



Notice of
Special Meeting of
Shareholders to be Held on
September 29, 2026
- and -
Management Information
Circular as at August 18, 2026

WALLBRIDGE MINING COMPANY LIMITED NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the special meeting of the shareholders ("**Shareholders**") of WALLBRIDGE MINING COMPANY LIMITED (the "**Company**") will be held via live webcast at <https://virtual-meetings.tsxtrust.com/1960> on September 29, 2026 at the hour of 4:00 p.m. (Eastern time) (the "**Meeting**").

To access the live webcast of the Meeting, Shareholders will need to open the following link: <https://virtual-meetings.tsxtrust.com/1960>. The password for the live webcast is-wallbridge2026 (case sensitive).

The Meeting will be held for the following purposes as more fully described in the management information circular dated August 18th, 2026 (the "**Information Circular**") accompanying this notice of Meeting:

1. to consider and, if deemed appropriate, to pass a special resolution approving the amendment of the articles of the Company to change the name of the Company to "Sunday Lake Gold Corp." as more particularly described in the Information Circular;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution approving an amendment to the articles of the Company to consolidate its outstanding common shares (the "**Common Shares**") on the basis of a ratio to be determined by the board of directors, in its sole discretion, within a range of one (1) post-consolidation Common Share for up to every 20 pre-consolidation Common Shares, as more particularly described in the Information Circular; and
3. to transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

The directors have fixed that time which is 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the Meeting, or any adjournment thereof, as the time before which proxies to be used at the Meeting must be deposited with the Company or an agent thereof. A failure to so deposit the proxy may result in its invalidation.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery ("**Notice-and-Access**") of Meeting Materials (as defined below) for the Meeting. Notice-and-Access allows the Company to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the Notice-and-Access system, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Information Circular and other information (the "**Meeting Materials**"), Shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders. **Shareholders are reminded to review the Meeting Materials prior to voting.**

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online under the Company's profile at <https://www.sedarplus.ca>, at

<https://docs.tsxtrust.com/2016> or on the Company's website at <https://www.wallbridgeminig.com>. The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of the Information Circular to some Shareholders with this notice package.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or beneficial owners may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call toll free at 1-866-600-5869 or email tsxtis@tmx.com.

Requests should be received by September 18, 2026 in order to receive the Meeting Materials in advance of the Meeting date.

Only holders of Common Shares of record at the close of business on August 12, 2026 will be entitled to receive notice of and vote at the Meeting. **The Company encourages all Shareholders to vote in advance of the Meeting. Shareholders are reminded to review the Information Circular before voting.**

DATED at Sudbury, Ontario this 18th day of August, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Janet Wilkinson"

Janet Wilkinson, Chair of the Board and Director

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WALLBRIDGE MINING COMPANY LIMITED

MANAGEMENT INFORMATION CIRCULAR FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 29, 2026

Item 1. GENERAL

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by the management of **WALLBRIDGE MINING COMPANY LIMITED** (the “**Company**”) of proxies to be used at the special meeting of shareholders (the “**Shareholders**”) of the Company which will be conducted via live webcast at <https://virtual-meetings.tsxtrust.com/1960> on September 29, 2026 at the hour of 4:00 p.m. (Eastern time) (the “**Meeting**”). **The password for the live webcast is wallbridge2026 (case sensitive).**

This Information Circular is dated August 18th, 2026 and the information contained herein is current as of such date unless a different date is otherwise indicated.

Item 2. PERSONS MAKING THE SOLICITATION

The management of the Company is soliciting proxies to be used at the Meeting. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or electronically or by telephone by directors, officers and employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company.

Item 3. PROXY INSTRUCTIONS

(A) VOTING INFORMATION

Registered Shareholders

You are a registered Shareholder if your shares are in your name and you are not a Beneficial Shareholder (as defined below). The Meeting will be conducted via live webcast. Only registered Shareholders and duly appointed Proxyholders, as defined below, will be able to vote via the Meeting webcast at <https://virtual-meetings.tsxtrust.com/1960>. The password for use at the Meeting is wallbridge2026 (case sensitive).

Voting Options

Before the Meeting you can vote by proxy using the voting methods as set out in the form of proxy (“**Form of Proxy**”): internet, facsimile or mail.

Non-registered Shareholders (“Beneficial Shareholder”)

You are a Beneficial Shareholder if your shares are held in the name of a nominee, such as a

bank, trust company, securities broker, trustee or other institution.

Voting Options

Only registered Shareholders and duly appointed Proxyholders, as defined below, will be able to vote via webcast at the Meeting. If you are a Beneficial Shareholder and want to vote via webcast at the Meeting you must appoint yourself as a Proxyholder using the voting instruction form ("VIF") and also complete and return the form found at the following download Request for Control Number Form link: <https://www.tsxtrust.com/resource/en/75>. As a Proxyholder you will be given a unique control number to access the Meeting.

(B) APPOINTMENT OF PROXYHOLDER

The persons named in the Form of Proxy and VIF which has been provided to the Company's Shareholders of record have been designated by the management of the Company. **A Shareholder desiring to appoint some other person to represent him or her (a "Proxyholder") may do so by following the instructions on the Form of Proxy or VIF (and on the Request for Control Number Form found at the link above by Beneficial Shareholders).** Such requests are to be received not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the Meeting. A Proxyholder need not be a Shareholder of the Company. It is the responsibility of the Shareholder to advise their Proxyholder to contact TSX Trust Company (the "**Transfer Agent**") to request a control number. Without the control number, Proxyholders will not be able to participate at the Meeting. You or your proxy will need to complete and return the Request for Control Number Form which can be found at <https://www.tsxtrust.com/resource/en/75>.

(C) PROXYHOLDER VOTING

On any ballot that may be called for the common shares in the capital of the Company (the "**Common Shares**") represented by proxy will be voted for or voted against in accordance with the instructions of the Shareholder and, if a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The Form of Proxy and VIF forwarded to Shareholders by management, when properly signed, confers discretionary authority upon the persons named therein with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. At the date hereof, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting. If matters which are not known at the date hereof should properly come before the Meeting, the Common Shares represented by proxies will be voted on such matters in accordance with the best judgment of the Proxyholder.

(D) BENEFICIAL SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their Proxyholders are permitted to vote. However, in many cases, Common Shares beneficially owned by a Beneficial Shareholder are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Shareholder deals with in respect of the Common Shares such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited of which the Intermediary is a participant).

In accordance with the requirement of National Instrument 54-101 *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company is distributing copies of the Notice of the Meeting together with a VIF: (i) directly to Beneficial Shareholders who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to issuers whose securities they beneficially own (Non-Objecting Beneficial Owners or “**NOBOs**”), and (ii) to the clearing agencies and Intermediaries for onward distribution to Beneficial Shareholders who have advised their Intermediary that they object to the Intermediary providing their ownership information (Objecting Beneficial Owners or “**OBOs**”). The Company does not intend to pay for Intermediaries to forward the Information Circular and other information (the “**Meeting Materials**”) to the OBOs pursuant to NI 54-101. Therefore, OBOs will not receive materials unless their Intermediary assumes the cost of delivery.

This Information Circular is available electronically on the Company’s website (see “Item 3(E) *Adoption of Notice-and-Access System*” for further information in this regard).

BENEFICIAL SHAREHOLDERS SHOULD CAREFULLY FOLLOW THE INSTRUCTIONS OF THEIR INTERMEDIARY INCLUDING THOSE REGARDING WHEN AND WHERE THE FORM OF PROXY OR VOTING INSTRUCTION FORM IS TO BE DELIVERED.

(E) ADOPTION OF NOTICE-AND-ACCESS SYSTEM:

In accordance with the notice-and-access rules adopted by the Ontario Securities Commission under NI 54-101 (“**Notice-and-Access**”), the Company has sent its proxy-related materials directly to registered holders and NOBOs using Notice-and-Access. Therefore, although Shareholders still receive a Form of Proxy or VIF in paper copy, this Information Circular is not physically delivered. Instead, Shareholders may access these materials on the Company’s website at <https://www.wallbridgeminig.com>, at <https://docs.tsxtrust.com/2016> or under the Company’s profile page on SEDAR+ at <https://www.sedarplus.ca>.

Registered Shareholders or Beneficial Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call toll free at 1-866-600-5869. **Requests for paper materials should be received by September 18, 2026 in order to receive the Meeting Materials in advance of the Meeting.**

Item 4. REVOCATION OF PROXY

A Shareholder who has voted their proxy may revoke it before it is acted on: (i) by completing a proxy bearing a later date and sending the proxy to the Company, c/o TSX Trust Company, 301-100 Adelaide Street West, Toronto, ON M5H 4H1 so that it is received not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the Meeting, or (ii) by completing a written notice of revocation, which must be executed by the Shareholder or by their attorney authorized in writing, and sending the notice to the Company, c/o TSX Trust Company 301-100 Adelaide Street West, Toronto, ON M5H 4H1 so that it is received not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the Meeting.

A proxy may only be revoked with respect to matters that have not been acted on prior to revocation.

A Beneficial Shareholder may revoke a VIF or a waiver of the right to receive the Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary except that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive the materials and to vote that is not received by the Intermediary at least seven (7) days prior to the date of the Meeting. This will give your Intermediary time to submit the revocation to us.

Item 5. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director, executive officer, nominee director or associate or affiliate of any director, executive officer or nominee director has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

Item 6. VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

(A) CLASS AND OUTSTANDING

As at the close of business on the date of this Information Circular, the Company had 1,830,849,901 Common Shares outstanding, each such share having one vote.

(B) RECORD DATE AND RIGHTS:

Each Shareholder of record at the close of business on August 12, 2026 (the “**Record Date**”) is entitled to vote the Common Shares registered in his or her or its name in person or by proxy. The list of Shareholders will be available for inspection after August 12, 2026 during normal business hours at the offices of the Transfer Agent.

(C) PRINCIPAL SHAREHOLDERS:

To the knowledge of the directors of the Company based on public filings, as at the date of this Information Circular, no person or corporation beneficially owned or exercised control or

direction over more than 10% of the outstanding Common Shares of the Company, other than: (i) Agnico Eagle Mines Limited, who owns 359,285,979 Common Shares in the aggregate, being 19.62% of the 1,830,849,901 outstanding Common Shares; and (ii) affiliates of Waratah Capital Advisors Limited, who own 364,339,130 Common Shares in the aggregate, being 19.9% of the outstanding Common Shares.

Item 7. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described elsewhere in this Information Circular, no “informed person” of the Company, nor any proposed director of the Company, nor any associate or affiliate of any “informed person” or proposed director had any material interest in any transaction involving the Company 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.

Item 8. PARTICULARS OF MATTERS TO BE ACTED UPON

(A) NAME CHANGE RESOLUTION: The board of directors of the Company (the “**Board**”) believes that it is in the best interests of the Company to change its name from “Wallbridge Mining Company Limited” to “**Sunday Lake Gold Corp.**” or such other similar name as may be determined by the Board and acceptable to the Director appointed under the *Business Corporations Act* (Ontario), (the “**Act**”) and the Toronto Stock Exchange (the “**TSX**”) (the “**Name Change**”). The Company has operated under its current name since 1996. The Board has determined that a rebranding under a new name highlighting the Company’s focus on the area near Sunday Lake is in the best interests of the Company. Accordingly, the Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the amendment of the articles of the Company to effect the Name Change.

The Company has notified the TSX of the proposed Name Change. Subject to Shareholder and TSX approval of the Name Change, it is expected that the Common Shares will commence trading on the TSX under the new name and under the new stock symbol “SNDY” at the opening of business two or three days subsequent to the effecting of the Name Change by the Company, subject to the receipt by the TSX of the necessary documentation. The Board may determine not to implement the Name Change at any time after the Meeting, whether before or after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

Special Resolution (Name Change Resolution)

Pursuant to the Act, the Name Change requires approval of the Shareholders by way of a special resolution, being a resolution passed by not less than two-thirds of the votes cast by holders of Common Shares present or represented by proxy at the Meeting. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below (the “**Name Change Resolution**”):

"BE IT HEREBY RESOLVED as a special resolution of the Company that:

1. an amendment to the articles of the Company to change the name of the Company to "Sunday Lake Gold Corp." or such other similar name as the board of directors of the Company (the **"Board"**), in its sole discretion, deems appropriate and the Director appointed under the *Business Corporations Act* (Ontario) (the **"Act"**) and the Toronto Stock Exchange may permit is hereby authorized and approved (the **"Name Change"**);
2. any one director or officer be and is hereby authorized to send to the Director appointed under the Act articles of amendment of the Company (the **"Articles of Amendment"**) in the prescribed form, and any one or more directors or officers are hereby authorized to prepare, execute and file the Articles of Amendment in the prescribed form and to file all necessary forms, documents, deeds and other writings with the Toronto Stock Exchange to give effect to this special resolution, the Name Change, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution; and
3. the directors may revoke this special resolution without further approval of the Shareholders at any time prior to the issuance by the Director appointed under the Act of a certificate of amendment or articles in respect of such amendment."

The Board recommends that Shareholders VOTE IN FAVOUR of the Name Change Resolution. The persons named in the accompanying proxy will vote FOR the approval of the Name Change Resolution, unless the Shareholder has specified in the proxy that his or her Common Shares are to be voted against such resolution.

(B) SHARE CONSOLIDATION RESOLUTION: At the Meeting, Shareholders will be asked to consider for approval, with or without amendment, a special resolution to authorize the Company to amend its articles to consolidate the outstanding Common Shares based on a ratio of one (1) post-consolidation Common Share for up to every 20 pre-consolidation Common Shares (the **"Share Consolidation"**), with the precise share consolidation ratio and timing of implementation of the Share Consolidation to be determined by the Board, in its sole discretion. The Share Consolidation Resolution will confer discretion on the Board to implement the Share Consolidation until September 29, 2027.

All outstanding options and any other securities granting rights to acquire Common Shares will be affected by the Share Consolidation in accordance with the adjustment provisions contained in the instruments giving rise to the issuance of such securities.

If the Share Consolidation Resolution is approved, the Share Consolidation would only be implemented, if at all, upon a determination by the Board that it is in the best interests of the Company and its Shareholders, at that time. The Board's determination as to the specific ratio will be based primarily on the trading price of the Common Shares on the TSX at the given time and expected stability of the trading price of the Common Shares following the Share Consolidation.

Background and Reasons for the Share Consolidation

The Board is of the opinion that, in the future, it may be in the best interests of the Company to have the authority to implement the Share Consolidation. The Board believes that the expected increase to the trading price of the Common Shares from effecting the Share Consolidation would broaden the pool of investors that may consider investing or be able to invest in the Company.

The Board expects that the Share Consolidation will result in certain additional ancillary benefits. Achieving a higher market price for the Common Shares through the Share Consolidation could enhance the Company's comparability against its peers on per share metrics, as well as minimizing price volatility of the Common Shares. It could also attract investors whose internal investment policies prohibit or discourage them from purchasing stocks trading below a certain minimum price. The Share Consolidation may also increase analyst and broker interest as policies governing analysts and brokers may discourage following or recommending companies with lower stock prices. In addition, many brokerage houses and institutional investors have internal policies and practices that either prohibit them from investing in lower-priced stocks or tend to discourage individual brokers from recommending lower-priced stocks to their customers, in part because processing of trades in lower-priced stocks may be economically unattractive.

The Share Consolidation will not have any effect on the number of Common Shares of the Company available for issuance. The principal effect of the Share Consolidation will be to proportionately decrease the number of issued and outstanding Common Shares by a factor equal to the Share Consolidation ratio selected by the Board. At the close of business on the Record Date, there were 1,830,849,901 Common Shares issued and outstanding. For illustrative purposes only, the following table sets forth, based on the number of Common Shares as at the Record Date, the number of Common Shares that would be issued and outstanding (disregarding any resulting fractional Common Shares and subject to any issuances occurring after the Record Date) following the implementation of the Share Consolidation:

Share Consolidation Ratio	Expected Common Shares Outstanding
20 pre-consolidation Common Shares for 1 post-consolidation Common Share	91,542,495
15 pre-consolidation Common Shares for 1 post-consolidation Common Share	122,056,660
10 pre-consolidation Common Shares for 1 post-consolidation Common Share	183,084,990
5 pre-consolidation Common Shares for 1 post-consolidation Common Share	366,169,980

The Share Consolidation will not materially affect any Shareholder's proportionate voting rights. Each consolidated Common Share outstanding after the Share Consolidation will have

the same rights and privileges as the existing Common Shares. The implementation of the Share Consolidation would not affect the total Shareholders' equity of the Company or any components of Shareholders' equity as reflected on the Company's financial statements except to change the number of issued and outstanding Common Shares to reflect the Share Consolidation.

No fractional Common Shares will be issued in connection with the Share Consolidation and, if a Shareholder would otherwise be entitled to receive a fractional Common Share as a result of the Share Consolidation, the number of Common Shares to be received by such Shareholder will be rounded down to the nearest whole number.

The Share Consolidation may result in some Shareholders owning "odd lots" of fewer than 100 Common Shares or "mixed lots" of less than even multiples of 100 Common Shares. Odd lot shares (including the odd lot portion of a mixed lot) may be more difficult to sell, and brokerage commissions or other costs of transactions may be higher than the costs of transactions in standard trading units of even multiples of 100 Common Shares (referred to as "**board lots**"). Further, because public data feeds that display stock market quotes generally include only standard trading units, odd lot orders and the odd lot portions of mixed lot orders are unable to trade against the displayed liquidity and, thus, are not covered by applicable order protection regulations that require a sale order to be executed at the best available (i.e., highest) bid price. Accordingly, holders selling odd lot shares may do so at a price that is lower than the quoted bid price and may have a reduced ability to ascertain whether or not they are getting the best available price when selling their shares.

Upon the Share Consolidation becoming effective, the exercise prices and the number of Common Shares issuable upon the exercise or deemed exercise of any stock options or other convertible or exchangeable securities of the Company will be automatically adjusted based on the consolidation ratio selected by the Board.

The Board has considered these potential effects, as well as its understanding of the procedures that have been put in place by the TSX for the execution of odd lot orders and believes that holders wishing to sell their odd lot holdings should be able to do so without significant difficulty and that any disadvantages that may be experienced by such holders will be outweighed by the anticipated benefits of the Share Consolidation.

Regulatory Approvals

If the special resolution is approved by the Shareholders and the Board decides to implement the Share Consolidation, the Company will file articles of amendment pursuant to the Act to amend the articles of the Company. The Share Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the Act.

In order to complete the Share Consolidation, regulatory approval from the TSX will be required and temporary suspension of trading of the Common Shares may take place. If the Share Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Share Consolidation.

Share Certificates Upon Implementation of Share Consolidation

In connection with the due implementation of the Share Consolidation, following the public announcement by the Company of the effective date of the Share Consolidation registered Shareholders will be sent a transmittal letter by the Transfer Agent, containing instructions on how to exchange their share certificates representing pre-Share Consolidation Common Shares for new share certificates representing post-Share Consolidation Common Shares. Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) should note that such intermediaries may have different procedures for processing the Share Consolidation than those that will be put in place by the Company for registered Shareholders. If you hold your Common Shares with an intermediary and if you have any questions in this regard, you are encouraged to contact them directly. The Company's transfer agent will forward to each registered Shareholder who has sent the required documents a new share certificate representing the number of post-Share Consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-Share Consolidation Common Shares will be deemed for all purposes to represent the number of whole post-Share Consolidation Common Shares, to which the holder is entitled as a result of the Share Consolidation. Shareholders should not destroy any certificate(s) representing their Common Shares and should not submit any share certificate(s) until requested to do so.

Risk Factors Associated with the Share Consolidation

Decline in Market Capitalization

There are numerous factors and contingencies that could affect the prices of pre-Share Consolidation Common Shares and the post-Share Consolidation Common Shares, including the Company's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the post-Share Consolidation Common Shares may not be sustainable at the direct arithmetic result of the Share Consolidation and may be lower. If the market price of the post-Share Consolidation Common Shares is lower than it was before the Share Consolidation on an arithmetic equivalent basis, the Company's total market capitalization (the aggregate value of all Common Shares at the then market price) after the Share Consolidation may be lower than before the Share Consolidation.

Potential for Adverse Effect on the Liquidity of the Common Shares

If the Share Consolidation is implemented and the market price of the post-Share Consolidation Common Shares declines, then the percentage decline may be greater than would occur in the absence of the Share Consolidation. The market price of the post-Share Consolidation Common Shares will, however, also be based on the Company's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the post-Share Consolidation Common Shares could be adversely affected by the reduced number of consolidated Common Shares that would be outstanding after the Share Consolidation.

These are only some of the risks associated with the Share Consolidation.

Tax Considerations

SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE SHARE CONSOLIDATION TO THEM, INCLUDING THE EFFECTS OF ANY CANADIAN OR U.S. FEDERAL, STATE AND LOCAL, FOREIGN AND OTHER TAX LAWS.

Dissent Rights

Under the Act, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Special Resolution (Share Consolidation)

Pursuant to the Act, a share consolidation requires approval of the Shareholders by way of a special resolution, being a resolution passed by not less than two-thirds of the votes cast by holders of Common Shares present or represented by proxy at the Meeting. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below (the **"Share Consolidation Resolution"**):

"BE IT HEREBY RESOLVED as a special resolution of the Company that:

1. the articles of the Company be amended to change the number of issued and outstanding common shares of the Company (the **"Common Shares"**) by consolidating the issued and outstanding Common Shares of the Company on the basis of one (1) post-consolidation Common Share for up to 20 pre-consolidation Common Shares of the Company or for such other lesser whole or fractional number of existing Common Shares that the directors, in their sole discretion, determine to be appropriate (the **"Share Consolidation"**), and in the event that the Share Consolidation would otherwise result in a holder of Common Shares holding a fraction of a Common Share, such holder shall not receive any whole new Common Shares or any cash consideration for each such fraction, such amendment to become effective at a date in the future to be determined by the board of directors of the Company (the **"Board"**);
2. any director or officer of the Company be and is hereby authorized, for and on behalf of the Company, to execute and deliver or cause to be delivered articles of amendment to the Director under the Act at such time as the Board determines to implement the Share Consolidation;
3. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares, the directors of the Company are hereby authorized in their sole discretion to revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares of the Company; and
4. any one director or officer of the Company be and the same is hereby authorized, for and on behalf of the Company to execute or cause to be executed, and to deliver or cause to be delivered all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or

desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

The Board recommends that Shareholders VOTE IN FAVOUR of the Share Consolidation Resolution. The persons named in the accompanying proxy will vote FOR the approval of the Share Consolidation Resolution, unless the Shareholder has specified in the proxy that his or her Common Shares are to be voted against such resolution.

Item 9. ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company’s profile on the SEDAR+ website at <https://www.sedarplus.ca> and on the Company’s website at <https://www.wallbridgeminig.com>.

DIRECTORS’ APPROVAL

The contents of this management information circular have been approved by the Board of the Company.

“Janet Wilkinson”

Janet Wilkinson
Chair of the Board and Director
Wallbridge Mining Company Limited

