, Mr. Kingsley was presented with the Association for Mineral Exploration's (AME) Frank Woodside Gold Pan Award in 2026, having

Name, Province or State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[(1)]	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
			previously chaired AME's Member and Public Outreach Committee from 2014 to 2018, where he remains an active committee member. His past governance and industry leadership also include serving on the Executive, Financial, and Advisory Council for the Centre of Training Excellence in Mining and the board of directors of Women in Mining BC.
Brad Nichol *Director and Chairman of the Board* Alberta, Canada	May 1, 2025 - Present	1,376,305	Mr. Nichol serves as President, CEO, and Director of Sensible Meats Inc. and President, CEO and Director of Alpha Copper Corp. Former Director and Officer of Beta Energy Corp. and Kaden Energy Ltd. Former President and Chief Executive Officer, and Director at Alpha Lithium Corp.
William Morton[(2)] *Director* British Columbia, Canada	January 10, 2019 – Present	8,000	Geologist, President and Chief Executive Officer at Eastfield Resources Ltd., President and Chief Executive Officer at Cariboo Rose Resources Ltd.

Notes:

(1) The Company has relied on information filed on SEDI as at October 27, 2026. The information as to shares beneficially owned or controlled is not within the knowledge of the Company and has been furnished by the respective individuals on SEDI. These figures do not include any securities that are convertible into or exercisable for shares.
(2) Denotes a member of the Audit Committee.
(3) Denotes the chair of the Audit Committee.
(4) 350,000 Common Shares are held directly by Darryl Jones, and 321,430 Common Shares are held by D2J Consulting Corp., a private company controlled or directed by Darryl Jones.
(5) 129,499 Common Shares are held by Mango Research and Management Inc., a private company controlled or directed by Sean Kingsley.

The term of office of those nominees set out above, who are presently directors, will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting or at such time when their successors are duly elected or appointed in accordance with the Articles, or with the provisions of applicable corporate legislation or until such director's earlier death, resignation or removal.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year. Unless you provide other instructions, the enclosed proxy will be voted FOR the nominees listed above.

Corporate Cease Trade Orders

To the best of management of the Company's knowledge, other than as disclosed below, no proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

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

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

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

On July 10, 2019, the British Columbia Securities Commission issued a cease trade order to StartMonday Technology Corp., a company for which Sean Kingsley formerly served as interim CEO and director, for failing to file audited financial statements for the year ended December 31, 2018, along with the accompanying management's discussion and analysis, as well as the interim financial statements for the period ended March 31, 2019, along with the accompanying management's discussion and analysis, in each case within the required time period. StartMonday Technology Corp. was subsequently delisted while the management cease trade order remained in effect.

Bankruptcies

To the best of management of the Company's knowledge, no proposed director of the Company has, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company is or has been, within the past 10 years, 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, become 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 March 6, 2024, Kaden Energy Ltd. ("**Kaden**"), a company for which Brad Nichol was a director and officer, filed a notice of intention to make a proposal pursuant to the Bankruptcy and Insolvency Act (the "**BIA**"). BDO Canada Limited was appointed as the trustee. Kaden was a wholly-owned subsidiary of Beta Energy Corp. ("**Beta**"), of which Brad Nichol was a director and officer and Darryl Jones was a director. On August 16, 2024, Kaden filed its proposal to creditors pursuant to the BIA. Additional materials relevant to voting on the proposal to creditors were distributed by the trustee on August 26, 2024. The proposal was approved by the requisite number of affected creditors on September 6, 2024 and was approved by the Court of King's Bench of Alberta (the "**Court**") on October 3, 2024. On February 13, 2025, FTI Consulting Canada Inc. was appointed as receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of Beta and Kaden pursuant to the Order of the Court. By Order dated December 10, 2025, the Court approved the final distribution held by the Receiver and the Receiver's activities, fees, disbursements and final discharge of the Receiver.

Penalties or Sanctions

To the best of management of the Company's knowledge, no nominee for director of the Company has been subject to: (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

EXECUTIVE COMPENSATION

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

Definitions

The following persons are considered the "**Named Executive Officers**" or "**NEOs**" for the purposes of this disclosure:

(a) Star Copper's chief executive officer;

(b) Star Copper's chief financial officer;

(c) each of Star Copper's most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year ended September 30, 2025 whose total compensation was, individually more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at the end of the most recently completed financial year ended September 30, 2025.

Based on the foregoing definitions, the Company's Named Executive Officers in respect of the financial year ended September 30, 2025 were: Darryl Jones (President and Chief Executive Officer), Jody Bellefleur (Chief Financial Officer and Corporate Secretary since January 10, 2025) and Daryn Gordon (Chief Financial Officer and Corporate Secretary until January 10, 2025).

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiaries of the Company to each Named Executive Officer and director of the Company during the Company's financial years ended September 30, 2025 and 2024.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites[1] ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Darryl Jones	2025	45,000[2]	nil	nil	nil	nil	45,000

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites[1] ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
President, CEO, and Director	2024	nil	nil	nil	nil	nil	nil
Jody Bellefleur[3] *CFO and Corporate Secretary*	2025	nil	nil	nil	nil	nil	nil
	2024	N/A	N/A	N/A	N/A	N/A	N/A
Daryn Gordon *Former CFO and Corporate Secretary*	2025	nil	nil	nil	nil	nil	nil
	2024	$48,000[4]	nil	nil	nil	nil	$48,000
Sean Kingsley *Director and Director of Corporate Development*	2025	nil	nil	nil	nil	nil	nil
	2024	nil	nil	nil	nil	nil	nil
Sean Charland *Director*	2025	nil	nil	nil	nil	nil	nil
	2024	nil	nil	nil	nil	nil	nil
Wes Siemens[5] *Former Director*	2025	nil	nil	nil	nil	nil	nil
	2024	nil	nil	nil	nil	nil	nil
William Morton *Director*	2025	nil	nil	nil	nil	nil	nil
	2024	nil	nil	nil	nil	nil	nil
Brad Nichol[6] *Director and Chairman*	2025	nil	nil	nil	nil	nil	nil
	2024	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

(1) The value of perquisites and benefits, if any, was less than $15,000.

(2) This amount, plus applicable GST, was paid to D2J Consulting Corp., a company owned and controlled by Darryl Jones, for executive services provided to the Company during the applicable financial year. Following the financial year ended September 30, 2025, Darryl Jones is paid in his personal capacity.

(3) Jody Bellefleur was appointed as the Company's CFO and Corporate Secretary on January 10, 2025.

(4) This amount, plus applicable GST, was paid to Daryn Gordon Professional Corporation, a company owned and controlled by Daryn Gordon, for accounting and CFO services provided to the Company during the applicable financial year. Daryn Gordon resigned as the Company's CFO and Corporate Secretary on January 10, 2025.
(5) Wes Siemens resigned as a director of the Company on June 1, 2025.
(6) Brad Nichol was appointed as Chairman and a director of the Company on May 1, 2025.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the financial years ended September 30, 2025 and 2024 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries. The footnotes to the table disclose (a) the total amount of compensation securities, and underlying securities, held by each NEO or director on the last day of the most recently completed financial year end; (b) any compensation security that has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms, the effective date, the reason for the modification, and the name of the holder; (c) any vesting provisions of the compensation securities; and (d) any restrictions or conditions for converting, exercising or exchanging the compensation securities.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class(1)**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Darryl Jones(3) *President, CEO, and Director*	Options	200,000 0.43%	June 9, 2025(2)	$0.94	$0.94	$1.35	June 9, 2027
Jody Bellefleur(3) *CFO and Corporate Secretary*	Options	200,000 0.43%	June 9, 2025(2)	$0.94	$0.94	$1.35	June 9, 2027
Sean Kingsley(3) *Director and Director of Corporate Development*	Options	200,000 0.43%	June 9, 2025(2)	$0.94	$0.94	$1.35	June 9, 2027
Sean Charland(3) *Director*	Options	200,000 0.43%	June 9, 2025(2)	$0.94	$0.94	$1.35	June 9, 2027
William Morton(3) *Director*	Options	200,000 0.43%	June 9, 2025(2)	$0.94	$0.94	$1.35	June 9, 2027

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class[1]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Brad Nichol[3] *Director and Chairman*	Options	200,000 0.43%	June 9, 2025[2]	$0.94	$0.94	$1.35	June 9, 2027

Notes:

(1) The percentage of class is based on 46,990,200 Common Shares issued and outstanding as of September 30, 2025.

(2) The Options granted on June 9, 2025 vested immediately upon grant. Each Option is exercisable at a price of $0.94 per Common Share until June 9, 2027.

(3) As at September 30, 2025, the directors and NEOs held the following compensation securities: Darryl Jones – 250,000 Options; Jody Bellefleur – 200,000 Options; Sean Kingsley – 230,000 Options (of which 30,000 are held by Mango Research and Management Inc., a private company controlled or directed by Sean Kingsley); Sean Charland – 230,000 Options; William Morton – 230,000 Options; and Brad Nichol – 200,000 Options.

Exercise of Compensation Securities by Directors and NEOs

No directors or NEOs exercised compensation securities in the financial year ended September 30, 2025.

Stock Option Plans and Other Incentive Plans

The following information is intended as a brief description of the omnibus equity incentive plan (the "**Omnibus Plan**") and is qualified in its entirety by the full text of the Omnibus Plan, which is available under the Company's SEDAR+ profile at www.sedarplus.ca.

Purpose

The purposes of the Omnibus Plan are to (a) advance the interests of the Company by enhancing the ability of the Company to attract, motivate and retain employees, officers, directors, and consultants, which either of directors or officers may be consultants or employees, (b) reward such persons for their sustained contributions, and (c) encourage such persons to take into account the long-term corporate performance of the Company.

Eligible Participants

Pursuant to the terms of the Omnibus Plan, individuals who are: (a) employees of the Company or any of its subsidiaries, (b) persons who work on a full time, part-time or weekly basis for the Company or any of its subsidiaries providing services normally provided by an employee and who are under the control and direction of the Company or a subsidiary, (c) non-employee directors of the Company, and (d) a consultant, employee or director of a consultant, who is engaged to provide *bona fide* services to the Company or any of its subsidiaries, other than in relation to a distribution of securities, and who provides such services under a written contract and who spends or will spend a significant amount of time and attention on the affairs and business of the Company or a subsidiary, are eligible to participate in the Omnibus Plan.

Types of Awards

The Omnibus Plan provides for the grant of:

(a) Options, which will be granted by an agreement evidencing the Options granted under the Omnibus Plan (a "**Stock Option Agreement**");

(b) RSUs, which will be granted by an agreement evidencing the RSUs granted under the Omnibus Plan (an "**RSU Agreement**");

(c) DSUs, which will be granted by an agreement evidencing the DSUs granted under the Omnibus Plan (a "**DSU Agreement**");

(d) PSUs, which will be granted by an agreement evidencing the PSUs granted under the Omnibus Plan (a "**PSU Agreement**"); and

(e) Other Share-Based Awards, which awards would include the grant of common shares, and which will be granted by an agreement evidencing the Other Share-Based Awards granted under the Omnibus Plan (an "**Other-Share Based Agreement**", together with the Stock Option Agreement, RSU Agreement, DSU Agreement and PSU Agreement, the "**Grant Agreements**").

The Options, RSUs, DSUs, PSUs and Other Share-Based Awards granted pursuant to the Omnibus Plan are collectively referred to as "**Omnibus Plan Awards**" in this Information Circular.

Plan Administration

The Omnibus Plan will be administered by the Board, or to the extent the administration of the Omnibus Plan is delegated by the Board to any committee, the committee (the "**Plan Administrator**"). The Plan Administrator has sole and complete authority, in its discretion, to:

(a) determine the eligibility for Omnibus Plan Awards to be granted and the individuals to whom grants of Omnibus Plan Awards may be made;

(b) make grants of Omnibus Plan Awards, in such amounts, to such persons and, subject to the provisions of the Omnibus Plan, on such terms and conditions as it determines including without limitation:

  (i) the time or times at which Omnibus Plan Awards may be granted;

  (ii) the conditions under which: (A) Omnibus Plan Awards may be granted to participants; or (B) Omnibus Plan Awards may be forfeited to the Company, including any conditions relating to the attainment of specified performance goals;

  (iii) the number of Common Shares subject to the Omnibus Plan Awards;

  (iv) the price, if any, to be paid by a participant in connection with the purchase of Common Shares covered by any Omnibus Plan Awards;

  (v) whether restrictions or limitations are to be imposed on the Common Shares issuable pursuant to grants of any Omnibus Plan Awards, and the nature of such restrictions or limitations, if any; and

  (vi) any acceleration of exercisability, vesting, or waiver of termination regarding any Omnibus Plan Awards, based on such factors as the Plan Administrator may determine;

(c) establish the form or forms of Grant Agreements;

(d) cancel, amend, adjust or otherwise change the type of or the terms and conditions of any Omnibus Plan Awards under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of the Omnibus Plan;

(e) construe and interpret the Omnibus Plan and all Grant Agreements;

(f) adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to the Omnibus Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable laws; and

(g) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Omnibus Plan.

Common Shares Available for Awards

Subject to adjustments as provided for under the Omnibus Plan, the maximum number of common shares issuable pursuant to Omnibus Plan Awards outstanding at any time under the Omnibus Plan shall not exceed 20% of the aggregate number of Common Shares outstanding from time to time on a non-diluted basis. The Omnibus Plan is considered to be an "evergreen" plan, since the Common Shares covered by Omnibus Plan Awards which have been exercised or terminated will be available for subsequent grants under the Omnibus Plan and the total number of Omnibus Plan Awards available to grant increases as the number of issued and outstanding Common Shares increases. In accordance with the policies of the CSE, shareholders of the Company must approve the Omnibus Plan every three years.

Blackout Period

If a date of grant occurs or an Omnibus Plan Award expires during, or within 10 business days after, a routine or special trading blackout period imposed by the Company to restrict trades in the Company's securities, then, notwithstanding any other provision of the Omnibus Plan, unless the delayed expiration would result in tax penalties, the Omnibus Plan Award shall expire or the effective date of grant will be, 10 business days after the trading blackout period is lifted by the Company. The Market Price (as defined below) with respect to any such Omnibus Plan Award shall be calculated based on the five business days immediately preceding the effective date of grant.

Options

An Option entitles a holder thereof to purchase a Common Share at an exercise price set at the time of the grant, which exercise price must in all cases be not less than the Market Price on the date of grant (the "**Exercise Price**").

The "**Market Price**" at any date in respect of Common Shares shall be the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of the grant, and (b) the date of grant, provided that with respect to an Omnibus Plan Award made to a U.S. Taxpayer (as defined in the Omnibus Plan), such participant and the number of Common Share subject to such Omnibus Plan Award shall be identified by the Board prior to the start of the applicable trading day period. In the event that such Common Share are not listed and posted for trading on any exchange, the Market Price shall be the fair market value of such Common Share as determined by the Board in its sole discretion and, with respect to an award made to a U.S. Taxpayer, in accordance with Section 409A of the Code (as defined in the Omnibus Plan).

The term of each Option will be fixed by the Plan Administrator, but may not exceed 10 years from the grant date.

Restricted Share Units

An RSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company. The Plan Administrator has the authority to determine any vesting terms applicable to the grant of RSUs. Upon settlement of RSUs, in each case as determined by the Plan Administrator, holders will redeem each vested RSU for (a) one fully paid and non-assessable Common Share issued from treasury, (b) a cash payment, or (c) a combination of Common Shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined by multiplying the number of RSUs redeemed for cash by the Market Price on the date of settlement.

The number of RSUs granted at any particular time will be calculated by dividing (i) the amount of any compensation that is to be paid in the RSUs, as determined by the Plan Administrator, by (ii) the Market Price of a Common Share on the date of grant.

Deferred Share Units

A DSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company, which can be used to pay a portion of compensation payable to a director of the Company. Except as otherwise determined by the Plan Administrator, DSUs will vest immediately upon grant. Upon settlement of DSUs, in each case as determined by the Plan Administrator, holders will redeem each vested DSU for (a) one fully paid and non-assessable Common Share issued from treasury, (b) a cash payment, or (c) a combination of Common Shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined with reference to the Market Price in the same manner as with RSUs.

The number of DSUs granted at any particular time will be calculated by dividing (i) the amount of any compensation that is to be paid in the DSUs, as determined by the Plan Administrator, by (ii) the Market Price of a Common Share on the date of grant.

Performance Share Units

A PSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company, which entitles the holder to receive one Common Share for each PSU on a future date, generally upon the achievement of certain performance goals within the Company as determined by the Plan Administrator. The Plan Administrator has the authority to determine any vesting terms applicable to the grant of PSUs. Upon settlement of PSUs, in each case as determined by the Plan Administrator, holders will redeem each vested PSU for (a) one fully paid and non-assessable Common Share issued from treasury, (b) a cash payment, or (c) a combination of Common Shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined with reference to the Market Price in the same manner as with RSUs.

Dividend Equivalents

Unless otherwise determined by the Plan Administrator and set forth in the particular Grant Agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs and DSUs, as applicable. Dividend equivalents shall vest in proportion to, and settle in the same manner as, the awards to which they relate. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of RSUs, PSUs and DSUs, as applicable, held by the participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first business day immediately following the dividend record date, with fractions computed to three decimal places.

Vesting and Exercisability

The Plan Administrator shall have the authority to determine the vesting terms applicable to grants of Omnibus Plan Awards. The vesting schedule of any Omnibus Plan Awards granted pursuant to the Omnibus Plan shall be stated in the Grant Agreement for such Omnibus Plan Awards.

Term

Although the Omnibus Plan does not stipulate a term for Omnibus Plan Awards granted thereunder, other than Options, they must vest and settle in accordance with the provisions of the Omnibus Plan and any applicable Grant Agreement, which Grant Agreement may include an expiry date for a specific Omnibus Plan Award.

Effect of Termination on Awards

At such time that a participant ceases to be a director, employee, consultant or officer of the Company, which either of directors or officers may be consultants or employees, or any subsidiary of the Company due to the resignation or termination of a participant's employment with the Company with cause, all unvested Omnibus Plan Awards held by the participant shall expire and immediately terminate for no consideration.

At such time that a participant ceases to be a director, employee, consultant or officer of the Company, which either of directors or officers may be consultants or employees, or any subsidiary of the Company due to the termination of a participant's employment with the Company without cause, a portion of any unvested Omnibus Plan Awards shall immediately vest based on a pro-rata portion of the number of Omnibus Plan Awards held on the date of termination and how long such Omnibus Plan Awards would have taken to fully vest had the participant's employment not been terminated. Vested Omnibus Plan Awards must be exercised or surrendered to the Company by the participant before the earlier of: (A) the expiry date of such Omnibus Plan Award (as agreed upon when the Omnibus Plan Award was granted); and (B) the date that is 90 days after the Termination Date (as defined in the Omnibus Plan).

A participant's eligibility to receive further grants of Omnibus Plan Awards under the Omnibus Plan shall cease at such time that a participant ceases to be a director, employee, consultant officer or manager of the Company or any subsidiary of the Company.

Unless the Plan Administrator, in its discretion, otherwise determines, Omnibus Plan Awards shall not be affected by a change of employment or consulting agreement or arrangement or directorship within or among the Company or a subsidiary of the Company provided that the participant continues to be a director, employee or consultant, as applicable, of the Company or a subsidiary of the Company.

Notwithstanding the foregoing, the Plan Administrator may, in its discretion, at any time prior to or following the events contemplated above, or in an employment agreement, Grant Agreement or other written agreement between the Company or a subsidiary of the Company and the participant, permit the acceleration of vesting of any or all Omnibus Plan Awards or waive termination of any or all Omnibus Plan Awards, in the manner and on the terms as may be authorized by the Plan Administrator.

Where a participant becomes disabled, any Option or other Omnibus Plan Award held by such participant that has not vested as of the date of the disability of such participant shall vest on such date and may be exercised or surrendered to the Company by the participant at any time until the expiry date of such award.

Where a participant's employment, consulting agreement or arrangement is terminated by reason of death, any Option or other Omnibus Plan Award held by the participant that has not vested as of the date of the death of such participant shall vest on such date and may be exercised or surrendered to the Company by the participant at any time during the period that terminates the earlier of: (a) the expiry date of such award; and (b) one year from the date of death of such participant.

Change in Control

Except as may be set forth in an employment agreement, Grant Agreement or other written agreement between the Company or a subsidiary of the Company and the participant, the Plan Administrator may, without the consent of any participant, take such steps as it deems necessary or desirable, including to cause:

(a) the conversion or exchange of any outstanding Omnibus Plan Awards into or for rights of substantially equivalent value, as determined by the Plan Administrator in its discretion, in and entity participating in or resulting from a Change in Control (as defined in the Omnibus Plan);

(b) outstanding Omnibus Plan Awards to vest and become exercisable, realizable, or payable, or restrictions applicable to an Omnibus Plan Award to lapse, in whole or in part prior to or upon consummation of such Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such Change in Control;

(c) the termination of any Omnibus Plan Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Omnibus Plan Award or realization of the participant's rights as of the date of the occurrence of the transaction net of any exercise price payable by the participant;

(d) the replacement of such Omnibus Plan Award with other rights or property selected by the Board in its sole discretion; or

(e) any combination of the foregoing.

In taking any of the foregoing actions, the Plan Administrator will not be required to treat all Omnibus Plan Awards similarly in the transaction (subject to applicable stock exchange approval, if required). Notwithstanding the foregoing, in the case of Omnibus Plan Awards held by a participant that is a resident of Canada for the purposes of the Tax Act, the Plan Administrator may not cause the Canadian taxpayer to receive (pursuant to the terms of a change of control) any property in connection with a change of control other than rights to acquire shares of a corporation or units of a "mutual fund trust" (as defined in the Tax Act) of the Company or a "qualifying person" (as defined in the Tax Act) that does not deal at arm's length (for the purposes of the Tax Act) with the Company, as applicable, at the time such rights are issued or granted.

Assignability

Except as required by law, the rights of a participant under the Omnibus Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged.

Amendment, Suspension or Termination of the Omnibus Plan

The Plan Administrator may from time to time, with the approval of the Board, other than directors who would receive, or would be eligible to receive, a material benefit resulting from the amendment, but without notice and without approval of the Company's shareholders, amend, modify, change, suspend or terminate the Omnibus Plan or any Omnibus Plan Awards granted pursuant thereto as it, in its discretion, determines appropriate, provided however, that: (a) no such amendment, modification, change, suspension or termination of the Omnibus Plan or any Omnibus Plan Awards granted thereunder may materially impair any rights of a participant or materially increase any obligations of a participant under the Omnibus Plan without the consent of the participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or exchange requirements; and (b) any amendment that would cause an Omnibus Plan Award held by a U.S. taxpayer to be subject to the additional tax penalty under Section 409A(1)(B)(i)(11) of the Code (as defined in the Omnibus Plan) shall be null and void *ab initio* with respect to the U.S. taxpayer unless the consent of the U.S. taxpayer is

obtained. Without limiting the generality of the foregoing, but subject to the below, the Plan Administrator may from time to time, with the approval of the Board, other than directors who would receive, or would be eligible to receive, a material benefit resulting from the amendment, but without notice and without approval of the Company's shareholders, amend the Omnibus Plan for the purposes of making:

- any amendments to the general vesting provisions of each Omnibus Plan Award;
- any amendment regarding the effect of termination of a participant's employment or engagement;
- any amendments to add covenants of the Company for the protection of participants, provided that the Plan Administrator shall be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the participants;
- any amendments consistent with the Omnibus Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Plan Administrator, having in mind the best interests of the participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in any jurisdiction where a participant resides, provided that the Plan Administrator shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the participants; or
- any such changes or corrections which, on the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Plan Administrator shall be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the participants.

Notwithstanding the foregoing and subject to any rules of the CSE, in addition to the approval of a majority of the Company's directors, approval of the Company's shareholders will be required, excluding holders that would receive, or would be eligible to receive, a material benefit, for any amendment, modification or change that:

- increases the percentage of Common Shares reserved for issuance under the Omnibus Plan, except pursuant to the provisions in the Omnibus Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- increases or removes the 10% limits on Common Shares issuable or issued to Related Persons (as such term is defined in the Omnibus Plan);
- reduces the Exercise Price of an Omnibus Plan Award except pursuant to the provisions of the Omnibus Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- extends the term of an Omnibus Plan Award beyond the original expiry date (except where an expiry date would have fallen within a blackout period of the Company);
- permits an Omnibus Plan Award to be exercisable beyond 10 years from its date of grant (except where an expiry date would have fallen within a blackout period of the Company);
- increases or removes the non-employee director participation limits;
- changes the eligible participants of the Omnibus Plan; or
- deletes or reduces the range of amendments which require approval of the Company's shareholders.

The disinterested approval of Shareholders is required for any amendments that: (i) reduce the Exercise Price of an Option benefitting an insider of the Company; (ii) extend the expiry date of an Omnibus Plan Award benefitting an insider of the Company, except in the case of an extension due to a blackout period; or (iii) amend the section of the Omnibus Plan that deals with amendments requiring disinterested shareholder approval.

The Omnibus Plan is available under the Company's SEDAR+ profile at www.sedarplus.ca and is available for viewing at the registered offices of the Company, at Bentall 5, 550 Burrard Street, Suite 2501, Vancouver, British Columbia, V6C 2B5 during normal business hours up to and including the date of the Meeting.

The Omnibus Plan was last approved by the Shareholders on April 30, 2025. As at September 30, 2025, there were 1,685,000 Options outstanding under the Omnibus Plan. As at the date hereof, there are 2,385,000 Options, 3,575,000 RSUs, and 500,000 PSUs outstanding under the Omnibus Plan.

Employment, Consulting and Management Agreements

For the financial year ended September 30, 2025, none of the Company's management members had a consulting agreement in place, other than Daryn Gordon.

Prior to the financial year ended September 30, 2025, Mr. Jones did not have a consulting or employment agreement with the Company, any fees received were for invoices submitted as an independent contractor. Beginning October 1, 2025, Mr. Jones entered into an Executive Employment Agreement with the Company for his service as President and Chief Executive Officer of the Company in exchange for a monthly fee of $20,000, eligibility to: (i) participate in group insurance and benefits, (ii) receive equity grants during employment pursuant to the Company's Omnibus Plan; (iii) receive an annual discretionary bonus as may or may not be approved and determined by the Board; (iv) 20 days of paid vacation; and (v) reimbursements of expenses incurred. Mr. Jones may terminate the agreement with 30 days' written notice. In the event there is a change in control or termination with or without cause, section 3 of the agreement sets out the payments and entitlements owed to Mr. Jones. (September 30, 2025 - $45,000; September 30, 2024 - $nil).

Mr. Gordon resigned as Chief Financial Officer and Corporate Secretary on January 10, 2025. Fees were not accrued for management services to the Company as CFO and Corporate Secretary following the financial year ended September 30, 2024 (September 30, 2025 - $nil; September 30, 2024 - $48,000).

External Management Companies

On December 1, 2025, the Company entered into a Management Services Agreement ("**MS Agreement**") with Zimtu Capital Corp. ("**Zimtu**"), pursuant to which Zimtu provides the Company with administrative and managerial services, including corporate maintenance, continuous disclosure support, corporate compliance services and office facilities, in exchange for a monthly fee of $15,000. The agreement term is for twelve months, expiring November 30, 2026, and can be renewed for an additional twelve-month term, at the same monthly fee of $15,000. The MS Agreement entered into between the Company and Zimtu on May 1, 2024 was renewed on May 1, 2025 for a period of seven months, expiring November 30, 2025, at the same monthly fee of $15,000.

Sean Charland is a director and executive officer of Zimtu and a director of the Company.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation is determined by the Board and is based on the compensation paid for directors and senior officers of companies of a similar size and stage of development. The appropriate compensation reflects the need to provide incentive and compensation for the time and effort expended by the directors and its management while taking into account the financial and other resources of the Company.

The Company's compensation policies are founded on the principle that compensation should be aligned with Shareholders' interests, while also recognizing that the Company's performance is dependent upon its ability to retain highly trained, experienced and committed directors, executive officers and employees who have the necessary skill sets, education, experience and personal qualities required to manage the business of the Company. The Company also recognizes that the various components of its compensation program must be sufficiently flexible to adapt to unexpected developments in the industry and the impact of internal and market-related occurrences from time to time.

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

Compensation Components

The Company's executive compensation program is comprised of the following components: (a) base salary, (b) consulting fees and (c) incentive awards.

The compensation components are designed to address the following key objectives:

- align compensation with Shareholders' interests;
- attract and retain highly qualified management;
- focus performance by linking incentive compensation to the achievement of business objectives and financial and operational results; and
- encourage retention of key executives for leadership succession.

The aggregate value of these principal components and related benefits are used as a basis for assessing the overall competitiveness of the Company's executive compensation package. When determining executive compensation, including the assessment of the competitiveness of the Company's compensation program, management and the Board rely on their concurrent and past experiences and collective knowledge. With that background, ultimate determinations as to executive compensation are based on: (i) informal discussion among the board members and management; (ii) negotiation with the executive in question; and (iii) a view to what is in the best interests of the Company and its various stakeholders. The Company does not employ any formal benchmarking procedures in determining executive compensation.

The Board did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last financial year, the Board does not view significant risk that would be likely to have a material adverse effect on the Company. The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of

exchange funds that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management.

Base Salaries and Consulting Fees

The base salary and consulting fee component is intended to provide a fixed level of competitive pay that is established at the time when an officer, employee or consultant joins the Company. The Board periodically reviews compensation levels to determine if adjustments are necessary.

Incentive Awards

The Omnibus Plan was adopted by the Board in order to provide effective incentives to directors, officers, senior management personnel, consultants, and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by providing such individuals with the opportunity, through Options, RSUs, DSUs, PSUs and Other Share-Based Awards to acquire Common Shares, as describer in the "*Stock Option Plans and Other Incentive Plans*" section above.

The Company periodically grants Omnibus Plan Awards to selected directors, officers, and others providing a similar service. The fair value of the Omnibus Plan Awards is determined at the date of the grant using the Black-Scholes option pricing model. Omnibus Plan Awards issued to non-employees are measured based on the fair value of the goods or services received at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the Omnibus Plan Awards are measured by determining the fair value of the options granted, using a valuation model.

Director Compensation

For the financial year ended September 30, 2025, the Company had in place a previous 10% rolling stock option plan and, following Shareholder approval on April 30, 2025, the Omnibus Plan, for the granting of incentive awards to the directors, officers, employees and consultants of the Company. The purpose of granting such awards is to assist the Company in compensating, attracting, retaining and motivating key directors, officers, employees and consultants of the Company and to closely align the personal interests of such persons to that of the Shareholders. Director compensation, including the grant of Omnibus Plan Awards, is determined by the Board from time to time. The Company granted Options to the directors of the Company, details of which are as set out in the above table under "*Stock Options and Other Compensation Securities*". No directors of the Company were paid cash other than in their capacities as officers during the financial year ended September 30, 2025.

Named Executive Officer Compensation

The Board is responsible for ensuring that the Company's compensation strategy is aligned with performance and Shareholder interests. The main objectives the Company hopes to achieve through its compensation policies are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value.

During the financial year ended September 30, 2025:

- Mr. Jones' compensation as President and CEO consisted of $45,000 in fees and Options granted on June 9, 2025 for the financial year ended September 30, 2025 (September 30, 2024 - $nil); and

- Ms. Bellefleur's compensation as CFO and Corporate Secretary consisted of $nil in fees and Options granted on June 9, 2025 for the period from January 10, 2025 to September 30, 2025; and

- Mr. Gordon's compensation as CFO and Corporate Secretary consisted of $nil for the financial year ended September 30, 2025 (September 30, 2024 - $48,000).

Significant events during the financial year ended September 30, 2025 that affected NEO compensation included the appointment of Jody Bellefleur as CFO and Corporate Secretary on January 10, 2025, the resumption of fees payable to Mr. Jones, the adoption of the Omnibus Plan, and the grant of Options to the NEOs in June 2025. Subsequent to the financial year end, the Company granted 500,000 RSUs to each of Darryl Jones, Jody Bellefleur, Brad Nichol and Sean Charland and 300,000 RSUs to each William Morton and Sean Kingsley in January 2026.

Pension Plan Benefits

The Company does not have any pension plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's financial year ended September 30, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights (a)	Weighted-average exercise price of outstanding options 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 securityholders	1,685,000	$1.13	7,713,040
Equity compensation plans **not approved** by securityholders	N/A	N/A	N/A
Total	1,685,000	$1.13	7,713,040

Notes:
(1) The number of issued and outstanding Common Shares as of September 30, 2025 was 46,990,200.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no (a) director or executive officer of the Company, (b) person or company who beneficially owns, directly or indirectly, Common Shares, or who exercises control or direction of Common Shares, or a combination of both, carrying more than 10% percent of the voting rights attached to the Common Shares outstanding (an "**Insider**"), (c) director or executive officer of an Insider or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the

Company, other than an interest arising solely from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

APPOINTMENT OF AUDITOR

Appointment and Remuneration of Auditor

Shareholders will be asked at the Meeting to approve the appointment of DeVisser Gray LLP, of 401 – 905 West Pender Street, Vancouver, BC, as auditor of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the directors.

In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the appointment of DeVisser Gray LLP as auditor of the Company until the next annual general meeting of the Shareholders and to authorize the directors to fix the auditor's remuneration.

AUDIT COMMITTEE

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

Audit Committee Charter

The purpose of the Company's Audit Committee is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

The Audit Committee Charter was adopted by the Company's Audit Committee and the Board. The full text of the Company's Audit Committee Charter was attached as Schedule "A" to the Company's information circular dated February 8, 2022 for a previous annual general meeting of shareholders, and can be viewed under the Company's profile on the SEDAR+ website at www.sedarplus.ca.

Composition of the Audit Committee

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

Name of Member	Independent(1)	Financially Literate(1)
William Morton	Yes	Financially Literate
Sean Charland(2)	Yes	Financially Literate
Sean Kingsley	Yes	Financially Literate

Notes:
(1) As that term is defined in NI 52-110.
(2) Chair of the Audit Committee.

NI 52-110 provides that a member of an 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 the member's independent judgment. William Morton and Sean Charland are considered "independent" within the meaning of NI 52-110. As Director of Corporate Development, Sean Kingsley is not considered to be independent. As the Company is a venture issuer, in compliance with NI 52-110, a majority of the members of the Company's Audit Committee are not executive officers, employees or control persons of the Company or of an affiliate of the Company.

NI 52-110 provides that an individual is "financially literate" if he or she has 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 reasonably be expected to be raised by the Company's financial statements. All of the members of the Company's Audit Committee are financially literate as that term is defined in NI 52-110.

Relevant Education and Experience of Audit Committee Members

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

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by Star Copper's financial statements, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting, are as follows:

Messrs. Morton, Charland and Kingsley are all financially literate as they each have an understanding of the accounting principles used by the Company to prepare its financial statements; the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions; the experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or the experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

William Morton - Mr. Morton holds a B.Sc. (Geology) from Carleton University and an M.Sc. (Graduate Studies) from the University of British Columbia. Mr. Morton has over 30 years of experience acting as a director and officer of public companies and currently serves as a CEO and director of a number of public companies.

Sean Charland - Mr. Charland is a director and/or officer of a number of public companies. He currently acts as President, CEO and a Director at Zimtu Capital Corp., as a Director at Core Silver Corp., as President, CEO and a Director of Apex Critical Metals Corp., as a Director at Rainy Mountain Royalty Corp., and as a director at Alpha Copper Corp., and was formerly a Director at Sensible Meats Inc. Mr. Charland is financially literate and is able to evaluate and understand the Company's financial statements at the current level of complexity.

Sean Kingsley - Mr. Kingsley serves as a director and/or senior officer of a number of public companies, where he is actively involved in overseeing corporate financings, financial reporting, and evaluating interim and annual financial statements. He has completed Simon Fraser University's Public Companies Financing, Governance, and Compliance course, and previously served on the Executive, Financial, and Advisory Council for the Centre of Training Excellence in Mining and the board of Women in Mining BC.

Audit Committee Oversight

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

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

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

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Company's Audit Committee Charter (see under the heading "External Auditor").

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the financial years ended September 30, 2025 and 2024:

Financial Year Ending	Audit Fees [(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
September 30, 2025	$20,000	Nil	Nil	Nil
September 30, 2024	$25,000	$15,000	$5,000	Nil

Notes:

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

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

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

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

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

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

MANAGEMENT CONTRACTS

Other than as disclosed herein with respect to the MS Agreement, the management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

CORPORATE GOVERNANCE

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

Board of Directors

The mandate of the Board, as prescribed by the *BCBCA*, is to manage or supervise management of our business and affairs and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly.

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

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

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

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

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

The Board considers that the following directors are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: William Morton, Sean Charland, and Brad Nichol. Darryl Jones is an executive officer of the Company and Sean Kingsley is an officer of the Company and are therefore not independent.

Directorships

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

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Darryl Jones *President, Chief Executive Officer and Director*	Director of StrikePoint Gold Inc. Director of Core Silver Corp. Director of Alpha Copper Corp.
Sean Charland *Director*	Director of Zimtu Capital Corp. Director of Core Silver Corp. Director of Apex Critical Metals Corp. Director of Rainy Mountain Royalty Corp. Director of Alpha Copper Corp.
Sean Kingsley *Director and Director of Corporate Development*	Director of Pan American Energy Corp. Director of Legacy Lithium Corp. Director of Gold Hunter Resources Inc.
William Morton *Director*	Eastfield Resources Ltd. Cariboo Rose Resources Ltd.
Brad Nichol *Director and Chairman*	Director of Sensible Meats Inc. Director of Alpha Copper Corp.

Orientation and Continuing Education

The Board is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the conflict of interest provisions of the *BCBCA*, as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

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

The Board does not have a nominating committee. The Board is responsible for recruiting new members to the Board and planning for the succession of directors.

Compensation

The Board is responsible for determining all forms of compensation, including long-term incentive in the form of Omnibus Plan Awards or other compensation securities, to be granted to the CEO and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. For more information, please see "*Executive Compensation*".

Other Board Committees

The Board has no other committees other than the Audit Committee described in this Circular under the heading "*Audit Committee*".

Assessments

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

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

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

OTHER MATTERS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice, but if any other matters do arise, the Designated Persons named in the enclosed form of proxy intend to vote on any poll in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR+ at www.sedarplus.ca. Shareholders may also contact Jody Bellefleur, Chief Financial Officer, at Suite 400 – 570 Granville Street, Vancouver, British Columbia V6C 3P1, Telephone: (604) 681-1568, to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the Company's comparative annual financial statements and MD&A for its financial years ended September 30, 2025 and 2024 and in the financial statements and MD&A for subsequent periods, which are available on SEDAR+.

APPROVAL OF DIRECTORS

The contents and sending of this Information Circular, including the Notice of Meeting, have been approved and authorized by the Board.

DATED at Vancouver, British Columbia, on the 27th day of October, 2026.

BY ORDER OF THE BOARD

STAR COPPER CORP.

(signed) "*Darryl Jones*"

Darryl Jones
Chief Executive Officer, President and Director