

KP3993 Resources Inc.
1111 Alberni Street, Suite 2209
Vancouver, BC V6E 4V2
Canada

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT

The **annual general meeting** (the "**Meeting**") of shareholders of **KP3993 Resources Inc.** (the "**Company**") will be held at **620 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6** on **Tuesday, May 2, 2023 at 5:00 p.m. (Pacific time)** (the "**Meeting**") for the following purposes:

1. to fix the number of directors at three (3);
2. to elect the directors of the Company for the ensuing year;
3. to receive the audited financial statements of the Company for the fiscal year ended July 31, 2022, together with the report of the auditors thereon;
4. to reappoint MNP LLP, Chartered Accountants, as independent auditors for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly described in the accompany management information circular (the "**Circular**"), to ratify, confirm and approve the Company's 10% rolling stock option plan; and
6. to transact such other business as properly may be brought before the Meeting or any adjournment or postponement thereof.

This notice is accompanied by a form of proxy and the Circular. The specific details of the matters to be put before the Meeting as identified above are set forth in the Circular.

The board of directors of the Company fixed the close of business on **March 31, 2023** as the record date for the determination of the shareholders entitled to notice of and vote at the Meeting, and any adjournment or postponement thereof.

Registered shareholders who are unable to attend the Meeting in person are requested to sign and return the enclosed form of proxy to Marrelli Trust Company Limited, Proxy Department, 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1. To be effective, proxies must be deposited in the manner described in the Circular, by **5:00 p.m. (Pacific Time)** on **Friday, April 28, 2023** at, or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof prior to the Meeting.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, Canada, March 31, 2023

BY ORDER OF THE BOARD

(Signed) "Terry Wong"

Terry Wong
Chief Executive Officer

KP3993 RESOURCES INC.

INFORMATION CIRCULAR

March 31, 2023

SOLICITATION OF PROXIES

This information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of KP3993 Resources Inc. (the "Company") for use at the annual general meeting of shareholders of the Company (the "Meeting") to be held at 620 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6 on Tuesday, May 2, 2023 at 5:00 p.m. (Pacific time), and at any and all adjournments or postponements thereof, for the purposes set forth in the attached notice of the Meeting (the "Notice"). It is expected that the solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally by directors, officers or regular employees of the Company. Such persons will not receive any extra compensation for such activities. The cost of such solicitation will be borne by the Company.

APPOINTMENT, REVOCATION AND DEPOSIT OF PROXIES

The persons named in the enclosed form of proxy are officers or directors of the Company. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in the enclosed form of proxy.** Such right may be exercised by striking out the names of the persons designated in the form of proxy and by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Company, c/o Marrelli Trust Company Limited, Proxy Department, 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1, at any time prior to 5:00 p.m. (Pacific time) on April 28, 2023 or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof prior to the Meeting.

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by marking how such shareholder wishes to vote in the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares (as defined below) represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the directions, if any, given in the proxy and if the voting shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

A shareholder who has given the enclosed form of proxy has the right to revoke the proxy by depositing an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized, at the registered office of the Company at any time prior to 5:00 p.m. (Pacific time) on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, or in any other manner permitted by law. The Company's registered office is located at 620 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such Common Shares will be voted FOR each of the matters identified in the Notice and described in this Circular.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and no director has informed the Company that he intends to oppose any matter to be voted upon.

VOTING BY BENEFICIAL SHAREHOLDERS

The information set forth in this section is important to the shareholders of the Company who do not hold their common shares in their own name.

Shareholders who hold Common Shares through their brokers, intermediaries, trustees, or other nominees (such shareholders being collectively called "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the share register of the Company as at the record date, March 31, 2023, may be recognized and acted upon at the Meeting. If Common Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder will not appear on the share register of the Company. Such Common Shares will most likely be registered in the name of the broker or an agent of the broker. Such Common Shares can only be voted by brokers, agents or nominees ("**Intermediaries**") and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker, agent, or nominee or other intermediary with this Circular and ensure that they communicate how they would like their Common Shares voted in accordance with those instructions.**

Most brokers delegate responsibility for obtaining voting instructions from clients to a service company (a "**Service Company**"). The Service Company typically supplies voting instructions forms, mails those forms to Beneficial Shareholders, and asks those Beneficial Shareholders to return the forms to the Service Company or to follow the alternative voting procedures detailed on the voting instruction form. The Service Company then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from the Service Company cannot use that form to vote Common Shares directly at the Meeting. Instead, the Beneficial Shareholder must return the voting instruction form to the Service Company or follow the alternative voting procedures, as mentioned above, well in advance of the Meeting in order to ensure that such Common Shares are voted.** Alternatively, a Beneficial Shareholder may be given a form of proxy that has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Beneficial Shareholder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is required to be signed by the Beneficial Shareholder when submitting the form of proxy. In this case, the Beneficial Shareholder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified above.

In either case, the purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares of the Company which they beneficially own. A Beneficial Shareholder who wishes to attend and vote at the Meeting in person (or to have another person attend and vote on behalf of the Beneficial Shareholder) should print the Beneficial Shareholder's (or such other person's) name in the blank space provided for that purpose in the first paragraph of the proxy form or, in the case of a voting instruction form, follow the corresponding instructions on that form. In either case, Beneficial Shareholders should carefully follow the instructions of their Intermediary and its Service Company, as applicable.

RECORD DATE

The directors have fixed March 31, 2023 as the record date for the determination of shareholders entitled to receive notice of and vote at the Meeting. Only shareholders of record on such date are entitled to vote at the Meeting the Common Shares held by them by attending in person or by providing a completed an executed form of proxy as described above.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of common shares (each a "**Common Share**"). As of the date of this Circular, an aggregate of 8,800,000 Common Shares were issued and outstanding. Each Common Share entitles the holder thereof to one (1) vote at all meetings of shareholders of the Company.

As of the date of this Circular, to the knowledge of the directors and officers of the Company, the only persons or companies who beneficially own or control or direct, directly or indirectly, more than ten percent (10%) of the issued and outstanding Common Shares of the Company are:

<i>Name and municipality of residence</i>	<i>Number of Common Shares</i>	<i>Percentage of Common Shares</i>
Terry Wong Richmond, British Columbia	2,100,000	23.86%
Au Metals Limited Wanchai, Hong Kong	2,000,000	22.73%
Khione Gateway Inc. Vancouver, British Columbia	2,000,000	22.73%

INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of common shares or otherwise, of any director or executive officer or anyone who has held office as such since the beginning of the Company's last financial year, any proposed director of the Company or any associates or affiliates of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

At the Meeting, shareholders will be asked to consider and, if thought appropriate, pass an ordinary resolution approving the Company's Stock Option Plan. Under the Stock Option Plan, directors, officers, employees and consultants of the Company are eligible for grants of options (See "Approval of Stock Option Plan").

FINANCIAL STATEMENTS

The audited financial statements of the Company and the auditors' report thereon to be received by the shareholders at the Meeting are as at and for the fiscal year ended July 31, 2022, with a comparison to the year ended July 31, 2021. The annual financial statements for the fiscal year ended July 31, 2022 and the comparison year ended July 31, 2021 were both audited by MNP LLP, Chartered Accountants, the auditors of the Company.

ELECTION OF DIRECTORS

Number of Directors

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at three (3).

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

<i>Name of proposed nominee Province or state and country of residence</i>	<i>Principal occupation(s)</i>	<i>Director since</i>	<i>Common Shares beneficially owned, controlled or directed^(1,2) (#)</i>
Terry Wong ¹ Canada	Director of Axmin Inc., Principal of NAI Innovation Ltd. and VP Business Development of NAI Interactive Ltd.	July 2, 2021	2,100,000
John Gravelle ^{1,3} Canada	Interim CEO and director of Colt Resources Inc., Director of Century Global Commodities	July 12, 2021	100,000
Shu Zhang ¹ Australia <i>Director since July 12, 2021</i>	Advisor to Executive Chairman of Chinova Resources Pty Ltd, Brisbane, Australia, CEO of Chinova Resources Pty Ltd, Brisbane, Australia, Managing Director of Au KT Pty Ltd, Perth, Australia, and VP HR & Organization of CuDeco Limited	July 12, 2021	100,000

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective proposed directors individually.
- (2) These Common Shares are subject to escrow restrictions.
- (3) The 100,000 common shares are held indirectly by John Gravelle through Gravelle Family Trust as the trustee.

Shareholders can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. Unless otherwise indicated, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions or Individual Bankruptcies

John Gravelle, a director of the Issuer, is a director and Interim President and CEO of Colt Resources Inc. (“Colt”), a corporation previously listed on the TSXV, and a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Quebec. Mr. Gravelle became a director of Colt Resources in January 2016 and in December 2016 he and the other independent directors determined that Colt’s then CEO had executed documents to implement transactions that were not authorized by the board. These transactions resulted in an alleged fraud of substantially all of Colt’s cash. The CEO was dismissed and Mr. Gravelle was appointed Interim CEO. On February 1, 2017, the Investment Industry Regulatory Organization of Canada (IIROC) halted trading in the securities of Colt. Since Colt had no cash and limited capacity to borrow, it could not pay its audit fees so was not able to file audited financial statements. On May 8, 2017, the Autorité des marchés financiers issued a cease trade order against Colt for failure to file annual audited financial statements (and related materials) for the year ended December 31, 2016. On March 29, 2019, Colt’s listing on the TSXV was transferred to NEX for failure to maintain the requirements for a TSXV Tier 2 company and, further to the TSXV bulletin issued March 28, 2017, trading in the shares of Colt remained suspended. On September 16, 2019, the securities of Colt were delisted from NEX, for failure to pay their quarterly NEX Listing Maintenance Fees.

Except as disclosed above, no director, officer, Insider or Promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is, or was within 10 years before the date of the prospectus, a director, officer, Insider or Promoter of any other issuer that:

- (a) was subject to a cease trade or similar order, or an order that denied the other issuer access to any exemption under applicable securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the director, officer, Insider, Promoter or shareholder was acting in the capacity as director, officer, Insider or Promoter; or
- (b) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, Promoter or shareholder ceased to be a director, officer, Insider or Promoter and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or Promoter.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

During the financial years ended July 31, 2021 and July 31, 2022, the Company had one Named Executive Officer (“NEO”) being, Terry Wong, the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Compensation Discussion and Analysis

The compensation of the executive officers is determined by the board of directors of the Company (the “Board”), based in part on recommendations from the Chief Executive Officer.

The Board evaluates individual executive performance with the goal of setting compensation at levels that they believe are comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, the Board base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account our relative performance and strategic goals.

The executive officer compensation consists of two basic elements: i) base salary; and ii) incentive stock options. The details are set out in the Summary Compensation Table.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Company is a capital pool company and does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on incentive stock option compensation.

The incentive stock option portion of the compensation is designed to provide the executive officers of the Company with a long term incentive in developing the Company's business. Options granted under the Company's stock option plan are approved by the Board, and if applicable, its subcommittees, after consideration of the Company's overall performance and whether the Company has met targets set out by the executive officers in their strategic plan.

No salaries were paid in the financial years ended July 31 2021 and 2022.

The Board has not formally considered the risks associated with the Company's compensation policies and practices. The Company has attempted to minimize those compensation practices and policies that expose the Company to inappropriate or excessive risks. The Company's NEOs and directors are 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 granted as compensation or held, directly or indirectly, by the NEO or director.

Option-based Awards

The incentive stock option portion of the compensation is designed to provide the executive officers of the Company with a long-term incentive in developing the Company's business. Options granted under the Company's stock option plan are approved by the Board, and if applicable, its subcommittees, after consideration of the Company's overall performance and whether the Company has met targets set out by the executive officers in their strategic plan.

Summary Compensation Table

Set out below is a summary of compensation paid or accrued during the Company's two most recently completed financial years to the Company's NEOs.

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plan	Long-term incentive plans			
Terry Wong CEO and CFO	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2022	N/A	N/A	11,203	N/A	N/A	N/A	N/A	11,203

(1) Based on a Black-Scholes fair value of \$0.07 per option using the following assumptions: volatility: 100%; expected life of stock options: 5 years, dividend \$0.00 and risk-free interest rate 1.61%.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards and Share-Based Awards

As mentioned previously, the Company does not have a share-based award plan. The table below shows all options held by the NEOs as at July 31, 2022.

Name	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised options (#)	Option exercise price ⁽¹⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Terry Wong CEO and CFO (from July 12, 2021)	150,000	0.10	January 17, 2027	Nil	Nil	N/A	N/A

Incentive Plan Awards Table

The following table sets out values of incentive stock options vested or earned by the NEOs during the year ended July 31, 2022.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Terry Wong CEO and CFO (from July 12, 2021)	11,203	Nil	Nil

PENSION PLAN BENEFITS

The Company does not maintain a pension plan for its employees and therefore no benefits were received.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Neither the Company or any of its subsidiaries has any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Company and its subsidiaries or from a change of control of the Company or any subsidiary of the Company or a change in the executive officers' responsibilities following a change in control.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION TABLE

<i>Name and Principal Position</i>	<i>Year</i>	<i>Fees Earned (\$)</i>	<i>Share-based Awards (\$)</i>	<i>Option-based awards⁽¹⁾ (\$)</i>	<i>Non-equity incentive plan compensation (\$)</i>	<i>Pension value (\$)</i>	<i>All other compensation (\$)</i>	<i>Total Compensation (\$)</i>
Terry Wong CEO, CFO and Director	2021 2022	N/A N/A	N/A N/A	N/A 11,203	N/A N/A	N/A N/A	N/A N/A	N/A 11,203
John Gravelle Director	2021 2022	N/A N/A	N/A N/A	N/A 7,469	N/A N/A	N/A N/A	N/A N/A	N/A 7,469
Shu Zhang Director	2021 2022	N/A N/A	N/A N/A	N/A 7,469	N/A N/A	N/A N/A	N/A N/A	N/A 7,469

(1) Based on a Black-Scholes fair value of \$0.07 per option using the following assumptions: volatility: 100%; expected life of stock options: 5 years, dividend \$0.00 and risk-free interest rate 1.61%.

The Company has no standard arrangement pursuant to which Directors are compensated by the Company for their services in their capacity as Directors other than the unissued treasury shares that may be issued upon the exercise of the Directors' Stock Options. There has been no other arrangement pursuant to which Directors were compensated by the Company in their capacity as Directors except as disclosed herein.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards and Share-Based Awards

As mentioned previously, the Company does not have a share-based award plan. The table below shows all options held by directors as at July 31, 2022.

Name	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised options (#)	Option exercise price ⁽¹⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Terry Wong CEO, CFO and Director	150,000	0.10	January 17, 2027	Nil	Nil	N/A	N/A
John Gravelle Director	100,000	0.10	January 17, 2027	Nil	Nil	N/A	N/A
Shu Zhang Director	100,000	0.10	January 17, 2027	Nil	Nil	N/A	N/A

Equity Compensation Plan Information

The following table sets forth, as of July 31, 2022, information concerning securities authorized for issue under the Stock Option Plan, which is the only equity compensation plan of the Company.

Plan Category	Securities to be issued upon exercise of outstanding options (#)	Weighted average exercise price of outstanding options (CDN\$)	Securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders (the only such plan is the stock option plan)	350,000	\$0.10	530,000 ⁽¹⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	350,000	\$0.10	530,000

- (1) Pursuant to the Stock Option Plan, subject to other restrictions, 10% of the number of outstanding Common Shares from time to time is available for issuance pursuant to options granted under the Stock Option Plan. This amount is calculated by subtracting the 350,000 Common Shares that could be issued upon exercise of options granted and outstanding as at July 31, 2022 from the total amount that could be granted pursuant to the Stock Option Plan, based on 8,800,000 Common Shares outstanding as at July 31, 2022.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITORS

Management intends to nominate MNP LLP, Chartered Accountants, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of MNP LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual meeting of shareholders or until it resigns or is removed from office by the Company, with remuneration to be fixed by the directors.

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution, in substantially the following form, subject to such changes as may be recommended by legal counsel or required by regulatory authorities:

“RESOLVED THAT:

MNP LLP, Chartered Accountants, be appointed as the Company's auditor until the next annual meeting of shareholders following the Meeting, or until it resigns or is removed from office by the Company, with remuneration to be approved by the Board.”

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule “A” to this Circular.

Composition of the Audit Committee

The Company's current Audit Committee consists of Terry Wong, John Gravelle, and Shu Zhang, with Mr. Gravelle serving as Chair of the Committee.

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) exempts the members of the Company's Audit Committee from being independent and financially literate since the Company is a venture issuer (as defined in NI 52-110). By virtue of being a venture issuer, the Company is also exempt from certain reporting obligations under NI 52-110.

To be considered independent, a member of the Audit Committee must not have any direct or indirect “material relationship” with the Company. A “material relationship” is a relationship which could, in the view of the Board be reasonably expected to interfere with the exercise of a member's independent judgment. Also, to be considered financially literate, a member of the Audit Committee must have 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. Based on these requirements, all the members of the Audit Committee are considered to be independent and financially literate.

The following relevant education and experience of the members of the Audit Committee has been used in assessing their financial literacy:

- Terry Wong

Ms. Wong is a director of Axmin Inc., Principal of NAI Innovation Ltd. and VP Business Development of NAI Interactive Ltd. She is a Chartered Professional Accountant and a Chartered Business Valuator. And provides consulting services for public companies. She has over 15 years of financial experience working for both private and public companies. She has also worked closely with companies and professionals within the finance, mining, and energy industries. Ms. Wong has a Bachelor of Commerce degree from Sauder School of Business, University of British Columbia.

- John Gravelle

Mr. Gravelle is a director of Century Global Commodities Corporation and the interim President and Chief Executive Officer and a director of Colt Resources Inc. He was previously a director of Century Metals Inc. (now Reyna Silver Corp.) and a director of Brio Gold Inc. (then Leagold Mining Corporation, which was acquired by Equinox Gold Corp.). Mr. Gravelle is a retired Partner of PwC LLP, where he was a partner from 1996 to 2015. He held leadership positions with PwC LLP, including serving as the firm's Global Mining Leader from 2013 to 2015, and as Canadian Mining Leader and Americas Mining Leader from 2010 to 2015. Mr. Gravelle has a Bachelor of Commerce degree from Laurentian University and has a CA, CPA designation.

- Shu Zhang

Dr. Zhang is an advisor to the Executive Chairman of Chinova Resources Pty Ltd, a private Australian mineral exploration, development and mining company where he was previously the Chief Executive Officer. He was previously the Managing Director of Au KT Pty Ltd and the VP HR & Organization of CuDeco Limited (ASX). Dr. Zhang has more than 30 years of experience managing companies in the mining sector in Australia, China and Canada. Dr. Zhang has a Ph.D in Civil & Mining Engineering from the University of Wollongong, NSW, Australia, and a BE in Mining Engineering from Central South University of Technology, Hunan, PR China.

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 Certain Exemptions

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, or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of nonaudit services.

External Auditor Service Fees (By Category)

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

<i>Financial year ended</i>	<i>Audit fees⁽¹⁾ (CDN\$)</i>	<i>Audit-related fees⁽²⁾ (CDN\$)</i>	<i>Tax fees⁽³⁾ (CDN\$)</i>	<i>All other fees (CDN\$)</i>
July 31, 2021	10,000	Nil	1,500	800
July 31, 2022	12,000	Nil	3,000	1,055

- (1) The aggregate fees billed related to the fiscal year audit, notwithstanding when the fees were billed or when the services were rendered.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit fees" column.

- (3) The aggregate fees for tax compliance, tax advice and tax planning for services rendered from August through July of the fiscal year, notwithstanding when the fees were billed.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance Practices

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

The Board believes that at this stage its approach to corporate governance is appropriate and continues to work to align with the recommendations for TSXV-listed issuers contained in National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”).

Composition of the Board

Management is proposing the election at the Meeting of three (3) nominees, all of whom are current directors. Two (2) of the nominees for director are deemed to be independent. The directors will hold office until the next annual meeting of shareholders or until their respective successors is elected or appointed. The Board may appoint additional directors subsequent to the Meeting as provided in the by-laws and articles of the Company. Under NI 52-110, a director is considered to be "independent" if he or she has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. In addition, certain individuals are deemed, for the purposes of NP 58-201, to have material relationships with the Company. Under this definition, the proposed Board will have two (2) independent directors: John Gravelle and Shu Zhang. Terry Wong is the director, CEO, CFO and Corporate Secretary, accordingly, as an executive officer, is not independent.

The following table discloses the proposed nominees for director, whether or not they are considered independent within the meaning of NI 52-110.

<i>Name</i>	<i>Independence</i>	<i>Reason for not being independent where applicable</i>
Terry Wong	Not Independent	Ms. Wong is not independent by virtue of being CEO and CFO of the Company.
John Gravelle	Independent	N/A
Shu Zhang	Independent	N/A

Other Directorships

The following table discloses the proposed nominees for director and other directorships they hold with issuers that are reporting issuers or the foreign equivalent as of the date of this Circular.

<i>Name</i>	<i>Other reporting issuer(s) (or foreign equivalent) of which such director is also a director⁽¹⁾</i>
Terry Wong	Director of Axmin Inc. (TSX.V:AXM) Director of Aurum Lake Mining Corp. (TSXV:ARL.P)
John Gravelle	Director of Century Global Commodities Corporation (TSX:CNT)
Shu Zhang	Director of Northern Sun Mining Corp. (formerly Liberty Mines Inc.) (TSXV:KPEN.P);

(1) This information, not being within the knowledge of the Company, has been furnished by the respective directors individually.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of Directors with the return to shareholders. The Board decides the compensation of the Company's officers, based on industry standards and the Company's financial situation.

Other Committees

The Company and the Board has no committees other than the Audit Committee.

Assessments

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 committees.

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

On July 31, 2021, the Company approved a share option plan (the "**Stock Option Plan**") whereby a maximum of 10% of common shares issued and outstanding is reserved for the issuance of non-transferable options to directors and officers. This option plan provides that the terms and conditions of the options and the exercise price of options will be determined by the directors subject to price restrictions and other requirements imposed by the TSX Venture Exchange Inc. (the "**TSXV**") The period for exercising the options granted under the option plan can not exceed a period of ten years and the exercise price must be fully paid before the issuance of shares.

In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. **Unless otherwise specified, the persons named in the enclosed form of proxy will vote FOR the approval of the Stock Option Plan.**

The text of the resolution approving the continuation of the Stock Option Plan to be considered at the Meeting will be substantially as follows:

“RESOLVED THAT:

Subject to the approval of the TSX Venture Exchange, the Company’s incentive stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder as described in the Company’s Management Information Circular dated March 31, 2023, be and is hereby ratified, confirmed and approved.”.

ADDITIONAL INFORMATION

A copy of this Circular is filed on the SEDAR website (www.sedar.com). Additional information relating to the Company may be obtained from the SEDAR website. Financial information is provided in KP3993 Resources Inc.’s comparative financial statements and MD&A for its most recently completed financial year is on KP3993 Resources Inc and on SEDAR website (www.sedar.com). Shareholders of the Company may request copies of the Circular and/or the Company’s financial statements and management’s discussion and analysis of financial condition and results of operations free of charge by e-mail: terry@naiinnovation.com.

DIRECTORS' APPROVAL

The contents and the sending of this Circular to the shareholders of the Company have been approved by the Board. Unless otherwise indicated herein, information contained in this Circular is given as at March 31, 2023.

DATED at Vancouver, British Columbia this 31th day of March, 2023.

BY ORDER OF THE BOARD

(Signed) "Terry Wong"

Terry Wong

Chief Executive Officer

Schedule "A"
Audit Committee Charter

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.
2. At least one of the members of the Audit Committee shall be financially literate.
3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Audit Committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors.
8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.
10. Inquire of the management and the independent auditors about significant risks or exposures facing the Company; assess the steps the management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.
14. Review with the management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.

15. Review with the management the annual financial reports before they are filed with the regulatory authorities.
16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and the management.
18. Review with the management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.
19. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
20. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
21. The Audit Committee will perform such other functions as assigned by law, the Company's articles, or the Board.