

**MONUMENTAL ENERGY CORP.**

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 12, 2024**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**DATED: JUNE 14, 2024**



MONUMENTAL ENERGY CORP.

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NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 12, 2024

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NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of Shareholders of Monumental Energy Corp. (the “**Company**”) will be held at Suite 228-1122 Mainland Street, Vancouver, B.C., Canada V6B 5L1 on Friday, July 12, 2024 at 10:00 AM (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2023, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at six (6);
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint the auditors for the ensuing year and to authorize the directors of the Company to determine the remuneration to be paid to the auditors;
5. to consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling equity incentive plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is June 7, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**In light of the rapidly evolving public health guidelines in recent years, the Company asks Shareholders to consider voting their shares by proxy and not attend the Meeting in person.** Shareholders are strongly urged to vote on the matters before the Meeting by completing a proxy or VIF (as defined below) or the materials provided by their Intermediary (as defined below), as applicable.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Company, so as to arrive not later than 10:00 AM (Vancouver time) on July 10, 2024, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at [www.investorvote.com](http://www.investorvote.com), unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 14<sup>th</sup> day of June, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

“Michelle DeCecco”

Michelle DeCecco, CEO and Director

## MONUMENTAL ENERGY CORP.

228 – 1122 Mainland Street,  
Vancouver, B.C., Canada  
V6B 5L1

### MANAGEMENT INFORMATION CIRCULAR

(containing information as at June 14, 2024 unless otherwise noted)

#### SOLICITATION OF PROXIES

**This management information circular (“Circular”) is provided in connection with the solicitation of proxies by management of Monumental Energy Corp. (the “Company”) for use at an annual general and special meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Common Shares”) in the capital of the Company.** The Meeting will be held on Friday, July 12, 2024 at 10:00 AM (Vancouver time) at 228-1122 Mainland Street, Vancouver, B.C., Canada V6B 5L1 or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of annual general and special meeting accompanying this Circular (the “Notice”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Company.

These securityholder materials are being sent to both registered and non-registered owners of Common Shares. If you are a non-registered owner of Common Shares, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary (“**Intermediary**”) holding Common Shares on your behalf.

Accompanying this Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (a “**Proxy**”). Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and all Shareholders are urged to vote on matters to be considered in person or by proxy.

All time references in this Circular are references to Vancouver, British Columbia, Canada time.

#### APPOINTMENT AND REVOCATION OF PROXIES

##### Appointment of a Proxy

**Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to Computershare Investor Services Inc. (the “Transfer Agent”), at Proxy Department, 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1.**

**The persons named as proxyholders in the Proxy accompanying this Circular are directors or officers of the Company, or persons designated by management of the Company, and are representatives of the Company’s management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person’s name in the blank space provided in the accompanying Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Proxy should notify such alternative nominee of the appointment, obtain the nominee’s consent to act as proxy, and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the**

Meeting. In any case, the Proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy).

**In order to validly appoint a proxy, Proxies must be received by the Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof.** After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

### **Revoking a Proxy**

A registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Company or the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

Only registered shareholders have the right to revoke a proxy. Non-registered shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their Intermediary to revoke the proxy on their behalf. Intermediaries may have different rules and procedures relating to proxy instructions and non-registered shareholders should contact their Intermediary for additional information.

### **Signature on Proxies**

The Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Company).

### **Voting of Proxies**

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Common Shares by completing the blanks on the Proxy. Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.

**The Common Shares represented by the enclosed Proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such direction, such Common Shares will be voted FOR THE RESOLUTIONS DESCRIBED IN THE PROXY AND BELOW.** If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Proxy will be voted in favour of the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Circular, management of the Company knows of no such amendments or variations or other matters to come before the Meeting.

## Advice to Beneficial Shareholders

**The information set forth in this section is of significant importance to a substantial number of the Shareholders who do not hold their Common Shares in their own names.** Shareholders who do not hold their Common Shares in their own names (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. **Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Company does not know for whose benefit the Common Shares registered in the name of CDS & Co. or other brokers/agents are held.** Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

Non-registered holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “non-objecting beneficial owners (“**NOBOs**”). Those non-registered holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “objecting beneficial owners” (“**OBOs**”).

The Company does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting materials unless their Intermediary assumes the costs of delivery.

Generally, non-registered shareholders who have not waived the right to receive Meeting materials will receive either a voting instruction form or a form of proxy. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically provides a scannable voting instruction form in lieu of the Instrument of Proxy, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Alternatively, Beneficial Shareholders sometimes are provided with a toll-free telephone number or website information to deliver the Beneficial Shareholder’s voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction form as directed by Broadridge well in advance of the Meeting.**

**All references to Shareholders in this Circular, the Instrument of Proxy and the Notice are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.**

## NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to Shareholders using “notice-and-access”, as defined under NI 54-101.

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

Except as disclosed herein, no person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors and as set out herein. For the purpose of this paragraph, “person” shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company’s last fiscal year; (b) who is a proposed

nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b). Certain of the directors and officers may be considered as having an interest in the affirmation, ratification and approval of the Company's stock option plan given their eligibility for stock option grants thereunder.

### **RECORD DATE AND QUORUM**

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting as the close of business on June 7, 2024 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting.

Under the Company's articles, the quorum for the transaction of business at a meeting of shareholders is one or more persons, present in person or by proxy, holding not less than one voting share of the Company entitled to be voted at the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

On the Record Date, there were 57,587,327 Common Shares issued and outstanding, with each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by Proxy at the Meeting or any adjournment thereof. The outstanding Common Shares are listed on the TSX Venture Exchange (the "**Exchange**") under the symbol "MNRG".

To the knowledge of the directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

### **VOTES NECESSARY TO PASS RESOLUTIONS**

Unless indicated otherwise, in order to pass the resolutions described herein, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolutions.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Company's directors, the only matters to be placed before the Meeting are those set forth in the accompanying notice of Meeting and more particularly discussed below.

#### **Presentation of Financial Statements**

The annual financial statements of the Company for the financial year ended September 30, 2023, together with the auditor's report thereon, will be placed before the Meeting. The Company's financial statements are available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). No approval or other action needs to be taken at the Meeting in respect of the financial statements.

#### **Election of Directors**

The Company proposes to fix the number of directors of the Company at six (6) and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the Common Shares represented by Proxy for the election of any other person or persons as directors. All of the nominees have expressed their willingness to serve on the Board.

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying Proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the election of each of the nominees whose names are set forth below.**

The following table sets out the names of the management nominees; their positions and offices in the Company; the province or state and country in which he or she is ordinarily resident; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares which each beneficially owns or over which control or direction is exercised as at the date of this Circular. All current directors of the Company will stand for election

to the Board.

Name, Residence and Present Position within the Company	Director / Officer Since	Number of Shares Beneficially Owned, or Controlled, or Directed, Directly or Indirectly <sup>(1)</sup>	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>
<b>Michelle DeCecco</b> <sup>(2)</sup> British Columbia, Canada <i>CEO &amp; Director</i>	Director since April 27, 2022 and Officer since October 30, 2023	17,000	Vice President & COO of Lithium Chile Inc. (TSXV: LITH); and President of Mondo Resources Inc., a private company providing consulting and management services to public companies.
<b>Max Sali</b> <sup>(2)</sup> British Columbia, Canada <i>Director &amp; VP Corp. Dev.</i>	Director since June 15, 2020	3,859,800	VP, Corporate Development and director of the Company; director of CopAur Minerals Corp. (TSXV: CPAU).
<b>Ryan Cheung</b> British Columbia, Canada <i>CFO, Corp. Sec. &amp; Director</i>	Director and Officer since June 15, 2020	Nil	Owner and founder of MCPA Services Inc. Chartered Professional Accountants.
<b>Kris Raffle, P.Geo</b> British Columbia, Canada <i>Director</i>	Director since June 15, 2020	Nil	Professional Geoscientist registered with the Association of Engineers and Geoscientists of British Columbia (APEGBC) since 2007; Principal Geologist and Partner with the Edmonton-based private geologic consulting firm of APEX Geosciences Ltd.
<b>Wasim Rehman</b> <sup>(2)</sup> England, UK <i>Director</i>	Director since September 6, 2023	2,285,714	Founding partner of FWE Group, a niche financial markets research and consultancy firm based in the United Kingdom.
<b>Franciscus (Frank) Jacobs</b> Steenbergen, The Netherlands <i>Director</i>	Director since December 14, 2023	24,000	Energy consultant providing advice to participants in the oil & gas industry; currently, director of New Zealand Energy Corp. (TSXV: NZ); and director and officer of public and private companies.

**Notes:**

- (1) The information as to principal occupation, business or employment and number of Common Shares held beneficially owned by the nominees, is not within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Denotes a member of the Audit Committee (as defined below).

The Company does not at present have an executive committee or any other committees, other than an audit committee (the “**Audit Committee**”) as required by the *Business Corporations Act* (British Columbia).

Max Sali, Michelle DeCecco and Wasim Rehman are the current members of the Audit Committee.

**Corporate Cease Trade Orders, Bankruptcies, and Sanctions**

For purposes of the disclosure in this section, an “order” means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to directors or executive officers of a relevant company that was in effect for a period of more than 30 consecutive days whether or not the proposed director was named in the order.

Except as disclosed herein, to the knowledge of the Company, none of the proposed directors of the Company, including any personal holding company of a proposed director of the Company:

- (a) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer of the company; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer of the company;
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, 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;
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) has been subject to 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 since December 31, 2000, or before December 31, 2000 if the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director, or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Mr. Ryan Cheung, while acting as chief financial officer of DMG Blockchain Solutions Inc. (“**DMG**”), DMG was subject to a failure-to-file financial statements cease trade order (“**FFCTO**”) issued by the regulator in each of British Columbia and Ontario on February 1, 2019. The FFCTO was revoked on August 28, 2019.

Mr. Ryan Cheung was also formerly the chief financial officer, chief executive officer and a director of Xemplar Energy Corp. (“**Xemplar**”) which is subject to a cease trade order issued by the Alberta Securities Commission on August 7, 2015 relating to the failure to file Xemplar’s audited annual financial statements, the annual management’s discussion and analysis and the certification of annual filings for the year ended December 31, 2014 and, the failure to file Xemplar’s interim unaudited financial statements, interim management’s discussion and analysis and certification of interim filings for the period ended March 31, 2015. The cease trade order has not been revoked as of the date of this Circular. Mr. Cheung resigned as chief financial officer on April 30, 2013 and resigned as chief executive officer and director on April 28, 2015.

#### Advance Notice Policy

The Company’s Advance Notice Policy and Articles set forth procedures for Shareholders to nominate a person for election as a director of the Company and stipulates a deadline by which Shareholders must notify the Company of their intention to nominate directors and information that must be provided in respect of the nominating Shareholder and their director nominee(s). As of the date of this Circular, the Company has not received any director nominations pursuant to the Advance Notice Policy.

#### **Appointment of Auditor**

Management is recommending that Shareholders vote to re-appoint Crowe MacKay LLP, of Vancouver, British Columbia, as auditors of the Company to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.

**Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Crowe MacKay LLP as auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.**

## Approval of New Equity Incentive Plan

### *Background*

At the annual and special meeting of the shareholders of the Company held on July 7, 2023 (the “**2023 Meeting**”), the Shareholders approved the Option Plan, which makes a total of 10% of the issued and outstanding Common Shares available for issuance upon the exercise of stock options (“**Options**”) granted thereunder. The Option Plan was most recently re-approved by the Board on June 2, 2023 and was accepted by the Exchange on July 12, 2023. The Company wishes to adopt a new “rolling up to 10%” “Security Based Compensation Plan” (as these term are defined in the Exchange policy manual) (the “**Equity Incentive Plan**”) to replace the Option Plan, which will allow for the issuance of Options, deferred share units, performance share units, restricted share units, stock appreciation rights (“**SARs**”), and stock purchase rights (“**SP Rights**”, and collectively, “**Awards**”). Pursuant to the Equity Incentive Plan, a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of all Awards granted thereunder. Material terms of the Equity Incentive Plan are set out below.

The Equity Incentive Plan was approved by the Board on June 7, 2024 and has been conditionally accepted by the Exchange. The Equity Incentive Plan shall become effective upon the receipt of approval of the Shareholders and the final acceptance of the Exchange (the “**Effective Date**”) and will replace the Option Plan. All of the Options (the “**Outstanding Options**”) currently outstanding under the Option Plan will remain outstanding and in full force and effect in accordance with their terms after the Effective Date. However, following the Effective Date, no additional grants shall be made pursuant to the Option Plan, and the Option Plan will terminate on the date upon which no Outstanding Options remain outstanding.

The purpose of the Equity Incentive Plan is to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to receive or acquire an equity interest in the Company through Awards granted under the Equity Incentive Plan.

The following summary of the Equity Incentive Plan does not purport to be complete and is qualified in its entirety by reference to the Equity Incentive Plan. A full copy of the Equity Incentive Plan will be available at the Meeting for review by Shareholders. Shareholders may also obtain copies of the Equity Incentive Plan from the Company prior to the Meeting on written request.

### *Material Terms of the Equity Incentive Plan*

The Equity Incentive Plan is a “rolling up to 10%” Security Based Compensation Plan pursuant to which the maximum number of Common Shares reserved for issuance, together with all of the Company’s other previously established or proposed Options, Options plans, Security Based Compensation Plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, shall not result in the number of Common Shares reserved for issuance pursuant to Awards exceeding 10% of the issued and outstanding common shares as at the date of grant of any Award. Pursuant to the terms of the Equity Incentive Plan, in addition to the ability to award Options to Participants (as defined below), the Company has the availability to award restricted share units (“**RSUs**”), deferred share units (“**DSUs**”), and performance share units (“**PSUs**”). Pursuant to the Equity Incentive Plan, the Company may grant SP Rights, meaning the Company may provide financial assistance (which cannot involve lending funds to a Participant for the purposes of acquiring securities of the Company, whether from treasury or otherwise), or a Participant may be allowed to purchase securities of the Company (which may be at a discount to fair market value), or a Participant may be entitled to receive additional securities of the Company upon subscribing for a pre-established number of securities of the Company, which securities may be issued from the treasury or purchased on the secondary market. The Company may also grant SARs pursuant to the Equity Incentive Plan whereby Participants will have the right to receive Common Shares, a cash payment, or any combination thereof, as determined by the Board, based wholly or in part on appreciation in the trading price of the Common Shares. The Equity Incentive Plan is subject to final Exchange approval in connection the Meeting and on an annual basis in accordance with Exchange policies.

### The Equity Incentive Plan provides that:

1. All employees, officers, directors, consultants, management company employees, consultant companies and eligible charitable organizations (collectively, the “**Participants**”) are eligible to participate under the Equity Incentive Plan. Eligibility to participate does not confer any person any right to receive any grant of an Award pursuant to the Equity Incentive Plan. The extent to which any person is entitled to receive a grant of an Award pursuant to the Equity Incentive Plan will be determined in the sole and absolute discretion of the Board. Notwithstanding the foregoing, investor relations service providers may only be granted Options under the Equity

Incentive Plan.

2. Awards of Options, RSUs, PSUs, DSUs, SARs, and SP Rights may be made under the Equity Incentive Plan. All Awards are subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined in the sole and absolute discretion of the Board, subject to such limitations provided in the Equity Incentive Plan, and will generally be evidenced by an award agreement. In addition, subject to the limitations of the Equity Incentive Plan and in accordance with applicable law or the policies of the Exchange, the Board may accelerate or defer the vesting or payment of Awards, cancel or modify outstanding Awards, and waive any condition imposed with respect to Awards or Common Shares issued pursuant to Awards.
3. No Awards granted under the Equity Incentive Plan or any right thereunder or in respect thereof shall be transferable or assignable (other than upon the death of the Participant).
4. The maximum number of Common Shares issuable under the Equity Incentive Plan shall not exceed 10% of the number of Common Shares issued and outstanding as of each Award date, inclusive of all Common Shares reserved for issuance pursuant to previously granted Awards.
5. Awards will vest as the Board may determine, subject to the policies of the Exchange and the provisions of the Equity Incentive Plan, such as the 12-month probation of vesting for Awards other than Options and the requirement that Options granted to investor relations service providers must vest in stages over a period of not less than 12 months, such that no more than 25% vest any sooner than three months after the date of grant and not more than 25% vest any sooner than every three months thereafter.
6. If a change of control shall be deemed to be imminent, or to have occurred, there shall be immediate full vesting of each outstanding Option; provided, however, no acceleration to the vesting schedule of an Option granted to a Participant performing investor relations services may be made without prior acceptance of the Exchange. Unless otherwise determined by the Board, or unless otherwise provided in a Participant's service agreement or award agreement, if a change of control shall conclusively be deemed to be imminent, or to have occurred, then the Board shall have the discretion, without the prior approval of the Participants but subject to any required approval of the Exchange, to, among other things, determine that there will be immediate full vesting of each outstanding Award (other than Options) granted, which may be exercised or settled, in whole or in part, even if such Award is not otherwise exercisable or vested by its terms.
7. The exercise price of any Options will be determined by the Board and cannot be less than the greater of: (i) the minimum price established by the Exchange and (ii) the market value of the Common Shares on the day preceding the date of grant of the Options. Subject to approval from the Board and the Common Shares being traded on the Exchange, a brokerage firm may be engaged to loan money to the Participant in order for the Participant to exercise the Options to acquire the Common Shares, subsequent to which the brokerage firm shall sell a sufficient number of Common Shares to cover the exercise price of such Options to satisfy the loan. The brokerage firm shall receive an equivalent number of Common Shares from the exercise of the Options, and the Participant shall receive the balance of the Common Shares or cash proceeds from the balance of such Common Shares. Subject to approval from the Board and the Common Shares being traded on the Exchange, consideration may also be paid by reducing the number of Common Shares otherwise issuable under the Options, in lieu of a cash payment to the Company, a Participant, excluding those providing investor relations services, only receives the number of Common Shares that is equal to the quotient obtained by dividing: (i) the product of the number of Options being exercised multiplied by the difference between the volume-weighted average trading price of the Common Shares and the exercise price of the Options, by (ii) the volume-weighted average trading price of the Common Shares.
8. The term of any Options will be fixed by the Board at the time such Options are granted, provided that Options will not be permitted to exceed a term of ten years, subject to extension where the expiry date falls within a blackout period in certain cases.
9. No more than (i) 5% of the issued Common Shares may be granted under Awards to any one individual in any 12-month period, unless disinterested Shareholder approval is obtained in accordance with the policies of the Exchange; and (ii) 2% of the issued Common Shares may be granted under Awards to a consultant, or an employee performing investor relations activities, in any 12-month period.
10. Subject to the discretion of the Board, in the event that a dividend (other than a stock dividend) is declared and paid by the Company on the Common Shares, a Participant may be credited with additional RSUs, DSUs or PSUs.

11. Unless disinterested Shareholder approval is obtained in accordance with the policies of the Exchange, the maximum number of Common Shares that may be issued to insiders (as a group) under the Equity Incentive Plan within a 12- month period, may not exceed 10% of the issued Common Shares calculated on the date of grant, and the maximum number of Common Shares that may be issued to insiders (as a group) under the Equity Incentive Plan may not exceed 10% of the issued Common Shares at any time.
12. All Security Based Compensation granted or issued to any Participant who is a director, officer, employee, consultant or management company employee must expire within a reasonable period, not exceeding 12 months, following the date the Participant ceases to be an eligible Participant under the Equity Incentive Plan. If a Participant ceases to be employed or engaged by the Company for cause, no Options will be exercisable following the date of on which such Participant ceased to be so employed or engaged, unless otherwise determined by the Board and subject to the terms of the Equity Incentive Plan. In the event of the retirement or termination of a Participant during the restricted period (as defined in the Equity Incentive Plan), any RSUs held by the Participant shall immediately terminate, subject to the discretion of the Board. In the event of the retirement or termination of a Participant following the restricted period (as defined in the Equity Incentive Plan) and before the deferred payment date (as defined in the Equity Incentive Plan), the Participant shall be entitled to receive Common Shares or cash, as determined by the Board, in satisfaction of the RSUs then held. If a Participant ceases to be an employee or a director during the performance period (as defined in the Equity Incentive Plan) because of retirement or termination, all PSUs previously awarded to the Participant shall be forfeited, subject to the discretion of the Board.
13. Awards will be reclassified or amended as determined by the Board in the event of any declaration of stock dividends, consolidation, subdivision, conversion or exchange of the Common Shares, subject to any necessary approvals of the Exchange.
14. The Equity Incentive Plan will be administered by the Board or a Board committee that may be designated from time to time.

#### ***Shareholder Approval of the Equity Incentive Plan***

In accordance with the policies of the Exchange, “rolling up to 10%” Security Based Compensation Plans must be approved when adopted and annually thereafter at the Company’s annual meeting by the shareholders of the Company. At the Meeting, the Shareholders will be asked to consider and approve an ordinary resolution, in substantially the following form, in order to approve the Equity Incentive Plan, which resolution requires approval of greater than 50% of the votes cast by the Shareholders who, being entitled to do so, vote, in person or by proxy, on the ordinary resolution at the Meeting.

“RESOLVED, as an ordinary resolution of the shareholders of Monumental Energy Corp., that:

1. subject to the acceptance of the TSX Venture Exchange (the “**Exchange**”), the equity incentive plan (the “**Equity Incentive Plan**”) of Monumental Energy Corp. (the “**Company**”) is hereby approved;
2. the board of directors of the Company (the “**Board**”) or any committee of the Board is hereby authorized to grant awards of stock options, deferred share units, restricted share units, performance share units, stock appreciation rights and stock purchase rights pursuant to the Equity Incentive Plan to those eligible to receive such awards thereunder;
3. the Board, or any committee created pursuant to the Equity Incentive Plan is authorized to make such amendments to the Equity Incentive Plan from time to time as are requested by the Exchange or as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Equity Incentive Plan, the shareholders;
4. any one director or officer of the Company is hereby authorized to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in such director’s opinion may be necessary to give effect to the matters contemplated by these resolutions; and
5. notwithstanding that this resolution be passed by the shareholders of the Company, the Board is hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable to the Board.”

The form of the resolutions set forth above is subject to such amendments as management may propose prior to the Meeting, but which do not materially affect the substance of such resolutions. The Board reserves the right to amend any terms of the Equity Incentive Plan or not to proceed with the Equity Incentive Plan at any time prior to the Meeting if the Board determines that it would be in the best interests of the Company and the Shareholders and to do so in light of any subsequent event or development.

The Board considers that the ability to grant incentives is an important component of its compensation strategy and is necessary to enable the Company to attract and retain qualified directors, officers, employees and consultants. **The Board therefore recommends that Shareholders vote “FOR” the resolution approving the proposed new Equity Incentive Plan.** Unless otherwise instructed, the persons named in the enclosed form of proxy will vote “IN FAVOUR” of the above resolutions.

## OTHER MATTERS

As of the date of this Circular, the management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

## STATEMENT OF EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the directors and the named executive officers of the Company. “Named Executive Officer” or “NEO” means each of the following individuals:

- (a) the Company’s chief executive officer (“CEO”);
- (b) the Company’s chief financial officer (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at September 30, 2023, the end of the most recently completed financial year of the Company, the Company had three (3) NEOs, whose name and positions held within the Company are set out in the summary compensation table below.

### Director and Named Executive Officer Compensation

The following table is a summary of compensation awarded to, earned by, paid to, or payable to the NEO and directors of the Company for the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year Ended <sup>(1)</sup>	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Michelle DeCecco</b> <sup>(6)</sup> <i>Director &amp; CEO</i>	2023	30,000 <sup>(7)</sup>	Nil	Nil	Nil	Nil	30,000
	2022	7,500 <sup>(7)</sup>	Nil	Nil	Nil	Nil	7,500
<b>Ryan Cheung</b> <i>Director, CFO &amp; Corp. Sec.</i>	2023	60,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	60,000
	2022	40,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	40,000
<b>Max Sali</b> <sup>(4)</sup> <i>Director &amp; VP, Corp. Dev.</i>	2023	175,000 <sup>(9)</sup>	Nil	Nil	Nil	Nil	175,000
	2022	158,435 <sup>(8)</sup>	Nil	Nil	Nil	Nil	158,435

<b>Kris Raffle</b> <i>Director</i>	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	16,850 <sup>(3)</sup> 64,480 <sup>(3)</sup>	16,850 64,480
<b>Wasim Rehman</b> <sup>(12)</sup> <i>Director</i>	2023 2022	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
<b>Franciscus (Frank) Jacobs</b> <sup>(13)</sup> <i>Director</i>	2023 2022	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
<b>Dr. Jamil Sader</b> <sup>(5)</sup> <i>Former Director &amp; CEO</i>	2023 2022	186,940 <sup>(11)</sup> 147,198 <sup>(10)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil Nil	186,940 147,498

**Notes:**

- (1) Year ended September 30.
- (2) All compensation was awarded to, earned by, paid to, or payable for services as CFO of the Company.
- (3) All compensation was awarded to, earned by, paid to, or payable to Apex Geosciences Ltd., a company of which Kris Raffle is a principal, for geological consulting services and related work provided to the Company.
- (4) Mr. Sali was appointed interim CEO of the Company on January 3, 2022. Mr. Sali resigned as interim CEO of the Company on February 22, 2022 and was replaced by Dr. Sader. Mr. Sali was appointed VP, Corporate Development of the Company in July 2022.
- (5) On December 1, 2021 Jamil Sader was appointed as a director of the Company and on February 22, 2022, Dr. Sader was appointed as the CEO of the Company. Dr. Sader resigned as CEO and director on October 30, 2023.
- (6) Ms. DeCecco was appointed as a director of the Company on April 27, 2022 and was appointed interim CEO of the Company effective upon Dr. Sader's resignation on October 30, 2023.
- (7) All compensation was awarded to, earned by, paid to, or payable for services as a director of the Company.
- (8) Compensation figure of \$158,435 is comprised of \$98,018 in fees relating to the management and administration of the Company's mining projects, \$26,667 relating to consulting services as a director and interim CEO from October 1, 2021 to February 22, 2022, and \$33,750 relating to consulting services as a director and VP, Corporate Development from February 23, 2022 to September 30, 2022.
- (9) Compensation figure of \$175,000 is comprised of \$130,147 in fees relating to the management and administration of the Company's mining projects, \$44,583 relating to consulting services as a as a director and VP, Corporate Development from October 1, 2022 to September 30, 2024.
- (10) Compensation figure of \$147,198 is comprised of \$93,448 in fees relating to the management and administration of the Company's mining projects, and \$53,750 relating to consulting services as a director and CEO.
- (11) Compensation figure of \$186,940 is comprised of \$143,538 in fees relating to the management and administration of the Company's mining projects, and \$43,402 relating to consulting services as a director and CEO.
- (12) Mr. Rehman was appointed as a director of the Company on September 6, 2023.
- (13) Mr. Jacobs was appointed as a director of the Company on December 14, 2023.

**Stock Options and Other Compensation Securities**

The following table sets out all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries during the financial year ended September 30, 2023, 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	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$) <sup>(1)</sup>	Expiry Date
<b>Michelle DeCecco</b> <sup>(2)</sup> <i>Director</i>	Stock Options	55,000 (<1%)	March 3, 2023	\$0.20	\$0.185	\$0.035	March 3, 2026
<b>Max Sali</b> <sup>(3)</sup> <i>Director</i>	Stock Options	104,600 (<1%)	March 3, 2023	\$0.20	\$0.185	\$0.035	March 3, 2026
<b>Jamil Sader</b> <sup>(4)</sup> <i>Former Director &amp; CEO</i>	Stock Options	245,000 (<1%)	March 3, 2023	\$0.20	\$0.185	\$0.035	March 3, 2026

**Notes:**

- (1) Year ended September 30, 2023.
- (2) As at September 30, 2023, Ms. DeCecco held a total of 195,000 Options.
- (3) As at September 30, 2023, Mr. Sali held a total of 752,475 Options.
- (4) As at September 30, 2023, Dr. Sader held a total of 745,000 Options, all of which expired 90 days after his resignation as CEO and

director of the Company on October 30, 2023, in accordance with the terms of the Option Plan.

During the most recently completed financial year, the Named Executive Officers and Directors did not exercise any Options under the Option Plan in respect of the Common Shares.

### **Stock Option Plans and Other Incentive Plans**

During the financial year ended September 30, 2023, the only compensation plan of the Company was the Option Plan. The purpose of the Option Plan is to, among other things: (i) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries; (ii) reward directors, officers, employees and consultants that have been granted Options under the Option Plan for their contributions toward the long-term goals and success of the Company; and (iii) enable and encourage such directors, officers, employees and consultants to acquire Common Shares of the Company as long-term investments and proprietary interests in the Company.

A summary of certain provisions of the Option Plan is set out below:

Eligible Participants. Options may be granted under the Option Plan to directors and senior officers of the Company or its subsidiaries, management company employees (collectively, the “**Directors**”), employees of the Company or its subsidiaries (collectively, the “**Employees**”) or consultants of the Company or its subsidiaries (collectively, the “**Consultants**”). The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded Options under the Option Plan.

Number of Shares Reserved. The number of Common Shares which may be issued pursuant to Options granted under the Option Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of Options.

Limitations. Under the Option Plan, the aggregate number of Common Shares issuable to insiders of the Company (as a group) pursuant to all Security Based Compensation (as that term is defined in the Exchange policy manual) must not exceed 10% of the issued and outstanding Common Shares. The aggregate number of Common Shares that may be issuable to insiders of the Company (as a group) pursuant to all Security Based Compensation granted or issued within any 12-month period must not exceed 10% of the issued and outstanding Common Shares. The aggregate number of Options granted to any one person (including companies wholly-owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Common Shares, calculated on the date the Option is granted, together with all of the Company’s other grants or issuances of Security Based Compensation. The aggregate number of Options granted to any one Consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the date the Option is granted, together with all of the Company’s other grants or issuances of Security Based Compensation. The aggregate number of Options granted to all persons retained to provide investor relations services to the Company (including Consultants and Employees or Directors whose role and duties primarily consist of providing investor relations services) must not exceed 2% of the issued and outstanding Common Shares in any 12-month period, calculated at the date an Option is granted to any such person. Exchange and disinterested Shareholder approvals are required in accordance with the Exchange policies if any of these limitations are exceeded (at any time). Investor Relations Service Providers (as that term is defined in the Exchange policy manual) may not receive any Security Based Compensation other than Options.

Exercise Price. The exercise price of Options granted under the Option Plan is determined by the Board, provided that it is not less than the Discounted Market Price, as that term is defined in the Exchange policy manual or such other minimum price as is permitted by the Exchange in accordance with the policies in effect at the time of the grant, or, if the Common Shares are no longer listed on the Exchange, then such other exchange or quotation system on which the Common Shares are listed or quoted for trading. The exercise price of Options granted to insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment.

Term of Options. Subject to the termination and change of control provisions noted below, the term of any Options granted under the Option Plan is determined by the Board and may not exceed ten years from the date of grant.

Vesting. All Options granted pursuant to the Option Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. Options issued to persons retained to provide Investor Relations Activities must vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period.

Hold Period. In addition to any resale restrictions under securities laws, and any other circumstance for which the Exchange

hold period may apply, where Options are granted to insiders of the Company, Consultants or where the exercise price includes a discount as permitted by the Exchange, the Options and any Common Shares issued on the exercise of such Options must be legended with a four month Exchange hold period commencing on the date the Options are granted.

**Termination.** An Option may expire on such earlier date or dates as may be fixed by the Board, subject to earlier termination in the event the optionee ceases to be eligible under the Option Plan by reason of death, retirement or otherwise. If an optionee ceases to be eligible under the Option Plan by reason of being dismissed for cause from any such position, all unexercised Option rights will be immediately terminated. If an optionee ceases to be eligible under the Option Plan by any reason other than termination for cause or as a result of death, the optionee will have a right for a period of the earlier of: (a) 90 days from the date of the optionee ceasing to be eligible and (b) the normal expiry date of the Options, to exercise the Options under the Option Plan, with all unexercised Options terminating immediately upon expiration of such period. If an optionee engaged in providing Investor Relations Activities, as that term is defined in the Exchange policy manual, to the Company ceases to be employed in providing such Investor Relations Activities, such optionee shall have the right for a period of 30 days (or until the normal expiry date of the Option rights of such optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the Option under the Option Plan with respect to all optioned Common Shares of such optionee to the extent they were exercisable on the date of ceasing to provide such Investor Relations Activities. Upon the expiration of such 30-day period all unexercised Option rights of that optionee shall immediately become terminated and shall lapse notwithstanding the original term of the Option granted to such optionee under the Option Plan.

Under the policies of the Exchange, the Option Plan must be re-approved on an annual basis by the shareholders of the Company at each annual meeting. The Option Plan was last approved by the Shareholders at the 2023 Annual Meeting. The Shareholders will be asked at the Meeting to approve the adoption of the Equity Incentive Plan, which will replace the Option Plan. See “*Particulars of Matters to be Acted Upon – Approval of New Equity Incentive Plan*”.

#### **Employment, Consulting and Management Agreements**

As of the date of this Circular, there are no written employment contracts, consulting agreements or management agreements between the Company and any NEO or director of the Company.

#### **Termination and Change of Control Benefits**

As of the date of this Circular, the Company does not have any plan or arrangement to pay or otherwise compensate any NEO if their employment is terminated as a result of resignation, retirement, change of control, or if their responsibilities change following a change of control.

#### **Oversight and description of Director and NEO compensation**

The objective of the Company’s compensation program is to compensate the executive officers and directors for their services to the Company at a level that is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers and directors based on their skill, qualifications, experience level, past performance, level of involvement, level of responsibility involved in their position, the existing stage of development of the Company, the Company’s resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of Options. Finally, and only in special circumstances, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value.

The Company does not, as of the date hereof, offer any benefits or perquisites to its NEOs other than entitlement to incentive Options as otherwise discussed herein.

Any base compensation to executive officers is reviewed and set annually by the Board. The CEO has substantial input in setting annual compensation levels. The CEO is directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board from time to time determine the Option grants to be made pursuant to the Option Plan. Previous grants of Options are taken into account when considering new grants. The Board awards bonuses at its sole discretion. The Board does not have pre-existing performance criteria or objectives.

The Company believes that encouraging its officers and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Company’s current Option Plan. Stock options are granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of compensation provided by the Company is intended to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company to acquire Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. Grants of Options are intended to provide long term awards linked directly to the market value performance of the Common Shares. The Board will review management’s recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Company and its subsidiaries. The number of outstanding stock options is also considered by the Board when determining the number of stock options to be granted in any particular year due to the limited number of stock options which are available for grant under the Option Plan. See “*Stock Option Plans and Other Incentive Plans*” for a discussion on incentive stock options that may be awarded to Named Executive Officers.

In accordance with the policies of the Exchange, “rolling up to 10%” Security Based Compensation Plans must be approved annually at the Company’s annual meeting by the shareholders of the Company. The Option Plan was last approved by the Shareholders at the 2023 Meeting. The Shareholders will be asked at the Meeting to approve the adoption of the Equity Incentive Plan, which was approved by the Board on June 7, 2024 and will replace the Option Plan, subject to the approval of the Shareholders at the Meeting and the final acceptance of the Exchange. See “*Particulars of Matters to be Acted Upon – Approval of New Equity Incentive Plan*” for details of the approval of the Equity Incentive Plan and material terms thereof.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company’s financial resources and prospects.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The only compensation plan under which equity securities are authorized for issuance as at the fiscal year ended September 30, 2023 is the Option Plan. The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company’s most recently completed financial year (September 30, 2023).

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding Options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding Options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plans approved by securityholders – (the Option Plan) <sup>(1)</sup>	2,997,475	\$0.37	2,761,258
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>2,997,475</b>	<b>\$0.37</b>	<b>2,761,258</b>

**Notes:**

(1) The Option Plan provides that the aggregate number of securities reserved for issuance under the Option Plan may not exceed 10% of the issued and outstanding Common Shares at the time of granting of Options. As at September 30, 2023, the Company had 57,587,327 Common Shares issued and outstanding.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this Circular or “routine indebtedness”, as that term is defined in Form 51-102F5 of National Instrument 51-102 – *Continuous Disclosure Obligations*, none of: (a) the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer; (b) the proposed nominees for election as directors; or (c) any associates of the foregoing persons, is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or in the Company's financial statements, no informed person (a director, executive officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

Management functions of the Company are not to any substantial degree performed by anyone other than by the directors or executive officers of the Company.

## STATEMENT OF CORPORATE GOVERNANCE

### Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day to day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 – *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### Board of Directors

The composition of the Board currently consists of the following six (6) members: Michelle DeCecco, Max Sali, Ryan Cheung, Kris Raffle, Wasim Rehman and Franciscus (Frank) Jacobs. It is proposed that all six (6) current directors will be nominated for election to the Board at the Meeting.

A director is independent if he or she has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Michelle DeCecco is not independent as she is currently the CEO of the Company. Ryan Cheung is not independent as he is CFO and Corporate Secretary of the Company. Max Sali and Kris Raffle are not independent as they have received, directly or indirectly, consulting fees from the Company other than as remuneration for acting in their respective capacities as a member of the Board. Wasim Rehman and Franciscus (Frank) Jacobs are considered independent directors of the Company.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

### Other Directorships

The following table sets forth the current directors of the Company who are also directors of other reporting issuers as at the date of this Circular:

Name	Name of other reporting issuer
Max Sali	Copaur Minerals Inc. (TSXV listed) Copper King Resources Corp. (reporting issuer) Supernova Metals Corp. (CSE listed)
Ryan Cheung	Midasco Capital Corp. (TSXV listed) Fuse Battery Metals Inc. (TSXV listed) AC/DC Battery Metals Inc. (reporting issuer)
Michelle DeCecco	Beyond Minerals Inc. (CSE listed) SALi Lithium Corp. (CSE Listed)
Franciscus (Frank) Jacobs	New Zealand Energy Corp. (TSXV listed)

## **Orientation and Continuing Education**

Orientation of new members of the Board is conducted informally by Management and members of the Board. The Company has not adopted formal policies respecting continuing education for Board members.

## **Ethical Business Conduct**

Some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities. As such, the Board must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), 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 is required to declare the nature and extent of his interest and is not entitled to vote at meetings of directors which evoke any such conflict.

## **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting. The Board takes into account the number of directors required to carry out the Board's duties effectively and to maintain diversity of views and experience. The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

## **Compensation**

To determine compensation payable, the Board will review compensation paid for directors and executive officers of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Board intends to annually review the performance of the senior officers in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

## **Board Committees**

The Board currently has no standing committees other than the Audit Committee. The Audit Committee is appointed by the Board to assist in monitoring: (i) the integrity of the financial statements of the Company; (ii) the compliance by the Company with the legal and regulatory requirements; and (iii) the qualification, appointment, independence and performance of the Company's external auditors and senior financial executives.

## **Assessments**

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its Audit Committee, or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

## **AUDIT COMMITTEE**

### **Audit Committee Disclosure**

Pursuant to Section 224(1) of the *Business Corporations Act* (British Columbia) and National Instrument 52-110 – *Audit Committees* (“NI 52-110”) the Company is required to have an audit committee (the “Committee”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The primary function of the Committee is to assist the Board in fulfilling its financial oversight responsibilities by: (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company's financial reporting processes generally. In meeting these

responsibilities, the Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Committee is also mandated to review and approve all material related party transactions.

### **Composition of the Audit Committee**

The Committee is comprised of the following members: Max Sali, Michelle DeCecco and Wasim Rehman. Michelle DeCecco is not considered to be independent (Ms. DeCecco is the CEO of the Company) and Max Sali is not considered to be independent (Mr. Sali received, directly or indirectly, consulting fees from the Company other than as remuneration for acting in his capacity as a member of the Board). Wasim Rehman is considered to be an independent member of the Audit Committee. Each member of the Committee is considered to be financially literate, as defined by NI 52-110, in that they have 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee are elected by the Board at its first meeting following the annual Shareholders' meeting. Unless a chair is elected by the full Board, the members of the Committee designate a chair by a majority vote of the full Committee membership. Max Sali is the current chair of the Audit Committee.

### **Relevant Education and Experience**

All three Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

**Michelle DeCecco:** Ms. DeCecco, MBA, has over 20 years of experience in the public sector, specializing in capital markets, security regulations and corporate development. Throughout her career, Ms. DeCecco has been responsible for developing and executing overall corporate strategy, including acquisitions, joint ventures and strategic partnerships, with a strong focus on shareholder communications. Ms. DeCecco is the Vice President and COO of Lithium Chile Inc. Ms. DeCecco holds a master in business administration, receiving honours in both accounting and finance.

**Max Sali:** Mr. Sali is a director and a member of the audit committee of Copper King Resources Corp. (unlisted reporting issuer) and formerly served as CEO, director and audit committee member of New Placer Dome Gold Corp. since its incorporation in April 2018 until May 2022, when it was acquired by CopAur Minerals Corp. (TSXV: CPAU) under a plan of arrangement. Mr. Sali has significant experience within the mining industry and the capital markets, having served as director and senior officer of publicly listed resource companies. He has been involved in a variety of matters requiring financial literacy and is experienced in the process of reviewing, editing and approving financial statements.

**Wasim Rehman:** Mr. Rehman has more than 20 years of experience in financial markets and is the founding partner of FWE Group and an active private investor. Over the past decade, Mr. Rehman has invested in over 200 hedge funds in liquidation, purchasing over 4,000 line items and has been a counterparty to 20 out of the top 25 Hedge Fund investors globally. Prior to FWE Group, Wasim was Partner and Head of Risk Management at Marshall Wace Asset Management, and played a lead role in developing the quantitative research platform TOPS. He began his career at Goldman Sachs in Equities Trading. Wasim holds a first class degree in Mathematics from Cambridge University.

### **The Audit Committee's Charter**

The Company has adopted a Charter of the Audit Committee, a copy of which is attached hereto as Schedule "A".

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Committee to nominate or compensate an external auditor.

### Reliance on Certain Exemptions

At no time since October 1, 2022, the commencement of the Company's most recently completed financial year ended September 30, 2023, has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts venture issuers, as defined in NI 52-110, from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

### Pre-Approval Policies and Procedures

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Committee, on a case-by-case basis.

### External Auditor Service Fees

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

The fees paid by the Company to its auditor in the two most recently completed financial years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
September 30, 2023	\$58,500	Nil	\$4,000	Nil
September 30, 2022	\$48,000	Nil	\$4,000	Nil

### ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Financial information is provided in the Company's comparative annual audited financial statements and management's discussion and analysis for its most recently completed financial year, and will be available online at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may request additional copies by mail to 228-1122 Mainland Street, Vancouver, B.C., Canada V6B 5L1.

### DIRECTORS' APPROVAL

The contents and the sending of the accompanying Notice of Meeting and this Circular have been approved by the Board.

DATED at Vancouver, British Columbia, this 14<sup>th</sup> day of June, 2024.

### ON BEHALF OF THE BOARD OF DIRECTORS

"Michelle DeCecco"

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Michelle DeCecco  
CEO & Director

## SCHEDULE "A"

### MONUMENTAL ENERGY CORP.

(the "Company")

### AUDIT COMMITTEE CHARTER

#### 1. Mandate and Purpose of the Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of Monumental Energy Corp. (the "**Company**") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;
- (c) the qualifications, independence and performance of the Company's auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company's internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

#### 2. Authority

The Committee has the authority to:

- (i) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (ii) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

#### 3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. A majority of the Committee's members must be "financially literate" as such term is defined in applicable securities legislation and a majority of whom are not Officers, employees or Control Persons of the Company or any of its Associates or Affiliates as such terms are defined in the policies of the TSX Venture Exchange.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

#### 4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and

senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

## **5. Committee and Charter Review**

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Toronto Stock Exchange and shall recommend changes to the Board thereon.

## **6. Reporting to the Board**

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

## **7. Duties and Responsibilities**

### **(a) Financial Reporting**

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;

- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates

and judgments; and

- (v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (i) uncertainty notes and disclosures; and
- (ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) Controls and Control Deviations

The Committee is responsible for reviewing:

- (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

- (i) tax and financial reporting laws and regulations;
- (ii) legal withholdings requirements;
- (iii) environmental protection laws; and
- (iv) other matters for which directors face liability exposure.

(h) Related Party Transactions

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia)), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other

individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

## **8. Non-Audit Services**

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

## **9. Submission Systems and Treatment of Complaints**

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chair of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

## **10. Procedure For Reporting Of Fraud Or Control Weaknesses**

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chair of the Audit Committee. Should a new Chair be appointed prior to the updating of this document, current Chair will ensure that the whistleblower is able to reach the new Chair in a timely manner. In the event that the Chair of the Audit Committee cannot be reached, the whistleblower should contact the Chair of the Board of Directors. Access to the names and place of employment of the Company's Directors can be found in the Company's website.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

## **11. Hiring Policies**

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

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