



**Notice of Special Meeting of the Shareholders
of
Conquest Resources Limited
To be Held
Wednesday, November 4, 2026
12:00 P.M. (Canada/Eastern Standard)**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting (the “**Meeting**”) of the shareholders of Conquest Resources Limited (“**Conquest**” or the “**Company**”) will be held on Wednesday, November 4, 2026, at 12:00 p.m. (Canada/Eastern Standard) at 181 University Avenue, Suite 1413, Toronto, Ontario for the following purpose:

1. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular dated October 5, 2026 (the “**Circular**”) to approve a property sale and purchase agreement of a 100% interest in the Belfast-TeckMag Property of the Company (the “**Property Purchase Agreement Resolution**”) to Inventus Mining Corp.; and,
2. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the “**Particulars of Matters to be Acted Upon at the Meeting**” in the Circular.

You have the right to vote if you are a shareholder of the Company. Shareholders are encouraged to vote by proxy. To ensure your vote is counted, your proxy must be received by 12:00 PM (Canada/Eastern Standard) on November 2, 2026.

The Circular has been prepared to help you make an informed decision on the matters to be voted on at the Meeting. Please review the Circular carefully before voting.

Shareholders are encouraged to complete, date, sign, and return the enclosed Form of Proxy in accordance with the instructions set out in the Form of Proxy and the Circular.

DATED at Toronto, Canada as of October 5, 2026.

BY ORDER OF THE BOARD OF DIRECTORS,

“John F. Kearney”

John F. Kearney,
Chairman

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF CONQUEST RESOURCES LIMITED ("Conquest" or the "Company") of proxies to be used at the special meeting of shareholders of Conquest to be held on Wednesday, November 4, 2026 at 12:00 p.m. (Canada/Eastern Standard) at 181 University Avenue, Suite 1413, Toronto, Ontario, and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the enclosed notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail or email, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Company's proxy solicitation materials (the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

Meeting Materials, including the Circular are available on the Company's website at www.ConquestResources.com and under the Company's profile at www.sedarplus.ca.

The Company does not intend to pay intermediaries to OBOs (as defined herein) under NI 54-101.

APPOINTMENT AND REVOCATION OF PROXIES

A Registered Shareholder may vote at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. To appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy, or another proper form of proxy, in the manner specified in the Notice.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are Officers or Directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM, HER OR IT AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.**

A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, TSX Trust Company (the "**Transfer Agent**") not later than 12:00 p.m. (Canada/Eastern Standard) on Monday, November 2, 2026, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail:	TSX Trust Company 100 Adelaide Street West, Suite 301 Toronto, Ontario M5H 4H1
By Facsimile:	(416) 595-9593
By Internet:	www.voteproxyonline.com You will need to provide your 12-digit control number (located on the form of proxy)

Voting by Registered Holders of Common Shares

A Registered Shareholder has the right to vote, and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter voted upon at the Meeting or any adjournment thereof.

Only Shareholders as of the close of business on the record date of October 5, 2026, are entitled to vote at the Meeting by proxy. If you are a Registered Shareholder, please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company, the Registrar and Transfer Agent of the Company, at 100 Adelaide St W, Suite 301, Toronto, Ontario, M5H 4H1, or by facsimile, at (416) 595-9593 by no later than 12: 00 p.m. (Canada/Eastern Standard) on November 2, 2026, or two business days preceding the date of any adjournment or postponement. If you are not a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

Voting by Non-Registered/Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold their Common Shares in their own name and are considered non- registered beneficial Shareholders. Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either:

- (i) in the name of an intermediary (“**Intermediary**”) (including, among others, banks, trust companies, securities dealers, brokers and trustees or administrators or self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans) that the Non-Registered Shareholder deals with respect of the Common Shares; or
- (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. Non-Registered Holders should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. In accordance with applicable securities law requirements, the Company will have distributed copies of the Meeting Materials to the clearing agencies and Non-Registered Shareholders, or Intermediaries for onward distribution to

Non-Registered Shareholders, as applicable. If you are a Non-Registered Holder, your Intermediary will be the entity legally entitled to vote your Common Shares at the Meeting. Common Shares held by an Intermediary can only be voted upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting Common Shares.

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

- (i) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered 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 the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting; or
- (ii) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company.

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

Objecting Beneficial Owner (“OBOs”)

With respect to OBOs, in accordance with applicable securities law requirements, the Company has provided copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials.

Revocation of Proxies

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the provisions of the *Business Corporations Act* (Ontario), with (i) with TSX Trust Company at any time prior to 12:00 p.m. (Canada/Eastern Standard) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being conducted in accordance with the corporate laws of Canada and securities laws of the provinces in Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporation Act* (Ontario), as amended, all of its Directors and its Executive Officers are residents of Canada and countries other than the United States, and all the assets of the Company and a substantial portion of the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Other than as otherwise disclosed herein, no director or executive officer of the Company who was a director or executive officer at any time since the beginning of the last financial year of the Company, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

The sole item of special business is the sale of the Company’s Belfast-TeckMag Property (See “**Particulars of Matters to be Acted Upon at the Meeting**”). Pursuant to a royalty agreement dated November 2, 2020, Messieurs Thomas Obradovich (Director & CEO), Joerg Kleinboeck (Officer) and Kevin Stevens, collectively, hold a 1.5% net smelter return royalty (the “**Royalty**”) on parts of the Belfast-TeckMag Property. The royalty holders will not

receive any consideration with respect to the Royalty in connection with the proposed transaction. The Royalty runs with the Belfast-TeckMag Property and will continue to burden it in the hands of Inventus if the Property Purchase Agreement Resolution is approved and the Transaction is completed. On that basis, the Board has determined that the holders of the Royalty are entitled to vote their Common Shares on the Property Purchase Agreement Resolution.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of common shares in the capital of the Company ("**Common Shares**") of record at the close of business on October 5, 2026 will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy, except to the extent that such holder has transferred any Common Shares after the record date and the transferee of such Common Shares establishes proper ownership thereof and demands, not later than ten days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee is entitled to vote.

As at the date of this Circular, the Company had 154,777,106 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share. The outstanding Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "**CQR**".

To the knowledge of the Company's Directors and Executive Officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

As at the date hereof, the Directors and Executive Officers of the Company, as a group, beneficially own, directly or indirectly, approximately 10.13% of the outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the board of directors of the Company (the "**Board**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

THE TRANSACTION

On August 27, 2026, Conquest entered into a property sale and purchase agreement (the "**Purchase Agreement**") with Inventus Mining Corp. ("**Inventus**") pursuant to which Inventus has agreed to acquire Conquest's **100% interest in the Belfast-TeckMag Property package**, including the past producing Golden Rose Mine, located approximately 70 kilometres northeast of Sudbury, Ontario (the "**Transaction**").

Inventus is exploring its Pardo Gold Project located approximately 14 kilometres south of the Belfast-TeckMag Property. Inventus shares are listed on the TSXV under the symbol "**IVS**".

The Belfast-TeckMag Property package comprises approximately **281 km² of mineral claims** and includes the past-producing Golden Rose Mine.

In consideration for the acquisition, Conquest will receive:

- **8,000,000 common shares of Inventus** at closing; and
- The granting of a **2.0% net smelter return royalty** on mining claims that are not already subject to an existing royalty, with Inventus retaining the right to purchase 0.5% of that 2% royalty for **C\$1,000,000**.

The Inventus shares will be subject to applicable statutory and TSX Venture Exchange hold periods and a voluntary pooling arrangement under which one-third of the shares will be released following the applicable hold period, one-third on the first anniversary of closing and the remaining one-third on the second anniversary of closing. Inventus will also assume any liabilities relating to the property.

No finder's fee is payable in connection with the Transaction. Completion remains subject to acceptance by the TSX Venture Exchange and satisfaction of the other customary closing conditions contained in the Purchase Agreement.

Background to the Transaction

The Company is a mineral exploration company whose principal activities have historically included the acquisition, exploration and development of mineral properties.

Conquest's current portfolio includes interests in the Belfast-TeckMag, Alexander Gold, Smith Lake Gold, King Bay Gold and Lake Nipigon Basin properties, all in Ontario, as well as the Valimaki Gold Project in Finland.

The Company has undertaken exploration and evaluation activities on the Belfast-TeckMag Property package, which includes the past producing Golden Rose Mine.

Following discussions between representatives of Conquest and Inventus, the parties negotiated the terms of the proposed Transaction.

On August 27, 2026, the Company and Inventus entered into the Purchase Agreement. On August 28, 2026, Conquest publicly announced the Transaction.

Belfast-TeckMag Property

The Belfast-TeckMag Property package consists of approximately **281 km² of mineral claims** located approximately 70 kilometres northeast of Sudbury, Ontario and approximately 14 kilometres north of Inventus' Pardo Gold Project. The Property includes the past producing Golden Rose Mine.

The Golden Rose Mine was a past-producing gold mine. Historical information reviewed by Conquest indicates that the Golden Rose Mine produced approximately 45,414 ounces of gold between 1935 and 1941 and contains extensive historical underground workings. This historical information has not been verified by a qualified person, is not current mineral resource or mineral reserve information, and should not be relied upon.

The consideration payable by Inventus under the Purchase Agreement consists of:

Consideration	Amount
Inventus common shares	8,000,000
NSR royalty	2.0%
Buy-back right	0.5% for C\$1,000,000

The Company will retain an economic interest in the Belfast-TeckMag Property through the 2.0% NSR royalty and its ownership of the Inventus shares.

The Transaction constitutes a **Reviewable Disposition** under Policy 5.3. Section 5.11(c) of Policy 5.3 provides that the Exchange will generally require evidence of value for a Reviewable Disposition that is a sale of more than 50% of an issuer's assets, business or undertaking. No such evidence of value has been obtained. See "**No Valuation or Other Evidence of Value**" below. Section 5.14(c) provides that the Exchange generally requires shareholder

approval for such a disposition. The Board has determined that the Transaction requires shareholder approval pursuant to Policy 5.3 because the Belfast-TeckMag Property represents more than 50% of the Company's assets, business or undertaking based on the applicable Exchange analysis.

The Company will provide the TSXV with the Purchase Agreement and other documents required by Policy 5.3. For a Reviewable Disposition, the Exchange requires the applicable transaction documentation and, where shareholder approval is required, evidence of that approval.

The Inventus shares will be subject to applicable statutory and TSXV hold periods and the voluntary pooling arrangement described above.

Reasons for the Transaction

The Board has considered the Transaction in light of the Company's current mineral property portfolio, financial resources, exploration commitments and strategic objectives. The Board believes that the Transaction provides the Company with increased liquidity and a combination of immediate value through an equity interest in Inventus and continued exposure to the Belfast-TeckMag Property, while allowing the Company to allocate its financial and technical resources to its remaining exploration assets. In particular, the Transaction will provide Conquest with 8,000,000 common shares of Inventus, giving the Company an ongoing equity interest in the purchaser, and a source of liquidity, together with a 2.0% NSR royalty on the applicable claims. The retention of the NSR royalty allows Conquest to maintain exposure to any potential future development or production from the applicable claims of the Belfast-TeckMag Property without being required to fund future exploration, development or other expenditures associated with the Property.

No Valuation or Other Evidence of Value

The Company has not obtained, and the Board has not relied upon, a valuation, fairness opinion, appraisal or other independent evidence of value in respect of the Belfast-TeckMag Property or the consideration payable by Inventus.

Section 5.11(c) of TSXV Policy 5.3 provides that the Exchange will generally require evidence of value for a Reviewable Disposition that is a sale of more than 50% of an issuer's assets, business or undertaking. The Company has requested, and the Exchange has indicated that it is prepared to accept, shareholder approval of the value ascribed to the Transaction in place of a valuation. **By voting in favour of the Property Purchase Agreement Resolution, Shareholders will be approving the Transaction, and confirming the value ascribed to it, without the benefit of any independent valuation.**

The value ascribed to the Transaction is approximately C\$2.36 million, being the market value of the 8,000,000 Inventus common shares on August 27, 2026, the date of the Purchase Agreement, with no value ascribed to the 2.0% NSR royalty or to the assumption of any property liabilities by Inventus.

Conditions

Closing is subject to, among other things: (i) acceptance by the TSXV; (ii) receipt of shareholder approval; and (iii) satisfaction of applicable closing conditions.

BOARD APPROVAL

The Board reviewed the proposed Transaction and the terms of the Purchase Agreement.

Following completion of the Transaction, the Company intends to focus its exploration activities on its remaining mineral properties, including the Valimaki Gold Project in Finland and its other exploration assets.

Conquest has shifted its focus to Finland's Valimaki Project, where it has completed geological mapping and geophysical and geochemical surveys and is prioritizing drill targets.

Following consideration of the Transaction, the Board approved the Purchase Agreement and determined that the Transaction should be submitted to Shareholders for approval.

The Board's determination was based on, among other things: the consideration payable by Inventus, the Company's ability to obtain liquidity and/or retain exposure to the property through its Inventus shares and the 2 % NSR royalty, the Company's remaining exploration portfolio, the Company's available financial resources, the Company's increased liquidity, the Company's future exploration requirements, and the requirements of TSXV Policy 5.3.

Recommendation of the Board

The Board has determined that the Transaction is subject to Shareholder approval pursuant to TSXV Policy 5.3 and recommends that Shareholders consider the information contained in this Circular when determining how to vote on the Resolution.

Shareholders should consider the Property Purchase Agreement Resolution carefully and come to their own conclusions as to whether to vote in favour of the Property Purchase Agreement Resolution. Shareholders who are in doubt as to how to vote should consult with their own financial, legal or other professional advisors.

PARTICULARS OF SHAREHOLDER APPROVAL

For the purposes of Policy 5.3 - *Acquisitions and Dispositions of Non-Cash Assets* ("**TSXV Policy 5.3**") of the TSX Venture Exchange (the "**TSXV**"), the sale of the Belfast-TeckMag Property represents more than 50% of the Company's assets, which triggers the shareholder approval requirement under Section 5.14(c) of TSXV Policy 5.3. Accordingly, the Company is seeking approval of the Transaction by the shareholders of the Company in accordance with Section 5.14(c) of TSXV Policy 5.3. For greater certainty, the Company does not consider the Transaction to constitute a sale of all or substantially all of the property of the Company for the purposes of the *Business Corporations Act* (Ontario). Furthermore, if approved at the Meeting, the Sale of Property Assets Resolution will also approve the value ascribed to the Transaction, in the absence of evidence of value for such transaction as contemplated by section 5.11 of TSXV Policy 5.3. See "**No Valuation or Other Evidence of Value**" above for the treatment of section 5.11 of TSXV Policy 5.3.

RESOLUTION

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following ordinary resolution:

BE IT RESOLVED THAT:

1. the disposition by Conquest Resources Limited of its 100% interest in the Belfast-TeckMag Property package, including the past producing Golden Rose Mine, to Inventus Mining Corp. pursuant to the Property Purchase Agreement dated August 27, 2026, as described in the management information circular of the Company dated October 5, 2026, is hereby approved.

2. the Company is hereby authorized to complete the Transaction substantially on the terms described in the Circular, with such amendments, modifications or variations thereto as the directors of the Company may approve in their discretion.
3. the Transaction may proceed in the absence of a valuation or other evidence of value, and the value ascribed to the Transaction as described in the Circular is hereby confirmed and approved, in each case as contemplated by section 5.11 of TSX Venture Exchange Policy 5.3 (Acquisitions and Dispositions of Non-Cash Assets).
4. the directors and officers of the Company are hereby authorized and directed to execute and deliver all documents and instruments and to take all such other actions as they may determine necessary or desirable to give effect to the Transaction; and
5. notwithstanding that this resolution has been approved by the Shareholders, the directors of the Company are hereby authorized, in their discretion, not to proceed with the Transaction or to terminate the Purchase Agreement in accordance with its terms.

To be passed, the Resolution must be approved by at least a majority of the votes cast by the Shareholders either in person or by proxy.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE PROPERTY PURCHASE AGREEMENT RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION. IN ORDER TO BE EFFECTIVE, THE PROPERTY PURCHASE AGREEMENT RESOLUTION MUST BE APPROVED BY A MAJORITY OF THE VOTES CAST BY THE SHAREHOLDERS IN RESPECT THEREOF AT THE MEETING.

Interests of Directors and Officers

Except as disclosed under “**Interest of Certain Persons in Matters to Be Acted On**”, no director or officer of Conquest has any material interest, direct or indirect, in the Transaction that differs from the interests of Shareholders generally.

RISK FACTORS

Shareholders should carefully consider the following risks associated with the Transaction.

Transaction may not close

Completion remains subject to TSXV acceptance and other closing conditions.

Value of Inventus shares

The consideration includes 8,000,000 Inventus shares. The market value of those shares will fluctuate after closing.

Liquidity restrictions

The Inventus shares will be subject to applicable statutory and TSXV resale restrictions and the voluntary pooling arrangement.

Royalty may never generate revenue

The 2.0% NSR royalty will only generate payments if future production occurs from applicable claims and royalty conditions are satisfied.

Exploration risk

The Company's remaining assets are exploration-stage properties and there is no assurance that commercially viable mineral deposits will be discovered or developed.

Financing risk

The Company will require additional financing to fund exploration and corporate activities.

Commodity prices

Changes in gold, copper and other commodity prices could affect the value and attractiveness of the Company's remaining properties.

TSXV acceptance

The Exchange may impose additional conditions or may not accept the Transaction on the terms currently contemplated.

TSXV continued listing requirements

There is no assurance the Company will continue to satisfy all applicable Tier maintenance requirements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the Company's website www.ConquestResources.com.

APPROVAL

The contents of this Information Circular and the sending thereof have been approved by the Directors of the Company.

Dated: October 5, 2026

"John F. Kearney"

John F. Kearney,
Chairman