

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON
OCTOBER 16th 2025**

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Desert Gold Ventures Inc. (the "Company", "we", "our" or "Desert Gold") will be held at Suite 210, 9648-128th Street, Surrey, B.C., V3T 2X9. on Thursday, October 16, 2025 at 9:30 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2024 and the report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To approve the Stock Option Plan;
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Circular (the "Circular") and enclosed proxy (the "Proxy") and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarized certified copy, to the Company's registrar and transfer agent, Odyssey Trust Company, at 350 - 409 Granville Street Vancouver, B.C. V6C 1T2 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

If you are a non-registered shareholder and you plan to attend the Meeting, please follow the instructions set out in this Circular, and on the form of proxy or voting instruction form you received, to ensure that your shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Surrey, British Columbia, September 8, 2025

CIRCULAR

The information contained in this Circular, unless otherwise indicated, is as of September 8, 2025.

This Circular is being mailed by Odyssey Trust Company, on behalf of management of the Company, to everyone who was a shareholder of record on September 8, 2025, which is the date set in accordance with regulations to determine the shareholders who are entitled to receive notice of the meeting.

The Company is mailing this Circular in connection with the solicitation of proxies by and on behalf of the Company's management for use at the annual general meeting (the "Meeting") of the shareholders that is to be held on Thursday, October 16, 2025 at 9:30 a.m. (Vancouver time) at Suite 210, 9648-128th Street, Surrey, B.C., V3T 2X9.

The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company.

Under the Company's Bylaws, a quorum for the transaction of business at any meeting of shareholders is at least two (2) shareholders holding or representing not less than 5% of the shares entitled to vote at the Meeting present in person or by proxy before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

PART 1 – VOTING

HOW A VOTE IS PASSED

Voting at the Meeting will be by a show of hands, each shareholder in attendance having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favor, then the resolution is approved (an “ordinary resolution”). If a motion requires a special resolution, a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

WHO CAN VOTE?

If you are a registered shareholder of the Company as at September 8, 2025, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend and vote on that corporation's behalf; the authorized officer must bring documentation to the Meeting that sets out this authorization. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person, you can appoint someone who will attend the Meeting and act as your proxy holder to vote in accordance with your instructions (see “*Voting By Proxy*” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “*Non-Registered Shareholders*”, below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Company invites you to complete, date, sign, and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by voting over the internet or via mail (*see proxy for instructions*) or by appointing someone who will be there to act as your proxy holder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

WHAT IS A PROXY?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Circular. You should use it to appoint a proxy holder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy to the Company's transfer agent, Odyssey Trust, 350-409 Granville Street, Vancouver, B.C., V6C 1T2, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

APPOINTING A PROXYHOLDER

You can choose any individual to be your proxy holder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxy holder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxy holder. These persons are directors and/or officers or other representatives of the Company (the “Management Proxy holders”).

INSTRUCTING YOUR PROXY

You may indicate on your form of proxy how you wish your proxy holder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxy holder must vote your shares according to your instructions.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxy holder can vote your shares as he or she thinks fit.

At the time of printing this Circular, the management of Desert Gold is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, in keeping with the discretionary authority conferred on them by the form of proxy with respect to such matters.

If you have appointed the Management Proxy holders as your proxy holder, they will, unless you give other instructions, vote your shares at the Meeting as follows:

FOR setting the number of directors at five (5);
FOR the election of the proposed nominees as directors;
FOR the appointment of an auditor for the Company;
FOR approval of the Stock Option Plan;
FOR other business

REVOKING YOUR PROXY IF YOU CHANGE YOUR MIND

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Suite 210, 9648-128th Street, Surrey, B.C., V3T 2X9; or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Vancouver time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Odyssey Trust Company of Canada., to Proxy Department, 350-409 Granville Street, Vancouver, British Columbia V6C 1T2, or vote online as set out in the Proxy, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting.

BENEFICIAL SHAREHOLDERS

The following information is of significant importance to shareholders who do not hold common shares in their own name.

Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common shares) or as set out in the following disclosure.

If Common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common shares will not be registered in the shareholder's name on the records of the Company. Such Common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In the United States, the vast majority of such Common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

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

The Company is taking advantage of the provisions of National Instrument 54-101 "Communication with Beneficial Owners of Securities of a Reporting Issuer" that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF"). These VIFs are to be completed and returned to Computershare via postal service or by facsimile. In addition, Computershare provides internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive."

These security holder materials are being sent to both registered owners of the securities of the Company. If you are a nonregistered owner, and the Company 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. Please return your voting instructions as specified in Proxy or VIF that you receive.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. 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 and the appointment of any shareholder's representative.

If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common shares voted or to have an alternate representative duly appointed to attend and to vote your Common shares at the Meeting.

PART 2 - VOTING SHARES AND THE PRINCIPAL HOLDERS OF VOTING SHARES

DESERT GOLD SHARES

The authorized capital of the Company consists of an unlimited number of common shares and 1,250,000 preferred shares. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on September 8, 2025, the date fixed as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

PRINCIPAL HOLDERS OF DESERT GOLD SHARES

At the close of business on September 8, 2025, there were 269,554,099 common shares outstanding.

To the knowledge of the directors and officers of the Company, no holders beneficially own, directly or indirectly, or exercises control or direction over 10% or more of the issued common shares on September 8, 2025.

PART 3 - THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2024 will be placed before you at the Meeting. They have been mailed to the shareholders together with the Notice of Meeting and this Circular. These financial statements and MD&A are also available for review on SEDAR. Shareholders can request a copy of our future financial statements and MD&A by completing the supplemental request card which accompanies the Notice of Meeting and this Circular. See *Part 8 – Other Information* below.

ELECTION OF DIRECTORS

Number of Directors

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time. Under the Company's Articles and pursuant to the *Canada Business Corporations Act*, the number of directors cannot be fewer than three (3) or more than ten (10). Desert Gold currently has four (4) directors. It is proposed to fix the number of directors at five. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

The Company's management recommends that shareholders vote in favor of the resolution setting the number of directors at five (5). Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the resolution setting the number of directors at five.

Management proposes to nominate the four persons named under the heading "Nominees for Election" below for election as directors of the Company.

Nominees for Election

The following information relating to the nominees for directors is based partly on the Company's records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting will have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the Nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

Jared Scharf California, USA Director since 2010	Mr. Scharf has been a director of Desert Gold since 2010 and is currently the CEO. His background is in corporate finance and accounting. Over the last eight years Mr. Scharf held senior finance and accounting positions in the alternative energy, mining and technology sectors. Mr. Scharf holds an Honors Commerce degree in Finance from the Telfer School of Management at the University of Ottawa as well as a Bachelors of Administration also from the University of Ottawa.
Committees	Technical Committee
Other Directorships	Sierra Grande Minerals Inc. (CSE:SGRO)
Securities Held	947,595
Sonny Janda Vancouver, CA Director since 2010	Mr. Janda has been a director since 2010. He holds a B.A. in Economics from Simon Fraser University. His background consists of real estate management, development and acquisitions, finance, private equity management.
Committees	Audit Committee
Other Directorships	Sierra Grande Minerals Inc. (CSE:SGRO) Grand Peak Capital Corp. (CSE:GPK)
Securities Held	5,714,649
Christopher Marsh Ontario, Canada Director Since 2020	Mr. Marsh is a Principal of Sprucehill Capital Inc., a private investment firm. Previously, Chris was the President of Blockchain Foundry from 2018-2022 and spent 8 years at Richardson GMP and GMP Securities in Toronto, Canada, as an investment banker and corporate development executive. He also spent four years in London, England where he worked in corporate finance and asset management. Mr. Marsh is a CFA charter holder and holds a Masters in Finance degree from London Business School and a Bachelor of Commerce from Queen's University in Kingston, Canada.
Committees	Audit Committee
Other Directorships	
Securities Held	400,000

Doug Engdahl Saskatchewan, Canada Director since 2023	<p>Mr. Engdahl is a professional geologist and the current President & CEO of Axiom Group. Doug received his B.Sc. from the University of Saskatchewan in Geological Sciences and a Citation Program in Applied Geostatistics with Clayton Deutsch from the University of Alberta. He is Professional Geoscientist registered with the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS), Engineers & Geoscientists British Columbia and Professional Engineers and Scientists of Alberta (APEGA).</p> <p>Doug has over 20 years managing various companies with 15 years of geological experience in both junior and major exploration and mining sectors across North America and in Africa. His extensive mineral exploration experience has been focused on data compilation and interpretation, drill target generation and drill program management, as well as resource and mine modeling with focus on structural geology and resource calculations. Doug was also a certified practicing member of the Saskatchewan Mine Rescue program, outside of the geological world he has 7 years as a Gold Seal Volunteer Firefighter and First Responder with Warman Fire Department.</p>
Committees	Audit Committee
Other Directorships	ATHA Energy Corp. Terra Uranium Ltd
Securities Held	Nil

The Company's management recommends that the shareholders vote in favor of the election of the proposed nominees as directors of the Company for the ensuing year.

Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the nominees named in this Circular.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCY

Save and except as set out below, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Penalties or Sanctions

Save and except as set forth below, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this 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.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

APPOINTMENT OF THE AUDITOR

For the fiscal year ended 2024 the Company's auditor was Reliant CPA, Chartered Professional Accountants.

Unless you give other instructions, the persons named in the enclosed form of proxy or VIF intend to vote FOR the appointment of Reliant as auditor of the Company until the close of the next annual meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

DESERT GOLD'S STOCK OPTION PLAN

APPROVAL OF STOCK OPTION PLAN

Management is seeking shareholder approval for the adoption the stock option plan (the "Stock Option Plan") and the approval of the number of shares reserved for issuance under the Stock Option Plan in accordance with and subject to the rules and policies of the Toronto Venture Stock Exchange (the "TSXV"). The Board of Directors of the Company has established an incentive stock option plan (the "Stock Option Plan") reserving a rolling 10% of the issued and outstanding shares of the Company from time to time. The purpose of the Stock Option Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

TERMS OF THE STOCK OPTION PLAN

A full copy of the Stock Option Plan is available upon request for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

Number of Shares Reserved. The number of common shares which may be issued pursuant to options granted under the Stock Option Plan (including all options granted by the Company prior to the adoption of the Stock Option Plan) shall equal 10% of the issued and outstanding shares of the Company from time to time at the date of grant.

Maximum Term of Options. The term of any options granted under the Stock Option Plan is fixed by the Board of Directors and may not exceed ten years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Board of Directors, provided that it is not less than the price permitted by the TSXV, or, if the shares are no longer listed on the TSXV, then such other exchange or quotation system on which the shares are listed or quoted for trading.

Amendment. The terms of an option may not be amended once issued under TSXV requirements. If an option is cancelled prior to the expiry date, the Company shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with TSXV requirements.

Eligibility. means any director, executive officer, employee, consultant or management company employee and their permitted assigns (as those terms are defined by the policies of the TSX Venture Exchange (and/or applicable securities laws, as are amended or replaced from time to time) of the Company or any affiliate of the Company

Maximum. The aggregate number of options granted to any one person, Insiders or companies wholly owned by that person, in a 12 months period must not exceed 10% of the issued shares of the Company, calculated on the date an option is granted to the person, unless the Company has obtained the requisite disinterested shareholder approval.

Termination. Any options granted pursuant to the Stock Option Plan will terminate on (i) the earliest of the expiration date (ii) the end of the period of time permitted for exercise of the Option (not to be in excess of six months), to be determined by the Board at the time of the grant after the Optionee ceased to be eligible for options for any reasons other than death, disability or cause (iii) the 30th day after the Optionee who is engaged in Investor Relations for the Company ceases to be so employed (iv) the date on which the Optionee ceased to be eligible for options by reason or termination of the Optionee as an employee, consultant or independent contractor of the Company (v) the first anniversary of the date on with the Optionee ceased to be eligible for options on account of disability (vi) the first anniversary of the date of death of the Optionee.

Administration. The Stock Option Plan is administered by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time.

Board Discretion.

The Stock Option Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with TSXV requirements.

Shareholders (being a simple majority of the votes cast by the shareholders who are not insiders of the Company or associates of those insiders) will be asked to approve the following resolution:

“BE IT RESOLVED:

1. that the Stock Option Plan be and the same is hereby adopted and approved and that the directors of the Company be and are hereby authorized to make such amendments or revisions to the Stock Option Plan from time to time, without further shareholder approval, as may be required by the TSX.V Exchange or any other stock exchange upon which the Company's shares may be listed for trading in order to cause the Stock Option Plan to fully comply with the requirements of the of such exchange and to fully carry out this resolution;
2. all options to acquire common shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company or any subsidiary of the Company and currently outstanding shall be deemed to have been granted and issued under the Stock Option Plan and otherwise be governed by the terms and conditions of the Stock Option Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options; and
3. the reservation under the Stock Option Plan of a maximum up to the amount of 10% of the issued shares of the Company on a rolling basis, at the time of granting of the stock option pursuant to the Stock Option Plan be and the same is hereby approved.”

The Company's management recommends that shareholders vote in favor of the resolution to ratify and approve the Stock Option Plan. **Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the approval and ratification of the Stock Option Plan.**

PART 3 – COMPENSATION

Goals and Objectives

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers (the "Named Executive Officers" or "NEOs") listed in the Summary Compensation Table that follows.

The Company has, as of yet, no significant revenues from operations and often operates with limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the Board of Directors has to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid- and long-term. An important element of executive and director compensation is that of stock options, which do not require cash disbursement by the Company. Additional information about the Company and our operations is available at our website www.desertgold.ca, and in the audited consolidated financial statements and Management's Discussion & Analysis for the year ended December 31, 2023 and 2022, which have been filed with regulators and are available for viewing under the Company's profile at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders. We believe that adequate and appropriate compensation for our executive officers is key to ensuring the continuity of high quality management who will provide strong leadership and stewardship for the Company.

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "Stock Option Plan") to receive grants of stock options. The Board as a whole approves individual stock option grants and the size of the option grant is dependent on, among other things, each officer's or director's level of responsibility, authority and importance to the Company.

Before considering grants, the Board will evaluate the number of options already granted to that officer or director, the exercise price of the options, and the term remaining on those options. In granting options, the Board might also reference the number of stock options granted to officers and directors of other publicly traded companies that, similar to the Company, are involved in the mining industry; or those of other publicly traded Canadian companies of a comparable size to that of the Company in respect of assets as well as consider the effort, time, responsibility, ability, experience, and level of commitment of the executive officer or director in determining the level of incentive stock option compensation.

COMPENSATION OF DIRECTORS AND OFFICERS

The following table sets out certain information respecting the compensation paid during the past three fiscal years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fees, retainer, or commission USD	Bonus USD	Committee/ Meeting USD	Value of perquisites USD	Value of all other compensation USD	Total compensation USD
Sonny Janda Director	2024	43,800	Nil	Nil	Nil	Nil	43,800
	2023	44,455	Nil	Nil	Nil	Nil	44,455
	2022	106,856	Nil	Nil	Nil	Nil	106,856
Jared Scharf CEO	2024	120,000	Nil	Nil	Nil	Nil	120,000
	2023	120,671	Nil	Nil	Nil	Nil	120,671
	2022	122,281	Nil	Nil	Nil	Nil	122,281
Larry Tsang, CFO	2024	23,760	Nil	Nil	Nil	Nil	23,760
	2023	27,249	Nil	Nil	Nil	Nil	27,249
	2022	25,360	Nil	Nil	Nil	Nil	25,360
Don Dudek Director (i)	2024	38,360	Nil	Nil	Nil	Nil	38,360
	2023	43,807	Nil	Nil	Nil	Nil	43,807
	2022	74,781	Nil	Nil	Nil	Nil	74,781
Doug Engdahl Director (ii)	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Chris Marsh Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (CAD\$)	Closing price of security or underlying security on date of grant (CAD\$)	Closing price of security or underlying security at year end December 31, 2024 (CAD\$)	Expiry date
Don Dudek Director (i)	Stock option	500,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		700,000	13-May-20	0.1	0.15	0.13	13-May-25
		300,000	22-Jan-21	0.15	0.15	0.13	22-Jan-26
		400,000	21-Mar-23	0.07	0.07	0.07	21-Mar-28
Jared Scharf Director/ CEO	Stock option	500,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		700,000	13-May-20	0.1	0.15	0.13	13-May-25
		300,000	22-Jan-21	0.15	0.15	0.13	22-Jan-26
		500,000	21-Mar-23	0.07	0.07	0.07	21-Mar-28
Sonny Janda Director	Stock option	500,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		1,000,000	13-May-20	0.1	0.15	0.13	13-May-25
		300,000	22-Jan-21	0.15	0.15	0.13	22-Jan-26
		700,000	21-Mar-23	0.07	0.07	0.07	21-Mar-28
Larry Tsang CFO	Stock option	100,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		50,000	22-Jan-21	0.15	0.15	0.13	22-Jan-26
		100,000	21-Mar-23	0.07	0.07	0.07	21-Mar-28
Chris Marsh Director	Stock option	500,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		400,000	21-Mar-23	0.07	0.07	0.07	21-Mar-28
Doug Engdahl Director(ii)	Stock option	500,000	28-Jun-24	0.08	0.06	0.07	28-Jun-29
		600,000	15-Jun-23	0.07	0.07	0.04	15-Jun-28

(i) Don Dudek resigned in April 2025

(ii) Doug Engdahi was appointed a director of the Company in June 2023.

PART 4 – THE AUDIT COMMITTEE

National Instrument 52-110 Audit Committees of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

THE AUDIT COMMITTEE CHARTER

The Company’s audit committee is governed by an audit committee charter, the text of which is attached as Exhibit “A” to this Circular

COMPOSITION OF AUDIT COMMITTEE

Currently, the Company’s audit committee is comprised of three directors, Sonny Janda, Doug Engdahi and Christopher Marsh, of whom Doug Engdahi, Christopher Marsh and Sonny Janda are considered “independent” as that term is defined in applicable securities legislation. All three audit committee members have the ability to read and understand 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 and are therefore considered “financially literate”.

RELEVANT EDUCATION AND EXPERIENCE

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

In addition, members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public and private companies. See *Part 7 - Corporate Governance*.

AUDIT COMMITTEE OVERSIGHT

Since the commencement of the Company's most recently completed financial year ended December 31, 2024, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

PRE-APPROVAL POLICIES AND PROCEDURES

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter attached as Schedule "A" to this Circular.

EXTERNAL AUDIT SERVICE FEES (BY CATEGORY)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
2024	US\$30,000	Nil	Nil
2023	US\$25,000	Nil	Nil

RELIANCE ON EXEMPTION

As the Company is a "Venture Issuer" pursuant to relevant securities legislation, the Company is relying on the exemption in Section

6.1 of National Instrument 52-110 – Audit Committees from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of National Instrument 52-110.

PART 5 - CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by, and are accountable to, the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make these disclosures with reference to the requirements of Form 58-101F2, this disclosure is provided below.

BOARD OF DIRECTORS

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Structure and Composition

The Board is currently composed of three directors. All of the proposed nominees for election as directors at the Meeting are currently directors of the Company. National Policy 58-201 - *Corporate Governance Guidelines* suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under appropriate securities legislation. In determining whether a director is independent, the Board chiefly considers whether the director has a relationship which could, or could be perceived to interfere with the director’s ability to objectively assess the performance of management.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly. In fulfilling its mandate, the Board, is responsible for, amongst other matters, reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable.

At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, the Board intends to review this position and if it deems it appropriate, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company's internal control and management information systems and for the Company's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and the Board. The orientation provides background information on the Company's history, performance and strategic plans.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However there is no formal orientation for new members of the Board and this is considered to be appropriate, given the Company's size and current operations.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

Diversity

For the financial year ended December 31, 2024 and 2023, there was one member of the board and one member of senior management each of whom are both visible minorities.

Given its current size and stage of development and the location of its projects the Corporation does not currently have a formal policy for the representation and nomination of women, Aboriginal persons, members of visible minorities and persons with disabilities on the board of directors or senior management.

As of the date of this document there were no women, Aboriginal persons or persons with disabilities on the board of directors or part of senior management.

Other Committees of the Board of Directors

At the present time, the Board of Directors of the Company has appointed an audit committee and a technical committee.

PART 6 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No one director or executive officer, former director or executive officer, or proposed nominee for election as a Director of the Company, or any associate or affiliate of the foregoing was indebted to the Company in the last completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON AT THE MEETING

No one director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of the directors and the resolutions with respect to the amendment to the stock option plan and repricing of previously granted stock options. See *Part 3 - The Business of the Meeting*.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein and to the best of the knowledge of the Company's management, no proposed nominee for election as a director, and no director or executive officer of the Company who has served in such capacity since the commencement of the Company's most recently completed financial year, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had (or has) any interest in any transaction with the Company or in any proposed transaction since the commencement of the Company's most recently completed financial year that has materially affected the Company or is likely to do so.

OTHER MATTERS

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

ADDITIONAL INFORMATION

You may obtain additional information, including financial information, of the Company in its audited annual consolidated financial statements and Management Discussion and Analysis, for the years ended December 31, 2024 and 2023 by accessing the Company's public disclosure documents through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at sedarplus.ca under the Company's profile.

EXHIBIT "A"

Audit Committee Charter of Desert Gold Ventures Inc.

1. Purpose

1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:

- support the Board of Directors in meeting its responsibilities to shareholders;
- enhance the independence of the external auditor;
- facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
- increase the credibility and objectivity of the Company's financial reports and public disclosure.

1.2 The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.

1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

2.1. Each member of the Audit Committee must be a director of the Company.

2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.

2.3 The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
- communicate directly with management and any internal auditor, and with the external auditor without management involvement.
- approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors; (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;

- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
 - the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Company's hiring policies with respect to partners (or employees or former partners or employees) of either a former or the present external auditor;
- (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1 The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.