



NOTICE OF ANNUAL MEETING AND MANAGEMENT INFORMATION CIRCULAR
with respect to the Annual Meeting of Shareholders to be held on June 29, 2023

Dated as of May 25, 2023

KUYA SILVER CORPORATION
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders of Kuya Silver Corporation (the “**Company**”) will be held as a virtual shareholders’ meeting via live audio conference at 1.888.886.7786 on Thursday, June 29, 2023 at 10:00 AM (Pacific), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon;
2. to fix the number of directors of the Company to be elected at the Meeting;
3. to elect the directors of the Company to hold office until the next annual meeting of shareholders;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular and form of proxy or or voting instruction form, as applicable.

The board of directors of the Company has by resolution fixed the close of business on May 25, 2023 as the record date, being the date for the determination of the registered holders of the common shares of the Company entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign, and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. Shareholders wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his/her/its duly completed and executed form of proxy with the Company’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”) (Attention: Proxy Department) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or adjournments or postponements thereof at which the proxy is to be used.

The Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via live audio conference, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors and management of the Company as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders (being shareholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest but not be able to participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the management information circular of the Company dated May 25, 2023 and other Meeting materials carefully. They contain important information with respect to voting your securities and attending and participating at the Meeting.

Shareholders who wish to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person’s name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend the Meeting as your proxy and vote your shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to vote at the Meeting, you **MUST** identify such proxyholder on your form of proxy or voting instruction form.

DATED at Toronto, Ontario, as of the 25th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"/s/ David Stein" _____

David Stein

President, Chief Executive Officer and Director

KUYA SILVER CORPORATION
Management Information Circular

Unless otherwise stated, information contained herein is given as of May 25, 2023. All references to dollar amounts herein are references to Canadian dollars unless otherwise indicated.

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by the management of Kuya Silver Corporation (the “**Company**”) of proxies to be voted at the annual meeting (the “**Meeting**”) of the holders (the “**shareholders**”) of common shares of the Company (“**Common Shares**”, “**common shares**” or “**Shares**”) to be held as a virtual shareholders’ meeting via audio conference at 1.888.886.7786 on Thursday, June 29, 2023 at 10:00 AM (Pacific), for the purposes set forth in the accompanying Notice of Meeting.

Unless otherwise stated, the information contained in this Information Circular is given as at May 25, 2023.

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the Company has delivered proxy-related materials to intermediaries to forward to beneficial shareholders (as defined herein). The Company does not intend to pay for intermediaries to forward to OBOs (as defined herein) under NI 54-101 the proxy-related materials. In the case of an OBO, the OBO will not receive the materials unless the OBO’s intermediary assumes the cost of delivery.

The head office of the Company is located at Suite 200 – 150 King Street West, Toronto, Ontario, M5H 1J9. The registered and records office of the Company is located at 40440 Thunderbird Ridge B1831, Garibaldi Highlands, BC, V0N 1T0.

The solicitation of proxies by management of the Company will be made primarily by mail but solicitation may be made by telephone or in person with the cost of such solicitation to be borne by the Company. **While no arrangements have been made to date, the Company may contract for the solicitation of proxies for the Meeting. Such arrangements would include customary fees which would be borne by the Company.**

Appointment of Proxyholder

The persons named in the enclosed form of proxy for the Meeting are officers of the Company and nominees of management. **A registered shareholder has the right to appoint some other person or company, who need not be a shareholder, to represent such registered shareholder at the Meeting by striking out the names of the persons designated in the accompanying form of proxy and by inserting the name of that other person or company in the blank space provided.** If a registered shareholder appoints one of the persons designated in the accompanying form of proxy as a nominee and does not direct the said nominee to vote either “For”, “Against”, or “Withhold”, as applicable, from voting on a matter or matters with respect to which an opportunity to specify how the Shares registered in the name of such registered shareholder shall be voted, the proxy shall be voted “For” such matter or matters.

The instrument appointing a proxyholder must be in writing and signed by the registered shareholder, or such registered shareholder’s attorney authorized in writing, or if the registered shareholder is a corporation, by the authorized representative or a duly authorized person on behalf of such corporation. An undated but executed proxy will be deemed to be dated the date of the mailing of the proxy. In order for a proxy to be valid, a registered shareholder must:

- (a) sign and print his or her name on the lines specified for such purpose at the bottom of the form of proxy; and

- (b) return the properly executed and completed form of proxy by mailing it or delivering it by hand in the appropriate enclosed return envelope addressed to Computershare Investor Services Inc. (“**Computershare**”),

to be received no later than 48 hours (excluding Saturdays, Sundays, and holidays) before any adjournment(s) of the Meeting, unless the Chair of the Meeting elects to exercise their discretion to accept proxies received subsequently.

Revocation of Proxy

A registered shareholder may revoke a proxy by delivering a signed instrument in writing executed by such registered shareholder or by the registered shareholder’s attorney authorized in writing or, where the registered shareholder is a corporation, by a duly authorized officer or attorney of such corporation, either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or before any vote in respect of which the proxy is to be used shall have been taken, or in any other manner permitted by law.

Voting of Proxies

A registered shareholder may direct the manner in which his or her Shares are to be voted or withheld from voting in accordance with the instructions of the registered shareholder by marking the form of proxy accordingly. The management nominees designated in the enclosed form of proxy will vote the Shares represented by proxy in accordance with the instructions of the registered shareholder on any resolution that may be called for and if the registered shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **Where no choice is specified with respect to any resolution or in the absence of certain instructions, the Shares represented by a proxy given to management will be voted “For” the resolution. If more than one direction is made with respect to any resolution, such Shares will similarly be voted “For” the resolution.**

Exercise of Discretion by Proxyholders

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the proxyholders named therein with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and other matters not so identified which may properly be brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations, or other matters to come before the Meeting. If any amendment or variation or other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such amendment, variation, or matter.

VOTING BY BENEFICIAL SHAREHOLDERS

The information set out in this section is important to many shareholders, as a substantial number of shareholders do not hold their Shares in their own name.

Persons who hold Shares through their brokers, agents, trustees, or other intermediaries (such shareholders, “**beneficial shareholders**”) should note that only proxies deposited by registered shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If Shares are shown on an account statement provided to a beneficial shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder will not appear on the share register of the Company. Such Shares will most likely be registered in the name of the broker or an agent of the broker. In Canada, the vast majority of such Shares will be registered in the name of “CDS & Co.”, the registration name of CDS Clearing and Depository Services Inc. which acts as a nominee for many brokerage firms. Shares held by brokers, agents, trustees, or other intermediaries can only be voted by those brokers, agents, trustees, or other intermediaries in accordance with instructions received from beneficial shareholders. As a result, beneficial shareholders should carefully review the request for voting

instructions (“**VIF**”) provided with this Information Circular and ensure they communicate how they would like their Shares voted in accordance with those instructions.

Beneficial shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those beneficial shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”. In accordance with the requirements of NI 54-101, the Company has delivered proxy-related materials to intermediaries to forward to beneficial shareholders. The Company does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy-related materials. In the case of an OBO, the OBO will not receive the materials unless the OBO’s intermediary assumes the cost of delivery.

Generally, a Beneficial Shareholder who has not waived the right to receive Meeting materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile with a stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Shareholder and must be completed, but not signed, by the Beneficial Shareholder and deposited with Computershare; or
- (b) more typically, be given a VIF which is not signed by the intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the intermediary or its service Company, will constitute voting instructions which the intermediary must follow.

VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit beneficial shareholders to direct the voting of the Shares which they beneficially own. Beneficial shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although beneficial shareholders may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their broker, agent, trustee, or other intermediary, a Beneficial Shareholder may attend the Meeting as a proxyholder for a registered shareholder and vote Shares in that capacity. Beneficial shareholders who wish to attend the Meeting or have someone else attend on their behalf, and indirectly vote their Shares as proxyholder for the registered shareholder, should contact their broker, agent, trustee, or other intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

If you are a beneficial shareholder, and the Company or its agent has sent these materials 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 on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

ACCESSING AND VOTING AT THE VIRTUAL MEETING

Registered shareholders may vote at the Meeting, as further described below. See “How do I attend and participate at the Meeting?”.

Beneficial shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting. This is because the Company and its transfer agent do not have a record of the beneficial shareholders of the Company, and as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a Beneficial Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the VIF sent to you and must

follow all of the applicable instructions provided by your intermediary. See “Appointment of a Third Party as Proxy” and “How do I attend and participate at the Meeting?”.

Appointment of a Third Party as Proxy

The following applies to shareholders who wish to appoint a person (a “**third-party proxyholder**”) other than the management nominees set forth in the form of proxy or VIF as proxyholder, including beneficial shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to vote at the Meeting as their proxy and vote their Shares MUST submit their proxy or VIF (as applicable) appointing such third-party proxyholder.

To appoint a third-party proxyholder, insert such person’s name in the blank space provided in the form of proxy or VIF (if permitted) and follow the instructions for submitting such form of proxy or VIF. If you are a Beneficial Shareholder located in the United States, you must also provide Computershare with a duly completed legal proxy if you wish to vote at the Meeting, or if permitted, appoint a third party as your proxyholder. See below under this section for additional details.

If you are a beneficial shareholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the VIF sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary, AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading “How do I attend and participate at the Meeting?”.

Legal Proxy – US Beneficial Shareholders

If you are a beneficial shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under “How do I attend and participate at the Meeting?”, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Computershare. Requests for registration from beneficial shareholders located in the United States that wish to vote at the Meeting, or if permitted, appoint a third party as their proxyholder, must be received by 10:00 AM (Pacific) on June 27, 2023.

How do I attend and participate at the Meeting?

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via audio conference. Shareholders will not be able to attend the Meeting in person.

Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting at 1.888.886.7786. In order to vote at the Meeting, shareholders must submit their proxy or VIF (as applicable) appointing their proxyholder.

SECURITIES ENTITLED TO VOTE

As of May 25, 2023 (the “**Record Date**”), the authorized share capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value (“**Preferred Shares**”) of which 70,443,464 Common Shares and no Preferred Shares are issued and outstanding. Each shareholder is entitled to one vote for each Common Shares registered in his, her, or its name at the close of business on the Record Date, the date fixed by the board of directors of the Company (the “**Board**”) as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting.

The failure of any shareholder to receive notice of the Meeting does not deprive a shareholder of the entitlement to vote at the Meeting. Every shareholder of record at the close of business on the Record Date will be entitled to vote at the Meeting or any adjournment thereof, except to the extent that:

- (a) such shareholder has transferred the ownership of any of their Shares after the Record Date; and
- (b) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that they own the Shares, and demands, not later than 10 days before the Meeting, that their name be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee is entitled to vote those Shares at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The audited consolidated financial statements of the Company for the year ended December 31, 2022, including the report of the auditors thereon, will be tabled at the Meeting and received by the shareholders. These audited consolidated financial statements of the Company for the year ended December 31, 2022, and the report of the auditors thereon, and the related management's discussion and analysis, are available under the Company's profile on SEDAR at www.sedar.com.

Election of Directors

Advance Notice

The Company's articles (the "**Articles**") provide for advance notice (the "**Advance Notice**") to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") or (ii) a shareholder proposal made pursuant to the provisions of the BCBCA.

The purpose of the Advance Notice is to ensure that all shareholders - including those participating in a meeting by proxy - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The foregoing is merely a summary of the Advance Notice provisions in the Articles, is not comprehensive, and is qualified by the full text of the Articles, which are available under the Company's SEDAR profile at www.sedar.com.

As of the date of the Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice.

Fixing the Number of Directors

At the Meeting, the shareholders will be asked to fix the number of directors of the Company to be elected at 6. Approval of the number of directors will require the affirmative votes of the holders of not less than a simple majority of the votes cast in respect thereof by shareholders represented at the Meeting. **Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of fixing the number of directors at 6.**

Nominees

The persons named below are the nominees of management for election as directors. The term of office of each of the present directors expires at the Meeting. Management of the Company proposes to nominate the persons named below for election as directors of the Company at the Meeting, to serve until the next annual meeting of the shareholders of the Company, unless their office is earlier vacated. All of the nominees are currently members of the Board.

Approval of the election of directors will require the affirmative votes of the holders of not less than a simple majority of the votes cast in respect thereof by shareholders represented at the Meeting. **Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the election, as directors, of the nominees whose names are set forth below.** In the event that prior to the Meeting, any vacancies occur on the slate of nominees submitted herewith, it is intended that discretionary authority will be granted to vote proxies solicited by or on behalf of management for the election of any other person or persons as directors. Management is not currently aware that any such nominees would not be willing to serve as director if elected.

As a group, the proposed directors beneficially own, or control or direct, directly or indirectly, a total of 10,393,736 Common Shares, representing 14.75% of the Common Shares outstanding.

Name, Province or State and Country of Residence, Position	Principal Occupation or Employment for the Past Five Years	Director Since	Number of Securities Beneficially Owned or Controlled
David Stein ⁽⁴⁾ Ontario, Canada	President, CEO and Director of the Company (2020 – present); President and Director of Kuya Silver Corp. (2017 – 2020); and former President and CEO of Aberdeen International Inc. (2009 – 2017)	2020	9,933,414 14.10%
Dale Peniuk ^{(1) (2) (3)} British Columbia, Canada	Chartered Professional Accountant (CPA, CA) and corporate director	2018	Nil
Maura Lendon ^{(1) (2) (3)} Ontario, Canada	Chair of the Board of the Company (2022 – present); Interim Chair of the Board of the Company (2021 – 2022); Chief Legal Officer of Greenlane Renewables Inc. (2022 – present); Senior VP, General Counsel of Greenlane Renewables Inc. (2021 – 2022); Former Chief General Counsel and Corporate Secretary of Primero Mining (2012-2018)	2020	60,322 0.09%
Andres Recalde ⁽¹⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Director of Mining for Common Good	2020	Nil
Javier Del Rio ⁽¹⁾⁽²⁾⁽⁴⁾ Arizona, USA	Senior Vice President South America and USA Business Units for Hudbay Minerals Inc. (2023 – present), VP South America and USA Business Units for Hudbay Minerals Inc. (2022 – 2023), Vice President South America Business Units (2017 – 2021)	2022	Nil
Christian Aramayo ⁽⁴⁾ Lima, Peru	COO of the Company (2021 – present); Non-Executive Advisor for Adventus Mining (2022 – Present), Non-executive director of SICG (2021 – Present), Deputy CEO of SICG SAC (2015 – 2021), VP of Operations and Co-founder of Kuya Silver Corp. (2017 – 2021), Engineer Manager of Kinross Gold Corporation (2011 – 2015)	2022	400,000 0.57%

Notes:

- (1) Independent Director.
- (2) Audit Committee member.
- (3) Nominating, Compensation, and Governance Committee member.
- (4) Technical, Safety, Environment, and Social Responsibility Committee member.
- (5) Based on 70,443,464 Common Shares issued and outstanding as of the Record Date.

The information as to residence, principal occupation, and number of Shares beneficially owned or controlled is not within the knowledge of the management of the Company, and has been taken from the System for Electronic Disclosure by Insiders (SEDI) or furnished by the respective nominees as of the Record Date.

Biographies

The following are brief profiles of each of the proposed nominees, including a description of each individual's principal occupation within the past five years.

David Stein, President, Chief Executive Officer and Director

David Stein has a technical background in Geology and Engineering, and jumped into the capital markets very early in his career, in 2001, as a mining equities analyst for a prominent Canadian broker-dealer. More recently, Mr. Stein was President and CEO of Aberdeen International, where he led various private equity and public company investment mandates.

Dale Peniuk, Independent Director

Dale Peniuk is a Chartered Professional Accountant (CPA, CA) and corporate director. Mr. Peniuk has a B.Comm from the University of British Columbia (1982) and received his Chartered Accountant designation from the Institute of Chartered Accountants of British Columbia (now Chartered Professional Accountants of British Columbia). He spent more than 20 years with KPMG LLP and predecessor firms, the last ten years as an Assurance Partner with a focus on mining companies. Mr. Peniuk also serves as a director and Audit Committee Chair of Lundin Mining Corporation, MAG Silver Corp., and Argonaut Gold Inc and currently is or has been a member of the corporate governance and nominating committee and human resources and compensation committee of numerous public mining companies.

Maura Lendon, Independent Director

Maura Lendon is a seasoned, internationally experienced general counsel with 30 years' experience in the mining and technology industries gained after initially practicing with top Bay Street law firms. Ms. Lendon is Chief Legal Officer of Greenlane Renewables Inc., and is also a director of Revival Gold Inc. Ms. Lendon was previously Chief General Counsel of Primero Mining, and Chief Legal Officer of Hudbay Minerals.

Andres Recalde, Independent Director

Andres Recalde is the Director of Mining for Common Good. His expertise is with social performance and building stakeholder confidence for the extractive industries. Mr. Recalde is Peruvian/Canadian and has worked extensively in Latin America as a consultant, advisor, and corporate director to mining companies such as Barrick Gold, Pan American Silver, and Torex Gold. Mr. Recalde is also actively involved as Past President of the Peruvian-Canadian Chamber of Commerce.

Javier Del Rio, Independent Director

Javier Del Rio is a Peruvian mining executive with over 30 years of experience in the mining industry, in both corporate and business unit roles, and in open-pit, underground, and expansion initiatives. Currently, as Senior Vice President South America and USA Business Units for Hudbay Minerals Inc., he is responsible for the strategic and

operational performance of the business units located in Peru, Arizona, and Nevada, which also includes executive oversight of human and capital resources, environmental management, health and safety performance, public and community relations.

Christian Aramayo, Chief Operating Officer and Director

Christian Aramayo has more than seventeen years of experience in the mining industry in North and South America, the Caribbean, Europe and Africa. Throughout his career, he has been closely associated with the practices that make for world-class mining operations and projects including challenging operations as Pueblo Viejo, Paracatu, Fruta del Norte and Tasiast. Mr. Aramayo is a Chartered Engineer who holds a Master's Degree in Science from the University of Manchester (UK) in Decision Sciences and a Master's Degree in Metallurgy.

Corporate Cease Trade Orders

To the knowledge of the Company, no proposed director is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, Chief Executive Officer, or Chief Financial Officer of any company (including the Company) that: (a) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemptions under Canadian securities legislation that was in effect for a period of more than 30 consecutive days (an "order"), that was issued while the proposed director was acting in the capacity as director, Chief Executive Officer, or Chief Financial Officer; or (b) was subject to an order that was issued after the proposed director ceased to be a director, Chief Executive Officer, or Chief Financial Officer and which resulted from an event that occurred while that person was acting in the capacity as director, Chief Executive Officer, or Chief Financial Officer.

Corporate Bankruptcies

To the knowledge of the Company, no proposed director: (a) is, as at the date of this Information Circular, or has been within the ten years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets; or (b) has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of the Company, no proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted "FOR" the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditors of the Company to hold office until the close of the next annual meeting of shareholders of the Company or until a successor is appointed. It is proposed that the remuneration to be paid to the auditors be fixed by the Board. Davidson & Company LLP has been the Company's auditor since October 2016.

Fees Paid to Auditor and their Independence from the Company

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit, audit-related, tax, and all other fees are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
2022	\$69,500	\$52,300	\$2,000	\$Nil
2021	\$86,000	\$30,000	\$Nil	\$Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings, and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews, and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning, and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

In the event the Company wishes to retain the services of the Company's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained. All of the engagements and fees for the years ended December 31, 2022 and December 31, 2021 were pre-approved or ratified by the Audit Committee. The Audit Committee reviews with its auditor whether the non-audit services to be provided are compatible with maintaining the auditor's independence.

OWNERSHIP OF SHARES

Ownership by Management

The following table sets forth certain information regarding beneficial ownership of the Shares, as of May 25, 2023, by each of the Company's executive officers:

Name	Beneficially Owned⁽¹⁾	Percentage
David Stein, President, Chief Executive Officer and Director	9,933,414	14.10%
Christian Aramayo, Chief Operating Officer and Director	400,000	0.57%
Lesia Burianyk, Interim Chief Financial Officer	20,200	0.03%
Tyson King, Vice President, Corporate Development	296,000	0.42%
Leah Hodges, Corporate Secretary	20,050	0.03%

Notes:

- (1) These amounts do not include stock options or restricted share units.

Ownership by Principal Shareholders

To the Company's knowledge, as of May 25, 2023, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company, except as described herein.

QUORUM

The quorum for the transaction of business at a meeting of shareholders is one or more persons present at the commencement of the Meeting holding, or representing by proxy, shares entitled to vote at the Meeting.

No business may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the Meeting.

CORPORATE GOVERNANCE

The Company's Board and executive officers consider good corporate governance to be an important factor in the efficient and effective operation of the Company.

Board of Directors

The Board is currently composed of six directors: David Stein, Dale Peniuk, Maura Lendon, Andres Recalde, Javier Del Rio and Christian Aramayo

National Policy 58-201 – *Corporate Governance Guidelines* suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. Of the proposed nominees for directors of the Company, four (Dale Peniuk, Maura Lendon, Andres Recalde, and Javier Del Rio) are considered by the Board to be "independent" within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, and two nominees (David Stein and Christian Aramayo) are considered to be "non-independent." David Stein is not an independent director as he serves as President and Chief Executive Officer and Christian Aramayo is not an independent director as he serves as Chief Operating Officer

In order to ensure that the Board exercises independent judgment in carrying out its responsibilities, the independent members of the Board meet without the presence of the non-independent directors and management, known as "in-camera" meetings, before or after every regularly scheduled meeting and at such other times as they deem appropriate.

The Board is responsible for determining the compensation paid to the directors of the Company. The directors establish director compensation based on the recommendations of the Nominating, Compensation and Governance Committee, which is comprised of independent directors.

Position Descriptions

The Chair of the Board has the following key responsibilities: duties relating to setting Board meeting agendas; chairing Board and shareholders meetings; director development; and communicating with shareholders and regulators.

The Board has adopted a written position description for the Chair of the Audit Committee, the Chair of the Nominating, Compensation, and Governance Committee, and the Chair of the Technical, Safety, Environment, and Social Responsibility Committee. Each position description sets out the committee chair's key responsibilities,

including duties relating to setting committee meeting agendas, chairing committee meetings, and working with the applicable committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

The activities of the executive officers are subject to the overriding supervision and direction of the Board.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, the provision of copies of or access to the Company's documents and site visits to the Company's mineral properties.

The Company has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors, and consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the BCBCA and the common law, and the restrictions placed by the BCBCA on an individual director's participation in decisions of the Board in which the director has an interest, have helped to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company, and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of the Company also serves as a director or officer of another company engaged in similar business activities to the Company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

Further, the Company has a code of business conduct and ethics (the "**Code**") that applies to the Company's directors, officers, and employees. The Code does not address every possible business scenario, but rather, sets out key guiding principles of integrity to which Company personnel are expected to adhere in all matters. These principles include, but are not limited to, honest and ethical conduct, fair dealing with internal and external stakeholders, and compliance with all applicable laws, rules, and regulations.

Nomination of Directors

When there is a need to fill a position on the Board, either due to a vacancy or as required to carry out the Board's duties effectively and maintain a breadth of experience, the Nominating, Compensation, and Governance Committee assists the current directors with identifying individuals qualified to become new Board members and potential candidates for consideration.

Board Committees

The Board has an Audit Committee, a Nominating, Compensation, and Governance Committee and a Technical, Safety, Environment, and Social Responsibility Committee. For more detail on the committees of the board, see "*Committees of the Board of Directors.*"

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors, and each committee of the Board, in order to satisfy itself that each is functioning effectively.

Corporate Policies

The Board has adopted the following policies in place for its directors, officers, employees, and consultants:

- Board Mandate and Corporate Governance Policy;
- Code of Business Conduct;
- Corporate Disclosure Policy; and
- Insider Trading Policy.

The above noted policies are on the Company's website, <https://www.kuyasilver.com/corporate/governance>. Shareholders may also contact the Company to request copies via email at lhodges@benchmarkgovernance.com.

Diversity and Inclusion

While the Board has not adopted a formal diversity policy that sets forth the Company's approach to achieving and maintaining inclusion on its Board and in executive officer positions, the Company recognizes that diversity is important to ensure that the profiles of Board members and executive officers provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management. In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to the Company's success. By bringing together individuals from diverse backgrounds and giving each person the opportunity to contribute their skills, experience and perspectives in an inclusive workplace, the Company believes that it is better able to develop solutions to challenges and deliver sustainable value for the Company and its stakeholders. The Company considers diversity to be an important attribute of a well-functioning Board and an efficient team of executive officers. Of the Company's current directors, one (16%) is a woman and three (50%) are Peruvian. Of the Company's current members of senior management, one (33%) is a woman and one (33%) is Peruvian.

OTHER DIRECTORSHIPS

The following current and proposed directors of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)
LENDON, Maura	Revival Gold Inc.
PENIUK, Dale	Argonaut Gold Inc. MAG Silver Corp. Lundin Mining Corporation
STEIN, David	Panthera Resources PLC

MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at least once each calendar quarter to review, among other things, the performance of the Company. Results are compared and measured against a previously established plan and performance of prior fiscal years. The Board will review and assess the Company's financial budget and business plan for the ensuing year and its overall strategic objectives. This process will establish, among other things, benchmarks against which the Board may measure the performance of management. Other meetings of the Board will be called to deal with special matters, as circumstances require.

COMMITTEES OF THE BOARD OF DIRECTORS

There are currently three committees of the Board, namely, the Audit Committee, the Nominating, Compensation, and Governance Committee and the Technical, Safety, Environment, and Social Responsibility Committee.

Audit Committee

The members of the Audit Committee are Dale Peniuk (Chair), Maura Lendon, and Javier Del Rio, all of whom are considered independent directors for the purposes of National Instrument 52-110 – *Audit Committees* (“NI 52-110”). The full text of the Audit Committee’s Charter is annexed as Appendix “A” to this Information Circular.

Each member of the Audit Committee is considered financially literate as they each have the ability to understand a set of financial statements that presents 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 the internal controls and procedures for financial reporting.

At no time since the commencement of the Company’s most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been accepted by the Board.

As the Company is considered a “venture issuer” for the purpose of NI 52-110, it is relying on the exemption found in section 6.1 of NI 52-110.

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is set out at “*Particulars of Matters to be Acted Upon – Election of Directors – Biographies*”.

The members of the Audit Committee are elected by the Board at its first meeting following the annual shareholders’ meeting, to serve one-year terms. There are no limits to how many consecutive terms an Audit Committee member may serve.

Nominating, Compensation, and Governance Committee

The members of the Nominating, Compensation, and Governance Committee are Maura Lendon (Chair), Dale Peniuk, and Andres Recalde, all of whom are considered independent directors for the purposes of NI 52-110. The purpose of the Nominating, Compensation, and Governance Committee is to assist the Board in discharging its responsibilities with respect to: identifying individuals qualified to become new board members; setting director and senior executive compensation; and assessing and making recommendations to the Board regarding certain compensation related and governance matters as delegated by the Board. The Board has adopted a written charter setting forth such purpose.

For additional details regarding the relevant education and experience of each member of the Nominating, Compensation, and Governance Committee, including the direct experience that is relevant to each committee member’s responsibilities, see “*Particulars of Matters to be Acted Upon – Election of Directors – Biographies*”. For information regarding the steps taken to determine compensation for the directors and the executive officers, see “*Statement of Executive Compensation*” herein.

No member of the Nominating, Compensation, and Governance Committee is an officer or employee of the Company, and as such, the Board believes that the Nominating, Compensation, and Governance Committee is able to conduct its activities in an objective manner.

Technical, Safety, Environment, and Social Responsibility Committee

The members of the Technical, Safety, Environment, and Social Responsibility Committee are Javier Del Rio (Co-Chair), Andres Recalde (Co-Chair), David Stein and Christian Aramayo, Mr. Del Rio and Mr. Recalde being the independent members for the purposes of NI 52-110. The purpose of the Technical, Safety, Environment, and Social Responsibility Committee is to assist the Board in discharging its responsibilities with respect to: reviewing, with management, the Company's strategies, goals, management systems and policies with respect to operations, health, safety, environmental affairs, sustainable development, human rights, and social impact; technical matters relating to exploration, development, permitting, construction, and operation of the Company's mining activities; mineral resources and mineral reserves on the Company's mineral properties, including disclosures of technical information; due diligence in the development, implementation, and monitoring of systems and programs for management, and compliance with applicable law related to health, safety, environment, and social responsibility; monitoring the Company's performance in matters of safety, environment, and social responsibility; and monitoring compliance with applicable laws related to safety, environment, and social responsibility. The Board has adopted a written charter setting forth such purpose.

For additional details regarding the relevant education and experience of each member of the Technical, Safety, Environment and Social Responsibility Committee, including the direct experience that is relevant to each committee member's responsibilities, see "*Particulars of Matters to be Acted Upon – Election of Directors – Biographies*".

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company operates in a dynamic and rapidly evolving market. To succeed in this environment and to achieve its business and financial objectives, the Company must attract, retain, and motivate a highly talented team of executive officers. The Company expects its team of executive officers to possess and demonstrate strong leadership and management capabilities, as well as foster a pioneering culture, which is at the foundation of the Company's success and remains a pivotal part of everyday operations. The Nominating, Compensation, and Governance Committee is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the human resources, succession planning, and compensation policies, processes, and practices. The Nominating, Compensation, and Governance Committee is also responsible for ensuring that the compensation policies and practices provide an appropriate balance of risk and reward consistent with the risk profile. The Board has adopted a written charter for the Nominating, Compensation, and Governance Committee setting out its responsibilities for administering the compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to the directors and officers. The Nominating, Compensation, and Governance Committee's oversight includes reviewing objectives, evaluating performance, and ensuring that total compensation paid to the executive officers and various other key employees is fair, reasonable, and consistent with the objectives of the philosophy and compensation program.

The Nominating, Compensation, and Governance Committee is required to evaluate the Company's compensation programs as circumstances require and on an annual basis. As part of this evaluation process, the Nominating, Compensation, and Governance Committee is guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to the Company if it were required to find a replacement for a key employee.

The Company's compensation practices are designed to retain, motivate, and reward its executive officers for their performance and contribution to the Company's long-term success, while recognizing that a focus on non-cash incentives is appropriate, given the Company's current stage of development. The Nominating, Compensation, and Governance Committee seeks to reward the achievement of corporate and individual performance objectives and to align executive officers' incentives with the Company's performance. Although as of the date of this Information Circular, the Company's directors have not tied the compensation of its Named Executive Officers (as that term is defined below) to the achievement of specific performance goals, they regularly discuss milestones in relation to the

Company's project development activities, and intend to incorporate performance-based incentives using the Equity Incentive Plan.

In order for the Company to achieve its growth objectives, attracting and retaining the right team members is critical. Having a considered compensation plan that attracts high performers and compensates them for continued achievements is a key component of this strategy. The Company's Named Executive Officers (as that term is defined below) will be invited to participate in the Equity Incentive Plan (as defined herein), driving retention and ownership. Communicating clear and concrete criteria for merit-based increases and bonuses will also motivate the entire team to achieve individual and corporate goals.

No risks arising from the Company's compensation policies and practices have been identified that are reasonably likely to have a material adverse effect on the Company. No NEOs (as that term is defined below) or directors are permitted to purchase financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director.

Elements of Compensation

The Company's executive compensation consists primarily of two elements: (a) base salary; and (b) short-term, long-term and bonus incentives. The Company believes that providing competitive overall compensation enables the Company to attract and retain qualified executives. The compensation is set so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies, with sufficient public reporting history, of corresponding size and stage of development, having similar assets, number of employees and market capitalization. Currently the peer group the Company uses to determine compensation would consist of companies such as Reyna Silver Corp., Aftermath Silver Ltd., and Apollo Silver Corp.

Equity Incentive Plan

The Company currently has in place a 10% rolling security-based compensation plan (the "**Equity Incentive Plan**"), permitting the issuance of restricted share units ("**RSUs**"), performance share units ("**PSUs**") and stock options ("**Options**"). As of May 25, 2023 there were 7,044,346 Shares reserved for issuance and 3,222,500 Options and RSUs outstanding, with 3,821,846 securities based compensation arrangements remaining available for issuance under the Equity Incentive Plan.

The number of Shares available for issuance upon the vesting of RSUs and PSUs awarded and Options granted under the Equity Incentive Plan (together with those Shares issuable pursuant to any other share compensation arrangement of the Company) is limited to 10% of the issued and outstanding Shares at the time of any grant.

The Equity Incentive Plan provides participants with the opportunity, through RSUs, PSUs and Options, to acquire an ownership interest in the Company. The RSUs and PSUs will rise and fall in value based on the value of the Shares. Unlike the Options, the RSUs and PSUs will not require the payment of any monetary consideration to the Company. Instead, each RSU or PSU represents a right to receive one Share or an equivalent amount of cash, as determined by the Board, following the attainment of vesting criteria determined at the time of the award. The Options, on the other hand, are rights to acquire Shares upon payment of monetary consideration (i.e., the exercise price), subject also to vesting criteria determined at the time of the grant.

Pursuant to Canadian Securities Exchange ("**CSE**") Policy 6 – *Distributions and Corporate Finance*, companies that have an evergreen or rolling security-based compensation plan, must obtain shareholder approval of the plan within three years of institution and within every three years thereafter. The Equity Incentive Plan was approved by the Board on May 26, 2022, and instituted by the Company's shareholders at the annual and special meeting held June 29, 2022, so must be reapproved by shareholders no later than June 29, 2025.

Named Executive Officer Compensation

Executive compensation is required to be disclosed for (i) each Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), (iii) the most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) at the end of the most recently completed fiscal year whose total compensation was more than \$150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year (the “Named Executive Officers” or “NEO’s”).

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof, to each Named Executive Officer and director of the Company, for each of the two most recently completed financial years ended December 31, 2022 and 2021.

Table of compensation excluding compensation securities							
Name and position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$) ⁽²⁾	Value of perquisites (\$) ⁽³⁾	Value of all other compensation (\$) ⁽⁴⁾	Total compensation (\$)
David Stein President, CEO and Director	2022	184,000	Nil	Nil	Nil	Nil	184,000
	2021	234,998	Nil	Nil	Nil	Nil	234,998
Dale Peniuk Director	2022	Nil	Nil	30,000	Nil	Nil	30,000
	2021	Nil	Nil	30,000	Nil	Nil	30,000
Maura Lendon ⁽⁵⁾ Director and Chair of the Board	2022	Nil	Nil	40,000	Nil	Nil	40,000
	2021	Nil	Nil	34,022	Nil	Nil	34,022
Andres Recalde Director	2022	Nil	Nil	28,489	Nil	Nil	28,489
	2021	Nil	Nil	25,000	Nil	Nil	25,000
Javier Del Rio ⁽⁶⁾ Director	2022	Nil	Nil	27,880	Nil	Nil	27,880
	2021	-	-	-	-	-	-
Annie Sismanian ⁽⁷⁾ Former CFO	2022	210,000	Nil	Nil	Nil	Nil	210,000
	2021	107,423	Nil	Nil	Nil	Nil	107,423
Christian Aramayo ⁽⁸⁾ COO and Director	2022	234,198	Nil	Nil	Nil	Nil	234,198
	2021	91,488	Nil	Nil	Nil	Nil	91,488
Quinton Hennigh ⁽⁹⁾ Former Director and Chair of the Board	2022	-	-	-	-	-	-
	2021	Nil	Nil	21,019	Nil	Nil	21,019
Lesia Buriannyk ⁽¹⁰⁾ Interim CFO	2022	96,000	Nil	Nil	Nil	Nil	96,000
	2021	25,875	Nil	Nil	Nil	Nil	25,875

Notes:

- (1) If an individual is an NEO and a director, both positions have been listed. Independent directors receive cash compensation and compensation securities for acting as directors, for serving as members of a committee of the Company, and for serving as Chair of a committee of the Company, as applicable.
- (2) The Company pays its independent directors, the Chair of the Board, and the Chair of each committee of the Board a cash compensation retainer, not committee or meeting fees.
- (3) Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total compensation for the financial year is \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than \$150,000 but less than \$500,000; (c) \$50,000, if the NEO or director's total for the financial year is \$500,000 or greater.
- (4) Includes other compensation, paid or payable, that equals or exceeds 25% of the total value of other compensation paid or payable to the director or Named Executive Officer, other than compensation securities.
- (5) Ms. Lendon acted as Interim Chair of the Board from August 6, 2021 until she was appointed Chair of the Board on May 26, 2022.
- (6) Mr. Del Rio was appointed as a director on January 24, 2022.
- (7) Ms. Sismanian was appointed CFO of the Company on June 23, 2021 and resigned on December 31, 2022.
- (8) Mr. Aramayo was appointed COO of the Company on August 5, 2021 and as a director on December 21, 2022. Mr. Aramayo is paid in USD, the amounts reported are in CAD and have been converted using an exchange rate of 1.3011.
- (9) Mr. Hennigh was Chair of the Board from October 1, 2020 until he resigned from the Board on August 6, 2021.
- (10) Ms. Burianyk served as CFO of the Company from July 15, 2015 to June 23, 2021, following which she served as Finance Director from June 23, 2021 until December 31, 2022 (not considered a NEO). Ms. Burianyk was appointed Interim CFO on January 1, 2023.

External Management Companies

Please refer to "Employee Agreements, Termination and Change of Control Benefits" below for disclosure relating to any external management company employing, or retaining individuals acting as, any Named Executive Officers of the Company, or that provide Company's executive management services and allocate compensation paid to any Named Executive Officer or director.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued by the Company, or any subsidiary thereof, to each director and Named Executive Officer, in the most recently completed financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

Compensation Securities							
Name and position	Type of Compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽³⁾	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
David Stein President, CEO and Director	Options	100,000 ⁽⁴⁾	January 31, 2022	\$0.94	\$0.97	\$0.365	January 31, 2027
	Options	150,000 ⁽⁵⁾	January 31, 2022	\$0.94	\$0.97	\$0.365	January 31, 2027
	RSUs	200,000 ⁽⁶⁾	June 30, 2022	N/A ⁽⁷⁾	\$0.58	\$0.365	December 31, 2024
Dale Peniuk Director	Options	60,000 ⁽⁴⁾	August 19, 2022	\$0.57	\$0.54	\$0.365	August 31, 2027
Maura Lendon Director and Chair of the Board	Options	70,000 ⁽⁴⁾	August 19, 2022	\$0.57	\$0.54	\$0.365	August 31, 2027
Andres Recalde Director	Options	60,000 ⁽⁴⁾	August 19, 2022	\$0.57	\$0.54	\$0.365	August 31, 2027
Javier Del Rio Director	Options	80,000 ⁽⁴⁾	January 31, 2022	\$0.94	\$0.97	\$0.365	January 31, 2027
		60,000 ⁽⁴⁾	August 19, 2022	\$0.57	\$0.54	\$0.365	August 31, 2027

Compensation Securities							
Name and position	Type of Compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽³⁾	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Annie Sismanian Former CFO	Options RSUs	50,000 ⁽⁴⁾	January 31, 2022	\$0.94	\$0.97	\$0.365	January 31, 2027
		50,000 ⁽⁶⁾	June 30, 2022	N/A ⁽⁷⁾	\$0.58	\$0.365	December 31, 2024
Christian Aramayo COO and Director	RSUs	200,000 ⁽⁸⁾	June 30, 2022	N/A ⁽⁷⁾	\$0.58	\$0.365	December 31, 2024
		200,000 ⁽⁸⁾	June 30, 2022	N/A ⁽⁷⁾	\$0.58	\$0.365	December 31, 2024
Lesia Burianyak Interim CFO	Options	20,000 ⁽⁴⁾ ⁽⁸⁾	January 31, 2022	\$0.94	\$0.97	\$0.365	January 31, 2027

Notes:

- (1) Each Option is exercisable into one Common Share in the capital of the Company; each RSU is issuable in Common Shares or Restricted Shares, net any applicable withholding tax payable by the Company on behalf of the recipient. The table above, combined with the information shown in *Particulars of Matters to be Acted Upon – Election of Directors*, is reflective of the total amount of compensation securities, and the underlying securities issuable on exercise thereof, held by each NEO or director on the last day of the most recently completed financial year end, being December 31, 2022.
- (2) All compensation securities issued to directors and NEOs are subject to a four-month resale restriction hold period expiring four months and one day from the date of issuance, unless such hold period is waived by the CSE.
- (3) Unless otherwise indicated, no compensation security has been re-priced, cancelled, or replaced, or had its term extended, or otherwise been materially modified, in the most recently completed financial year.
- (4) The options are subject to vesting provisions, with 1/3 vesting on date of grant and 1/3 vesting every year thereafter.
- (5) The options are not subject to vesting provisions, granted in lieu of \$51,000 salary reduction for December 31, 2022 year end.
- (6) 50% of the RSUs vested on December 31, 2022 and the remaining 50% vest on December 31, 2023.
- (7) Not applicable in the context of a grant of RSUs.
- (8) The RSUs vested on June 30, 2022.
- (9) Received while Ms. Burianyak served as Finance Director from June 23, 2021 until December 31, 2022 (not considered a NEO).

Exercise of Compensation Securities by Directors and NEOs

The following table sets forth each exercise by a director or Named Executive Officer of compensation securities during the recently completed financial year ended December 31, 2022.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ⁽¹⁾
David Stein President, CEO and Director	RSUs	100,000	N/A ⁽²⁾	December 31, 2022 ⁽⁴⁾	\$0.37 ⁽⁴⁾	\$0.365 ⁽³⁾	\$36,500

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ⁽¹⁾
Annie Sismanian Former CFO	RSUs	25,000	N/A ⁽²⁾	December 31, 2022 ⁽⁴⁾	\$0.37 ⁽⁴⁾	\$0.365 ⁽³⁾	\$9,125
Christian Aramayo COO and Director	RSUs	400,000	N/A ⁽²⁾	August 10, 2022	\$0.59	\$0.60 ⁽³⁾	\$240,000

Notes:

- (1) For the purposes of this column, the number in the column entitled "Number of underlying securities exercised" is multiplied by the number in the column entitled "Difference between exercise price and closing price on date of exercise".
- (2) Not applicable in the context of a grant of RSUs.
- (3) On vesting, RSUs were settled by the issuance of Common Shares at a deemed price per share using the closing trading price per Common Share on the CSE on the day prior to issuance. The holder remitted any applicable withholding taxes to the Company to pay on its behalf.
- (4) The RSUs vested on Saturday, December 31, 2022, closing price of the Common Shares on the CSE on December 30, 2022 was used, Common Shares were issued on the next business day, January 3, 2023.

Pension Plans Benefits

The Company does not currently have any pension plans.

Employment Agreements, Termination and Change of Control Benefits

Compensation of Mr. David Stein, President and Chief Executive Officer

On January 1, 2021, the Company and Mr. David Stein entered into an executive employment agreement in respect of Mr. Stein's services as President and Chief Executive Officer, which superseded and replaced the consulting agreement dated October 1, 2020 (the "**Stein Agreement**"). Pursuant to the Stein Agreement, Mr. Stein is entitled to a base salary of \$235,000, and he is eligible for equity-based compensation, bonus and incentive compensation, and benefits.

Mr. Stein may terminate his employment by providing the Company with 90 days' prior written notice, which the Company may waive and elect to pay Mr. Stein up to and including his date of resignation. The Company may terminate Mr. Stein's employment without cause by providing written notice of termination, pay in lieu of notice, or any combination thereof, equal to 24 months' notice. The Company may terminate the Stein Agreement for cause without notice of termination, pay in lieu of notice or severance pay at any time. In the event of a change in control, as outlined in the Stein Agreement, and if at any time within 12 months of such event taking place, Mr. Stein is (i) terminated without cause or (ii) elects to resign due to a change as outlined in the Stein Agreement, then the Company will be deemed to have terminated Mr. Stein and trigger the compensation payable as if Mr. Stein had been terminated without cause. Upon termination of employment for any reason, Mr. Stein is to immediately resign as an officer and director of the Company and any of its affiliates.

Compensation of Mr. Christian Aramayo, Chief Operating Officer

On August 8, 2021, the Company and Mr. Christian Aramayo entered into an executive employment agreement in respect of Mr. Aramayo's services as Chief Operating Officer (the "**Aramayo Agreement**"). Pursuant to the Aramayo Agreement, Mr. Aramayo is entitled to a base salary of USD\$180,000, and he is eligible for equity-based compensation, bonus and incentive compensation, and benefits.

Mr. Aramayo may terminate his employment by providing the Company with 60 days' prior written notice, which the Company may waive and elect to pay Mr. Aramayo up to and including his date of resignation. The Company may terminate Mr. Aramayo's employment without cause by providing written notice of termination, pay in lieu of notice, or any combination thereof, equal to (i) 12 months' notice during the first year of service; plus (ii) an additional month's notice for every completed year of service thereafter, subject to a maximum entitlement of 24 months. The Company may terminate the Aramayo Agreement for cause without notice of termination, pay in lieu of notice, or severance pay at any time. In the event of a change in control, as outlined in the Aramayo Agreement, and if at any time within 12 months of such event taking place, Mr. Aramayo is (i) terminated without cause or (ii) elects to resign due to a change as outlined in the Aramayo Agreement, then the Company will be deemed to have terminated Mr. Aramayo and trigger the compensation payable as if Mr. Aramayo had been terminated without cause. Upon termination of employment for any reason, Mr. Aramayo is to immediately resign as an officer of the Company and any of its affiliates.

Compensation of Ms. Lesia Burianyk, Interim Chief Financial Officer

On October 1, 2020, the Company and Ms. Burianyk entered into a management services agreement in respect of Ms. Burianyk's services as Chief Financial Officer, which was amended in June 2021 in connection with her resignation as Chief Financial Officer on June 23, 2021 and amended January 1, 2023 in connection with her appointment as Interim Chief Financial Officer on January 1, 2023 (the "**Burianyk Agreement**"). Pursuant to the Burianyk Agreement, Ms. Burianyk is entitled to a base salary of \$156,000 and eligible for equity-based compensation.

Ms. Burianyk may terminate the Burianyk Agreement by delivery of 3 months' prior written notice of termination to the Company, in which event the Company may then elect to terminate the Burianyk Agreement at any time prior to the expiry of the 3-month notice period without further compensation. The Company is entitled to terminate the Burianyk Agreement without cause by paying the sum of (a) Ms. Burianyk's salary plus (b) one-twelfth of her salary for each full year in which Ms. Burianyk provided services, due on or before the 10th business day following the date of termination stipulated in the notice. In addition, subject to compliance with applicable securities regulations and CSE policies, the Company will permit any vested options to purchase Common Shares to be exercisable for the earlier of 6 months after termination, or the expiry of their original term. The Company may terminate the Burianyk Agreement for cause without any payment in lieu of notice.

Compensation of Ms. Annie Sismanian, Former Chief Financial Officer

On June 8, 2021, the Company and Ms. Annie Sismanian entered into an executive employment agreement in respect of Ms. Sismanian's services as Chief Financial Officer (the "**Sismanian Agreement**"). Pursuant to the Sismanian Agreement, Ms. Sismanian was entitled to a base salary of \$210,000, and she was eligible for equity-based compensation, bonus and incentive compensation, and benefits. Ms. Sismanian terminated her employment by providing the Company with 60 days' prior written notice, with her services ceasing as of December 31, 2022.

With exception to the payments or benefits referenced above, the employment agreements that the Company has entered into with its NEOs do not provide for any payments or benefits in the event of a change in control of the Company.

Directors' Compensation

The only arrangements that the Company has pursuant to which certain directors (i.e., other than the Chief Executive Officer, President and Chief Operating Officer) are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments, or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Option Plan as well as stipulated fees for directors and committee chairs. All independent directors are entitled to receive compensation comprised of an annual fee of \$25,000 in cash, paid quarterly, and

equity-based compensation on an annual basis following the Company’s annual general meeting, in accordance with the policies of the Option Plan and the requirements of applicable securities regulatory authorities and the CSE. In addition, the Chair of the Board receives a cash fee of \$10,000, and the independent Chairs of each committee of the Board are entitled to an annual fee of \$5,000, paid quarterly. The purpose of this compensation structure is to assist the Company in attracting, retaining, and motivating the directors of the Company, and to closely align the personal interests of such persons to those of the shareholders.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Company’s most recently completed financial year ended December 31, 2022 with respect to the Equity Incentive Plan, which as at the date of this Information Circular is the only compensation plan under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (a)	Weighted-average exercise price of outstanding options, warrants, and rights (b)	Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity compensation plans approved by securityholders	2,561,667 ⁽³⁾	\$1.33 ⁽²⁾	1,966,331 ⁽¹⁾
Equity compensation plans not approved by securityholders	-	-	-
Total	2,561,667 ⁽³⁾	\$1.33 ⁽²⁾	1,966,331 ⁽¹⁾⁽²⁾⁽³⁾

Notes:

1. The Equity Incentive Plan provides that the aggregate number of securities reserved for issuance may not exceed 10% of the issued and outstanding shares of the Company at the time of granting.
2. As at December 31, 2022, there were 45,279,981 Common Shares issued and outstanding, 2,286,667 outstanding Options, with weighted-average exercise price of \$1.33, 275,000 outstanding RSUs and no PSUs outstanding.
3. As at May 25, 2023, there were 70,443,464 Common Shares issued and outstanding, 2,460,000 outstanding Options, 762,500 outstanding RSU’s and no PSUs outstanding, with the result that 3,821,846 compensation securities were available to the Company to be granted.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, or employee of the Company or any of its subsidiaries is, as at the date of this Information Circular, indebted to the Company in connection with the purchase of Shares of the Company or for any other reason, and no such person’s indebtedness to any other entity is the subject of a guarantee, support agreement, or understanding provided by the Company or any of its subsidiaries.

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

The Company is not aware of any of the directors or executive officers of the Company, any proposed nominee for election as a director of the Company, or any associate or affiliate of any of these persons, having any material interest, direct or indirect, in the matters to be acted upon at the Meeting, other than the election of directors or appointment of auditors, by way of beneficial ownership of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below, to the best of the Company's knowledge, since the commencement of the Company's most recently completed financial year, no informed person of the Company, proposed nominee for director, or any associate or affiliate of an informed person or proposed nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries. For the purposes of this Information Circular, an "informed person" of the Company means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or Company that is itself an informed person or subsidiary of the Company; (c) any person or Company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or Company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its Shares.

The Company has in the past engaged and continues to engage SICG S.A.C. ("**SICG**"), a Peruvian consulting firm, to provide strategic advice in relation to the Company's interests in Peru and perform project management, engineering, and related services for the Company's Bethania Silver Project. Christian Aramayo, the COO and a director of the Company, is also a director and minority shareholder of SICG, and Mr. Aramayo's father, Hector Aramayo, is the founder and principal of SICG. Mr. Aramayo has disclosed his interest in the SICG engagements to the Board, as required by the BCBCA and the Code. See "*Ethical Business Conduct*" above.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER MATTERS

Management of the Company is not aware of any other matters which will be brought before the Meeting other than those set forth in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgement of the persons voting such proxies.

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company, at 3rd floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, is the registrar and transfer agent for the Shares.

ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS

The Company will provide to any person or company, upon request, one copy of any of the following documents:

- (a) the annual financial statements of the Company for the most recently completed fiscal year, together with the report of the auditor thereon, together with the management's discussion and analysis in respect thereof, and any interim financial statements of the Company subsequent to the financial statements for the Company's most recently completed fiscal year, together with the management's discussion and analysis in respect thereof; and
- (b) the management information circular of the Company in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided, upon request, by the Company by request to lhodges@benchmarkgovernance.com, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company and who requests a copy of any such document. Financial information relating to the Company is provided in the Company's financial statements and management's discussion and analysis for its most recently completed fiscal year. Additional information relating to the Company is available on SEDAR at www.sedar.com.

MULTIPLE SHAREHOLDERS SHARING THE SAME ADDRESS

Recent changes in the regulations regarding the delivery of copies of proxy materials to shareholders permit the Company and brokerage firms to send copy of the meeting materials to multiple shareholders who share the same address, under certain circumstances. Shareholders who hold their Shares through a broker may have consented to reducing the number of copies of materials delivered to their address. In the event that a shareholder wishes to revoke such a consent previously provided to a broker, the shareholder must contact the broker to revoke the consent. In any event, if a shareholder wishes to receive a separate Information Circular and accompanying materials for the Meeting, the shareholder may receive copies by contacting the Company via email at lhodges@benchmarkgovernance.com. Shareholders receiving multiple copies of these documents at the same address can request delivery of a single copy of these documents by contacting the Company in the same manner. Persons holding Shares through a broker can request a single copy by contacting the broker.

BOARD OF DIRECTORS APPROVAL

The undersigned hereby certifies that the contents and sending of this Information Circular to the shareholders of the Company have been approved by the Board.

DATED at Toronto, Ontario, this 25th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"/s/ David Stein"

David Stein

Director, President and Chief Executive Officer

APPENDIX "A"
AUDIT COMMITTEE CHARTER

KUYA SILVER CORPORATION
(the “Corporation”)

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee will be responsible for managing, on behalf of shareholders of the Corporation, the relationship between the Corporation and the external auditors, and other matters of financial integrity, reporting and compliance with applicable laws. The Audit Committee’s responsibilities are set out in detail in Section 4.

2. Membership of the Audit Committee

Composition

The Audit Committee will be comprised of at least three directors, or such other number as is required to satisfy the audit committee composition requirements of National Instrument 52-110, as amended from time to time. Each member will be a director of the Corporation.

Independence

The Audit Committee will be comprised of a number of independent directors required to enable the Corporation to satisfy:

- (a) the independent director requirements for audit committee composition required by National Instrument 52-110, as amended from time to time, and
- (b) the independent director requirements of the stock exchange on which the Corporation’s shares are traded from time to time.

Chair

The board of directors shall designate by resolution one member of the Audit Committee as its chairperson. The position description for the chair is attached as Exhibit 1 hereto. The chairperson may be removed at any time, with or without cause, by resolution of the board.

Expertise of Audit Committee Members

Each member of the Audit Committee must be financially literate. Financially literate means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Financial Expert

The Corporation will strive to include a financial expert on the Audit Committee. An Audit Committee financial expert means a person having: (i) an understanding of financial statements and accounting principles; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience in preparing, auditing, analyzing or evaluating financial statements that present a similar breadth and level of complexity as the Corporation’s financial statements; (iv) an understanding of internal controls; and (v) an understanding of an Audit Committee’s functions.

3. Meetings of the Audit Committee

The Audit Committee must meet in accordance with a schedule established each year by the board of directors, and at other times as the Audit Committee may determine. A quorum for transaction of business in any meeting of the Audit Committee is a majority of members. At least once a year, the Audit Committee must meet with the Corporation's chief financial officer and external auditors separately.

4. Responsibilities of the Audit Committee

The Audit Committee will be responsible for managing, on behalf of the shareholders of the Corporation, the relationship between the Corporation and the external auditors. In particular, the Audit Committee has the following responsibilities:

External Auditors

- (a) the Audit Committee must recommend to the board of directors:
 - (i) the external auditors to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit or review services for the Corporation; and
 - (ii) the compensation of the external auditors;
- (b) the Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (c) with respect to non-audit services:
 - (i) the Audit Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by its external auditors or the external auditors of the Corporation's subsidiaries; and
 - (ii) the Audit Committee must pre-approve all non-audit services provided to the Corporation or its subsidiaries by its external auditors or the external auditors of the Corporation's subsidiaries, except *de minimis* non-audit services as defined in applicable law.
- (d) the Audit Committee must also:
 - (i) review the external auditors' proposed audit scope and approach;
 - (ii) review the performance of the external auditors; and
 - (iii) review and confirm the independence of the external auditors by obtaining statements from the external auditors on relationships between the external auditors and the Corporation, including non-audit services, and discussing the relationships with the external auditors;

Accounting Issues

- (e) the Audit Committee must:
 - (i) review significant accounting and reporting issues, including recent professional and regulatory

pronouncements, and understand their impact on the financial statements; and,

- (ii) ask management and the external auditors about significant risks and exposures and plans to minimize such risks.

Financial Statements, MD&A and Press Releases

(f) the Audit Committee must:

- (i) review the Corporation's financial statements, MD&A and earnings press releases before the Corporation publicly discloses this information;
- (ii) in reviewing the annual financial statements, determine whether they are complete and consistent with the information known to Audit Committee members, and assess whether the financial statements reflect appropriate accounting principles;
- (iii) pay particular attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (iv) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of impairment of mineral properties, plant and equipment, income taxes, reclamation provisions, litigation reserves and other commitments and contingencies;
- (v) consider management's handling of proposed audit adjustments identified by the external auditors;
- (vi) ensure that the external auditors communicate certain required matters to the Audit Committee;
- (vii) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure referred to in paragraph (f)(i) (above), and must periodically assess the adequacy of those procedures;
- (viii) be briefed on how management develops and summarizes quarterly financial information, the extent to which the external auditors review quarterly financial information and whether that review is performed on a pre- or post-issuance basis;
- (ix) meet with management, either telephonically or in person, to review the interim financial statements;
- (x) to gain insight into the fairness of the interim financial statements and disclosures, the Audit Committee must obtain explanations from management on whether:
 - (a) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (b) changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Corporation's operations and financing practices;
 - (c) generally accepted accounting principles have been consistently applied;
 - (d) there are any actual or proposed changes in accounting or financial reporting practices;

- (e) there are any significant or unusual events or transactions;
- (f) the Corporation's financial and operating controls are functioning effectively;
- (g) the Corporation has complied with the terms of loan agreements or security indentures;
and
- (h) the interim financial statements contain adequate and appropriate disclosures;

Compliance with Laws and Regulations

- (g) the Audit Committee must:
 - (i) periodically obtain updates from management regarding compliance with laws and regulations;
 - (ii) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;
 - (iii) review the findings of any examinations by regulatory agencies such as the British Columbia or Ontario Securities Commissions; and
 - (iv) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements;

Financial Integrity Complaints

- (h) the Audit Committee must establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

Other Responsibilities

- (i) the Audit Committee must:
 - (i) review and approve the Corporation's hiring policies of employees and former employees of the present and former external auditors of the Corporation;
 - (ii) evaluate whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
 - (iv) focus on the extent to which internal and external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a systems breakdown;
 - (v) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management;

- (vi) periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the board for approval;
- (vii) review with management the policies and procedures with respect to approval of expense reimbursement requests that are submitted by the chief executive officer or the chief financial officer to the Corporation for payment;
- (viii) assist the board to identify the principal financial risks of the Corporation's business and, with management, establish systems and procedures to ensure that these risks are monitored; and
- (ix) carry out other duties or responsibilities expressly delegated to the Audit Committee by the board.

5. Authority of the Audit Committee

The Audit Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Audit Committee; and
- (c) communicate directly with the internal and external auditors.

Exhibit 1 to Audit Committee Charter

Kuya Silver Corporation

(the “Corporation” or “Kuya”)

Position Description – Audit Committee Chair

The responsibilities of the Audit Committee chair include, among other things:

- (a) Managing the affairs of the Audit Committee (the “Committee”) and monitoring its effectiveness;
- (b) managing the meetings of the Committee by ensuring meaningful agendas are prepared and guiding deliberations of the Committee so that appropriate decisions and recommendations are made; and
- (c) setting up agendas for meetings of the Committee and ensuring that all matters delegated to the Committee by the board are being dealt with at the Committee level during the course of the year.