



GOLDSKY RESOURCES CORP.

2991 Dundas Street, Toronto, Ontario
M6P 1Z4, Canada

NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR

(As at March 9, 2026, except as otherwise indicated)

Take Action and Vote Today.

**The Board of Directors unanimously recommends that Shareholders
vote FOR the Control Person Resolution (as defined herein)**

These materials are important and require your immediate attention. If you have questions or require assistance with voting your shares, you may contact Goldsky Resources Corp's proxy solicitation agent:

Laurel Hill Advisory Group
Canada/US Toll Free: 1-877-452-7184
International: 1-416-304-0211
Text Message: Text "INFO" to 416-304-0211 or 1-877-452-7184
Email: assistance@laurelhill.com

GOLDSKY RESOURCES CORP.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE (this “**Notice**”) is hereby given that a Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Goldsky Resources Corp. (the “**Company**”, “**we**”, “**our**”) will be held at 1090 W Georgia St #1305, Vancouver, BC V6E 3V7, on April 9, 2026 at 10:00 a.m. (Pacific Time) for the following purposes:

1. To consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution of the Shareholders to approve the creation of Agnico Eagle Mines Limited as a Control Person (as such term is defined by the policies of the TSX Venture Exchange) of the Company (the “**Control Person Resolution**”), as described in the accompanying management information circular dated March 9, 2026 (the “**Circular**”).
2. To consider any amendment or variation of a matter identified in this Notice and to transact any other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The board of directors of the Company (the “Board”) unanimously recommends that Shareholders vote FOR the Control Person Resolution. Shareholders can read more about each item of the business of the Meeting under the heading “*Particulars of Matters to be Acted Upon*” commencing on page 7 of the Circular.

Registered Shareholders may vote by proxy or by attending the Meeting or any adjournment thereof. A registered Shareholder wishing to be represented by proxy must deposit his or her duly executed form of proxy with Computershare Investor Services Inc. (“**Computershare**”), at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 (Attention: Proxy Department) not later than 10:00 a.m. (Pacific time) on April 7, 2026 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting. The deadline for the deposit of proxies may be extended or waived by the chair of the Meeting at their discretion without notice. Completed proxies may also be delivered to Computershare using any of the following methods:

Fax:

Within North America: 1-866-249-7775
Outside North America: 1-416-263-9524

Telephone:

1-866-732-VOTE (8683) (toll-free within North America) or 1-312-588-4290 (outside North America);

Internet:

Use the 15-digit control number located at the bottom of the form of proxy at www.investorvote.com.

If you are a non-registered Shareholder of the Company and received this Notice and accompanying materials from the Company or through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “Intermediary**”), please complete and return the materials in accordance with the instructions contained therein and/or provided to you by your Intermediary. If you hold your common shares of the Company in a brokerage account or through a nominee or intermediary, you are a non-registered Shareholder.**

Registered Shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person are requested to date, complete, sign and return the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular. Please refer to the Circular and the meeting materials for detailed instructions on how to vote and attend the Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and

information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

If you have any questions or require assistance with voting, please contact the Company's proxy solicitation agent, Laurel Hill Advisory Group, by calling 1-877-452-7184 (toll-free in Canada and the United States) or 1-416-304-0211 (International), by texting "INFO" to either number, or by email at assistance@laurelhill.com.

PLEASE REVIEW THE CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS.

DATED at Vancouver, British Columbia, this 9th day of March, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Russell Bradford

Russell Bradford
CEO & Executive Director

LETTER TO SHAREHOLDERS

March 9, 2026

Dear Shareholders

I hope this letter finds you well.

We are pleased that, on January 28, 2026, we announced that we had entered into a definitive agreement with a wholly-owned subsidiary of Agnico Eagle Mines Limited ("**Agnico Eagle**"), pursuant to which Goldsky Resources Corp. ("**Goldsky**") has agreed to acquire the remaining 55% interest in the Barsele Gold Project ("**Barsele**") in Sweden, resulting in Goldsky consolidating 100% ownership of Barsele.

This transaction will be a transformational milestone in Goldsky's history and future growth. Once the transaction is completed, we will have 100% control of what we believe has the potential to become a tier one gold project in a world class mining jurisdiction in Sweden. Through the joint venture between Agnico Eagle and Goldsky, Barsele has been developed using best practices in technical and environmental compliance as well as community engagement, and at Goldsky we are committed to continuing with these practices to ensure Barsele is developed responsibly for all our stakeholders as part of our vision to become the next major Nordic gold developer. Following our successful C\$80 million fundraising in September 2025, Goldsky is well resourced to significantly increase the development of this world class Nordic gold project. May I take this opportunity to sincerely thank everyone who was involved in making this transition a reality.

I invite you to attend our Special Meeting of Shareholders on April 9, 2026. Our Information Circular attached hereto provides all the necessary details about participating in the meeting, voting, and how to contact us with any questions. Please see under the heading "*Particulars of Matters to be Acted Upon – Approval of the Creation of a Control Person*" for further information on the transaction.

/s/ Russell Bradford

Russell Bradford
CEO & Executive Director

GOLDSKY RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR

DATED March 9, 2026

WITH RESPECT TO THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 9, 2026

This information circular (this "Circular") is furnished to you in connection with the solicitation of proxies by management of Goldsky Resources Corp. ("we", "us", "Goldsky" or the "Company") for use at the special meeting (the "Meeting") of shareholders of the Company ("Goldsky Shareholders") to be held at 10:00 a.m. (Pacific Time) on April 9, 2026 and at any adjournment of the Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

It is expected that the solicitation of proxies will be primarily by mail but our officers, directors and employees may also, without receiving special compensation, contact Goldsky Shareholders by telephone, electronic means, or other personal contact. We do not reimburse Goldsky Shareholders, nominees, or agents for their costs of obtaining authorization from their principals to sign forms of proxy. Additionally, Laurel Hill Advisory Group ("Laurel Hill") has been engaged by the Company in connection with the Meeting as the Company's proxy solicitation agent and shareholder communications advisor. Laurel Hill will receive a fee of \$45,000 for services provided, plus reasonable out-of-pocket expenses. These persons will receive no compensation for such solicitation, other than their ordinary salaries or fees. The total cost of solicitation of proxies will be borne by the Company.

Advanced notice of the Meeting was posted on the Company's SEDAR+ profile on March 3, 2026.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Circular contains certain forward-looking statements that involve various risks and uncertainties. Forward-looking statements are statements that relate to future events or financial performance. In some cases you can identify forward-looking statements by the use of terminology such as “aims”, “anticipates”, “believes”, “budgets”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “might”, “plans”, “projects”, “schedule”, “should”, “will”, “would” and similar expressions, although not all forward-looking information contains these identifying words. Forward-looking information includes statements that reflect management’s expectations regarding Goldsky’s growth, results of operations, performance, business prospects and opportunities. Such forward-looking information reflects management’s current beliefs and is based on information available to them and/or assumptions management believes are reasonable. These forward-looking statements speak only as of the date of this Circular. Forward-looking information includes, but is not limited to, statements about strategic plans, the implementation of the terms of the Transaction (as defined herein), the strengths, characteristics and potential of the Transaction, the execution of the Transaction, the interest Goldsky will acquire in Gunnarn (as defined herein) and Barsele (as defined herein), the governance and funding of Barsele, and the Company’s plans for, and the future prospects of, Barsele. Forward-looking information is necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including, without limitation: the ability of the Company to access financing, appropriate equipment and sufficient labour; the loss of key personnel; risks related to future exploration, development, mining and mineral processing; the accuracy of mineral reserve and mineral resource estimates; environmental risks; the impact of general business and economic conditions; fluctuations in the price of minerals; political uncertainties; risks associated with potential changes in governmental legislation or regulatory requests; the Meeting date and approval of the Transaction by Goldsky Shareholders; the successful commencement of commercial production at Barsele; the consummation and timing of the Transaction; the satisfaction of the conditions precedent to the Transaction, including obtaining the approvals of the TSX Venture Exchange (the “**Exchange**”) and shareholders; and the risk that permits and regulatory approvals necessary to develop and operate a mine on the Company’s property will not be available on a timely basis, on reasonable terms or at all. Additional risks respecting the business and operations of Goldsky are also identified in Goldsky’s annual information form dated April 29, 2025 for the year ended December 31, 2024 under the heading “*Risk Factors and Uncertainties*”, in the Company’s management discussion and analysis (“**MD&A**”) for the year ended December 31, 2024, the Company’s MD&A for the interim three and nine months ended September 30, 2025 and, from time to time, in the reports and disclosure documents filed by the Company with the Canadian securities regulatory authorities (copies of which may be obtained under the Company’s profile on SEDAR+ at www.sedarplus.ca).

Although any forward-looking statements contained in this Circular are based upon what management currently believes to be reasonable assumptions, the Company cannot assure readers that actual results, performance or achievements will be consistent with these forward-looking statements, and management’s assumptions may prove to be incorrect. Accordingly, readers should not place undue reliance on forward- looking information. The Company disclaims any intention or obligation to update or revise any forward- looking information, whether as a result of new information, future events or otherwise, except as required by law.

GENERAL PROXY INFORMATION

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), the company is mailing the Circular and other meeting materials (collectively, the “meeting materials”) to Goldsky Shareholders for use in connection with the Meeting.

Registered Shareholders

How to Vote

Registered Goldsky Shareholders have the right to attend and vote at the Meeting. A registered Goldsky Shareholder may vote without attending the Meeting by completing and returning the form of proxy included in the meeting materials. Completed proxies must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc. (“Computershare”) by April 7, 2026 at 10:00 a.m. (Pacific Time) or, if the Meeting is adjourned or postponed, not less than 48 hours (Saturdays, Sundays, and holidays excepted) before adjourned or postponed meeting (as applicable). This deadline for the deposit of instruments of proxy may be extended or waived by the chairperson of the Meeting prior to the commencement of the Meeting at their discretion and without notice. Completed proxies may be delivered to Computershare using any of the following methods:

Mail:

Computershare Investor Services Inc.
Proxy Dept.
320 Bay Street, 14th Floor, Toronto, ON M5H 4A6

Fax:

Within North America: 1-866-249-7775
Outside North America: 1-416-263-9524

Telephone:

1-866-732-VOTE (8683) (toll-free within North America) or 1-312-588-4290 (outside North America);

Internet:

Use the 15-digit control number located at the bottom of the form of proxy at www.investorvote.com.

Appointment of Proxyholders

The persons named as proxyholders in the enclosed form of proxy are the Company’s directors and officers. **As a Goldsky Shareholder, you have the right to appoint a person or company (who need not be a Goldsky Shareholder) in place of the persons named in the form of proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the form of proxy and strike out the other names or complete and deliver another appropriate form of proxy.**

A proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

Voting Instructions, Exercise of Discretion

The persons named in the accompanying form of proxy will vote or withhold from voting the Goldsky Shares represented by the proxy in accordance with your instructions on any poll or ballot that may be called at the Meeting. If you have specified a choice on any matter to be acted on at the Meeting, your Goldsky Shares will be voted or withheld from voting accordingly. If you do not specify a choice or if you specify both choices for any matter to be acted on, the Goldsky Shares represented by the form of proxy will be voted **FOR** the Control Person Resolution (as defined herein).

The enclosed form of proxy gives the persons named as proxyholders discretionary authority regarding amendments to or variations of matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgment.

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an "X" in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. **In that case, the proxyholders nominated by management will vote the shares represented by your proxy in accordance with their judgment.**

Voting by Proxy on the Nasdaq Stockholm Exchange

The information in this section is of significance to Goldsky Shareholders who hold their Goldsky Shares (as defined herein) through Euroclear Sweden AB ("Euroclear Registered Securities"), which trade on the Nasdaq Stockholm Exchange.

Shareholders who hold Euroclear Registered Securities are not registered holders of Goldsky Shares for the purposes of voting at and attending the Meeting. Instead, Euroclear Registered Securities are registered under CDS & Co., the registration name of the Canadian Depository for Securities. Holders of Euroclear Registered Securities will receive a voting instruction form (the "Swedish VIF") by mail directly from Computershare AB ("Computershare Sweden"). **The Swedish VIF cannot be used to vote Goldsky Shares directly at the Meeting. Instead, the Swedish VIF must be completed and returned to Computershare Sweden strictly in accordance with the instructions and deadlines set out in the Swedish VIF.**

Non-Registered Shareholders

Only Goldsky Shareholders whose names appear on our records or validly appointed proxyholders are permitted to vote at the Meeting. Most Goldsky Shareholders are "non-registered" Goldsky Shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered Goldsky Shareholder.

Any non-registered Goldsky Shareholder who has not objected to their Nominee disclosing certain ownership information about such non-registered Goldsky Shareholder are referred to as a "NOBO". Any non-registered Goldsky Shareholder who has objected to their Nominee disclosing ownership information about such non-registered Goldsky Shareholder are referred to as an "OBO".

The Company will distribute copies of the meeting materials in accordance with NI 54-101 and as described in this Circular. The Company is sending proxy-related materials directly to NOBOs under NI 54-101. OBOs will be forwarded the proxy-related materials by their Nominees, unless the OBO has waived the right to receive them. The Company intends to pay for intermediaries to forward to OBOs under NI 54-101: (a) the proxy-related materials; and (b) Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*.

Goldsky Shares held by Nominees can only be voted in accordance with the instructions of the non-registered Goldsky Shareholder. Meeting materials sent to non-registered Goldsky Shareholders who have not waived the right to receive meeting materials are accompanied by a request for voting instructions (a "VIF"). This form is to be used instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered Goldsky Shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered Goldsky Shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF and, in any event, no later than 10:00 a.m. (Pacific Time) on April 7, 2026 or such earlier date required by the Nominee.

In either case, the purpose of this procedure is to permit non-registered Goldsky Shareholders to direct the voting of the shares they beneficially own. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting. Non-registered Goldsky Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

Regulatory policy requires brokers and other intermediaries to seek voting instructions from non-registered Shareholders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by non-registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a non-registered Shareholder by its broker is identical to the form of proxy provided by the Company to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the non-registered Shareholder. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the non-registered Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A non-registered Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge well in advance of the Meeting) in order to have the Common Shares voted.**

The Company may use Broadridge's QuickVote™ service to assist eligible non-registered Shareholders that are NOBOs with voting their Shares over the telephone. Certain non-registered Shareholders who are non-objecting beneficial owners may be contacted by Laurel Hill, which is soliciting proxies on behalf of the management of the Company, to conveniently obtain voting instructions directly over the telephone.

Revocability of Proxy

If you are a registered Goldsky Shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered Goldsky Shareholder who has given a proxy may revoke it by either:

- (a) completing and signing a proxy bearing a later date; or
- (b) delivering an instrument in writing (such as a written notice of revocation) that is signed by: (i) if the Goldsky Shareholder is an individual, the Goldsky Shareholder or its trustee; or (ii) if the Goldsky Shareholder is a corporation, the corporation or a representative appointed for the corporation in accordance with applicable law.

The later-dated proxy or the instrument in writing must be provided at the Meeting to the chair of the Meeting or delivered to the offices of Computershare or the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment or postponement thereof.

If you are a non-registered Goldsky Shareholder who has returned a proxy authorization form or voting instruction form, or waived your right to receive meeting materials and give voting instructions to your Nominee, you may revoke any such action(s) by giving written instructions to your Nominee in accordance with the Nominee's requirements (including as to form and timing).

How to Vote

	Registered Shareholders	Non-registered Shareholders
	<i>Common Shares held in own name and represented by a physical certificate or DRS.</i>	<i>Common Shares held with a broker, bank or other intermediary.</i>
 Internet	www.investorvote.com	www.proxyvote.com
 Telephone	1-866-732-8683	Call the applicable number listed on the voting instruction form.
 Mail	Return the form of proxy in the enclosed envelope.	Return the voting instruction form in the enclosed envelope.

For assistance, contact Laurel Hill Advisory Group by calling 1-877-452-7184 (toll-free in Canada and the United States) or 1-416-304-0211 (International), by texting “INFO” to either number, or by email at assistance@laurelhill.com.

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

Except as set out herein, no director or executive officer of the Company, person who has been a director or officer of the Company since the beginning of the last completed financial year of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value (“**Goldsky Shares**” and each, a “**Goldsky Share**”), of which 183,581,580 Goldsky Shares were issued and outstanding as of the record date, being March 9, 2026 (the “**Record Date**”). The Company has only one class of shares, being the Goldsky Shares.

Persons who are registered Goldsky Shareholders at the close of business on the Record Date will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, except as set out herein, every Goldsky Shareholder and proxyholder will have one vote and, on a poll, every Goldsky Shareholder present in person or represented by proxy will have one vote for each Goldsky Share. In order to approve a motion proposed at the meeting, a majority of more than 50% of the votes cast will be required to pass an ordinary resolution.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no person or company other than Agnico Eagle beneficially owns directly or indirectly, controls, or directs shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company. See “*Disinterested Shareholder Approval*” commencing on page 9 for additional information regarding Agnico Eagle’s beneficial ownership of Goldsky Shares.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2025, regarding the number of Goldsky Shares to be issued pursuant to the Company’s stock option plan, which is the Company’s only equity compensation plan. The Company does not have any equity compensation plans that have not been approved by Shareholders.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under the stock option plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	8,638,933	\$1.26	9,026,190
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	8,638,933	\$1.26	9,026,190

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time since the commencement of the Company's last completed financial year was a director, executive officer or senior officer of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person, other than amounts not exceeding \$50,000 for travel advances.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, nor any associate or affiliate of any informed person of the Company, has 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 case, has materially affected or will materially affect the Company or any of its subsidiaries, other than as disclosed in this Circular. For purposes of the foregoing, “**informed person**” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company, if it has purchased, redeemed, or otherwise acquired any of its securities, for so long as it holds any of its securities.

MANAGEMENT CONTRACTS

Pursuant to the shared services agreement between the Company and Belcarra Group Management Ltd. (“**Belcarra**”) dated January 1, 2017 and amended January 1, 2021, Belcarra provides management, administrative, office facilities and other related services including the provision of personnel as may be required by the Company from time to time, with costs allocated on a shared and proportional basis with certain other companies that have also engaged Belcarra to provide these

services, including an accountant and Corporate Secretary to the Company in exchange for a variable monthly fee of the total costs incurred by Belcarra for the applicable month (the “**Belcarra Agreement**”). During the year ended December 31, 2025, Belcarra provided services to the Company, as well as to two other publicly traded companies, being Silver Viper Minerals Corp. and Orex Minerals Inc., and the cost of such services was allocated on a proportional basis among the three companies at 33.3% per company. Pursuant to the terms of the Belcarra Agreement, as amended January 1, 2021, the Company will pay Belcarra a fee of \$1,000,000 in the event of a Change of Control (as defined in the Belcarra Agreement) of the Company. Such fee will be due and payable on the date of the Change of Control and will be in addition to any other fees due by the Company to Belcarra under the Belcarra Agreement.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of the Creation of a Control Person

In accordance with the policies of the Exchange, the Company is required to obtain shareholder approval for the creation of a Control Person of the Company. Policy 1.1 – *Interpretation of the Exchange* (“**Policy 1.1**”) defines “**Control Person**” as any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding Voting Shares (as defined in Policy 1.1) of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

Transaction Details

On January 28, 2026, Goldsky entered into a share purchase agreement (the “**Acquisition Agreement**”) with Agnico Eagle Sweden AB (“**Agnico Sweden**”), a wholly-owned subsidiary of Agnico Eagle Mines Limited (“**Agnico Eagle**”), both of whom are arm’s length to Goldsky, pursuant to which Goldsky agreed to acquire the 55% of Gunnarn Mining AB (“**Gunnarn**”) that it did not already own from Agnico Sweden (the “**Transaction**”). Gunnarn owns and operates the Barsele gold project in Sweden (“**Barsele**”) pursuant to a joint venture agreement (the “**Joint Venture Agreement**”) between Goldsky and Agnico Sweden. On closing of the Transaction, Goldsky will hold a 100% ownership interest in Barsele through Gunnarn and the Joint Venture Agreement will be terminated.

Consideration for the Transaction includes a cash payment of US\$20,000,000 and the issuance of 75,509,577 Goldsky Shares (the “**Consideration Shares**”). The Consideration Shares will be issued at a deemed price of C\$2.64 per Consideration Share (being the volume-weighted average price of the Goldsky Shares for the 20-day period prior to entering into the Acquisition Agreement), which corresponds to an aggregate of C\$199,345,283 in Goldsky Shares. In addition, Goldsky will grant Agnico Sweden a 2% net smelter return royalty in respect of Barsele (the “**NSR**”). The NSR may be repurchased by Goldsky for US\$50,000,000 at any time during the two-year period following the achievement of commercial production at Barsele.

In connection with the Transaction, Goldsky will assume Agnico Eagle’s and Agnico Sweden’s obligations under a net smelter return royalty agreement dated June 11, 2015 between Orex Minerals Inc. (“**Orex**”), Gunnarn, Agnico Eagle and Agnico Sweden, pursuant to which Orex holds a 2% net smelter return royalty in respect of Barsele (the “**Orex NSR**”). The Orex NSR may be repurchased at any time for US\$5,000,000.

Agnico Eagle and Goldsky are party to an investor rights agreement dated July 31, 2024. Upon closing of the Transaction, Agnico Eagle and Goldsky will enter into an amended and restated investor rights agreement, pursuant to which Agnico Eagle will be entitled to certain rights (subject to maintaining certain ownership thresholds), including: (a) the right to participate in equity financings and top-up its holdings in relation to dilutive issuances in order to maintain its pro rata ownership interest in Goldsky at the time of such financing or acquire up to a 19.99% ownership interest in Goldsky; (b) the right (which Agnico Eagle has no present intention of exercising) to nominate between one and three individuals (and in the case of an increase in the size of the board of directors of Goldsky to ten or more directors, between two and four individuals) to the board of directors of Goldsky; and (c) demand registration and piggy-back registration rights in respect

of the potential sale of Goldsky Shares by Agnico Eagle. There will be no change in management of Goldsky in connection with the Transaction.

Closing of the Transaction is expected to occur during Q2, 2026 and no later than June 30, 2026 and is subject to the receipt of all necessary shareholder, regulatory and other approvals (including that of the Exchange), and the satisfaction of other customary closing conditions.

In connection with the Transaction, Goldsky has agreed to pay Nuvolari Capital Limited, an arm's length party, a corporate advisory fee in connection with completion of the Transaction, equal to 3% of the aggregate value of cash consideration and Goldsky Shares to be paid and issued, as applicable to Agnico Eagle, for a fee with an aggregate value of approximately C\$6,797,559. The finder's fee is subject to approval of the TSXV and, if approved, will be paid by way of issuance of 2,574,833 common shares of Goldsky based on a deemed price of C\$2.64 per share, which is equal to the 20-day VWAP of the Goldsky Shares immediately prior to announcement of the Transaction.

Barsele Highlights and Strategic Rationale for the Proposed Transaction

- **Location.** Barsele is located in the mining district of Västerbottens Län in northern Sweden, about 600 km north of Stockholm, covering roughly 25,000 hectares within the Fennoscandian Shield.
- **Indicated and Inferred Mineral Resources.** Indicated Mineral Resource: 7.88 Mt grading 1.27 g/t Au containing 320,781 oz Au; Inferred Mineral Resource: 28.75 Mt grading 1.98 g/t Au containing 1.83 Moz Au.1
- **Existing Infrastructure.** Barsele is well supported with excellent access by road, rail and hydro-power, a qualified workforce and services in an active mining region of Sweden.
- **Strategic control consolidating Goldsky's existing district-scale license across the Gold Line Belt.** Barsele is located in the centre of Goldsky's 100% owned existing exploration license area, which combined with Barsele, total approximately 80,000 hectares on Sweden's Gold Line greenstone belt.
- **Agnico's proforma interest in Goldsky.** Following completion of the Proposed Transaction, Agnico will own ~32.5% of the Goldsky Shares. Agnico and Goldsky will enter into a transition agreement pursuant to which Agnico will agree to provide certain support to Goldsky for nine months following closing.

Disinterested Shareholder Approval

The Transaction will result in the creation of Agnico Eagle as a Control Person of the Company. Prior to the execution of the Acquisition Agreement, Agnico Eagle owned 7,353,291 Goldsky Shares, representing approximately 4.1% of the issued and outstanding Goldsky Shares on a non-diluted and partially-diluted basis. On closing of the Transaction, Agnico Eagle is expected to own 82,862,868 Goldsky Shares, representing approximately 32.5% of the issued and outstanding Goldsky Shares on a non-diluted and partially-diluted basis.

Pursuant to Section 5.14(a) of Policy 5.3 – *Acquisitions And Dispositions of Non-Cash Assets* of the Exchange ("**Policy 5.3**"), the creation of Agnico Eagle as a Control Person of Goldsky will require the approval of Goldsky Shareholders (the "**Shareholder Approval**"). The Exchange has required that, as a condition to the creation of Agnico Eagle as a Control Person of Goldsky, the Shareholder Approval be determined on a "disinterested" basis. As a result, the votes attached to the Goldsky Shares held by Agnico Eagle and its Affiliates (as defined in Policy 1.1) and Associates (as defined in Policy 1.1) will be excluded from the approval of the Control Person Resolution (as defined herein).

Control Person Resolution

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, approve the following ordinary resolution of shareholders (the "**Control Person Resolution**"):

“BE IT RESOLVED, as an ordinary resolution of shareholders, that:

- 1) the creation of Agnico Eagle Mines Limited as a Control Person (as that term is defined by the policies of the TSX Venture Exchange) of the Company in connection with the transactions contemplated by the share purchase agreement dated January 28, 2026 between Goldsky Resources Corp. (“**Goldsky**”) and Agnico Eagle Sweden AB, as more particularly described in the management information circular of Goldsky dated March 9, 2026, is hereby authorized and approved; and
- 2) any director or officer of the Company is hereby authorized and directed, for and on behalf of Goldsky, to execute or cause to be executed and to deliver or cause to be delivered, whether under the corporate seal of Goldsky or otherwise, all documents and instruments and to take or cause to be taken all such other actions and things as, in such director’s or officer’s opinion, may be necessary or desirable to give full force and effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of any such other document or instrument or the doing of any such other action or thing.”

To be effective, the Control Person Resolution must be approved by a majority of the votes cast by Goldsky Shareholders present in person or represented by proxy at the Meeting, other than Agnico Eagle and its Affiliates and Associates.

The Board believes that the Transaction is in the best interests of the Company. In that regard, the Board recommends that Goldsky Shareholders vote FOR the Control Person Resolution. Unless the Goldsky Shareholder has specifically instructed in the form of proxy or voting instruction form that the Goldsky Shares represented by such proxy or voting instruction form are to be voted against the Control Person Resolution, the persons named in the proxy or voting instruction form will vote FOR the Control Person Resolution.

OTHER MATTERS

Management does not know of any other matters to come before the Meeting other than those referred to in the Notice of Meeting and further described in this Circular. Should any other matters properly come before the Meeting, the Goldsky Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

Davidson & Company LLP, Chartered Professional Accountants, is the auditor of the Company. Additional information relating to the Company is available on its SEDAR+ profile at www.sedarplus.ca or the Company’s website at www.goldskyresources.com. Financial information relating to Goldsky is provided in the Company’s financial statements and MD&A for the Company’s most recently completed financial year. Goldsky Shareholders may contact the Company at 604-687-8566 to request that copies of the Company’s financial statements and related MD&A be mailed to them.

DATED this 9th day of March, 2026

ON BEHALF OF THE GOLDSKY BOARD

/s/ “Russell Bradford”

Russell Bradford
CEO & Executive Director

QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITATION AGENT

LAUREL HILL ADVISORY GROUP



Canada/US Toll Free: 1-877-452-7184

International: 1-416-304-0211

Text Message: Text "INFO" to 416-304-0211 or 1-877-452-7184

Email: assistance@laurelhill.com

For up-to-date information, please visit:

www.goldskyresources.com/special-meeting