

**SAILFISH ROYALTY CORP.**



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND  
MANAGEMENT INFORMATION CIRCULAR**

**Dated: January 6, 2026**

## SAILFISH ROYALTY CORP.

Sea Meadow House, P.O. Box 116 Road Town,  
Tortola British Virgin Islands VG1110

January 6, 2026

Dear Shareholders of Sailfish Royalty Corp.:

You are invited to attend the annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Sailfish Royalty Corp. ("**Sailfish**" or the "**Company**") to be held at Bolder Corporate Services (BVI) Limited, Sea Meadow House, Road Town, Tortola, British Virgin Islands, on February 10, 2026, at 10:00 a.m. (Vancouver time). Shareholders will also be able to access the Meeting by ZOOM using the details in the Notice of Meeting and Information Circular accompanying this letter.

### The Disposition

As announced by the Company on November 26, 2025, the Company acquired 100% membership interest in Mt. Hamilton LLC ("**MH LLC**"), which holds the permitted Mt. Hamilton gold-silver project (the "**Property**"), as a nominee, agent and bare trustee for and on behalf of Mako US Corp. ("**Mako US**"), an affiliate of Mako Mining Corp. ("**Mako**"). At the Meeting, you will be asked to consider and vote upon the disposition of Sailfish's legal registered interest in MH LLC to Mako US in exchange for:

- (i) a monthly gold stream for a period of 60 months, whereby Sailfish will purchase from Mako approximately 341.7 troy ounces of gold at a price equal to 20% of the London Bullion Market Association PM Fix price, but in any event not less than US\$2,700 per ounce of gold and not more than US\$3,700 per ounce of gold (the "**Stream**"); and
- (ii) upon completion of the Stream, a 2% net smelter return royalty payable to Sailfish on all mineral production with respect to the Property for the life of the mine (the "**NSR**"),

(the "**Disposition**"). The Company, Mako US and Mako entered into a definitive agreement in respect of the Disposition on November 26, 2025 (the "**Disposition Agreement**").

### The Acquisition and Wexford Loan

Sailfish acquired 100% membership interest in MH LLC (the "**Acquisition**") from Mt. Hamilton Holdings LLC ("**MH Holdings**"), an arm's length third party, pursuant to a membership interest purchase agreement dated September 26, 2025 (the "**Acquisition Agreement**").

MH LLC holds a 100% interest in the Property, which is a state and federally permitted gold and silver project located in White Pine County, Nevada.

To facilitate completion of the Acquisition and the Disposition, Sailfish has secured a US\$40 million senior secured bridge term facility (the "**Wexford Loan**") from certain funds (the "**Wexford Lenders**") managed by Wexford Capital LP ("**Wexford**"). As described under "*Fallback Sale*" below, if the Disposition is not approved, MH LLC will be transferred to the Wexford Lenders as full repayment of all amounts outstanding under the Wexford Loan.

### Why Shareholder Approval is Required

Sailfish and Mako share a common control person. As a result, the Disposition constitutes a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and requires approval by a simple majority of the votes cast by disinterested Shareholders present in person or represented by proxy at the Meeting. Sailfish is relying on the exemption from the formal valuation requirement under subsection 5.5(b) of MI 61-101 because Sailfish's common shares are not listed on a specified market; accordingly, no formal valuation is required. Disinterested shareholder approval of the Disposition is nevertheless required under MI 61-101. Disinterested shareholder approval of the Disposition is also required TSXV Policy 5.3 - *Acquisitions and Dispositions of Non-Cash Assets* to satisfy evidence of value requirements as the Disposition involves Non-Arm's Length Parties to Sailfish.

No Shareholder approval is required for the Acquisition or the Wexford Loan. The Wexford Loan constitutes a "related party transaction" within the meaning of MI 61-101 due to the fact that Wexford is a control person of the Company. The Company is not required to obtain a formal valuation pursuant to section 5.4 of MI 61-101, which only requires a formal valuation if a "related party transaction" falls within paragraphs (a) to (g) of that definition. The Company is relying on the exemption to obtain minority shareholder approval pursuant to subsection 5.7(1)(f) of MI 61-101, as the Wexford Loan is a new loan or credit facility, and such credit facility is on reasonable commercial terms that are not less advantageous to the Company than if the loan or credit facility were obtained from a person dealing at arm's length with the Company, and the loan or credit facility is not convertible, directly or indirectly, into equity or voting securities of the Company or a subsidiary, or otherwise participating in nature, or repayable, as to principal or interest, directly or indirectly, in equity or voting securities of the Company or a subsidiary.

### **Board Process, Special Committee and Fairness**

In light of the related party aspects and to ensure an independent process, the Board established a special committee of independent directors to review, supervise, negotiate and make recommendations to the Board in respect of the Wexford Loan and the Disposition. The special committee received legal, tax and financial advice, considered available alternatives, negotiated key terms, and unanimously recommended that the Board approve the Disposition and recommend shareholder approval.

After receiving the special committee's recommendation and advice from its advisors, the Board unanimously determined (with interested directors abstaining) that the Disposition is in the best interests of Sailfish and that the consideration to be received is fair, from a financial point of view, to Sailfish shareholders. The Board recommends that disinterested Shareholders vote FOR the resolution approving the Disposition.

In connection with its deliberations, Sailfish received a fairness opinion from INFOR Financial Inc. stating that, as of September 2025 and subject to the analyses, assumptions, limitations and qualifications set out therein, the consideration to be received by Sailfish pursuant to the Disposition is fair, from a financial point of view, to Shareholders.

### **Strategic Rationale and Benefits to Sailfish Shareholders**

The Board and special committee determined that the transaction advances Sailfish's strategy and enhances long-term value for shareholders for the following reasons:

- Sailfish will immediately receive an accretive 60-month gold stream with defined monthly deliveries and pricing, followed by a perpetual 2% NSR, thereby creating near-term cash flow visibility and long-duration exposure to the Property, a development-stage asset.
- The stream and royalty structure reduces operating and capital intensity and risk to Sailfish while preserving upside to gold prices and project performance.
- The Property is fully permitted for open-pit, heap-leach operations with a current resource base, providing a clear path to development by Mako with security interests supporting Sailfish's stream during the stream term.
- The structure is supported by committed financing and, in the absence of required approvals, a predefined fallback mechanism that limits balance sheet risk to Sailfish.

In reaching its decision, the special committee and Board considered potential alternatives; the certainty, timing and form of consideration; risk allocation among the parties; the independent pricing of the stream and royalty components; the security and guarantees supporting the stream; and the terms of the Wexford Loan.

### **Key Terms and Conditions**

Completion is subject to customary conditions, including:

- receipt of required shareholder approvals from Sailfish (disinterested vote under MI 61-101) and Mako;
- acceptance of the TSX Venture Exchange; and

- other customary regulatory and third-party approvals and conditions.

Until the final transfer of registered legal title to Mako US, Sailfish will hold registered title as nominee, agent and bare trustee for Mako US, with Mako US holding the beneficial and operational interest and bearing all costs and obligations from the date of the Acquisition.

#### **Fallback Sale if Approvals are Not Obtained**

If the required shareholder and/or regulatory approvals are not obtained for the Disposition, the Disposition Agreement and terms of the Wexford Loan provide for a “Fallback Sale” pursuant to which: (i) the Wexford Lenders will accept the transfer legal and beneficial interest in MH LLC as full repayment of all obligations owed and outstanding under the Wexford Loan; and (ii) the Disposition Agreement, the Stream and NSR agreements will automatically terminate, and the parties will have no further obligations thereunder.

#### **Who Can Vote and How Your Votes Will Be Counted**

The transaction must be approved by a simple majority of the votes cast by disinterested Shareholders present in person or by proxy at the meeting. Votes attached to shares held by interested parties and their affiliates as prescribed by MI 61-101 will be excluded from the minority approval.

The accompanying management information circular contains important information regarding the meeting, voting procedures, the special committee’s mandates, the fairness opinion, risk factors, the text of the resolution and a detailed description of the transaction and related agreements. Please read it carefully.

#### **Recommendation of the Special Committee and the Board**

The Special Committee unanimously recommended that the Board approve the transaction and recommend that disinterested Shareholders vote in favour. The Board has unanimously determined (with interested directors abstaining) that the transaction is in the best interests of Sailfish and fair, from a financial point of view, to Shareholders, and unanimously recommends that disinterested Shareholders vote FOR the resolution approving the transaction.

Your vote is important regardless of the number of shares you own. Please vote your shares as soon as possible.

On behalf of the Board,

*/s/ "Paolo Lostritto"*

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**Paolo Lostritto**  
**Director, Chief Executive Officer**



### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the shareholders of Sailfish Royalty Corp. ("**Sailfish**" or the "**Company**") will be held at Bolder Corporate Services (BVI) Limited, Sea Meadow House, Road Town, Tortola, British Virgin Islands, on February 10, 2026, at the hour of 10:00 a.m. (Vancouver time). Shareholders will also be able to access the Meeting by ZOOM using the details below.

At the Meeting, the shareholders will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon, for the financial year ended December 31, 2024;
2. to fix the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if thought fit, to pass an ordinary resolution approving the Company's Stock Option Plan, subject to regulatory approval, as more fully set forth in the Information Circular accompanying this notice;
6. to consider and, if deemed advisable, to approve, with or without amendment, a resolution of Shareholders (the "**Disposition Resolution**") to be passed by a simple majority of the votes cast on the Disposition Resolution by the Shareholders present or represented by proxy and entitled to vote at the Meeting, excluding for this purpose votes attached to the shares beneficially held by, or over which control or direction is exercised by, Shareholders who are required to be excluded in accordance with Section 8.1 of Multilateral Instrument 61-101 — *Protection of Minority Security Holders in Special Transactions*, the full text of such Disposition Resolution is set out in the accompanying management information circular (the "**Information Circular**"), approving the sale of the Company's 100% interest in Mt. Hamilton LLC to Mako US Corp., an affiliate of Mako Mining Corp., all as more particularly described in the Information Circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting at the close of business on January 6, 2026, for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the Board is requesting that all shareholders vote their shares by proxy and not attend in person. Shareholders should read, complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice. Please note, voting will NOT be permitted over the phone, so you MUST complete the proxy form if you are attending the meeting by teleconference and wish to vote.

**TO REGISTER IN ADVANCE:**

It is best if participants register in advance at this link:

[https://us02web.zoom.us/webinar/register/WN\\_twDq\\_9cISIG8jvdE\\_acDIQ.](https://us02web.zoom.us/webinar/register/WN_twDq_9cISIG8jvdE_acDIQ)

After registering, you will receive a confirmation email containing information about joining the webinar.

Date Time: February 10, 2026 at 10:00 a.m. (Vancouver time)

**TO JOIN FROM A PC, MAC, IPAD, IPHONE OR ANDROID DEVICE:**

Please click this URL to join.

[https://us02web.zoom.us/j/88075908637?tk=ZqZUj1UpSIU0Nujr6fJlJW155t9oQ-WGrzLBTgVM8vDI.DQkAAAAUgbu2HRZWTkN2SV9mSFJ1TzBoVHhaY1IkWlhRAAA&pwd=zSSBPWEwDeMtdSPbdOISjnsEPJZtZH.1&uuid=WN\\_twDq\\_9cISIG8jvdE\\_acDIQ](https://us02web.zoom.us/j/88075908637?tk=ZqZUj1UpSIU0Nujr6fJlJW155t9oQ-WGrzLBTgVM8vDI.DQkAAAAUgbu2HRZWTkN2SV9mSFJ1TzBoVHhaY1IkWlhRAAA&pwd=zSSBPWEwDeMtdSPbdOISjnsEPJZtZH.1&uuid=WN_twDq_9cISIG8jvdE_acDIQ)

**JOIN VIA AUDIO:**

Canada: [+16475580588](tel:+16475580588),[88075908637#](tel:+188075908637) or [+17789072071](tel:+17789072071),[88075908637#](tel:+188075908637)

**OR, DIAL:**

- Canada: +1 647 558 0588 or +1 778 907 2071 or +1 780 666 0144 or +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685
- US: +1 669 900 9128 or +1 689 278 1000 or +1 719 359 4580 or +1 253 205 0468 or +1 253 215 8782 or +1 301 715 8592 or +1 305 224 1968 or +1 309 205 3325 or +1 312 626 6799 or +1 346 248 7799 or +1 360 209 5623 or +1 386 347 5053 or +1 507 473 4847 or +1 564 217 2000 or +1 646 558 8656 or +1 646 931 3860 or +1 669 444 9171
- [More International numbers](#)

Webinar ID: 880 7590 8637

DATED this 6<sup>th</sup> day of January, 2026.

**BY ORDER OF THE BOARD**

*"Paolo Lostritto"*

**PAOLO LOSTRITTO**  
Chief Executive Officer

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**SCHEDULE "A" – AUDIT COMMITTEE CHARTER**

## GLOSSARY OF TERMS

*The following glossary of terms used in this Circular is provided for ease of reference. In this Circular, unless otherwise noted, all dollar amounts are expressed in United States of America dollars.*

<b>“Acquisition”</b>	means the acquisition by Sailfish of 100% of the membership interests in MH LLC from Mt. Hamilton Holdings LLC pursuant to the Acquisition Agreement.
<b>“Acquisition Agreement”</b>	means the membership interest purchase agreement dated September 26, 2025 between Sailfish and Mt. Hamilton Holdings LLC, as amended.
<b>“Acquisition LOI”</b>	means the letter of intent between Sailfish and Mt. Hamilton Holdings LLC dated August 20, 2025, as amended on August 25, 2025.
<b>“Board”</b>	means the board of directors of Sailfish, as constituted from time to time.
<b>“Circular”</b>	means this management information circular prepared in connection with the Meeting.
<b>“Company” or “Sailfish”</b>	means Sailfish Royalty Corp.
<b>“Credit Agreement”</b>	means the credit agreement dated November 26, 2025 between Sailfish, as borrower, Wexford, as agent, and the Wexford Lenders, as lenders.
<b>“Disposition”</b>	means the sale by Sailfish to Mako US of all issued and outstanding membership interests of MH LLC in exchange for the Stream and NSR, as described in the Disposition Agreement.
<b>“Disposition Agreement”</b>	means the purchase and sale agreement dated November 26, 2025 among Sailfish, Mako US and Mako governing the terms of the Disposition.
<b>“Disposition LOI”</b>	means the binding letter of intent in respect of the Disposition entered into between Sailfish, Mako and Wexford on September 29, 2025.
<b>“Disposition Resolution”</b>	means the resolution of disinterested Shareholders approving the Disposition.
<b>“Fairness Opinion”</b>	means the opinion delivered by INFOR to the Special Committee regarding the fairness, from a financial point of view, of the consideration to be received by Sailfish.
<b>“Fallback Sale”</b>	means the transfer of MH LLC to the Wexford Lenders as full repayment of the Wexford Loan if required approvals for the Disposition are not obtained.
<b>“First Closing”</b>	means the initial closing under the Disposition Agreement at which Sailfish acquired MH LLC as nominee and bare trustee for Mako US.
<b>“INFOR”</b>	means INFOR Financial Inc.
<b>“Interim Period”</b>	means the period between the First Closing and the Second Closing during which Sailfish holds registered title to MH LLC as nominee, agent and bare trustee for Mako US.
<b>“Meeting”</b>	means the annual general and special meeting of Shareholders of Sailfish.
<b>“MH LLC”</b>	means Mt. Hamilton LLC, the entity holding a 100% interest in the Property.
<b>“MI 61-101”</b>	means Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions.
<b>“Mako”</b>	means Mako Mining Corp.
<b>“Mako US”</b>	means Mako US Corp., an affiliate of Mako and the purchaser of MH LLC.

<b>“NSR”</b>	means the perpetual 2% net smelter return royalty payable to Sailfish on mineral production from the Property after completion of the Stream.
<b>“NSR Agreement”</b>	means the royalty agreement dated November 26, 2025 between Sailfish, Mako US and Mako with respect to the NSR.
<b>“Property”</b>	means the Mt. Hamilton gold-silver project located in White Pine County, Nevada.
<b>“Record Date”</b>	means the date fixed as the record date for determining Shareholders entitled to vote at the Meeting.
<b>“Second Closing”</b>	means the final closing under the Disposition Agreement at which legal title to MH LLC transfers to Mako US.
<b>“SEDAR+”</b>	means the System for Electronic Document Analysis and Retrieval+.
<b>“Shareholders”</b>	means holders of Shares.
<b>“Shares”</b>	means the common shares of Sailfish.
<b>“Special Committee”</b>	means the special committee of independent directors established to review and assess the Disposition and the Wexford Loan.
<b>“Stream”</b>	means the gold stream pursuant to the Stream Agreement, pursuant to which Mako will provide Sailfish with a monthly delivery of gold for a period of 60 months, whereby Sailfish will purchase from Mako approximately 341.7 troy ounces of gold at a price equal to 20% of the London Bullion Market Association PM Fix price, but in any event not less than US\$2,700 per ounce of gold and not more than US\$3,700 per ounce of gold,
<b>“Stream Agreement”</b>	means the gold stream agreement dated November 26, 2025 between Sailfish and Mako with respect to the Stream.
<b>“TSXV”</b>	means the TSX Venture Exchange.
<b>“Wexford”</b>	means Wexford Capital LP and, where applicable, its affiliated entities and managed funds.
<b>“Wexford Lenders”</b>	means certain funds managed by Wexford, as lenders in respect of the Wexford Loan.
<b>“Wexford Loan”</b>	means the senior secured bridge term facility provided by the Wexford Lenders to Sailfish in the principal amount of US\$40 million pursuant to the Credit Agreement.



## **MANAGEMENT INFORMATION CIRCULAR**

(As at January 6, 2026 except as indicated)

Sailfish Royalty Corp. ("**Sailfish**" or the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general and special meeting (the "**Meeting**") of the Company to be held on February 10, 2026 and at any adjournments thereof. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

As of the date of this Circular, the Company has not retained a proxy solicitation firm. The Company may, in its discretion, retain a proxy solicitation firm prior to the Meeting to assist with the solicitation of proxies. If a firm is retained, the Company expects to pay customary market fees for such services, plus disbursements and applicable taxes. Any additional solicitation materials used by or on behalf of the Company will be filed on SEDAR+ as required.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This circular and the documents incorporated by reference contain "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws (together, "forward-looking statements"). Forward-looking statements are often, but not always, identified by words such as "anticipate", "believe", "could", "estimate", "expect", "forecast", "intend", "may", "plan", "potential", "predict", "project", "seek", "should", "target", "will", "would", and similar expressions (including negative and grammatical variations). Forward-looking statements in this circular include, without limitation, statements regarding: the expected timing, terms and completion of the proposed disposition of Sailfish's interest in Mt. Hamilton LLC; the receipt of shareholder, TSX Venture Exchange and other regulatory approvals and the satisfaction or waiver of conditions to closing; the execution and performance of the gold stream and net smelter return royalty arrangements and the expected deliveries, payments, security and duration thereof; the anticipated development, operation, production profile and mine life of the Mt. Hamilton project by Mako; the benefits, strategic rationale, cash flow generation, accretion, risk profile and long-term value to Sailfish and its shareholders; the availability, terms and use of financing, including the Wexford Loan and any Fallback Sale; and future commodity prices, exchange rates, inflation and interest rates.

Forward-looking statements are based on the opinions, assumptions and estimates of management as at the date they are made and are subject to a variety of known and unknown risks, uncertainties and other factors that may cause actual events or results to differ materially from those expressed or implied by such statements. These assumptions include, without limitation, the ability to obtain required approvals on satisfactory terms and in a timely manner; the ability to satisfy closing conditions; the accuracy of public disclosure and technical information regarding Mt. Hamilton; the performance by counterparties of contractual obligations (including Mako under the stream and royalty agreements); availability of financing on acceptable terms; the reliability of title, permits and licences; stable general economic, market and regulatory conditions; and commodity price and foreign exchange rate assumptions.

Risks and uncertainties that may cause actual results to differ materially include, without limitation: failure to obtain

shareholder, stock exchange or regulatory approvals; inability to satisfy or waive closing conditions or delays in doing so; termination of the definitive agreements in accordance with their terms; changes in transaction terms; risks relating to the Fallback Sale and indebtedness under the Wexford Loan; counterparty risk (including with Mako); operational, development, construction and technical risks at Mt. Hamilton; commodity price and foreign exchange volatility; cost inflation; access to and cost of capital; changes in laws, regulations, policies or their enforcement (including environmental, permitting, tax, sanctions, anti-corruption and royalties); title, permitting and environmental risks; security and enforceability of collateral; geological, metallurgical, processing and recovery uncertainties; reliance on key personnel; labour matters; supply chain disruptions; political and macroeconomic risks; litigation and disputes; and the other risk factors described in Sailfish's public disclosure record available under Sailfish's profile on SEDAR+.

Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements are provided for the purpose of assisting shareholders in understanding the proposed transaction and its expected impact and may not be appropriate for other purposes. Except as required by applicable securities laws, Sailfish undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## GENERAL PROXY INFORMATION

### Appointment of Proxyholder

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers and/or Directors of the Company (the "**Management Proxyholders**").

**A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

### Voting by Proxy

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting 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 shares will be voted accordingly.

**If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 320 Bay Street, 14<sup>th</sup> Floor, M5H 4A6, Toronto, ON, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## Non-Registered Holders

**Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders of Shares whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Company's Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners), and those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. The Company does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 - Request for Voting Instructions Made by Intermediary to OBOs. As a result, OBOs will not receive the Meeting materials unless their Intermediaries assume the cost of delivery.

Intermediaries are required to forward the Meeting materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "voting instruction form") which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Computershare Investor Services Inc., 320 Bay Street, 14<sup>th</sup> Floor, M5H 4A6, Toronto, ON.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

#### Notice-and-Access

The Company is not sending the Meeting materials to shareholders using “notice-and-access”, as defined under NI 54-101.

#### Revocability of Proxy

In addition to revocation in any other manner permitted by law, a shareholder, his or her attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

#### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Company (the “**Board**”) has fixed the record date for the Meeting at the close of business on January 6, 2026 (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting.

The Company is authorized to issue an unlimited number of common shares (“**Shares**”) and an unlimited number of preferred shares, each without par value, of which 76,254,616 Shares were issued and outstanding as at January 6, 2026. Persons who are registered Shareholders at of the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. There are no preferred shares outstanding.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to all Shares of the Company, except the following:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Wexford Spectrum Trading Limited	37,745,658 <sup>(1)</sup>	49.50%
Wexford Catalyst Trading Limited	12,331,220 <sup>(1)</sup>	16.17%
Wexford Focused Trading Limited	396,544 <sup>(1)</sup>	0.52%
Debello Trading Limited	66,285 <sup>(1)</sup>	0.09%

<sup>(1)</sup> Wexford exercises control or direction over these Shares.

## THE DISPOSITION

### Background to the Disposition

The execution of the Disposition LOI and the Disposition Agreement, which contemplates the Disposition, was the result of the completion of the arm's length negotiations among representatives and legal advisors of Sailfish, Mako and, in the case of the Disposition LOI, Wexford. The following is a summary of the material events which led to the negotiations of the Disposition LOI and the Disposition Agreement and the meetings, negotiations, discussions and actions between the Parties that preceded the execution and public announcement of the Disposition LOI and the Disposition Agreement:

- The Board and senior management of Sailfish regularly consider and investigate opportunities to enhance value for Shareholders, including the possibility of strategic transactions with various industry participants.
- Over the course of 2025, Sailfish continued to evaluate opportunities to expand and enhance its portfolio of royalty and streaming assets in support of its long-term growth strategy. In early August, 2025, the Company commenced discussions with Mt. Hamilton Holdings regarding the potential Acquisition. These discussions culminated in the negotiation of the Acquisition LOI.
- In early August, 2025, Sailfish entered into discussions with Mako regarding a potential structured transaction that would allow Sailfish to monetize the Property through the creation of a gold stream and long-term royalty interest on the Property.
- In early August, 2025, Sailfish commenced discussions with Wexford and certain other third party lenders regarding secured committed financing through a senior secured bridge term facility to fund the Acquisition.
- On August 18, 2025, the Board met to discuss and consider the potential Acquisition and the availability for funding of the Acquisition, including the discussions with Wexford regarding the Wexford Loan. The Board also considered opportunities to dispose of the Property upon successful closing of the potential Acquisition. Following this meeting, the Board approved by resolution the execution of the Acquisition LOI and the formation of the Special Committee on August 20, 2025.
- On August 19, 2025, the Special Committee engaged INFOR to prepare and provide the Special Committee with the Fairness Opinion.
- The Acquisition LOI was executed on August 20, 2025, which was subsequently amended on August 25, 2025.
- On September 25, 2025, the Special Committee held a meeting to discuss and consider the proposed Disposition and Loan, and to assess and consider any and all alternatives to such transactions potentially available to Sailfish, including, without limitation, maintaining status quo. At this meeting, the Special Committee reviewed and considered (i) a draft of the Disposition LOI provided to Sailfish by Mako and (ii) a draft commitment letter for the Wexford Loan (the "**Commitment Letter**") provided to Sailfish by Wexford. INFOR presented the Fairness Opinion to the Special Committee at this meeting and provided its conclusion that, considering the transactions as a whole, the consideration to be received by Sailfish is fair, from a financial point of view, to the Shareholders. The Special Committee further considered tax considerations for the proposed transactions and due diligence matters. Upon conclusion of the meeting, the Special Committee resolved to recommend to the Board the approval of the Disposition LOI and the Commitment Letter, subject to completion of satisfactory due diligence.
- Following the Special Committee meeting on September 25, 2025, the Board held a meeting later that day to receive the recommendation of the Special Committee, and to discuss and consider the proposed

Acquisition, Disposition and Loan. At this meeting, the Board reviewed and considered (i) the proposed Acquisition Agreement prepared during the course of negotiations between respective counsel to Sailfish and Mt. Hamilton Holdings, (ii) the draft Disposition LOI and (iii) the draft Commitment Letter. At this meeting, Mr. Leisman and Mr. Lalani disclosed their interests in the Disposition and Mr. Leisman disclosed his interest in the Loan, see *"The Disposition – Interests of Certain Persons in the Disposition"* for further details. After discussion and review of the documents, and upon the recommendation of the Special Committee, the Board, with Mr. Leisman and Mr. Lalani abstaining, resolved to approve the entering into of the Acquisition Agreement, the Disposition LOI and the Loan and Commitment Letter.

- On September 26, 2025, Sailfish entered into the Acquisition Agreement.
- On September 29, 2025, Sailfish entered into the Disposition LOI with Mako and Wexford.
- On November 18, 2025, the Special Committee held a meeting to review and consider the Disposition Agreement, the Stream Agreement and the NSR Agreement. After discussion and review of the draft documents, and in consideration of the Fairness Opinion, the Special Committee resolved to recommend that the Board approve the entering into of the Disposition Agreement, the Stream Agreement and the NSR Agreement.
- On November 26, 2025, after review of the documents, and in consideration of the Fairness Opinion and the recommendation of the Special Committee, the Board, with Mr. Leisman and Mr. Lalani abstaining, resolved to approve the Loan and the Credit Agreement, the Disposition Agreement, the Stream Agreement and the NSR Agreement, and to recommend to Shareholders to vote in favour of the Disposition.
- Following approval by the Board, on November 26, 2025, Sailfish (i) entered into the Disposition Agreement with Mako and Mako US; (ii) entered into the Credit Agreement with Wexford and the Wexford Lenders; (iii) at the direction of Mako US, acquired the Membership Interest pursuant to the Acquisition Agreement using the funds advanced pursuant to the Credit Agreement; and (iv) entered into the Stream Agreement and NSR Agreement.
- Mako and Mako US entered into the Disposition Agreement and the NSR Agreement, and Sailfish and Mako entered into the Stream Agreement.

### **Recommendation of the Board**

The Board (with Mr. Leisman and Mr. Lalani abstaining), based on, among other things, the unanimous recommendation of the Special Committee and the Fairness Opinion, have determined that the Disposition is in the best interests of Sailfish and have approved the Disposition and Disposition Agreement and recommends that Shareholders vote "**FOR**" the Disposition Resolution.

### **Reasons for the Recommendation**

In reaching its conclusions and formulating its recommendation that Shareholders vote "**FOR**" the Disposition Resolution, the Board reviewed and considered a significant amount of information and considered a number of factors relating to the Disposition and the transactions as a whole, with the benefit of advice from the Special Committee, the financial and legal advisors of the Special Committee and the Board and input from Sailfish's senior management team. The Special Committee and the Board did not find it practicable to, and therefore did not, quantify or otherwise attempt to assign any relative weight to each specific factor or item of information considered in reaching their conclusions and recommendations. The following is a summary of the principal reasons for the unanimous recommendations of the Special Committee and of the Board that Shareholders vote "**FOR**" the Disposition Resolution:

- (a) **Creation of a Long-Term, High-Quality Royalty and Streaming Asset.** The combination of the five-year gold Stream coupled with a perpetual 2% NSR royalty provides Sailfish with immediate cash-flow and long-term exposure to the Property's production profile. The structured transaction allows Sailfish to convert a near-term acquisition opportunity into recurring cash-flow-generating assets that align with Sailfish's core strategy.
- (b) **Strategic Fit with Sailfish's Asset Portfolio.** The Stream and 2% NSR are consistent with Sailfish's focus on building a diversified portfolio of precious metal royalty and streaming interests. The Property provides jurisdictional exposure in Nevada, a well-established mining region with significant exploration potential.
- (c) **Cash Flow Bridge before the Start of Spring Valley.** The modeled cash flows from both the Stream and the NSR position Sailfish for a smoother, more consistent growth trajectory. These revenues help bridge the period leading up to the commencement of cash flows from the Spring Valley NSR, which are anticipated to begin in 2028.
- (d) **Fairness Opinion.** The Fairness Opinion which concluded that, based upon and subject to the scope of the review, analysis undertaken and various assumptions, limitations and qualifications set forth therein, the consideration to be received by Sailfish for the Disposition is fair, from a financial point of view, to the Shareholders.

### **Summary of the Disposition**

This section summarizes the material terms of the Disposition. This summary is qualified in its entirety by the full text of the Disposition Agreement, Stream Agreement and NSR Agreement, copies of which are available on Sailfish's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Pursuant to the Disposition Agreement, Sailfish will sell legal title to all of the issued and outstanding membership interests of MH LLC to Mako US, an affiliate of Mako, in exchange for the Stream and the subsequent NSR.

MH LLC owns the Property, which is a state and federally permitted gold and silver project located in White Pine County, Nevada. Sailfish, as nominee, agent and bare trustee for and on behalf of Mako US, acquired all membership interests in MH LLC from Mt. Hamilton Holdings LLC under the Acquisition Agreement, funded by the US\$40 million Wexford Loan.

### *Consideration to Sailfish*

Upon completion of the Disposition and as further described below, Sailfish will receive as consideration:

- (i) the Stream for 60 months under which Sailfish will purchase from Mako approximately 341.7 troy ounces of gold per month at a price equal to 20% of the London Bullion Market Association PM Fix, subject to a floor of US\$2,700 per ounce and a cap of US\$3,700 per ounce pursuant to the terms of the Stream Agreement; and
- (ii) upon completion of the Stream, the NSR on all mineral production from the Property for the life of mine pursuant to the terms of the NSR Agreement.

The Stream will be secured against all present and after-acquired property of Mako and will be guaranteed by MH LLC. Mako has the right to satisfy its obligations in respect of the delivery of all or a portion of the gold payable pursuant to the Stream through the delivery of refined gold from a source other than the Property, including the delivery of any LBMA gold delivery bars in the relevant quantity.

The deemed purchase price of the Stream is US\$33 million and the deemed purchase price of the NSR is US\$7 million, which is satisfied through the disposition of the Property.

### *Two-step closing and interim holding of legal title*

The parties to the Disposition Agreement have agreed to complete the Disposition as a two-stage closing.

On the first closing date (the "**First Closing**"), funded with the proceeds of the Wexford Loan, Sailfish (a) completed the Acquisition Agreement to acquire the MH LLC interests from Mt. Hamilton Holdings as nominee, agent and bare trustee for and on behalf of Mako US pursuant to a written direction from Mako US, (b) entered into the Stream Agreement with Mako and the NSR Agreement with Mako and Mako US, and (c) assigned to Mako US all beneficial ownership of, and operational control over, the MH LLC interests and the Property ("**Beneficial Ownership and Property Control**"). From the First Closing until the transfer of registered legal title at the second closing (the "**Interim Period**"), Sailfish holds registered legal title solely as nominee, agent and bare trustee for Mako US and will act as directed by Mako US. During the Interim Period, Mako US bears all costs, obligations and liabilities associated with MH LLC and the Property, including specified payments due from MH LLC.

#### *Conditions to Second Closing and Fallback Sale*

On the second closing date (the "**Second Closing**"), Sailfish will transfer to Mako US all registered legal ownership of the MH LLC interests. The Second Closing is conditional upon receipt of all required shareholder approvals (including disinterested Shareholder approval for Sailfish under MI 61-101 and the approval of Mako's shareholders) and acceptance of the TSXV for each of Sailfish and Mako and other customary conditions. The outside date for completion of the Second Closing is February 13, 2026, or such other date as may be agreed in writing by the parties.

If Sailfish or Mako, after using commercially reasonable efforts, fails to obtain the required shareholder and/or regulatory approvals to complete the Second Closing, the Disposition Agreement provides for a "**Fallback Sale**". In such case, the Wexford Lenders will accept the transfer of the MH LLC interests as full repayment of all the outstanding principal, interest and other amounts under the Wexford Loan and the Disposition Agreement, the Stream Agreement and NSR Agreement will automatically terminate, and the parties will have no further obligations thereunder.

#### *Covenants; conduct of business and access*

During the Interim Period, Sailfish will not cause MH LLC to take specified actions outside the ordinary course without Mako US's approval, including, among other things, amending organizational documents, issuing equity, declaring distributions, disposing of material assets (other than in the ordinary course), entering into material contracts with post-closing obligations or incurring capital expenditures over agreed thresholds. Mako US and Mako and their representatives have full access, at their cost and risk, to the Property, books and records and related data during the Interim Period.

#### *Representations, warranties and indemnities*

Each of Sailfish, Mako US and Mako has provided customary representations and warranties in the Disposition Agreement, including organizational authority, due authorization, no conflicts, required consents and regulatory approvals, status of title and capitalization (as applicable), and litigation and insolvency matters. Certain "fundamental" representations have extended survival periods. Each party has agreed to customary covenants and indemnities, including indemnification by Mako US and Mako in favour of Sailfish for, among other things, Sailfish's holding of registered legal title as nominee, agent and bare trustee during the Interim Period and actions taken at the direction of Mako US. Indemnities are subject to customary limitations and procedures.

#### *Reclamation bonds*

Following the Second Closing, the parties will cooperate to substitute reclamation bonds or other surety obligations as required by applicable governmental bodies. Mako US will use commercially reasonable efforts to deliver replacement bonds within 90 days after Second Closing and to secure the release of Sailfish and its affiliates from obligations related to the existing bonds.

#### *Regulatory approvals and shareholder vote*

As Mako and Sailfish share a common control person, the disposition constitutes a "related party transaction" under MI 61-101. Sailfish is relying on the exemption from the formal valuation requirement under subsection 5.5(b) of MI 61-101. Disinterested shareholder approval of the Disposition is required under MI 61-101. Disinterested shareholder approval of the Disposition is also required TSXV Policy 5.3 - *Acquisitions and Dispositions of Non-Cash Assets* to satisfy evidence of value requirements as the Disposition involves Non-Arm's Length Parties to Sailfish.

Votes attached to shares held by interested parties and their affiliates will be excluded for purposes of the minority approval.

#### *Termination rights*

The Disposition Agreement may be terminated by mutual consent, on failure to satisfy conditions by the outside date (subject to customary limitations), and will immediately terminate upon triggering of the Fallback Sale after receipt by either party of a final, non-appealable legal restraint, or if required shareholder and/or regulatory approvals are not obtained.

#### **Wexford Loan**

Sailfish, as borrower, entered into the Credit Agreement in respect of the Wexford Loan, being a senior secured bridge term facility in the aggregate principal amount of US\$40,000,000 with Wexford, as agent, and the Wexford Lenders, as lenders, on November 26, 2025.

TGC Holdings Ltd and Terraco Gold Corp. (together, the "**Guarantors**") have guaranteed Sailfish's obligations under the Credit Agreement. The Wexford Loan was used to fund the Stream and the NSR purchase amounts and to facilitate the First Closing.

Under the Wexford Loan, interest accrues at a floating rate equal to SOFR plus 8.00% per annum. The Wexford Loan matures on the date that is 12 months after the Closing Date (as defined in the Credit Agreement), and includes customary mandatory and voluntary prepayment provisions, events of default and remedies for a facility of this nature. Sailfish agreed to pay a commitment fee of 2.0% of the facility amount (the "**Commitment Fee**"). At Sailfish's election, the Commitment Fee was satisfied in full by issuing 368,249 Shares at a deemed price of C\$3.03 per Share, representing the five-day VWAP as of September 26, 2025, in accordance with applicable securities laws.

The Wexford Loan is secured by first-ranking security over all present and after-acquired property of Sailfish, including, without limitation, (i) the membership interests of MH LLC acquired under the Acquisition Agreement, and (ii) all the issued and outstanding shares of TGC Holdings Ltd, which holds Sailfish's Spring Valley royalties, but excluding any properties or assets of Sailfish situated in Mexico or Nicaragua. The Credit Agreement contains customary affirmative and negative covenants for a bridge facility of this type.

For MI 61-101 purposes, the Wexford Loan constitutes a related party transaction as Wexford is a control person of Sailfish. Sailfish relied on the exemption from minority approval in subsection 5.7(1)(f) of MI 61-101, as the Wexford Loan is a new credit facility on reasonable commercial terms that is not convertible into, or otherwise repayable in, equity or voting securities of Sailfish or any subsidiary. Sailfish is not required to obtain a formal valuation pursuant to section 5.4 of MI 61-101, which only requires a formal valuation if a "related party transaction" falls within paragraphs (a) to (g) of that definition.

If the Disposition does not receive the required shareholder and/or regulatory approvals, the Credit Agreement and the Disposition Agreement contemplate the Fallback Sale, pursuant to which Wexford will accept the transfer of the membership interests of MH LLC as full repayment of all obligations outstanding under the Wexford Loan (including accrued interest and other amounts) and the Disposition Agreement, the Stream and NSR agreements will automatically terminate, and the parties will have no further obligations thereunder.

#### **Required Shareholder Approval and Disposition Resolution**

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, approve the Disposition Resolution. In order for the Disposition to be completed and for the Second Closing to occur, as provided in the Disposition Agreement, the Disposition Resolution must be approved, with or without amendment, by the affirmative vote of a simple majority of the votes cast on the Disposition Resolution by Shareholders present or represented by proxy and entitled to vote at the Meeting, excluding for this purpose votes attached to the shares beneficially held by, or over which control or direction is exercised by, Shareholders who are required to be excluded in accordance with Section 8.1 of MI 61-101. See "*The Disposition – Interests of Certain Persons in the Disposition*".

Should the Disposition Resolution fail to obtain the requisite approval by Shareholders at the Meeting, the Disposition will not be completed and the Fallback Sale will occur.

The full text of the Disposition Resolution is as follows:

**“BE IT RESOLVED THAT:**

1. The disposition by Sailfish Royalty Corp. ("Sailfish") of all of the issued and outstanding membership interests of Mt. Hamilton LLC (the "Disposition") to Mako US Corp. (or such other affiliate of Mako Mining Corp. as may be designated) in exchange for the grant to Sailfish of a 60-month gold stream followed by a 2% net smelter returns royalty pursuant to the Purchase and Sale Agreement dated November 26, 2025 (the "Disposition Agreement") between Sailfish, Mako US Corp. and Mako Mining Corp., and the execution, delivery and performance by Sailfish of its covenants and obligations under the Disposition Agreement and all ancillary agreements and documents contemplated thereby, including but not limited to the gold stream agreement between Sailfish and Mako Mining Corp. dated November 26, 2025 and the royalty agreement between Sailfish, Mako Mining Corp. and Mako US Corp. dated November 26, 2025, are hereby approved.
2. Notwithstanding the approval in paragraph 1, the board of directors of Sailfish (the "Board") is authorised, in its discretion and without further approval of shareholders, to (a) make such amendments, variations or changes to the Disposition Agreement and any ancillary agreement as the Board may determine are necessary or desirable and not materially adverse to Sailfish or its disinterested shareholders; (b) defer, waive or accelerate compliance with any terms or conditions of the Disposition to the extent permitted by the terms of the Disposition Agreement and applicable law; and (c) take such steps, execute and deliver such documents and do all such other acts and things as the Board may determine to be necessary or desirable to give effect to the intent of these resolutions and to complete the Disposition.
3. The Board is authorised, if it determines that it is in the best interests of Sailfish, to terminate the Disposition in accordance with the Disposition Agreement without further approval of shareholders of Sailfish.
4. Any actions taken by any director or officer of Sailfish prior to the date hereof in connection with the Disposition or the transactions contemplated thereby are hereby ratified, confirmed and approved.”

**The Board has approved the terms of the Disposition Agreement and unanimously recommends that Shareholders vote “FOR” the Disposition Resolution. See “*The Disposition – Recommendation of the Board*”.**

**Management recommends a vote “FOR” the approval of the Disposition Resolution. In the absence of a contrary instruction, the persons designated by management of Sailfish in the enclosed Proxy intend to vote “FOR” the approval of the Disposition Resolution.**

**Interest of Certain Persons in the Disposition**

The Disposition constitutes a “related party transaction” under MI 61-101 because Sailfish and Mako share a common control person. Accordingly, Mako, Mako US and their respective affiliates, together with any “interested party”, any “related party” of an interested party, and any “joint actor” with any of the foregoing (each as defined in MI 61-101), are excluded from voting on the Disposition Resolution in accordance with MI 61-101.

Certain directors and/or executive officers of Sailfish may be considered to have an interest in the Disposition by virtue of: (i) their relationships with Mako; (ii) their current or prior positions with entities affiliated with Mako; and/or (iii) their ownership or control of securities of Sailfish, Mako or their respective affiliates. The Board established the Special Committee to supervise the negotiation of the Disposition and to make a recommendation to the Board, and interested directors abstained from voting on Board resolutions relating to the Disposition.

As at January 6, 2026, to the knowledge of Sailfish, the following Shareholders beneficially own, or exercise control or direction over, Shares that will be excluded from voting on the Disposition Resolution:

Name	Basis for Exclusion	No. of Shares Held
Wexford Spectrum Trading Limited	Affiliate of a control person of Mako	37,745,658
Wexford Catalyst Trading Limited	Affiliate of a control person of Mako	12,331,220
Wexford Focused Trading Limited	Affiliate of a control person of Mako	396,544
Debello Trading Limited	Affiliate of a control person of Mako	66,285
Asheef Lalani	Director of Mako	325,113
Akiba Leisman	Chief Executive Officer and a director of Mako	2,726,991
Jesse Munoz	Chief Operating Officer of Mako	4,500
Frank Powell	Vice President, Exploration of Mako	725

Votes attached to Shares beneficially owned by, or over which control or direction is exercised by, any interested party, related party of an interested party or joint actor (each as defined in MI 61-101) will not be counted for the purposes of the minority approval required by MI 61-101.

#### **Formal Valuation**

Sailfish is relying on the exemption in Section 5.5(b) of MI 61-101 in connection with the requirement to obtain a formal valuation, as no securities of Sailfish are listed on a market designated under Section 5.5(b) of MI 61-101.

No “prior valuations” (as defined in MI 61-101) in respect of Sailfish made in the twenty-four (24) months before the date of this Circular that relate to the subject matter of, or are otherwise relevant to, the Disposition have become known, after reasonable inquiry, to Sailfish or to any director or senior officer of Sailfish. Sailfish has not received any bona fide prior offer relating to the subject matter of, or otherwise relevant to, the Disposition during the twenty-four (24) months preceding the entry into the Disposition Agreement.

#### **ELECTION OF DIRECTORS**

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at five (5).

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years	Previous Service as a Director	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(1)</sup>
<b>Paolo Lostritto</b> <sup>(2)(4)</sup> Director and CEO Oakville, Ontario, Canada	Chairman of Signature Resources Ltd. VP Corporate Development of the Company from March 15, 2021 to September 9, 2022. President and Director of Red Cloud Mining Capital from 2014 to 2020.	September 9, 2022	617,444
<b>Walter Reich</b> <sup>(2)(3)(4)</sup> Director Tortola, British Virgin Islands	Co-Founder and Director of Tovel Investments Ltd. and Tovel Consulting Ltd., which provide corporate, management and hedge fund related services from the British Virgin Islands. Mr. Reich also services on the executive committee of the BVI Investment Funds Association.	June 16, 2017	25,000
<b>Alessandro Palladino</b> <sup>(2)(3)(4)</sup> Director Tortola, British Virgin Islands	Investment Portfolio Manager at Tovel Investments Ltd. and Director of Innovative Management Group Limited and Tovel Consulting Ltd., both British Virgin Islands companies that provide services as a consultant and independent director to offshore companies, funds and management companies.	June 16, 2017	25,000
<b>Asheef Lalani</b> Director Toronto, Ontario, Canada	Chief Investment Officer at Berczy Park Capital – a private family office in Toronto, Canada.	March 1, 2023	325,113
<b>Akiba Leisman</b> Director and Executive Chairman New York, New York, USA	Chief Executive Officer of the Company from February 27, 2014 to October 26, 2020. Chief Executive Officer of Mako Mining Corp. and a consultant to Wexford Capital LP.	October 26, 2020	2,726,991

<sup>(1)</sup> Shares beneficially owned, directly or indirectly, or over which control or direction is exercised based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.

<sup>(2)</sup> Member of the audit committee.

<sup>(3)</sup> Member of the corporate governance committee.

<sup>(4)</sup> Member of the compensation committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

To the knowledge of the Company, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
  - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

## EXECUTIVE COMPENSATION

Unless otherwise noted the following information is for the Company's last completed financial year ended December 31, 2024.

### Compensation Discussion and Analysis

The Company's compensation philosophy for its senior management is designed to align the interests of management with those of the controlling shareholder by relying heavily on long-term incentive compensation in the form of stock options or other suitable long-term incentives. The Board meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and state of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

The duties and responsibilities of the CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Board, overseeing the activities of all other executive and

management consultants, representing the Company, providing leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

### **Option Plan**

The Company's executive compensation policy consists of the payment of fees on the basis of time expended at competitive rates for technical consulting, management and administrative services paid to the executives or their companies, and long-term incentives in the form of stock options granted under the Company's Option Plan (as defined below).

Options are granted at the discretion of the Board, which considers factors such as how other royalty companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations.

Granting of options is a variable and discretionary element of compensation. The Company's Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the Named Executive Officers, the Board takes into account the number of options, if any, previously granted to each Named Executive Officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV, and closely align the interests of such executive officers with the interests of shareholders.

### **Named Executive Officers**

For the purposes of the remainder of this Information Circular, a Named Executive Officer of the Company means each of the following individuals:

- (a) the Chief Executive Officer of the Company ("**CEO**");
- (b) the Chief Financial Officer of the Company ("**CFO**");
- (c) the most highly compensated executive officer of the Company other than the individuals identified in paragraphs (a) and (b) above, at December 31, 2024, whose total compensation was more than \$150,000; and
- (d) each individual who would be named an executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at December 31, 2024.

(collectively the "**Named Executive Officers**" or "**NEOs**").

For the financial year ending December 31, 2024, the Company had the following Named Executive Officers: Akiba Leisman – Executive Chairman, Paolo Lostritto – CEO and Bryan McKenzie – CFO.

### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended December 31, 2024 and 2023, stated in United States dollars.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
<b>Akiba Leisman</b> Executive Chairman	2024	Nil	\$225,000	Nil	Nil	Nil	\$225,000
	2023	Nil	\$420,000	Nil	Nil	Nil	\$420,000
<b>Bryan McKenzie<sup>(1)</sup></b> CFO	2024	\$154,344	\$150,000	Nil	Nil	Nil	\$304,344
	2023	\$155,967	\$155,000	Nil	Nil	Nil	\$310,967
<b>Paolo Lostritto<sup>(3)</sup></b> CEO	2024	\$176,098	\$370,000	Nil	Nil	Nil	\$546,098
	2023	\$177,697	\$150,000	Nil	Nil	Nil	\$327,697
<b>Walter Reich<sup>(2)</sup></b> Director	2024	\$27,500	\$25,000	Nil	Nil	Nil	\$52,500
	2023	\$27,500	\$50,000	\$5,000	Nil	Nil	\$82,500
<b>Alessandro Palladino<sup>(2)</sup></b> Director	2024	\$22,000	\$25,000	Nil	Nil	Nil	\$47,000
	2023	\$22,000	\$50,000	\$5,000	Nil	Nil	\$77,000
<b>Michael Starogiannis</b> Director <sup>(4)</sup>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	\$8,250	Nil	Nil	Nil	Nil	\$8,250
<b>Asheef Lalani</b> Director <sup>(5)</sup>	2024	\$16,500	Nil	Nil	Nil	Nil	\$16,500
	2023	\$13,750	Nil	Nil	Nil	Nil	\$13,750

**Notes:**

- (1) Consulting fees were paid to Sandstone Consulting Ltd., which is 100% owned by Bryan McKenzie. All payments were made in Canadian dollars and have been converted into United States dollars at a rate of 0.7350 (2023: 0.7329) for presentation purposes.
- (2) The salary, consulting and/or director compensation, in its entirety, is paid by the Company to a limited liability company owned or managed by Walter Reich and Alessandro Palladino.
- (3) Consulting Fees were paid to 2464186 Ontario Inc, which is 100% owned by Paolo Lostritto. Consulting fees were made in Canadian dollars and have been converted into United States dollars at a rate of 0.7337 (2023: 0.7404) for presentation purposes.
- (4) Michael Starogiannis resigned as director effective February 10, 2023.
- (5) Asheef Lalani was appointed as Director on March 1, 2023.

**External Management Companies**

Other than as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Pursuant to an independent contractor agreement between Sandstone Consulting Ltd. ("**Sandstone**") and the Company, effective January 1, 2021 (as amended January 31, 2022), the Company engaged Sandstone, and through Sandstone, Bryan McKenzie to provide various services in connection with performing the function of Chief Financial Officer.

Pursuant to an independent contractor agreement between 2464186 Ontario Inc. ("**2464186**") and the Company, effective March 15, 2021 (as amended January 31, 2022), the Company engaged 2464186, and through 2464186, Paolo Lostritto to provide various services in connection with performing the function of Chief Executive Officer.

Pursuant to a director services agreement between Medeci Services Ltd. ("MSL") and the Company, effective July 25, 2017 (as amended December 5, 2022), the Company engaged the services of Walter Reich and Alessandro Palladino (the "MSL Agreement").

Pursuant to a director services agreement between Asheef Lalani ("AL") and the Company, effective March 1, 2023, the Company engaged the services of Asheef Lalani (the "AL Agreement").

### Stock Options and Other Compensation Securities and Instruments

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, for the financial year ended December 31, 2024, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Akiba Leisman <sup>(3)</sup> Executive Chairman	Options <sup>(1)</sup>	125,000/125,000/0.170%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028
	Options <sup>(2)</sup>	300,000/300,000/0.407%	May 31, 2022	C\$1.28	C\$1.28	C\$1.40	May 31, 2027
	Options <sup>(2)</sup>	500,000/500,000/0.679%	Oct 28, 2020	C\$1.25	C\$1.16	C\$1.40	Oct 28, 2025
Bryan McKenzie <sup>(4)</sup> CFO	Options <sup>(1)</sup>	100,000/100,000/0.136%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028
	Options <sup>(2)</sup>	300,000/300,000/0.407%	May 31, 2022	C\$1.28	C\$1.28	C\$1.40	May 31, 2027
	Options <sup>(2)</sup>	500,000/500,000/0.679%	Oct 28, 2020	C\$1.25	C\$1.16	C\$1.40	Oct 28, 2025
Walter Reich <sup>(5)</sup> Director	Options <sup>(1)</sup>	100,000/100,000/0.136%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028
	Options <sup>(2)</sup>	50,000/50,000/0.068%	May 31, 2022	C\$1.28	C\$1.28	C\$1.40	May 31, 2027
	Options <sup>(2)</sup>	50,000/50,000/0.068%	Oct 28, 2020	C\$1.25	C\$1.16	C\$1.40	Oct 28, 2025
Alessandro Palladino <sup>(6)</sup> Director	Options <sup>(1)</sup>	100,000/100,000/0.136%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028
	Options <sup>(2)</sup>	50,000/50,000/0.068%	May 31, 2022	C\$1.28	C\$1.28	C\$1.40	May 31, 2027
	Options <sup>(2)</sup>	50,000/50,000/0.068%	Oct 28, 2020	C\$1.25	C\$1.16	C\$1.40	Oct 28, 2025
Paolo Lostritto <sup>(7)</sup> CEO	Options <sup>(1)</sup>	100,000/100,000/0.136%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028
	Options <sup>(2)</sup>	300,000/300,000/0.407%	May 31, 2022	C\$1.28	C\$1.28	C\$1.40	May 31, 2027
	Options <sup>(2)</sup>	40,194/40,194/0.055%	Mar 15, 2021	C\$1.14	C\$1.14	C\$1.40	Mar 15, 2026
Asheef Lalani <sup>(8)</sup> Director	Options <sup>(1)</sup>	100,000/100,000/0.136%	Mar 13, 2023	C\$1.14	C\$1.14	C\$1.40	Mar 13, 2028

Notes:

- (1) 67% of these options have vested at December 31, 2024
- (2) 100% of these options have vested at December 31, 2024.
- (3) Total compensation securities and underlying shares held by Mr. Leisman as of December 31, 2024 consisted of

925,000 stock options, entitling the purchase of 925,000 shares.

- (4) Total compensation securities and underlying shares held by Mr. McKenzie as of December 31, 2024 consisted of 900,000 stock options, entitling the purchase of 900,000 shares.
- (5) Total compensation securities and underlying shares held by Mr. Reich as of December 31, 2024 consisted of 200,000 stock options, entitling the purchase of 200,000 shares.
- (6) Total compensation securities and underlying shares held by Mr. Palladino as of December 31, 2024 consisted of 200,000 stock options, entitling the purchase of 200,000 shares.
- (7) Total compensation securities and underlying shares held by Mr. Lostritto as of December 31, 2024 consisted of 440,194 stock options, entitling the purchase of 440,914 shares.
- (8) Total compensation securities and underlying shares held by Mr. Lalani as of December 31, 2024 consisted of 100,000 stock options, entitling the purchase of 100,000 shares.

### Exercise of Compensation Securities

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company, current and former, for the financial year ended December 31, 2024:

Exercise of Compensation Securities							
Name	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price Per Security (\$)	Date of Exercise	Closing Price Per Security on Date of Exercise (\$)	Difference between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
<b>Akiba Leisman</b> Executive Chairman	Options	331,687	C\$1.00	Jan 26, 2024	C\$1.12	C\$0.12	C\$39,802
<b>Bryan McKenzie</b> CFO	Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Walter Reich</b> Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Alessandro Palladino</b> Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Paolo Lostritto</b> CEO	Options	459,806	C\$1.14	Dec 11, 2024	C\$1.42	C\$0.28	C\$128,746
<b>Asheef Lalani</b> Director	Options	Nil	Nil	Nil	Nil	Nil	Nil

### Stock Options

The Company adopted a 10% "rolling" stock option plan (the "**Option Plan**"). This Option Plan incorporates certain requirements of Exchange Policy 4.4 – Security Based Compensation and was approved at the Company's annual general meeting held on January 23, 2025. The information below is a summary of the Option Plan and should be read in conjunction with the Option Plan. Any definitions or capitalized terms used or referenced below have the

same meaning attributed to them in the Option Plan which is accessible on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). The Option Plan provides that the board of directors of the Company (the "**Board**") may from time to time, in its discretion, grant to directors, senior officers, employees, management company employees and consultants of the Company and its subsidiaries (collectively the "**Eligible Persons**").

The purpose of the Option Plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals options, exercisable over periods of up to ten years as determined by the Board, to buy shares of the Company at a price not less than the market price prevailing on the date the option is granted less applicable discount, if any, permitted by the policies of the TSX Venture Exchange (the "**Exchange**") and approved by the Board.

Pursuant to the Option Plan, the Board may grant options to Eligible Persons in consideration of them providing their services to the Company or a subsidiary. The number of shares subject to each option is determined by the Board within the guidelines established by the Option Plan. The options enable the Eligible Persons to purchase shares of the Company at a price fixed pursuant to such guidelines. The options are exercisable by the Eligible Persons giving the Company notice and payment of the exercise price for the number of shares to be acquired.

The Option Plan authorizes the Board to grant stock options to the Eligible Persons on the following main terms:

1. The maximum aggregate number of shares reserved for issuance under the Option Plan and all of the Company's other previously established or proposed share compensation plans (to which the following limits apply under Exchange policies):
  - (a) to all Eligible Persons granted a Stock Option pursuant to the Option Plan and their heirs, executors, and administrators ("**Optionees**") as a group (including for greater certainty Insiders (as a group) shall not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis at any point in time;
  - (b) to Insiders (as a group) in any 12-month period shall not exceed 10% of the total number of issued and outstanding shares on the date specified in an agreement whereby the Company grants an Optionee a Stock Option (an "**Option Agreement**") as the date on which a Stock Option is granted (the "**Grant Date**") on a non-diluted basis, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;
  - (c) to any one Optionee (including, where permitted under applicable policies of the Exchanges, any companies that are wholly owned by such Optionee) in any 12-month period shall not exceed 5% of the total number of issued and outstanding shares on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;
  - (d) to any one Consultant (as defined under the policies of the Exchange) in any 12-month period shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date;
  - (e) to Investor Relations Service Providers (as defined under the policies of the Exchange) (as a group) in any 12-month period shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, and Investor Relations Service Providers shall not be eligible to receive any security-based compensation other than Stock Options if the shares are listed on the Exchange at the time of any issuance or grant; and

- (f) to Eligible Charitable Organizations (as defined under the policies of the Exchange) (as a group) shall not exceed 1% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date.
2. The price per share specified in an Option Agreement, adjusted from time to time, (the “**Option Price**”) under each Stock Option shall be not less than the Market Price on the Grant Date less the applicable discount permitted under the policies of the Exchanges or, if the shares are not listed on any Exchange, less 25%.
3. The exercise period of a Stock Option will be the period from and including the Grant Date up to 4:00 p.m. Pacific Time on the expiry date that will be determined by the Board at the time of grant (the “**Expiry Date**”), provided that the Expiry Date of a Stock Option will be no later than the tenth anniversary of the Grant Date of the Stock Option. In the event that the Expiry Date of a Stock Option falls during a trading blackout period imposed by the Company (the “**Blackout Period**”), the Expiry Date of such Stock Option shall automatically be extended to a date which is ten trading days following the end of such Blackout Period (the “**Extension Period**”), subject to no cease trade order being in place under applicable securities laws; provided that if an additional Blackout Period is subsequently imposed by the Company during the Extension Period, then such Extension Period shall be deemed to commence following the end of such additional Blackout Period to enable the exercise of such Stock Option within ten trading days following the end of the last imposed Blackout Period.
4. If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:
- (a) Death or Disability
- If the Optionee ceases to be an Eligible Person, due to his or her death or disability or, in the case of an Optionee that is a company, the death or disability of the person who provides management or consulting services to the Company or to any entity controlled by the Company, the Stock Option then held by the Optionee shall be exercisable to acquire the number of Shares, at a particular time, which have been reserved for issuance upon the exercise of a Stock Option but which have not been issued, as adjusted from time to time (“**Unissued Option Shares**”) that have become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Plan (“**Vested**”) at any time up to but not after the earlier of:
- (i) 365 days after the date of death or disability; and
- (ii) the Expiry Date;
- (b) Termination For Cause
- If the Optionee or, in the case of a Management Company Employee or a Consultant Company (as defined under the policies of the Exchange), the Optionee’s employer, ceases to be an Eligible Person as a result of termination for cause as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee’s employer, is employed or engaged; any outstanding Stock Option held by such Optionee on the date of such termination, whether in respect of Option Shares that are Vested or not, shall be cancelled as of that date.
- (c) Early Retirement, Voluntary Resignation or Termination Other than For Cause
- If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee’s employer, ceases to be an Eligible Person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company’s retirement

policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Stock Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days (30 days if the Optionee was engaged in Investor Relations Activities) after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person.

(d) Spin-Out Transactions

If pursuant to the operation of section 5.3(c) of the Stock Option Plan (in connection with a corporate reorganization) an Optionee receives options (the "**New Options**") to purchase securities of another company (the "**New Company**") in respect of the Optionee's Stock Options (the "**Subject Options**"), subject to the prior approval of the Exchanges, the New Options shall expire on the earlier of: (i) the Expiry Date of the Subject Options; (ii) if the Optionee does not become an Eligible Person in respect of the New Company, the date that the Subject Options expire pursuant to paragraph (a), (b) or (c) above, as applicable; (iii) if the Optionee becomes an Eligible Person in respect of the New Company, the date that the New Options expire pursuant to the terms of the New Company's stock option plan that correspond to section (a), (b) or (c) above; and (iv) the date that is one (1) year after the Optionee ceases to be an Eligible Person in respect of the New Company or such shorter period as determined by the Board.

(e) Eligible Charitable Organizations

If the Optionee ceases to be an Eligible Person due to no longer being an Eligible Charitable Organization, the Stock Options then held by that Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days after the date the Optionee ceases to be an Eligible Person. Notwithstanding the foregoing, the Board may, in its sole discretion if it determines such is in the best interests of the Company and subject to the policies of the Exchanges, extend the early Expiry Date (as set out above in paragraphs (a) to (e)) of any Stock Option held by an Optionee who ceases to be an Eligible Person to a later date within a reasonable period, subject to such period not exceeding 12 months from the date the Optionee ceases to be an Eligible Person.

5. The Board shall determine the terms upon which each Stock Option shall vest at the time of grant, subject to the policies of the Exchanges. Unless otherwise specified by the Board at the time of granting a Stock Option, all Stock Options shall vest and become exercisable in full upon grant, except Stock Options granted to Investor Relations Service Providers, which Stock Options must vest in stages over twelve months with no more than one-quarter of the Stock Options vesting in any three-month period.
6. If a Change of Control occurs, all Option Shares subject to each outstanding Stock Option will become Vested, whereupon such Stock Option may be exercised in whole or in part by the Optionee, subject to the approval of the Exchanges with respect to Investor Relations Service Providers or if otherwise necessary.
7. Any Unissued Option Shares not acquired by an Optionee under a Stock Option which has been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised may be made the subject of a further Stock Option pursuant to the provisions of the Option Plan.
8. An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the Unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering).
9. Stock Options which are outstanding under pre-existing stock option plan(s) of the Company as of the effective date of the Option Plan shall continue to be exercisable and shall be deemed to be governed by

and be subject to the terms and conditions of the Option Plan except to the extent that the terms of the Option Plan are more restrictive than the terms of such pre-existing plan(s) under which such stock options were originally granted, in which case the applicable pre-existing plan(s) shall govern, provided that any stock options granted, issued or amended after November 23, 2021 must comply with Exchange Policy 4.4 - Incentive Stock Options (as at November 24, 2021).

### **Employment, Consulting and Management Agreements**

#### *Executive Chairman Agreement*

Effective October 28, 2020, the Company appointed Akiba Leisman to act Executive Chairman of the Company, pursuant to which Mr. Leisman was granted stock options under the Option Plan. There are no salary, termination or severance payments associated with his appointment.

#### *CEO Consulting Agreement*

Effective March 15, 2021 (as amended January 31, 2022), the Company entered into an independent contractor agreement ("**2464186 Agreement**") with 2464186, a company controlled by Paolo Lostritto. Pursuant to the 2464186 Agreement, the Company shall pay certain fees to 2464186 for an indefinite term. In the event that there is an occurrence of a change of control or termination without cause/ceasing services for good cause, the Company will pay 2464186 an additional lump sum amount equivalent to twelve (12) months of fees. Effective September 9, 2022, Mr. Lostritto was appointed to act as Chief Executive Officer.

#### *CFO Consulting Agreement*

Effective January 1, 2021 (as amended January 31, 2022), the Company entered into an independent contractor agreement ("**Sandstone Agreement**") with Sandstone, a company controlled by Bryan McKenzie. Pursuant to the Sandstone Agreement, the Company shall pay certain fees to Sandstone for an indefinite term. In the event that there is an occurrence of a change of control or termination without cause/ceasing services for good cause, the Company will pay Sandstone an additional lump sum amount equivalent to twelve (12) months of fees. Effective October 28, 2020, the Company appointed Bryan McKenzie to act as Chief Financial Officer of the Company.

#### *MSL Agreement*

Effective July 25, 2017 (as amended December 5, 2022), the Company engaged the services of Walter Reich and Alessandro Palladino pursuant to the MSL Agreement. There are no termination or severance payments associated with the MSL Agreement.

#### *Director Services Agreement*

Effective February 15, 2018, the Company engaged the services of Michael Starogiannis pursuant to a director services agreement. There are no termination or severance payments associated with his agreement. Mr. Starogiannis resigned from his position as director effective February 10, 2023.

#### *Director Services Agreement*

Effective March 1, 2023, the Company engaged the services of Asheef Lalani pursuant to a director services agreement. There are no termination or severance payments associated with his agreement.

## Oversight and Description of Director and NEO Compensation

The objective of the Company’s compensation strategy is to provide adequate levels of base compensation for its NEOs as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives and ensure compensation is competitive so as to enable the Company to continue to attract talented individuals. Where applicable, each NEO receives a base salary in recognition of the position’s day-to-day duties and responsibilities, which generally constitutes the largest share of the NEO’s compensation package.

The Compensation Committee, a committee of the Board, is responsible for establishing management compensation. The Board, and the Compensation Committee thereof, do not have a pre-determined, performance-based compensation plan, but rather review the performance of management at the end of each fiscal year. The Compensation Committee, as at December 31, 2024, was comprised of the following directors: Paolo Lostritto, Alessandro Palladino and Walter Reich. Alessandro Palladino and Walter Reich are independent of the management of the Company.

The Board reviews each NEO’s base salary on an annual basis, and may also consider an NEO’s qualifications, experience, length of service and past contributions in determining an NEO’s base salary.

The Company’s executive compensation policy consists of an annual base salary and long-term incentives in the form of stock options granted under the Company’s Option Plan (as defined above).

For the year ended December 31, 2024, compensation for the NEOs consisted of two primary elements: base salary/consulting fees/discretionary cash payments/bonuses and long-term equity incentives. The following provides an overview of the elements of compensation:

Compensation Element	Type of Compensation	Name of Plan	Performance Period	Form of Payment
Base Salary/ Consulting Fees/ Bonuses	Annual – Fixed Pay/Variable	Salary Program	1 year	Cash
Long-Term Equity Incentives	Long Term – Variable Pay	Stock Option Plan	Up to 5 years	Shares or Options

**Base Salary/Consulting Fees/ Bonuses.** The base salary component is intended to provide a fixed level of competitive pay that reflects each NEO’s primary duties and responsibilities. It also provides a foundation upon which performance-based incentive compensation elements are assessed and established (annual bonuses and other discretionary payments). When the Company has diversified sources of cash flow from its royalty and stream portfolio, it intends to pay base salaries to its NEOs, including the CEO, that are in the range of those for similar positions within the industry peer group. The Company does not benchmark its executive compensation program. Salaries of the NEOs, including that of the CEO are reviewed annually.

**Long-Term Incentive Programs.** NEOs, along with all of the Company’s officers, Directors, employees, contractors and other service providers, are eligible to participate in the Option Plan. The Option Plan and the Shares reserved thereunder have been approved by Shareholders on an annual basis. The Option Plan promotes an ownership perspective among executives, encourages the retention of key executives and provides an incentive to enhance shareholder value by furthering the Company’s success. As with most companies in the Company’s peer group, options form an integral component of the total compensation package provided to the Company’s NEOs. Participation in the Option Plan rewards overall corporate performance, as measured through the price of the Shares. In addition, the Option Plan enables executives to develop and maintain a significant ownership position in the Company. Option grants may be made periodically, typically annually, to ensure that the number of Options granted to any particular individual is commensurate with the individual’s level of ongoing responsibility within the Company. In considering option grants, the Compensation Committee evaluate the

number of Options an individual has been granted, the exercise price and value of the Options and the term remaining on those Options.

#### **Compensation Policies and Risk Management**

The Board considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. Commenced in 2018, the Board intends to review at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time. Executive compensation is comprised of short-term compensation in the form of a base salary/bonuses and long-term ownership through the Company's Option Plan. This structure ensures that a significant portion of executive compensation (stock options) 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. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of executive compensation (base salary) represents a relatively small part of the total compensation. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions. 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 is 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.

#### **Hedging of Economic Risks in the Company's Securities**

The Company has not adopted a policy prohibiting Directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by Directors or officers. However, the Company is not aware of any Directors or officers having entered into this type of transaction.

#### **Pension Plan Benefits**

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out, as at the end of the Company's most recently completed financial year, information regarding outstanding options, share units, warrants and rights (other than those granted *pro rata* to all shareholders) granted by the Company under its equity compensation plans.

<b>Plan Category</b>	<b>Number of shares issuable upon exercise of outstanding options, warrants and rights</b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of shares remaining available for issuance under equity compensation plans <sup>(1)</sup></b>
Equity compensation plans <b>approved</b> by shareholders	3,015,194	\$1.23	4,610,268
Equity compensation plans <b>not approved</b> by shareholders	-	-	-
<b>Total</b>	3,015,194	\$1.23	4,610,268

<sup>(1)</sup> Excluding the number of shares issuable upon exercise of outstanding options, share units, warrants and rights shown in the second column.

**Incentive Plan Awards**

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at December 31, 2024, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company entered into in connection with a purchase of securities or otherwise.

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

- (i) indebted to the Company; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, in relation to a securities purchase program or other program.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, to the knowledge of management of the Company, no informed person or proposed Director of the Company and no associate or affiliate of the foregoing persons has or 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 in either such case has materially affected or would materially affect the Company.

### APPOINTMENT OF AUDITOR

PricewaterhouseCoopers LLP, Chartered Professional Accountants, are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company to hold office for the ensuing year.

### MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

### CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and, therefore, these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

#### Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board being held to obtain an update on significant corporate activities and plans, both with and without members of the Company's management being in attendance.

The Board has determined that three directors, namely Messrs. Palladino, Reich and Lalani are independent based upon the tests for independence set forth in NI 52-110.

#### Directorships

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

Name of Director	Name of Other Reporting Issuer
Paolo Lostritto	Signature Resources Ltd.
Akiba Leisman	Mako Mining Corp.
Asheef Lalani	Mako Mining Corp.

#### Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and consultants of the Company. As each director has a different skill set and

professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director.

### **Ethical Business Conduct**

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) and the integrity of the Company's internal control and management information systems. To facilitate meeting this responsibility, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- a. has adopted a written Code of Conduct (the “**Code**”) for its directors, officers, employees and consultants, a copy of which is posted on [www.sailfishroyalty.com](http://www.sailfishroyalty.com);
- b. has established a Whistleblower Policy which details complaint procedures for financial concerns and it is posted on [www.sailfishroyalty.com](http://www.sailfishroyalty.com);
- c. encourages management to consult with legal and financial advisors to ensure the Company is meeting those requirements;
- d. is cognizant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements, Management's Discussion & Analysis (MD&A) and press releases prior to their distribution;
- e. relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Company's external auditor; and
- f. actively monitors the Company's compliance with the Board's directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.

The Board must also comply with the conflict of interest provisions of the *Business Companies Act* (British Virgin Islands), as well as the relevant securities regulatory instruments, in order 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 of the Company, as a whole, has the responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration/production industry are consulted for possible candidates.

### **Compensation**

The Compensation Committee is presently comprised of Messrs. Palladino, Reich and Lostritto, and Messrs. Palladino and Reich are independent as defined in securities legislation. The Compensation Committee recommends to the Board of the Company the compensation of the Company's directors and officers based upon, among other things, the time commitment, effort and success of each individual's contribution towards the success of the Company and a comparison of the remuneration paid by the Company to publicly available information of the remuneration paid by other reporting issuers (public companies) that the Committee feels are similarly placed within

the same business of the Company. All members of the Compensation Committee have had significant experience in the mining sector, including the royalty sector and/or on other boards of directors.

Upon the suggestion from management of the Company, the Compensation Committee determines the amount and terms of each stock option and restricted share unit grant, within the parameters set out in the Company's stock option and restricted share unit plans and applicable exchange rules and policies, and recommends such grants to the Board for approval. Further, the Compensation Committee assesses the objectives of the Company in light of the external environment and current business situation of the Company, determines if annual bonuses should be granted to executive officers and recommends those grants to the Board.

#### **Other Board Committees**

In addition to the Compensation Committee, the Board currently has an Audit Committee and a Corporate Governance Committee. The functions of the committees are described below.

**Audit Committee:** The Audit Committee is described below under the heading "*Audit Committee*".

**Corporate Governance Committee:** The Corporate Governance Committee is responsible for advising the Board of the appropriate corporate governance procedures that should be followed by the Company and the Board and monitoring whether they comply with such procedures. The Corporate Governance Committee is presently comprised of Messrs. Palladino and Reich.

#### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees. To assist in its review, the Board conducts informal surveys of its directors.

### **AUDIT COMMITTEE**

NI 52-110 requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Circular certain information regarding the Audit Committee. That information is disclosed below.

#### **Charter**

The Company's Audit Committee Charter is reproduced in Schedule "A" hereto.

#### **Composition of the Audit Committee**

The Audit Committee consists of three directors.

The following table sets out the names of the members of the Audit Committee and whether they are ‘independent’ and ‘financially literate’ for the purposes of NI 52-110.

Name of Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Paolo Lostritto	No	Yes
Walter Reich	Yes	Yes
Alessandro Palladino	Yes	Yes

(1) To be considered independent, a member of the 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 of the Company, reasonably interfere with the exercise of a member's independent judgment. Mr. Lostritto is not “independent” of the Company within the meaning of NI 52-110 by virtue of also serving as its CEO and formerly, VP Corporate Development.

(2) To be considered financially literate, a member of the 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.

### Relevant Education and Experience

#### *Alessandro Palladino*

Since moving to the British Virgin Islands in 2001, Alessandro Palladino has worked for over 14 years in the offshore fund and pension industry. Prior to moving to the British Virgin Islands, he worked in Italy for 2 years as a software engineer for the Chamber of Commerce in Treviso after having graduated from University of Padua with a Bachelor’s degree in software engineering.

Alessandro Palladino’s background in information technology and software engineering enabled him to transition towards developing algorithms for portfolio management trading and risk management systems at Western Capital Management Ltd. (“**Western**”), which at its peak had over US\$1 billion of assets under management across four offshore funds. From systems and algorithms development, Alessandro Palladino’s responsibilities progressed to include assistance in portfolio construction, analysis of investment ideas/strategies, execution of trades, reconciliation and risk management of the portfolios of the various underlying funds managed by Western.

In 2012, Alessandro Palladino moved to Pension Management Interactive, Inc., (“**PMI**”) a company established to provide consultancy, management and administration services for pension funds of companies operating out of the British Virgin Islands. At PMI he was responsible for the supervision of management, administration and compliance functions, with the latter providing him with insightful experience and understanding of the BVI Financial Services Commission.

Experience and understanding of the securities and funds industry gained at Western and PMI together with his deep interest in a wide remit of investment management strategies allows Alessandro Palladino to offer his services as an experienced, independent and offshore domiciled director/consultant to a select number of offshore based companies, funds and management companies. He is approved by the BVI Financial Services Commission as fit and proper to act as Director of licensed entities. To facilitate these services, he founded Innovative Management Group Limited in 2012 and joined forces with the Tovel group of companies in October 2015 – all companies established and formed to provide a variety of services from the British Virgin Islands.

#### *Walter Reich*

Walter Reich is a chartered professional accountant and has worked for over 20 years in the offshore corporate and fund industry. He has resided in the British Virgin Islands since January 2006 after having worked in London for 6 years in a variety of capacities for the Lionhart hedge fund group with US\$900 million under management including CFO, Compliance Officer, Marketing Coordinator and Member of the Management Committee.

Walter Reich graduated Cum Laude from Laurentian University, Canada, with an Honours Bachelor of Commerce degree. He started his professional career in 1992 with KPMG, Canada and is a member of the Institute of Chartered Professional Accountants of Ontario. In January 1995, Walter Reich relocated to KPMG in the British Virgin Islands, where he focused on the offshore hedge fund industry. From there he moved to Citco Fund Services (BVI) Ltd. to head up and manage the set up and administration of international hedge funds.

His return to the British Virgin Islands in 2006, together with experience gained at Lionhart, Citco and KPMG, allows Walter Reich to offer his services as an experienced, independent and offshore domiciled director/consultant to a select number of offshore based corporations, funds and management companies. To facilitate these services he founded Tovel Investments Ltd. & Tovel Consulting Ltd. - both companies formed to provide mind & management, company specific and hedge fund/management related services from the British Virgin Islands. In addition to acting as director for a limited number of companies, funds and management companies, Walter Reich currently serves on the executive committee of the BVI Investment Funds Association and as an appointed member of BVI Finance Team Funds and the BVI Financial Services Commission established Securities, Investment Business and Mutual Funds Advisory Committee.

#### *Paolo Lostritto*

Paolo has an extensive background in mining capital markets and has been working with companies across the globe since 1997. He has helped assess different companies/projects and helped finance them as they advanced through exploration, development, and production. Some of the companies where Paolo was involved early include: Kirkland Lake Gold, Novagold and Lake Shore Gold in 2004, Romarco Minerals in 2006, Victoria Gold and Volta Resources in 2009. Paolo is a co-founder and board member of Interstellar Mining Inc which is focused on leveraging technological know-how from leading Canadian space mining robotics group (Deltion Innovations Ltd.) along with Watts, Griffis, and McOuat Ltd.'s space mining group to develop and produce energy commercially for the rapidly growing space industry. Over his career, Paolo was a Director of the Mining Equity Research at National Bank Financial and worked in equity research at Wellington West, Scotia Capital and TD Securities. He served as an Independent Director at Savary Gold Corp. which was sold to SEMAFO in 2019. Mr. Lostritto holds a Bachelor of Applied Science in Geological and Mineral Engineering from the University of Toronto, and he is a registered Professional Engineer in the Province of Ontario.

#### **Complaints**

The Audit Committee has established a “Whistleblower Policy” which outlines procedures for the confidential, anonymous submission by employees regarding the Company’s compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matter relating to fraud against shareholders (the “**Accounting Concerns**”), without fear of retaliation of any kind. If an applicable individual has any concerns about any of the Accounting Concerns which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing, by telephone or e-mail and forward it to the chairman of the Audit Committee. All submissions will be treated on a confidential and anonymous basis, except when the Accounting Concerns refer to violation of any applicable law, rule or regulation that relates to the corporate reporting and disclosure, and to violation of the Company’s Code of Business Conduct and Ethics, when the person making the submission must be identified for purposes of performing the investigation. Further, the Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

The “Whistleblower Policy” is reviewed by the Audit Committee on an annual basis, and it is posted on the Company’s website at [www.sailfishroyalty.com](http://www.sailfishroyalty.com).

**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 Company's Board.

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

Since the Company is a Venture Issuer it is relying 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 “*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 the Company's Annual Information Form, if any, and this Circular).

**Reliance on Exemptions In NI 52-110 Regarding *De Minimis* Non-Audit Services**

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in section 2.4 (*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); 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 as described in section 4.0 “Non-Audit Services” of the Audit Committee Charter.

**External Auditor Service Fees (By Category)**

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

<b>Financial Year Ending</b>	<b>Audit Fees <sup>(1)</sup></b>	<b>Audit Related Fees <sup>(2)</sup></b>	<b>Tax Fees <sup>(3)</sup></b>	<b>All Other Fees <sup>(4)</sup></b>
December 31, 2024	US\$71,587	-	US\$46,283	US\$3,173
December 31, 2023	US\$105,595	-	US\$28,123	US\$35,496

<sup>(1)</sup> The aggregate fees billed by the Company’s auditor for audit fees.

<sup>(2)</sup> 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.

<sup>(3)</sup> The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice, and tax planning.

<sup>(4)</sup> All other fees billed by the auditor for products and services not included in the foregoing categories. Such fees may relate to reading and commenting on the Company’s interim financial statements, participation in due diligence calls, tax related questions, research analysis, and subsidiary-related financial structure advice, among others.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### Approval of Stock Option Plan

The Board has approved the Company's Option Plan, which was most recently approved by the Shareholders on January 23, 2025.

The purpose of the Plan is to give to Eligible Persons additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Stock Options, exercisable over periods of up to ten (10) years as determined by the Board, to buy shares of the Company at a price not less than the Market Price (as defined herein) prevailing on the date the Stock Option is granted less applicable discount, if any, permitted by the policies of the Exchange and approved by the Board. A summary of the Option Plan, including the general terms and conditions of the Option Plan is set out above under the heading "*Executive Compensation – Stock Options.*" This summary is qualified in its entirety by the full text of the Option Plan which is available for review on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

To be approved, the Option Plan Resolution must be passed by a majority of the votes cast by the holders of Shares at the Meeting.

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution (the "**Option Plan Resolution**"):

**"BE IT RESOLVED THAT:**

- (a) the Company's Option Plan be confirmed and approved, and that in connection therewith a maximum of 10% of the issued and outstanding common shares of the Company at the time of each grant be approved for granting as options; and
- (b) any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution."

The Board unanimously recommends that each Shareholder vote FOR the Option Plan Resolution.

**Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the Option Plan.**

## NORMAL COURSE ISSUER BID

### 2024 – 2025 Normal Course Issuer Bid Program

With the approval of the Exchange, the Company commenced a normal course issuer bid on July 22, 2024 (the "**2024 NCIB**") which terminates on July 21, 2025. The 2024 NCIB provides that the Company may, during the 12-month period commencing July 22, 2024 and ending July 21, 2025 purchase up to 3,539,756 Shares in total, being 5% of the total number of 70,795,120 Shares outstanding as at July 16, 2024. In accordance with the policies of the Exchange, the Company could not purchase more than 2% of its issued and outstanding Shares during any 30-day period, which as of the date of the announcement of the 2024 NCIB represented 1,415,902 Shares.

Shareholders may obtain, without charge, a copy of the notice filed by the Company with the Exchange in respect of the 2024 NCIB by contacting the Company at [bmckenzie@sailfishroyalty.com](mailto:bmckenzie@sailfishroyalty.com).

The 2024 NCIB is conducted in accordance with applicable securities laws and the policies of the Exchange. PI Financial Corp. is conducting the 2024 NCIB on behalf of the Company. The price which the Company has paid or

will pay for any such Shares under the 2024 NCIB is based on the prevailing market price of such Shares on the Exchange at the time of such purchase.

### **2023 – 2024 Normal Course Issuer Bid Program**

With the approval of the Exchange, the Company commenced a normal course issuer bid on July 18, 2023 (the “**2023 NCIB**”) which terminated on July 17, 2024. The 2023 NCIB provided that the Company may, during the 12-month period commencing July 18, 2023 and ending July 17, 2024 purchase up to 3,547,390 Shares in total, being 5% of the total number of 70,947,797 Shares outstanding as at July 12, 2023. During the period from July 18, 2023 to July 17, 2024 the Company purchased 1,825,400 Shares under the 2023 NCIB, for aggregate consideration of approximately \$2,224,615. In accordance with the policies of the Exchange, the Company could not purchase more than 2% of its issued and outstanding Shares during any 30-day period, which as of the date of the announcement of the 2023 NCIB represented 1, 418,956 Shares.

The 2023 NCIB was conducted in accordance with applicable securities laws and the policies of the Exchange. Ventum Financial Corp. of Vancouver, British Columbia conducted the 2023 NCIB on behalf of the Company. The price which the Company paid for any such Shares under the 2023 NCIB was based on the prevailing market price of such Shares on the Exchange at the time of such purchase.

Shareholders may obtain, without charge, a copy of the notice filed by the Company with the Exchange in respect of the 2023 NCIB by contacting the Company at [bmckenzie@sailfishroyalty.com](mailto:bmckenzie@sailfishroyalty.com).

### **Dividend Reinvestment Plan**

On February 25, 2025, the Company announced that it had implemented a dividend reinvestment plan (the “**DRIP**”), to be offered to the holders of Shares residing outside of the United States who hold at least 5,000 Shares (the “**DRIP Eligible Shareholders**”) and administered by Computershare Trust Company of Canada. The DRIP provides DRIP Eligible Shareholders with the opportunity to increase their investment in the Company by automatically reinvesting a specified portion of cash dividends paid on Shares into additional Shares (the “**DRIP Shares**”). Holders of Shares residing in the United States may not participate in the DRIP.

Participation in the DRIP is optional and will not affect DRIP Eligible Shareholders’ cash dividends unless they elect to participate in the DRIP. DRIP Eligible Shareholders can choose the number of Shares they would like to have enrolled in the DRIP. The purchase price of each Share acquired under the DRIP will be equal to the volume weighted average price of the Shares on the TSXV for the five trading days preceding the date on which cash dividends are paid on Shares.

The Company is currently entitled to issue up to 7,093,396 Shares under the DRIP. The Company may increase the number of Shares available to be issued under the DRIP at any time in its discretion subject to obtaining: (i) the requisite approval of the board of directors of the Company; (ii) the approval of any stock exchange upon which the Shares trade; and (iii) public disclosure of such increase.

Participation in the DRIP does not relieve DRIP Eligible Shareholders of any liability for taxes that may be payable in respect of dividends that are reinvested in DRIP Plan Shares. Shareholders should consult their tax advisors concerning the tax implications of their participation in the DRIP having regard to their particular circumstances.

During the year ended December 31, 2025, 1,103,812 Shares were issued pursuant to the DRIP.

### ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may contact the Company at: Attention Chief Financial Officer, Sea Meadow House P.O. Box 116 Road Town, Tortola British Virgin Islands, VG1110 or by email to: [bmckenzie@sailfishroyalty.com](mailto:bmckenzie@sailfishroyalty.com), to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR+.

#### Dividend Policy

The Company has adopted a dividend policy under which the Company intends to pay quarterly dividends of US\$0.0125 per Share, with the declaration, timing, amount and payment of future dividends under the dividend policy subject to the ongoing discretion and approval of the Board. Since the adoption of the dividend policy in September 2021, the Company has paid a quarterly dividend of US\$0.0125 per Share in accordance with the dividend policy.

#### Trading Price and Volume

The principal market on which the Shares traded during the last 12 months prior to the date of this Circular was the TSXV. The following table shows the high and low trading prices and monthly trading volume of the Shares on the TSXV for the 12-month period preceding the date of this Circular.

**TSXV**  
(prices in Canadian dollars)

Month	High	Low	Volume
January, 2025	\$1.46	\$1.25	181,080
February, 2025	\$1.74	\$1.39	401,246
March, 2025	\$1.74	\$1.53	156,859
April, 2025	\$2.10	\$1.52	1,214,315
May, 2025	\$2.40	\$1.88	286,132
June, 2025	\$2.63	\$2.28	397,718
July, 2025	\$2.51	\$2.26	597,810
August, 2025	\$2.50	\$2.27	316,225
September, 2025	\$3.12	\$2.48	301,465
October, 2025	\$3.28	\$2.50	801,344
November, 2025	\$3.51	\$2.67	411,653
December 2025	\$3.50	\$2.98	137,528
January 1, 2026 – January 6, 2026	\$3.36	\$3.21	51,174

**OTHER MATTERS**

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

DATED this 6<sup>th</sup> day of January, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Paolo Lostritto"*

\_\_\_\_\_  
PAOLO LOSTRITTO

Chief Executive Officer

**SCHEDULE "A"**  
**AUDIT COMMITTEE CHARTER**

**Purpose**

The overall purpose of the Audit Committee of the Company (the “**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 integrity of the consolidated financial statements 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 material facts.

**Composition, Procedures and Organization**

- 1.1 The Committee shall consist of at least three members of the Board, the majority of whom shall be “independent directors”, as that term is defined in National Instrument 52-110 *Audit Committees*.
- 1.2 All of the members of the Committee shall be “financially literate” (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements).
- 1.3 At least one member of the Committee shall have accounting or related financial expertise (i.e. able to analyze and interpret a full set of financial statements, including the notes thereto, in accordance with generally accepted accounting principles).
- 1.4 The Board shall appoint the members of the Committee annually. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 1.5 Unless the Board shall have appointed a chair of the Committee or in the event of the absence of the chair, the members of the Committee shall elect a chair from among their number.
- 1.6 The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company’s Corporate Secretary, unless otherwise determined by the Committee.
- 1.7 No business shall be transacted by the Committee unless a quorum is present. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 1.8 The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers necessary or advisable in order to perform its duties and responsibilities.
- 1.9 Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet as often as required to carry out its responsibilities and at least once per year or at such times and at such locations as may be requested by the chair of the Committee. The CEO of the Company, the CFO of the Company, the external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend and be heard at all meetings of the Committee;

- (c) the chair of the Committee shall be responsible for developing and setting an agenda for Committee meetings and determining the time and place of such meetings;
  - (d) the Chief Executive Officer and the Chief Financial Officer shall be invited to attend meetings, except executive sessions and private sessions with the external auditors;
  - (e) other management representatives shall be invited to attend as necessary; and
  - (f) notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee a reasonable time before the meeting.
- 1.10 The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
- 1.11 The Committee shall have authority to engage independent counsel, tax advisors and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.
- 1.12 The Committee shall maintain minutes of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held.

#### **Roles and Responsibilities**

- 2.1 The overall duties and responsibilities of the Committee shall be as follows:
- (a) to oversee the Company's compliance with all requirements regarding the Company's accounting principles, reporting practices and internal controls; and to assist the Board in the discharge of its responsibilities to such matters and its approval of the Company's annual and quarterly consolidated financial statements;
  - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls;
  - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities;
  - (e) to review and, if appropriate, approve and recommend to the Board, the annual consolidated audited financial statements of the Company, the auditors' report thereon and the related management's discussion and analysis of the Company's financial condition and results of operations; and
  - (f) to review and, if appropriate, approve and recommend to the Board, the interim consolidated financial statements of the Company, the auditors' review report thereon (if any) and the related management's discussion and analysis of the Company's financial condition and results of operations.
- 2.2 The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independent of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (c) review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to review with the external auditors, upon completion of their audit:
  - (i) contents of their report;
  - (ii) scope and quality of the audit work performed
  - (iii) adequacy of the Company's financial and auditing personnel;
  - (iv) co-operation received from the Company's personnel during the audit;
  - (v) internal resources used;
  - (vi) significant transactions outside the normal business of the Company;
  - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
  - (viii) the non-audit services provided by the external auditors;
- (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
- (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
- (g) at least annually, and before the auditors issue their report on the annual financial statements, the Committee shall obtain from the auditors a formal written statement describing all relationships between the auditors and the Company and discuss with the auditors any disclosed relationships or services that may affect the objectivity of the independence of the auditors.

2.3 The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:

- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
- (b) review and approve the internal audit plan; and
- (c) review significant internal audit findings and recommendations, and management's response thereto.

2.4 The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

- (a) review the appropriateness, effectiveness and weaknesses of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to

internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

- (b) review compliance under the Company's Business Conduct Policy and to periodically review this policy and recommend to the Board changes which the Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (d) review periodically the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

2.5 The Committee is also charged with the responsibility to:

- (a) review and approve the financial sections of:
  - (i) the annual report to shareholders;
  - (ii) the annual information form;
  - (iii) prospectuses; and
  - (iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;
- (b) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (c) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (d) review and report on the integrity of the Company's consolidated financial statements;
- (e) review the minutes of any audit committee meeting of subsidiary companies;
- (f) review with management, external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts; and
- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.