

# **MINERAL MOUNTAIN RESOURCES LTD.**

**Suite 401, 1195 West Broadway  
Vancouver, BC V6H 3X5**

## **INFORMATION CIRCULAR**

(Containing information as at October 24, 2019 unless indicated otherwise)

### **SOLICITATION OF PROXIES**

This Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Mineral Mountain Resources Ltd. (the “**Corporation**”) for use at the annual general meeting of shareholders of the Corporation (and any adjournment thereof) to be held on Thursday, November 28, 2019 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation.

The contents and the sending of this Circular have been approved by the directors of the Company.

### **APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying form of proxy are directors and/or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by AST Trust Company (Canada) (the “**Transfer Agent**”), Proxy Department, PO Box 721, Agincourt, Ontario, M1S 0A1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.

### **REVOCAION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Corporation, at Suite 401-1195 West Broadway, Vancouver, British Columbia, V6H 3X5, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote at the Meeting.** If common shares (“**common shares**”) are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in such shareholder’s name on the records of the Corporation. 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 shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers’ clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are**

**communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Circular and accompanying materials are being sent to both registered and non-registered owners of securities. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**OBO's**") and those who do not object to their identity being made known to the issuers of the securities they own ("**NOBO's**"). The Corporation does not intend to pay for intermediaries to forward to OBO's under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") the proxy-related materials and VIF. As such, an OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery. Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBO's. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

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

The Corporation has not adopted the notice-and-access procedure described in NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered shareholders and the Beneficial Shareholders.

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

All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

## **VOTING OF PROXIES**

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxy holders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxy holder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL SUCH COMMON SHARES WILL BE VOTED **IN FAVOUR** OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED, OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED, BY THE SHAREHOLDER.

In respect of a matter for which a choice is not specified in the proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the proxy and, if applicable, for the nominees of management for directors and auditors as identified in the proxy.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy there under to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Circular, the management of the Corporation knows of no such amendment, variation or other matter that may be presented to the Meeting.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the approval of the Corporation's Amended and Restated Stock Option Plan as detailed in "Particulars of Matters to be Acted Upon - Approval of the Amended and Restated Stock Option Plan."

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

The Corporation has an authorized capital consisting of an unlimited number of common shares without par value. As of October 24, 2019 (the "**Record Date**"), 84,182,403 common shares were issued and outstanding.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common shares registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the office of the Transfer Agent and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation.

### **ELECTION OF DIRECTORS**

The size of the Corporation's Board is currently set at five. It is intended that the number of directors to be elected by the shareholders be set at five. Each of the five director nominees are currently directors of the Corporation and have agreed to stand for re-election.

The Board has determined that the number of persons to be elected as directors of the Company be set at five (5).

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as Management's nominees and the persons proposed by Management as proxy holders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Corporation or the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto sets out the name of each person proposed to be nominated by Management for election as a director (a "**proposed director**"), the province and country in which he is ordinarily resident, all offices of the Corporation now held by him, his principal occupation, the period of time for which he has been a director of the Corporation, and the number of shares of the Corporation beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

<b>Name, Position, Province or State and Country of Residence<sup>(1)</sup></b>	<b>Principal Occupation During Past Five Years<sup>(1)</sup></b>	<b>Date as a Director</b>	<b>Number of Common Shares beneficially owned or controlled or directed, directly or indirectly<sup>(2)</sup></b>
<b>Nelson W. Baker</b> British Columbia, Canada President, CEO and Director	President and CEO of the Corporation since July 26, 2010; President of Nelson W. Baker Geological Services Ltd., 1984 to present; CEO of Rainy River Resources Ltd. ("Rainy River"), a mineral exploration corporation, from June 2007 to August 2009; President of Rainy River from July 2005 to August 2009. Mr. Baker was appointed Director and CEO of Crestwell Resources Inc. from June 13, 2012 to August 14, 2014. Served as a director of PC Gold Inc., from May, 2008 to October, 2013. He also served as a director of Temex Resources Corp. from 2011 to 2014. Mr. Baker is currently a director of Quadro Resources Ltd.	November 13, 2009	2,141,399
<b>Bradley Baker</b> British Columbia, Canada Vice-President, Corporate Development and Director	Vice-President, Corporate Development of the Corporation since 2011; From 2005-2009, Mr. Baker served as the investor relations contact for Rainy River and from 2009 – 2011, acted as a consultant for Temex Resources Corp., a mineral exploration corporation.	September 30, 2009	534,500

Name, Position, Province or State and Country of Residence <sup>(1)</sup>	Principal Occupation During Past Five Years <sup>(1)</sup>	Date as a Director	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly <sup>(2)</sup>
<b>Brian Corral</b> <sup>(3) (4)</sup>	Mr. Corral qualified as a Chartered Accountant in the UK and joined the Institute of Chartered Accountants of British Columbia in 1976 to work first for Deloitte then, over 30 years in the forest industry in financial and strategic management positions with MacMillan Bloedel and Weyerhaeuser. Since 2005, he has consulted and worked with start-up companies and projects including and currently as a financial consultant for TFN Economic Corporation of the Tsawwassen First Nations. Brian served as an Independent Director of ICN Resources Ltd. and is currently a Director of Quadro Resources Ltd. (QRO-V).	January 18, 2018	357,960
<b>T. Barry Coughlan</b> <sup>(3)(4) (5)</sup> British Columbia, Canada Director, Chairman	Mr. Coughlan is a self-employed businessman, financier and senior executive with international experience who has been involved in the financing and management of publicly traded companies over the past 30 years. During this period, Mr. Coughlan has been involved in the financing of over thirty private companies and their subsequent listing on both International and North American markets as well as assisting in the financing of many numerous public companies. Mr. Coughlan is presently a Director and or Executive of Amarc Resources; Northcliff Resources; Rathdowney Resources, Vatic Ventures and Quadro Resources and served as an Independent Director of Farallon Mining from March/98 to Jan/11; Great Basin Gold from Feb/98 to June/13; Taseko Mines Feb/01 to May/16.	December 30, 2014	685,000
<b>Trevor Thomas</b> <sup>(3) (4) (5)</sup> British Columbia, Canada Director	Mr. Thomas has over twenty years' experience practicing as a lawyer in the areas of corporate commercial, corporate finance, securities and mining law, both in private practice and in-house positions. Most recently, Mr. Thomas has worked as in-house legal counsel for Hunter Dickinson Inc. ("HD") for the past 10 years and currently acts as General Counsel for HD, and as Corporate Secretary for a number of the member companies within the HD group of companies.	September 21, 2016	75,000

**Notes:**

- (1) The information as to the province or state, as applicable country of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) The information as to common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of the Nominating and Governance Committee.

**AUDIT COMMITTEE**

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee’s charter, the composition of the audit committee and the fees paid to the external auditor. This information is set out in the attached Schedule “A” to this Circular.

**STATEMENT OF EXECUTIVE COMPENSATION**

In this section, “Named Executive Officer” or “NEO” means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as Chief Executive Officer (“**CEO**”), including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as Chief Financial Officer (“**CFO**”), including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Corporation 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, as determined in accordance with subsection 1.3(5), for that financial year;
- (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 Corporation, and was not acting in a similar capacity, at the end of that financial year;

The Name Executives who are subject of this Statement of Executive Compensation are our Chief Executive Officer and President, Nelson W. Baker and Chief Financial Officer, Maribel Jordan.

**COMPENSATION DISCUSSION AND ANALYSIS**

The Compensation Committee of the Board of Directors of the Corporation during the fiscal year ended March 31, 2019 was comprised of Barry T. Coughlan (Chair), Trevor Thomas and Brian Corral. The Compensation Committee was established on July 19, 2016. The members of the Compensation Committee possess the skills and experience that enable the Committee to make decisions on the suitability of the Corporation’s compensation policies and practices. As a result of their collective education and experience, each member of the Compensation Committee has familiarity with, an understanding of, or experience in:

- (a) reviewing compensation philosophy including base compensation structures & incentive programs;
- (b) reviewing specific executive and director compensation;
- (c) administering of stock option and other equity based compensation plans and the determination of stock options grants; and,
- (d) reviewing performance goals and the assessments of corporate officers.

To achieve this purpose, the Compensation Committee's duties, responsibilities and authority include the following:

- (a) The Committee recommends to the Board of Directors the form and amount of compensation to be paid by the Corporation to directors for service on the Board of Directors and on Board committees. The Committee reviews director compensation at least annually;
- (b) The Committee annually reviews the Corporation's compensation philosophy including base compensation structure, incentive compensation, stock option and other equity-based compensation programs and recommends changes in or additions to such structure and plans to the Board of Directors as needed;
- (c) The Committee annually reviews and recommends to the Board of Directors the annual base compensation of the Corporation's CEO, CFO, executive officers and senior managers (collectively the "Officers");
- (d) The Committee recommends to the Board of Directors the annual corporate goals and objectives under any incentive compensation plan adopted by the Corporation for Officers and establishes incentive compensation participation levels for Officers under any such incentive compensation plan. In determining the incentive component of compensation, the Committee will consider the Corporation's performance and relative shareholder return, the values of similar incentives at comparable companies and the awards given in past years;
- (e) The Committee evaluates the performance of Officers generally and in light of annual corporate goals and objectives under any incentive compensation plan and recommends to the Board incentive compensation payable to Officers under any such incentive compensation plan;
- (f) The Committee periodically reviews with the Chairman and CEO their assessments of corporate officers and senior managers and succession plans, and makes recommendations to the Board of Directors regarding appointment of officers and senior managers;
- (g) The Committee administers the Corporation's stock option and other equity based compensation plans and determines the annual grants of stock options and other equity based compensation;
- (h) The Committee recommends to the nominating and governance committee the qualifications and criteria for membership on the compensation committee;
- (i) The Committee reviews all proposed material actions with respect to any pension plans adopted by the Corporation for approval by the Board of Directors;
- (j) The Committee provides oversight to the preparation of the Corporation's annual report to shareholders concerning executive compensation for inclusion in the Corporation's Information Circular;
- (k) The Committee retains such outside lawyers, consultants and advisors at the Corporation's expense, as it deems necessary from time to time to fulfill its duties and responsibilities; and
- (l) The Committee annually reviews the adequacy of the Compensation Committee Charter and recommends changes to the Board of Directors.

Compensation for Named Executives is composed of three components. These include base salary, participation in the Corporation's Stock Option Plan, and non-equity incentives. From time to time, the Corporation grants incentive stock options as well as non-equity incentives as part of the total compensation to its Named Executives.

Base Salary is used to provide the Named Executives a set amount of money during the year with the expectation that each Named Executive will perform his responsibilities to the best of his ability and in the best interests of the Corporation. The Corporation considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Corporation to reward each Named Executive's efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Corporation's Stock Option Plan as amended (the "Amended and Stock Option Plan"). The Corporation's Stock Option Plan as amended is intended to assist in attracting, retaining and motivating directors, officers, employees and service providers of the Corporation to closely align the personal interests of such directors, officers, employees and service providers with those of shareholders by providing them with the opportunity, through stock options, to acquire common shares of the Corporation. Non-equity incentives are a variable element of the total compensation package and though there is no formal plan in place at the current time and no non-equity incentive compensation (other than salary) was paid to Named Executives, directors, officers, employees or service providers of the

Corporation during the fiscal year ended March 31, 2019.

A description of the significant terms of the Stock Option Plan as amended is found under the heading “Securities Authorized for Issuance Under Equity Compensation Plan Information” and “Particulars of Matters to be Acted Upon - Approval of the Amended and Restated Stock Option Plan”.

Options have historically been recommended by the Board of Directors and are currently determined by the Compensation Committee which administers the Stock Option Plan. In monitoring or adjusting the option allotments, the Compensation Committee takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the Named Executives and the Board of Directors. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board of Directors also makes the following determinations subject to and in accordance with the Stock Option Plan

- parties who are entitled to participate in the Stock Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSX Venture Exchange (the “Exchange”) from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Compensation Committee reviews and approves grants of options on an annual basis and periodically during a financial year.

The Corporation used the Black-Scholes option pricing model for calculating the fair value of options granted. The Black-Scholes model is commonly used by junior public companies.

The Stock Option Plan provides the possibility of certain benefits in the event of a takeover bid. Under the Stock Option Plan, in the event of an offer to purchase common shares of the Corporation or any part thereof shall be made to all holders of common shares of the Corporation, the Corporation shall have the right to amend, abridge or otherwise eliminate any vesting schedule, upon written notice thereof to each optionee holding options under the Stock Option Plan, to permit the exercise of all such options, so as to permit the optionee to tender the shares received upon such exercise pursuant to the bid. All rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall terminate and cease to have further force or effect whatsoever.

The Compensation Committee considered the implications of the risks associated with the Corporation's compensation policies and practices and concluded that, given the nature of the Corporation's business and the role of the Compensation Committee in overseeing the Corporation's executive compensation practices, the compensation policies and practices do not serve to encourage any Named Executive or individual at a principal business unit or division to take inappropriate or excessive risks, and no risks were identified arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

## COMPENSATION EXCLUDING COMPENSATION SECURITIES

Particulars of compensation, excluding compensation securities, paid to each Named Executive Officer and director in the two most recently completed financial years is set out in the table below:

Table of compensation excluding compensation securities							
<b>Name and position</b>	<b>Year(1)</b>	<b>Salary (2), consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation(2) (\$)</b>
Nelson W. Baker President, CEO, Director	2019	120,000	Nil	Nil	Nil	Nil	120,000
	2018	102,000	Nil	Nil	Nil	Nil	102,000
Maribel Jordan (3) CFO	2019	60,000	Nil	Nil	Nil	Nil	60,000
	2018	40,000	Nil	Nil	Nil	Nil	40,000
T. Barry Coughlan Chairman, Director	2019	60,000	Nil	Nil	Nil	Nil	60,000
	2018	60,000	Nil	Nil	Nil	Nil	60,000
Bradley Baker Director	2019	84,000	Nil	Nil	Nil	Nil	84,000
	2018	66,000	Nil	Nil	Nil	Nil	66,000
James Garnet Clark Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Trevor Thomas (4) Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Brian Corral (5) Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Marshall Bertram Former Director (6)	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	5,000	Nil	Nil	Nil	Nil	5,000

**Notes:**

- (1) Financial year ended March 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Corporation.
- (3) Maribel Jordan was CFO January 1, 2017.
- (4) Trevor Thomas, director since September 21, 2016. He is an officer of Hunter Dickinson Services Inc. ("HDSI") which is a party to a service agreement with the Corporation, under which \$9,413 was paid during the financial year ended March 31, 2019.
- (5) Brian Corral was appointed as director on January 18, 2018.
- (6) Marshall Bertram resigned as a director for the Corporation on March 1, 2018.
- (7) The Corporation does not currently have a formal annual incentive plan or long term incentive plan for any of its executive officers, including its NEOs, but may award discretionary bonus payments from time to time.
- (8) The Corporation does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

**INCENTIVE PLAN AWARDS**

The following table sets forth all compensation securities granted or issued to each director, and Named Executive officer the incentive stock options (option-based awards), pursuant to the Amended and Restated Stock Option Plan, in year ended March 31, 2019. These incentive stock options either vested at the time of grant or were fully vested during the year ended March 31, 2019. The Corporation did not grant any Share-Based Awards.

<b>Compensation Securities</b>							
<b>Name and position</b>	<b>Type of compensa tion security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at year end (\$)</b>	<b>Expiry date</b>
Nelson W. Baker President, CEO, Director	Options	300,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
	Options	700,000	Jun 14, 2016	\$0.30	\$0.31	\$0.27	Jun 14, 2019
Maribel Jordan CFO	Options	125,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
	Options	100,000	Feb 06, 2017	\$0.30	\$0.28	\$0.27	Feb 06, 2022
	Options	100,000	Jun 14, 2016	\$0.30	\$0.31	\$0.27	Jun 14, 2019
T. Barry Coughlan Chairman, Director	Options	300,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
	Options	500,000	Jun 14, 2016	\$0.30	\$0.31	\$0.27	Jun 14, 2019
James Garnet Clark Director	Options	100,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
	Options	250,000	Jun 14, 2016	\$0.30	\$0.31	\$0.27	Jun 14, 2019

Bradley Baker	Options	300,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
Director	Options	500,000	Jun 14, 2016	\$0.30	\$0.31	\$0.27	Jun 14, 2019
Trevor Thomas	Options	100,000	Jan 08, 2018	\$0.35	\$0.37	\$0.55	Jan 08, 2023
Director	Options	250,000	Sep 22, 2016	\$0.455	\$0.48	\$0.27	Sep 22, 2021
Brian Corrall	Options	150,000	Jan 18, 2018	\$0.39	\$0.39	\$0.55	Jan 18, 2023
Director							

Notes:

Figures represent the grant date fair value of the options. The Corporation used the Black-Scholes option pricing model for options granted during the year ended March 31, 2018: risk-free interest rate 1.71%; expected life of options – 2.82 years; annualized volatility – 187.79% ; dividend rate – nil.

**Exercise of Compensation Securities by Named Executive Officers and Directors**

During the financial year ended March 31, 2019, no compensation securities were exercised by a Director. 200,000 stock options were exercised by Maribel Jordan, CFO at the exercise price of \$0.30 per share.

**STOCK OPTION PLAN**

**Re-Approval of Amended and Restated Stock Option Plan**

In connection with the Corporation’s initial public offering, the Corporation adopted in March 2010 a stock option plan (the “Plan”), being a “rolling” incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. The Plan provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants or those of any of its subsidiaries (“Eligible Optionees”), the option to purchase common shares. The Plan was amended at the last annual general meeting to include section 4.3 “Tax Withholding and Procedures” which contains provisions regarding withholding taxes. The shareholders will be asked at the Shareholder’s Meeting each year to vote a resolution affirming and approving the Plan, as amended (the “Amended and Restated Plan”) for the ensuing year. On November 2, 2018, the shareholders of the Corporation approved the Corporation’s Amended and Restated Plan and re-confirmed such approval on September 6, 2012, October 10, 2013, November 25, 2014, November 2, 2015, November 21, 2016 and November 22, 2017. Options can be exercisable over a period of up to five years as determined by the Board of Directors and are required to have an exercise price no less than the market price, as defined, prevailing on the day that the option is granted less the applicable discount permitted by the Exchange and will not otherwise be less than \$0.10 per share. Pursuant to the Amended and Restated Plan, the Board of Directors may, from time to time, authorize the issue of options to eligible persons, being directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or other services to the Corporation or any subsidiary of the Corporation. The number of common shares which may be issued in any one year period:

1. to any one individual pursuant to the exercise of options may not exceed five percent (5%) of the issued common shares;
2. to any one consultant pursuant to the exercise of options may not exceed 2% of the issued common shares;
3. in the aggregate, to persons conducting investor relations activities may not exceed 2% of the issued common shares; and
4. to insiders as a group may not exceed 10% of the issued common shares.

The following is a summary of the other material terms of the Amended and Restated Plan:

1. the Board may from time to time, in its discretion, and in accordance with the Exchange requirements and the terms of the Amended and Restated Plan, grant options to Eligible Optionees;
2. the number of common shares reserved for issuance pursuant to the exercise of options granted under the Amended and Restated Plan will not exceed 10% of the issued and outstanding common shares. Any increase in the issued and outstanding common shares will result in an increase to the 10% level in the available number of common shares issuable under the Amended and Restated Plan, and any options that are cancelled or expired unexercised will make new grants available under the Amended and Restated Plan;
3. all options granted under the Amended and Restated Plan are non-assignable and non-transferable;
4. subject to a minimum exercise price of \$0.05, the exercise price of an option granted under the Amended and Restated Plan must be no less than the closing market price of the common shares prevailing on the day preceding the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange;
5. options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any three-month period. The Amended and Restated Plan does not contain any other vesting requirements, but permits the Board to specify a vesting schedule in its discretion;
6. for stock options granted to employees or service providers (inclusive of management Corporation employees), the Corporation must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management Corporation employees), as the case may be, of the Corporation or any subsidiary;
7. if an Optionee ceases to be an Eligible Optionee, any options held by such Optionee shall expire no later than 90 days from the date such Optionee ceases to be an Eligible Optionee (or 30 days if the Optionee is engaged in investor relations activities). On death or disability of an Optionee, any options held by such Optionee shall expire no later than one year from the date of death or disability;
8. in the event of a takeover bid or tender offer which would result in the offeror becoming a control person of the Corporation, all option shares subject to such option will become vested and the option may be exercised in whole or in part by the optionee so as to permit the optionee to tender the option shares received upon such exercise, pursuant to the offer;
9. on the occurrence of a takeover bid, or offer, the Board will have the right to accelerate the date on which any option becomes exercisable;
10. in the event of a change of control, all options will become vested and shall be exercisable in full;
11. any unissued option shares not acquired by an optionee under an option which has expired may be made the subject of a further option pursuant to the provisions of the Amended and Restated Plan;
12. the Corporation may, from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law;
13. the exercise price and the number of common shares which are subject to an option may be adjusted from time to time for share dividends, and in the event of reclassifications, reorganizations or changes in the capital structure of the Corporation; and
14. specific disinterested shareholder approval is required to reduce the exercise price of an option for an optionee who is an insider.

The foregoing is only a summary of the salient features of the Amended and Restated Plan. A copy of the Amended and Restated Plan may be inspected at the offices of Gowling WLG (Canada) LLP located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, during normal business hours.

As of March 31, 2019, the Corporation had 68,121,536 common shares were issued and outstanding. As at March 31, 2019, there were 5,775,000 stock options granted and unexercised, and 1,037,153 stock options remained eligible for issuance under the Amended and Restated Plan.

## **MANAGEMENT CONTRACTS**

The Corporation has entered into management services agreements with two companies controlled separately by the two Named Executive Officers for management and corporate consulting services for an aggregate base monthly fee of \$15,000 plus applicable taxes and re-imbursment of allowable expenses. These agreements are on an annual basis and continue thereafter, on a month-to-month basis and may be terminated with notice or a termination payment. In the event the Corporation terminated their positions without cause, Mr. Baker of N.W. Baker Geological Services Ltd. would be entitled to six months' notice in writing or a termination payment equal to six months' remuneration (which currently amounts to \$60,000) and Ms. Jordan of 602900 BC Ltd. would be entitled to six months' notice in writing or a termination payment equal to six months' remuneration (which currently amounts to \$30,000).

The Corporation also has entered into management and consulting services agreements with Mr. Brad Baker and a company controlled by Mr. Barry Coughlan for a total monthly fee of \$12,000 plus applicable taxes and re-imbursment of allowable expenses. These agreements are on an annual basis and continue thereafter, on a month-to-month basis and may be terminated with notice or a termination payment. In the event the Corporation terminated their positions without cause, Mr. Brad Baker would be entitled to six months' notice in writing or a termination payment equal to six months' remuneration (which currently amounts to \$42,000, and Mr. Coughlan of TBC Ventures Ltd. would be entitled to six months' notice in writing or a termination payment equal to six months' remuneration (which currently amounts to \$30,000).

## **DIRECTOR COMPENSATION**

Director's fees (for directors who are not also an NEO) are recommended by the Board of Directors based on a review of prevailing market conditions and a comparison to peer group companies with similar lines of business, market capitalization and public stock exchange listings. As of the Corporation's most recently completed financial year, no director received any annual retainer fees, committee, chair or meeting fees.

The *Compensation Securities* table above sets forth all amounts of compensation provided to the directors of the Corporation who are not also NEOs for the Corporation's most recently completed financial year. No NEO of the Corporation who is also a director of the Corporation received any form of compensation from the Corporation for in his role as a director.

## **PENSION PLAN BENEFITS**

The Corporation does not have any form of pension plan that provides for payments or benefits to the Named Executive Officers, following or in connection with retirement. The Corporation does not have any form of deferred compensation plan.

**The Statement of Executive Compensation was filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on October 8, 2019.**

## **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101") requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The

Corporation's approach to corporate governance is provided in Schedule "B".

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

At no time during the Corporation's last completed financial year or as of the date of this Circular was any director, executive officer, employee, proposed management nominee for election as a director of the Corporation, nor any associate of any such director, executive officer, or proposed management nominee of the Corporation, or any former director, executive officer or employee of the Corporation or any of its subsidiaries, indebted to the Corporation or any of its subsidiaries, or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

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

The following table provides information regarding compensation plans under which securities of the Corporation are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Corporation's most recently completed fiscal year end:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity Compensation Plans Approved By Security holders	5,775,000	\$0.32	1,037,153
Equity Compensation Plans Not Approved By Security holders <sup>(1)</sup>	Nil	N/A	N/A
<b>Total</b>		<b>N/A</b>	

### **Note:**

- (1) At the 2012 annual general meeting, the shareholders approved housekeeping amendments to its "rolling" incentive stock option plan which provides that the Board of Directors may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. For further information see "Particulars of Matters to be Acted Upon - Approval of the Amended and Restated Stock Option Plan".
- (2) The figures above reflect the consolidation of the Corporation's common shares on a five to one basis effective April 7, 2016.

## **CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

Except as disclosed below, within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Corporation was a director or executive officer of any Corporation (including the Corporation in respect of which this Information Circular is prepared) acted in that capacity for a Corporation that was:

- (a) subject to a cease trade or similar order or an order denying the relevant Corporation access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Corporation being the subject of a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold

its assets; or has 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) 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; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

As publicly disclosed at [www.sedar.com](http://www.sedar.com), Great Basin Gold Ltd. (“GBG”), a Corporation on whose board Mr. Coughlan served became insolvent and was liquidated commencing in 2012. GBG was developing two gold projects using substantial debt financing when gold prices began their precipitous fall. Mr. Coughlan resigned in June 2013.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set out in this Circular, and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or executive officers of the Corporation, a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation, nor any shareholder beneficially owning, directly or indirectly, common shares of the Corporation, or exercising control or direction over common shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Corporation nor an associate or affiliate of any of the foregoing persons has since April 1, 2018 (being the commencement of the Corporation’s last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

### **MANAGEMENT CONTRACTS**

No management functions of the Corporation or its subsidiaries are to any substantial degree performed by a person or Corporation other than the directors or executive officers of the Corporation or its subsidiaries.

### **APPOINTMENT OF AUDITORS**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration. Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants were first appointed auditors of the Corporation on February 4, 2010.

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

#### **Re-Approval of Amended and Restated Stock Option Plan**

In connection with the Corporation’s initial public offering, the Corporation adopted in March 2010 a stock option plan (the “**Plan**”), being a “rolling” incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. The Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants or those of any of its subsidiaries (“**Eligible Optionees**”), the option to purchase common shares. The Plan was amended at the last annual general meeting to include section 4.3 “Tax Withholding and Procedures” which contains provisions regarding withholding taxes. Therefore, shareholders will be asked at the Meeting to vote a resolution affirming and approving the Plan, as amended (the “**Amended and Restated Plan**”) for the ensuing year.

Options will be exercisable over a period of up to five years as determined by the Board of the Corporation and are required to have an exercise price no less than the market price, as defined, prevailing on the day that the option is granted less the applicable discount permitted by the Exchange and will not otherwise be less than \$0.10 per share. Pursuant to the Amended and Restated Plan, the Board may, from time to time, authorize the issue of options to eligible persons, being directors, officers, employees and consultants of the Corporation and its subsidiaries or

employees of companies providing management or other services to the Corporation or any subsidiary of the Corporation.

The number of common shares which may be issued in any one year period:

1. to any one individual pursuant to the exercise of options may not exceed five percent (5%) of the issued common shares;
2. to any one consultant pursuant to the exercise of options may not exceed 2% of the issued common shares;
3. in the aggregate, to persons conducting investor relations activities may not exceed 2% of the issued common shares; and
4. to insiders as a group may not exceed 10% of the issued common shares.

The following is a summary of the other material terms of the Amended and Restated Plan:

1. the Board may from time to time, in its discretion, and in accordance with the Exchange requirements and the terms of the Amended and Restated Plan, grant options to Eligible Optionees;
2. the number of common shares reserved for issuance pursuant to the exercise of options granted under the Amended and Restated Plan will not exceed 10% of the issued and outstanding common shares. Any increase in the issued and outstanding common shares will result in an increase to the 10% level in the available number of common shares issuable under the Amended and Restated Plan, and any options that are cancelled or expired unexercised will make new grants available under the Amended and Restated Plan;
3. all options granted under the Amended and Restated Plan are non-assignable and non-transferable;
4. subject to a minimum exercise price of \$0.05, the exercise price of an option granted under the Amended and Restated Plan must be no less than the closing market price of the common shares prevailing on the day preceding the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange;
5. options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any three-month period. The Amended and Restated Plan does not contain any other vesting requirements, but permits the Board to specify a vesting schedule in its discretion;
6. for stock options granted to employees or service providers (inclusive of management Corporation employees), the Corporation must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management Corporation employees), as the case may be, of the Corporation or any subsidiary;
7. if an Optionee ceases to be an Eligible Optionee, any options held by such Optionee shall expire no later than 90 days from the date such Optionee ceases to be an Eligible Optionee (or 30 days if the Optionee is engaged in investor relations activities). On death or disability of an Optionee, any options held by such Optionee shall expire no later than one year from the date of death or disability;
8. in the event of a takeover bid or tender offer which would result in the offeror becoming a control person of the Corporation, all option shares subject to such option will become vested and the option may be exercised in whole or in part by the optionee so as to permit the optionee to tender the option shares received upon such exercise, pursuant to the offer;
9. on the occurrence of a takeover bid, or offer, the Board will have the right to accelerate the date on which any option becomes exercisable;
10. in the event of a change of control, all options will become vested and shall be exercisable in full;

11. any unissued option shares not acquired by an optionee under an option which has expired may be made the subject of a further option pursuant to the provisions of the Amended and Restated Plan;
12. the Corporation may, from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law;
13. the exercise price and the number of common shares which are subject to an option may be adjusted from time to time for share dividends, and in the event of reclassifications, reorganizations or changes in the capital structure of the Corporation; and
14. specific disinterested shareholder approval is required to reduce the exercise price of an option for an optionee who is an insider.

The foregoing is only a summary of the salient features of the Amended and Restated Plan. A copy of the Amended and Restated Plan may be inspected at the offices of Gowling WLG (Canada) LLP located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, during normal business hours and at the Meeting. In addition, a copy of the Amended and Restated Plan will be mailed, free of charge, to any holder of common shares who requests a copy, in writing, from the President of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of the President.

Accordingly, shareholders will be asked to pass an ordinary resolution, in substantially the following form, to re-approve the Amended and Restated Plan:

**“RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS, THAT:**

1. the Amended and Restated Plan, being a “rolling” stock option plan, as described in the Corporation’s Circular dated October 24, 2019 and the grant of options thereunder in accordance therewith, be re-approved;
2. the number of common shares reserved for issuance under the Amended and Restated Plan shall be no more than 10% of the Corporation’s issued and outstanding share capital at the time of any stock option grant;
3. the board of directors of the Corporation be authorized to make any changes to the Amended and Restated Plan, as may be required or permitted by the TSX Venture Exchange; and
4. any director or officer of the Corporation is hereby authorized and directed for an in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.

If named as proxy, the management designees intend to vote the common shares represented by such proxy at the Meeting for the approval of the Amended and Restated Plan, unless otherwise directed in the instrument of proxy.

**ANY OTHER MATTERS**

Management of the Corporation knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

## **ADDITIONAL INFORMATION**

Additional information regarding the Corporation and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) “Corporation Profiles – Mineral Mountain Resources Ltd.”. The Corporation’s financial information is provided in the Corporation’s audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Corporation may request copies of the Corporation’s financial statements and related management discussion and analysis by contacting the Corporation at Suite 401, 1195 West Broadway, Vancouver, British Columbia, V6H 3X5 (Phone: (604) 714-0111. Website: [www.mineralmtn.com](http://www.mineralmtn.com)).

## **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date hereof.

## **DIRECTORS’ APPROVAL**

The contents of this Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 30th day of October, 2019.

## **BY ORDER OF THE BOARD OF DIRECTORS**

*“Nelson Baker”*

Nelson Baker,  
President and CEO

## SCHEDULE "A"

### MINERAL MOUNTAIN RESOURCES LTD. (THE "CORPORATION")

#### AUDIT COMMITTEE

##### Composition of the Audit Committee

As of the date of this Circular, the following are the members of the Corporation's Audit Committee:

<u>Member</u>	<u>Independent</u> <sup>(1)</sup>	<u>Financially literate</u> <sup>(2)</sup>
T. Barry Coughlan	No	Yes
Trevor Thomas	No <sup>(3)</sup>	Yes
Brian Corrall (Chairman)	Yes	Yes

##### Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.
- (3) Mr. Thomas is an independent director under National Instrument 58-101, however for the purposes of Audit Committee independence under National Instrument 52-110 Mr. Thomas is not independent as a result of being an officer of Hunter Dickinson Services Inc. which is a party to a service agreement with the Corporation.

##### Relevant Education and Experience

The following is a summary of the Audit Committee members' education and experience which is relevant to the performance of their responsibilities as an Audit Committee member:

**Mr. Coughlan** is a self-employed businessman, financier and senior executive with international experience who has been involved in the financing and management of publicly traded companies over the past 30 years. During this period, Mr. Coughlan has been involved in the financing of over thirty private companies and their subsequent listing on both International and North American markets as well as assisting in the financing of many numerous public companies.

**Mr. Thomas** has over twenty years' experience practicing as a lawyer in the areas of corporate commercial, corporate finance, securities and mining law, both in private practice and in-house positions. Most recently, Mr. Thomas has worked as in-house legal counsel for Hunter Dickinson Inc. ("HD") since 2006 and currently acts as General Counsel for HD, and as Corporate Secretary for a number of the member companies within the HD group of companies.

**Mr. Corrall** is qualified as a Chartered Accountant in the UK and joined the Institute of Chartered Accountants of British Columbia in 1976 to work first for Deloitte then, over 30 years in the forest industry in financial and strategic management positions with MacMillan Bloedel and Weyerhaeuser. Since 2005, he has consulted and worked with start-up companies and projects and currently as a financial consultant for the TFN Economic Corporation of the Tsawwassen First Nations. Brian served as an Independent Director of ICN Resources Ltd. and is currently a Director of Quadro Resources Ltd. (QRO-V).

## **The Audit Committee Charter**

The text of the Audit Committee's Charter is as follows:

### **Overall Purpose / Objectives**

The Audit Committee will assist the Board of Directors (the "**Board**") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation's business, operations and risks.

### **Authority**

The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Corporation officers at meetings as appropriate.

### **Organization**

#### ***Membership***

The Audit Committee will be comprised of at least three members who are directors, a majority of which are not officers or employees of the Corporation.

The chairman of the Audit Committee will be nominated by the committee from time to time.

A quorum for any meeting will be two members.

The secretary of the Audit Committee will be the Corporation secretary, or such person as nominated by the Chairman.

#### ***Attendance at Meetings***

The Audit Committee may invite such other persons (e.g. the President or CFO) to its meetings, as it deems appropriate.

Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

The proceedings of all meetings will be minuted.

### **Roles and Responsibilities**

The Audit Committee will:

Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.

Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.

Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.

Meet with management and the external auditors to review the annual financial statements and the results of the audit.

Evaluate the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:

- (a) actual financial results for the interim period varied significantly from budgeted or projected results;
- (b) generally accepted accounting principles have been consistently applied;
- (c) there are any actual or proposed changes in accounting or financial reporting practices;
- (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.

Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

Review the performance of the external auditors and approve in advance provision of services other than auditing. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Board authorizes the Chairman of the Audit Committee to approve any non-audit or additional audit work which the Chairman deems as necessary and to notify the other members of the Audit Committee of such non-audit or additional work.

Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.

Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

Review and approve the Corporation's hiring policies regarding partners, employers and former partners and employees of the present and former external auditors of the Corporation.

Establish a procedure for:

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

Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.

Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.

Perform other functions as requested by the full Board.

If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.

Review and recommend updates to the charter; receive approval of changes from the Board.

#### **Audit Committee Oversight**

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

#### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a Corporation to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

#### **Pre-Approval Policies and Procedures**

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "Roles and Responsibilities".

The Audit Committee is authorized by the Board to review the performance of the Corporation's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

### External Auditor Service Fees (By Category)

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

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
2019	<b>\$12,653</b>	<b>Nil</b>	<b>\$1,500</b>	<b>Nil</b>
2018	\$12,750	Nil	\$1,500	Nil

**Notes:**

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not included under the heading "Audit Fees".
- (3) Fees billed for preparation of Corporation's corporate tax return.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

### Exemption

The Corporation is a "venture issuer" as defined in NI 52-110, and is relying upon the exemptions set forth in Section 6.1 of NI 52-110 with respect to Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

**SCHEDULE “B”**

**MINERAL MOUNTAIN RESOURCES LTD.  
(THE “CORPORATION”)**

**STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

**General**

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. The following disclosure of corporate governance practices is made in accordance with the provisions of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”).

**Board of Directors**

The Board is currently comprised of six individuals, of whom Brian Corral, Garry Clark and Trevor Thomas are independent for the purposes of NI 58-101. Mr. Thomas is not considered independent for Audit Committee purposes under section 1.5 of National Instrument 52-110. Mr. Clark has elected not to stand for election as a director at the Meeting. Nelson Baker, Barry Coughlan, and Bradley Baker are members of the Corporation’s management and are not independent as they serve as the President and CEO; Chairman and VP of Corporate Development, respectively, of the Corporation. Bradley W. Baker is also not considered independent as he is an immediate family member of an individual who is an executive officer of the Corporation.

The size of the Corporation is such that all the Corporation’s operations are conducted by a small management team which is also represented on the Board of Directors. The Board of Directors considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Corporation and have regular and full access to management. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the Audit Committee are able to meet with the Corporation's auditors without management being in attendance.

**Directorships**

The following directors are also presently directors of the following reporting issuers:

<b>Name of Director</b>	<b>Name of Other Reporting Issuer</b>
T. Barry Coughlan	Amarc Resources Ltd. Northcliff Resources Ltd. Quadro Resources Ltd. Vatic Ventures Corp. Rathdowney Resources Ltd.
Trevor Thomas	Quadro Resources Ltd. Quartz Mountain Resources Ltd
Brian Corral	Quadro Resources Ltd.

**Orientation and Continuing Education**

New Board members receive an orientation package which includes reports on operations and results, and any public disclosure filings by the Corporation, as may be applicable. Board meetings are sometimes held at the Corporation’s offices and, from time to time, are combined with presentations by the Corporation’s management to give the directors additional insight into the Corporation’s business. In addition, management of the Corporation makes itself available for discussion with all Board members.

## **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

## **Nomination of Directors**

The Nominating and Governance Committee will consider the size of the Board each year when it considers the number of directors to recommend to the Board and shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The specific duties of the Nominating and Governance Committee are prescribed in the Nominating and Governance Committee Charter, which is set out as Schedule "D" to the Circular.

The members of the Nominating and Governance Committee are Trevor Thomas (Chairman), Barry Coughlan and Gary Clark. Mr. Clark has elected not to stand for election at the Meeting and as a result the Nominating and Governance Committee will be re-constituted after the Meeting.

## **Compensation**

The Compensation Committee determines compensation for the directors and CEO, and its specific duties are prescribed in the Compensation Committee Charter, which is set out as Schedule "C" to the Circular. See Statement of Executive Compensation Discussion and Analysis below for more information concerning the Compensation Committee.

The Compensation Committee members are T. Barry Coughlan (Chairman), Trevor Thomas and Brian Corral. See disclosure under "Biographical Information of Nominees for Director" for relevant education and experience of policies of the Compensation Committee.

## **Other Board Committees**

The Board has no committees other than the Audit Committee, the Compensation Committee and the Nominating and Governance Committee.

See Schedule "A" of the Circular for the text of the Audit Committee Charter.

See Schedule "C" of the Circular for the text of the Compensation Committee Charter.

See Schedule "D" of the Circular for the text of the Nominating and Governance Committee Charter.

## **Assessments**

The Board and the Nominating and Governance Committee monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. Under its charter, the Nominating and Governance Committee oversees an annual formal assessment of the Board and all its committees. The Board is satisfied with the projects and overall corporate achievements of the Company and believes this reflects well on the Board and its practices.

## SCHEDULE "C"

### MINERAL MOUNTAIN RESOURCES LTD. (THE "CORPORATION")

#### COMPENSATION COMMITTEE CHARTER

##### 1. Purpose: Responsibilities and Authority.

The Compensation Committee shall assist the Board of Directors in carrying out its responsibilities relating to executive and director compensation. In furtherance of this purpose, the Committee shall have the following responsibilities and authority:

- (a) The Committee shall recommend to the Board of Directors the form and amount of compensation to be paid by the Corporation to directors for service on the Board of Directors and on the Board committees. The Committee shall review director compensation at least annually.
- (b) The Committee shall annually review the Corporation's Compensation philosophy including base compensation structure, incentive compensation, stock option and other equity-based compensation programs and recommend changes or additions in such structure and plans to the Board of Directors as needed.
- (c) The Committee shall review performance goals and recommend to the Board of Directors the annual base compensation of the Corporation's CEO, executive officers and senior managers (collectively the "Officers").
- (d) The Committee shall recommend to the Board of Directors the range of increase or decrease in the annual base compensation for non-Officer personnel providing services to the Corporation.
- (e) The Committee shall recommend to the Board of Directors annual corporate goals and objectives under any incentive compensation plan adopted by the Corporation for Officers and non-Officer personnel providing services to the Corporation, and establish incentive compensation participation levels for Officers and non-Officer personnel providing services to the Corporation under any such incentive compensation plan. In determining the incentive component of compensation, the Committee will consider the Corporation's performance and relative shareholder return, the values of similar incentive at comparable companies and the awards given in past years.
- (f) The Committee shall evaluate the performance of Officers generally and in light of annual corporate goals and objectives under any incentive compensation plan and recommend to the Board of Directors incentive compensation payable to Officers under any such incentive compensation plan.
- (g) The Committee shall periodically review with the Chairman and Chief Executive Officer their assessments of corporate officers and senior managers and succession plans, and make recommendations to the Board regarding appointment of officers and senior managers.
- (h) The Committee shall provide oversight of the performance evaluation and incentive compensation of non-Officer personnel providing services to the Corporation.
- (i) The Committee shall administer the Corporation's stock option and other equity based compensation plans and determine the annual grants of stock options and other equity based compensation.

- (j) The Committee shall recommend to the Nominating and Corporate Governance Committee the qualifications and criteria for membership on the Committee.
- (k) The Committee shall review all proposed material actions with respect to the Corporation's pension plans for approval by the Board.
- (l) The Committee shall provide oversight to the preparation of the Corporation's annual report to shareholders concerning executive compensation for inclusion in the Corporation's Management Information Circular.
- (m) With the written notification of the Chairman of the Board, retain such outside lawyers, consultants and advisors at the Corporation's expense, as it deems necessary from time to time to fulfill its duties and responsibilities.
- (n) The Committee shall review annually the adequacy of this mandate and recommend changes to the mandate to the Board of Directors.
- (o) The Chief Executive Officer of the Corporation shall not be present during any vote or other deliberation of the Committee regarding the compensation or performance of the Chief Executive Officer.

## 2. Structure and Membership

- (a) **Number.** The Committee shall consist of three persons unless the Board should from time to time otherwise determine.
- (b) **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee at any time with or without cause.
- (c) **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- (d) **Compensation.** The compensation of the Committee shall be as determined by the Board.
- (e) **Term.** Members of the Committee shall be appointed for one-year terms. Each member shall serve until his or her replacement is appointed, or until he or she resigns or is removed from the Board or the Committee.

## 3. Procedures and Administration

- (a) **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep minutes of its meetings and any other records as it deems appropriate.
- (b) **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees, which may comprise one or more members, as it deems necessary or appropriate from time to time under the circumstances.
- (c) **Reports to the Board.** The Committee shall report (orally or otherwise) regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board.
- (d) **Charter.** The Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(e) **Independent Advisors.** The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay appropriate compensation to advisors engaged by the Committee.

(f) **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any Officer or other person to meet with the Committee.

(g) **Annual Self-Evaluation.** The Committee shall evaluate its own performance at least annually.

#### **4. Additional Powers**

The Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

## SCHEDULE “D”

### MINERAL MOUNTAIN RESOURCES LTD. (the “Corporation”)

#### NOMINATING AND GOVERNANCE COMMITTEE CHARTER

##### 1. Purpose: Responsibility and Authority

The Nominating and Governance Committee shall assist the Board of Directors in carrying out its responsibilities relating to stewardship and governance. In furtherance of this purpose the Committee shall have the following responsibilities and authority:

- (a) The Committee shall recommend to the Board criteria for Board membership. In making its recommendation, the Committee shall consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each current director. The Committee shall review with the Board, on an annual basis, the requisite skills and criteria for Board members as well as the composition and size of the Board as a whole in order to ensure that the Board has the requisite expertise, that its membership consists of persons with sufficiently diverse and independent backgrounds, and that its membership consists of an appropriate mix of inside, outside and independent directors.
- (b) The Committee shall identify and recommend to the Board individuals qualified to become Board members, consistent with criteria approved by the Board. The Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of shareholders and the persons to be appointed by the Board to fill any vacancies on the Board. The Committee may adopt procedures regarding director candidates proposed by the shareholders.
- (c) The Committee shall recommend to the Board corporate governance and ethics principles and policies that should be applicable to the Corporation. The Committee shall monitor legislation, regulatory policies and industry best practices dealing with corporate governance and, from time to time as it deems appropriate, review and reassess the adequacy of the Corporation’s corporate governance principles and practices and recommend any proposed changes to the Board.
- (d) The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and of senior managers and make recommendations regarding such matters to the Board, including the criteria for determining director independence.
- (e) The Committee shall, on an annual basis, recommend assignments to committees of the Board, including recommendations as to chairmen of committees of the Board, review and make recommendations to the Board concerning the types, duties, functions, size and operation of committees of the Board, review the adequacy of charters of all committees of the Board and make recommendations to the Board for any changes to such charters.
- (f) The Committee shall, on an annual basis, oversee the evaluation of the Board and its committees to determine whether the Board, its members and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of performance of the Board and its committees, to be discussed with the Board.
- (g) The Committee shall manage Board and committee succession planning.

The Committee shall monitor communications with shareholders regarding matters of corporate governance.

## 2. Structure and Membership

- (a) **Number.** The Committee shall consist of three persons unless the Board should from time to time otherwise determine.
- (b) **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee at any time with or without cause.
- (c) **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- (d) **Compensation.** The compensation of the Committee shall be as determined by the Board.
- (e) **Term.** Members of the Committee shall be appointed for one-year terms. Each member shall serve until his or her replacement is appointed, or until he or she resigns or is removed from the Board or the Committee.

## 3. Procedures and Administration

- (a) **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep minutes of its meetings and any other records as it may deem appropriate.
- (b) **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances.
- (c) **Reports to the Board.** The Committee shall report (orally or otherwise) regularly to the Board following meetings of the Committee with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board.
- (d) **Charter.** The Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (e) **Independent Advisors.** The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay appropriate compensation to such advisors engaged by the Committee.
- (f) **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it may deem necessary or appropriate, including the authority to request any officer or other person to meet with the Committee.
- (g) **Annual Self-Evaluation.** The Committee shall evaluate its own performance at least annually.

## 4. Additional Powers

The Committee shall have such other duties as may be delegated from time to time by the Board of Director.