SEGO RESOURCES INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting of Sego Resources Inc. (hereinafter called "Sego" or "the Company") will be held at Suite 160 - 422 Richards Street, Vancouver, British Columbia, on May 15, 2025 at 10:00 a.m. PDT, for the following purposes:

a) To receive the financial statements of Sego Resources Inc. for the year ended June 30, 2024, together with the report of the auditors thereon;
b) To fix the number of directors at six (6);
c) To elect directors (either by single resolution or separate votes as the Meeting decides);
d) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.

AND

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

Accompanying this Notice of Meeting is an Information Circular and Proxy Instrument. Shareholders who are unable to attend the Meeting in Person are requested to complete and to date and sign the enclosed form of Instrument of Proxy. If a shareholder desires to be represented at the Meeting by Proxy, the Instrument of Proxy duly completed must be deposited at the Company's offices, PO Box 30013, Parkgate Village RPO, North Vancouver, BC, V7H 2Y8 not later than 10:00 a.m. PDT on May 13, 2025.

The directors of the Company have previously fixed and advertised April 2, 2025 as the record date for the determination of shareholders entitled to receive this Notice.

DATED at the City of Vancouver, Province of British Columbia, this 2nd of April 2025.

ON BEHALF OF THE BOARD OF DIRECTORS

SEGO RESOURCES INC.
PO Box 30013, Parkgate Village RPO
North Vancouver, BC V7H 2Y8

INFORMATION CIRCULAR

INFORMATION PROVIDED as at April 2, 2025 FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON May 15, 2025 (THE "MEETING").

This Information Circular is furnished in connection with the solicitation of proxies by management of Sego Resources Inc. ("Sego" or the "Company") for use at the Meeting (or any adjournment thereof), at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or arms-length third parties appointed by Sego. Management is unable at this time to accurately estimate what the cost of such solicitation may be.

All costs of this solicitation will be borne by Sego. Sego will also pay the broker-dealers, banks or other nominee shareholders of record of Sego their reasonable expenses in mailing copies of the foregoing material to beneficial owners of shares.

All dollar amounts in this Information Circular are in Canadian currency unless otherwise specified.

This document is available on SEDAR+ at www.sedarplus.ca and, upon request, a copy of this document will be provided free of charge to any security holder of the Company.

RECORD DATE

Sego directors have set April 2, 2025 as the record date for determining which shareholders shall be entitled to receive notice of the Meeting. Only shareholders of record at the close of business on April 2, 2025 who either attend the Meeting personally or complete and deliver the form of proxy in the manner and subject to the provisions discussed below, will be entitled to vote or to have their shares voted at the Meeting.

APPOINTMENT OF PROXYHOLDERS AND REVOCATION OF PROXIES

The persons named in the form of proxy as proxyholders are directors of Sego. A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so, either by striking out the printed names and inserting the desired person's name in the blank space provided in the form of proxy or by completing another proper form of proxy. In either case, the completed proxy must be delivered to the office of Computershare Investor Services, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed or any adjournment thereof at which the form of proxy is to be used.

A shareholder who has given a proxy may revoke it by an instrument in writing, duly executed by the shareholder or where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered to Sego's office, PO Box 30013, Parkgate Village RPO, North Vancouver, BC V7H 2Y8, at any time up to and including the last business day that precedes the day of the Meeting or, if adjourned, the day that precedes any reconvening thereof, or in any manner provided by law.

VOTING OF PROXIES

If the form of proxy is completed, signed and delivered as prescribed above, the persons named as proxyholders in the form of proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them. The form of proxy confers discretionary authority upon the proxyholders with respect to all other matters or variations to matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Information Circular, management of Sego knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. If other matters should properly come before the Meeting, however, the form of proxy will be voted on such matters in accordance with the best judgement of the person or persons voting the proxy.

If no choice is specified by a shareholder in the form of proxy with respect to a matter identified in the form of proxy or any amendment or variations to such matters, it is intended that the person designated by management will vote the shares therein represented in favour of each matter identified on the form of proxy and for the nominees of management for directors and auditors.

BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their shares in their own name ("Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of Sego as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those common shares will not be registered in the Beneficial Shareholder's name on the records of Sego. Such common shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depositary Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholders. Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by Sego; however, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services ("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial 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 Beneficial 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.

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("Objecting Beneficial Owners", or "OBOs") and those who do not object to their identity being made known to the issuers of the securities they own ("Non-Objecting Beneficial Owners", or "NOBOs"). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Issuers ("NI 54-101") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and Sego or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Sego has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, Sego (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of Sego, you can expect to receive a scannable Voting Instruction Form ("VIF") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from Sego's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Sego's NOBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at April 2, 2025, the record date, there were 162,693,776 common shares issued and outstanding. Each common share entitles the holder thereof to one vote.

To the knowledge of Sego's directors and executive officers, only one person and one company beneficially owns, controls or directs, directly or indirectly, voting shares carrying 10% or more of the voting rights attached to Sego's issued and outstanding common shares, that being Mr. Elliot Strashin who controls 14.77% and Fruchtenexpress Grabher GmbH & Co KG which owns 13.24% of the issued and outstanding shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed in this Information Circular, no director, executive officer, proposed management nominee, or any associate or affiliate thereof has any material interest, direct or indirect, by way of beneficial ownership of shares of Sego or otherwise in the matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

FIXING THE SIZE OF THE BOARD OF DIRECTORS

It is intended that the number of directors to be elected by the shareholders be established at six (6). This requires the approval of the shareholders of Sego by an ordinary resolution which approval will be sought at the Meeting.

ELECTION OF DIRECTORS

At the Meeting, shareholders will be called upon to elect six (6) directors for the ensuing year or until their successors are duly elected or appointed, unless the director's office is earlier vacated in accordance with the Articles of Sego, or unless that person becomes disqualified to act as a director. While management does not contemplate that any of its nominees will be unable to serve as a director, if any management nominee should become unavailable, the form of proxy will be voted for substitute nominees as may be nominated by management. Set forth below is information regarding each management nominee for election at the Meeting as a director of Sego:

Name, Residence and Present Position with Sego	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years (1)	Director Since	No. of Shares Beneficially Owned Directly or Indirectly as of the Date Hereof (1)
John Paul Stevenson (2) BC Canada Director, CEO and Secretary	Prospector and owner of J. Paul Stevenson & Associates, a private company which provides geological and management consulting.	July 11, 2005	12,132,806 direct 1,746,805 indirect
Shelley Hallock (2) (3) BC Canada Director	Administrative Assistant Interior Health	August 23, 2005	333,000
James Allan Hilton BC Canada Director	President of Hiltec Exploration and Development Ltd.	August 23, 2005	3,028,296 direct 375,500 jointly 186,004 indirect
Jean-Pierre Colin Ontario Canada Director	Corporate Strategy Consultant	April 16, 2018	Nil
David Speck (2) (3) Ontario Canada Director	President of Aurora Power Corp.	April 16, 2018	Nil
Paul McGroary Kettering England Director	Director of Copper Lake Resources Ltd.	July 9, 2024	1,004,500

Notes:

(1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors and officers.

(2) Member of the Audit Committee.

(3) Member of the nominating and corporate governance committee.

Board of Directors

As at April 2, 2025, the Board consists of six (6) directors: John Paul Stevenson, Paul McGroary, Shelley Hallock, James Allan Hilton, Jean-Pierre Colin, and David Speck. Sven Gollan resigned as a director and Paul McGroary was appointed as a director on July 9, 2024.

Cease Trade Orders and Bankruptcies

No proposed director of the Company is, as of the date of this Information Circular, or has been, within the 10 years prior to the date hereof, a director or chief executive officer or chief financial officer of any company (including the Company) that: (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this 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.

No proposed director of the Company 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.

STATEMENT OF CORPORATE GOVERNANCE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201. These Guidelines are not prescriptive but have been used by Sego in adopting its corporate governance practices. Sego's approach to corporate governance is set out below.

The guidelines suggest that the Board of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under section 1.4 of NI 52-110 which provides that a director is independent if he or she has no direct or indirect "material relationship" with Sego. A "material relationship" is a relationship which could, in the view of Sego's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgement. Of the current Board, the following members are independent: Shelley Hallock, David Speck, Jean-Pierre Colin, and Paul McGroary, and the following members are not independent: John Paul Stevenson, James and Allan Hilton. John Paul Stevenson is not independent as he is the Chief Executive Officer of Sego. James Allan Hilton is not independent as, from time to time, he provides consulting services on a fee for service basis to Sego.

The independent directors do not hold regular meetings but Sego does endeavor to create a culture of independence and willingness to share new ideas and new information. Sego has no Chairperson but does endeavor to encourage its directors, particularly new directors to assume leadership roles and to bring its experiences to bear on Sego's business and goals. The Board of Directors holds very few formal meetings but the Company's officers hold frequent discussions with all its members to keep them abreast of corporate developments.

Sego's Board of Directors does not have a written mandate. Sego delineates its roles and responsibilities based on project needs. For day-to-day functions, Sego relies upon the experience and qualifications of its Board.

Directorships

The following table sets forth the proposed directors of Sego who currently serve as directors and/or officers of other reporting issuers:

Name of Director	Name of Reporting Issuer	Position
Jean-Pierre Colin	dynaCERT Inc.	CFO, Executive Vice President, Corporate Secretary,Director
David Speck	Rainy Mountain Royalty Corp. Thunder Gold Corp.	Director CFO, Corporate Secretary
Paul McGroary	Copper Lake Resources Ltd.	Director

Nominating and Corporate Governance Committee

Sego has appointed a Nominating and Corporate Governance Committee, the primary purposes of which are to:

1. develop and recommend to the Board corporate governance guidelines for Sego and make recommendations to the Board with respect to corporate governance practices;
2. identify individuals qualified to become members of the Board consistent with criteria approved by the Board and to recommend to the Board nominees for election to the Board at each annual meeting of shareholders or to fill vacancies on the Board; and
3. develop and oversee the annual Board and Board Committee evaluation process.

The Committee is composed of David Speck and Shelley Hallock.

Nomination of Directors

The Nominating and Corporate Governance Committee is responsible for considering, recruiting and recommending candidates for board nomination.

Orientation and Continuing Education

Sego does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with Sego, the current directors and members of management. The Nominating and Corporate Governance Committee also encourages and provides opportunities for directors to pursue continuing education opportunities relating to their role as directors.

Compensation Committee

The Board has not, to date, constituted a compensation committee. The Board, as a whole, determines compensation; however, a formal process has not been adopted.

Assessments

The Nominating and Corporate Governance Committee assumes the responsibility of assessing the effectiveness of the Board, the committees of the Board and the contribution and effectiveness of individual directors on an annual basis.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics applicable to directors, officers, employees and consultants of Sego to promote integrity and to deter wrongdoing with respect to issues including conflicts of interest; protection and proper use of corporate assets; confidentiality of corporate information; compliance with laws, rules and regulations; and reporting of illegal or unethical behaviour.

Other Board Committees

Sego only has the Audit Committee and Nominating and Corporate Governance Committee. Sego does not have an executive committee of the Board of Directors. For additional information concerning the Audit Committee, please refer to the "Audit Committee" section of this Information Circular.

Assessments

The Board does not have written descriptions of the responsibilities of its officers, relying on traditional business definitions associated with the roles and their responsibilities. Sego is relatively small and direct communication between directors and officers is encouraged. The Board has not taken any additional measures to assess the effectiveness of the Board.

STATEMENT OF EXECUTIVE COMPENSATION

This disclosure is intended to communicate the compensation provided to Sego's President, Chief Executive Officer (the "CEO") and Secretary, Chief Financial Officer (the "CFO") and three other most highly compensated officers of Sego (if they individually received more than $150,000 of total compensation during the most recently completed financial year) during the year ended June 30, 2024 (collectively, the "Named Executive Officers") and the directors of Sego. For the year ended June 30, 2024, Sego's Named Executive Officers were John Paul Stevenson, President, CEO and Secretary and Brent Petterson, CFO.

Compensation Discussion and Analysis

Sego relies solely on the board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis, and reviews of compensation are conducted on a periodic basis. As Sego is still in the exploration stage as a junior mining company, Sego's compensation program consists primarily of stock options. The Company has not retained any compensation consultants.

The long-term incentive program is intended to align the interests of the Named Executive Officers, directors, consultants and employees with those of Sego's shareholders over the longer term and to provide a retention incentive for each Named Executive Officer. This component of the compensation package consists of grants of options to purchase common shares ("Options") as permitted under the Stock Option Plan of Sego (the "Stock Option Plan") and applicable stock exchange rules. Numerous factors and taken into consideration by the Board of Directors in determining grants of Options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

Summary Compensation

The following table sets forth a summary of all compensation paid during the years ended June 30, 2024, June 30, 2023 and June 30, 2022 to the Named Executive Officers.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
John Paul Stevenson, President, CEO, Secretary and director	2024	36,000[(1)]	Nil	Nil	N/A	N/A	N/A	3,000[(1)]	39,000
John Paul Stevenson, President, CEO, Secretary and director	2023	36,000[(1)]	Nil	Nil	N/A	N/A	N/A	4,200[(1)]	40,200
John Paul Stevenson, President, CEO, Secretary and director	2022	36,000[(1)]	Nil	Nil	N/A	N/A	N/A	27,600[(1)]	63,600
Brent Petterson, CFO	2024	30,000	Nil	Nil	N/A	N/A	N/A	Nil	30,000
Selina Tribe, CFO and director	2024	2,000	Nil	Nil	N/A	N/A	N/A	Nil	2,000
Selina Tribe, CFO and director	2023	12,000	Nil	Nil	N/A	N/A	N/A	Nil	12,000
Selina Tribe, CFO and director	2022	10,000	Nil	Nil	N/A	N/A	N/A	300	10,300
Brent Petterson, CFO and director	2022	6,000	Nil	Nil	N/A	N/A	N/A	Nil	6,000

(1) Pursuant to an agreement between Sego and J. Paul Stevenson & Associates (“JPS”), a company owned by J. Paul Stevenson, JPS provides managerial services to Sego for a fee of $3,000 per month. In addition, JPS provides exploration administration and geological services on an as needed basis.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all outstanding share-based awards and option-based awards outstanding by Sego to each of the Named Executive Officers at the end of Sego's most recently completed financial year ended June 30, 2024.

	Option-based Awards				Share-based Awards	
Name	Number of Securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date (m/d/y)	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
John Paul Stevenson, CEO	Nil	N/A	N/A	Nil	Nil	Nil
Brent Petterson, CFO	Nil	N/A	N/A	Nil	Nil	Nil
Selina Tribe, former CFO	Nil	N/A	N/A	Nil	Nil	Nil

Incentive Plan Awards – value vested or earned during the year

The following table sets forth for each Named Executive Officer, the value of option-based awards and share-based awards which vested during the year ended June 30, 2024 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2024.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
John Paul Stevenson, CEO	Nil	N/A	N/A
Brent Petterson, CFO	Nil	N/A	N/A
Selina Tribe, former CFO	Nil	N/A	N/A

Pension Plan Benefits

Sego does not have a pension plan or provide any benefits following or in connection with retirement.

Termination and Change of Control Benefits

Sego does not have any contracts, agreements, plans or arrangements that provide for payment to a NEO at, following or in connection with any termination, resignation, retirement, a change in control of Sego or a change in an NEO's responsibilities.

Director Compensation

The following table sets forth all amounts of compensation provided to each of our directors other than directors who are also Named Executive Officers, for the year ended June 30, 2024.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Shelley Hallock	Nil	172	Nil	N/A	N/A	Nil	172
James Allan Hilton (1)	7,200	Nil	Nil	N/A	N/A	Nil	7,200
Jean-Pierre Colin	Nil	Nil	Nil	N/A	N/A	Nil	Nil
Sven Gollan	Nil	2,507	Nil	N/A	N/A	Nil	2,507
David Speck	Nil	Nil	Nil	N/A	N/A	Nil	Nil

(1) Consulting fees

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, all option-based awards and share-based awards outstanding at the end of the year ended June 30, 2024.

	Option-based Awards				Share-based Awards	
Name	Number of Securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date (m/d/y)	Value of unexercised in-the-money options (1) ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Shelley Hallock (1)	200,000	0.08	05/28/25	Nil	Nil	Nil
Shelley Hallock (2)	55,000	0.10	03/24/27	Nil	Nil	Nil
Sven Gollan(2)	800,000	0.10	03/24/27	Nil	Nil	Nil

(1) On May 28, 2020, the Company granted and the TSX Venture Exchange approved a grant of 200,000 options to Shelley Hallock. Each option enables the holder to purchase a common share of the Company at $0.08 per share for five years from the date of issuance. The terms of the Options are governed by the Company's Stock Option Plan.

(2) On March 24, 2022, the Company granted and the TSX Venture Exchange approved grants of 55,000 options to Shelley Hallock and 800,000 options to Sven Gollan. Each option enables the holder to purchase a common share of

the Company at $0.10 per share for five years from the date of issuance. The terms of the Options are governed by the Company's Stock Option Plan.

Incentive Plan Awards – value vested or earned during the year

The following table sets forth for each of Sego's directors, other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended June 30, 2024 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2024.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Shelley Hallock (1)	172	N/A	N/A
James Allan Hilton	Nil	N/A	N/A
Sven Gollan (1)	2,507	N/A	N/A
Jean-Pierre Colin	Nil	N/A	N/A
David Speck	Nil	N/A	N/A

(1) On March 24, 2022, the Company granted and the TSX Venture Exchange approved grants of 55,000 options to Shelley Hallock and 800,000 options to Sven Gollan. Each option enables the holder to purchase a common share of the Company at $0.10 per share for five years from the date of issuance. The terms of the Options are governed by the Company's Stock Option Plan.

Sego has no plans to compensate its directors for services in their capacity as directors other than through the granting of stock options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Sego's financial year ended June 30, 2024, all information required with respect to compensation plans under which equity securities of Sego are authorized for issuance:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	2,675,000	$0.09	18,325,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	2,675,000	$0.09	18,325,000

As at June 30, 2024, 18,325,000 shares remained available for issuance under Sego's Stock Option Plan, which provides that the maximum number of shares which may be reserved for issuance under the plan at 21,000,000.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the executive officers, directors, employees and former executive officers, directors and employees of Sego or any of its subsidiaries had amounts outstanding in connection with (a) a purchase of securities; and (b) all other indebtedness.

No person who is or at any time during the most recently completed financial year was, a director or executive officer of Sego, a proposed nominee for election as a director of Sego, or an associate of any of the foregoing individuals, has been indebted to Sego at any time since the commencement of Sego's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein or in the Financial Statements, no informed person of Sego, any proposed director of Sego, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of its most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Sego or any of its subsidiaries. An "informed person" means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, directly or indirectly, voting shares of a reporting issuer or who exercises control or direction over shares of a reporting issuer, or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of a reporting issuer and could include a reporting issuer if the reporting issuer has purchased, redeemed or otherwise acquired any of its own securities, for so long as it hold any of its securities.

MANAGEMENT CONTRACTS

Management functions of Sego are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of Sego and not, to any substantial degree, by any other person with whom Sego has contracted.

APPOINTMENT OF AUDITORS

The persons named as proxyholders in the form of proxy intend to vote for the continued appointment of Smythe, Chartered Professional Accountants as Sego's auditors until the next annual general meeting at a rate of remuneration to be fixed by the Board.

AUDIT COMMITTEE

The Audit Committee Charter

A copy of Sego's Audit Committee Charter is attached as Schedule "C" to this Information Circular.

Composition of the Audit Committee

The following directors are members of the Audit Committee:

	Independent [(1)]	Financially Literate [(1)]
John Paul Stevenson	N	Y
Shelley Hallock	Y	Y
David Speck	Y	Y

Sego is relying on the exemption provided under Section 6.1 of NI 52–110 for venture issuers which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations)* of NI 52-110.

Relevant Education and Experience

John Paul Stevenson: Mr. Stevenson has 20 years' experience serving as a member of audit committees of public companies and has 60 years' experience in the mineral exploration business.

Shelley Hallock: Ms. Hallock has served on the audit committee of the Company since inception and previously served on the audit committee of the publicly traded company Pacific Booker Minerals from 1995 – 2005.

David Speck: Mr. Speck is financially literate and has served as a director, officer and member of the audit committee of several TSX Venture Exchange listed companies.

Audit Committee Oversight

At no time since the commencement of Sego's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of Sego's most recently completed financial year has Sego relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 enumerates other methods by which an audit committee can satisfy the pre-approval requirements of section 2.3(4) of all non-audit services to be provided to Sego or its subsidiary entities by Sego's external auditor. Part 8 permits the securities regulatory authority or regulator to grant an exemption from NI 52-110, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

Pre-Approval Policies and Procedures

The Audit Committee for Sego has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees billed by Sego's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees (1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees (4)
2024	$26,310	$Nil	$4,500	$Nil
2023	$24,293	$Nil	$4,000	$Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of Sego's consolidated financial statements and fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.

(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services. These services involved the preparation of Canadian Corporation Income Tax Returns.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

ADDITIONAL INFORMATION

Additional information concerning Sego is available on SEDAR+ at www.sedarplus.ca. Sego will provide a copy of its financial statements and MD&A free of charge to any security holder of Sego upon written request.

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING; HOWEVER, SHOULD ANY OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE FORM OF PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

THIS INFORMATION CIRCULAR HAS BEEN APPROVED BY SEGO'S BOARD OF DIRECTORS.

BY ORDER OF THE BOARD

John Paul Stevenson
CEO

SCHEDULE "A"

SEGO RESOURCES INC.

AUDIT COMMITTEE CHARTER

MANDATE

The audit committee (the "Committee") will assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reporting process, the system of internal control and the audit process.

COMPOSITION

The Committee shall be comprised of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term "financially literate" means 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.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate and an independent director as defined in Section 1.4 of National Instrument 52-110 *Audit Committees*.

MEETINGS

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours' advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The external auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the external auditor, the Chair shall call a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with

each other. A member may participate in a meeting of the Committee by a communication medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the external auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the external auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

Financial Accounting and Reporting Process and Internal Controls

The Committee is responsible for reviewing the Company's financial accounting and reporting process and system of internal control. The Committee shall:

(a) Review the annual audited financial statements to satisfy itself that they are presented in accordance with international financial reporting standards ("IFRS") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements.

(b) With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditor and have meetings with the Company's auditor without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

(c) Review any internal control reports prepared by management and the evaluation of such report by the external auditor, together with management's response.

(d) Review the Company's financial statements, management's discussion and analysis and annual and interim profit or loss, and any press releases related thereto before the Company publicly discloses this information.

(e) Review and satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in paragraph (d) above and periodically assess the adequacy of those procedures.

(f) Meet no less frequently than annually with the external auditor and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee or Chief Financial Officer deem appropriate.

(g) Inquire of management and the external auditor about significant financial risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.

(h) Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

(i) Review the post-audit or management letter containing the recommendations of the external auditor and management's response and subsequent follow-up to any identified weaknesses.

(j) 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.

Audit

External Auditor

The Committee has primary responsibility for the selection, appointment, dismissal and compensation and oversight of the external auditor, subject to the overall approval of the Board of Directors. In carrying out this duty, the Committee shall:

(a) Require the external auditor to report directly to the Committee.

(b) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the external auditor for the ensuing year for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company and the compensation for the external auditor, or, if applicable, the replacement of the external auditor.

(c) Review, annually, the performance of the external auditor.

(d) Review and confirm the independence of the external auditor.

(e) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the external auditor and former independent external auditor of the Company.

(f) Pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor.

Audit and Review Process and Results

The Committee is directly responsible for overseeing the work by the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall:

(a) Review the external auditor's audit plan, including the scope, procedures and timing of the audit.

(b) Review the results of the annual audit with the external auditor, including matters related to the conduct of the audit.

(c) Obtain timely reports from the external auditor describing critical accounting policies and practices, alternative treatments of information with IFRS that were discussed with management, their ramifications, and the external auditor's preferred treatment.

(d) Ensure that all material written communications between the Company and the external auditor are sent to the Committee.

(e) Review fees paid by the Company to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.

(f) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

Other

(a) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.

(b) Report regularly and on a timely basis to the Board of Directors on matters coming before the Committee.

(c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized to:

(a) to seek any information it requires from any employee of the Company in order to perform its duties;

(b) to engage, at the Company's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;

(c) to set and pay the compensation for any advisors engaged by the Committee; and

(d) to communicate directly with the internal and external auditor of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.