



Annual General and Special Meeting of Shareholders

To be held on October 25, 2019

Information Circular dated September 20, 2019



NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS
to be held on **October 25, 2019 at 10:00 am PST**
at **1095 W Pender St. 2nd Floor, Vancouver, BC V6E 4T3**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Fort St James Nickel Corp. (the “Corporation”) will be held on Friday, October 25, 2019 at 10:00 a.m. to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Corporation for the financial year ended April 30, 2019 and 2018, together with the report of the auditor thereon;
2. To set the number of directors at Three (3);
3. To elect directors for the ensuing year;
4. To appoint WDM Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. To approve the proposed Stock Option Plan of the Company as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Stock Option Plan and the policies of the TSX Venture Exchange.
6. To consider and, if thought fit, to approve an ordinary resolution approving and ratifying the RSU Plan as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the RSU Plan and the policies of the TSX Venture Exchange.
7. To transact such other business as may properly be put before the meeting;

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249- 7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on September 20, 2019 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, British Columbia this 20th day of September 2019

BY ORDER OF THE BOARD OF DIRECTORS OF

Fort St James Nickel Corp.

/s/ “**BARRY BROWN**”

President & Chief Executive Officer

FORT ST. JAMES NICKEL CORP.

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at September 20, 2019 unless indicated otherwise)

This Information Circular is being mailed by the management of Fort St. James Nickel Corp. (“**Fort St. James**” or the “**Company**”) to everyone who was a shareholder of record of Fort St. James on September 20, 2019, which is the date that has been fixed by the directors of Fort St. James as the record date to determine the shareholders who are entitled to receive notice of the meeting.

We are mailing this Information Circular in connection with the solicitation of proxies by and on behalf of our management for use at the annual general meeting of the shareholders of Fort St. James that is to be held on **Friday, October 25, 2019 at 10:00 a.m.** (Vancouver time) at **1095 W Pender St 2nd floor Vancouver, BC V6E 4T3**. The solicitation of proxies will be primarily by mail. Certain employees, officers or directors of Fort St. James may also solicit proxies by or in person. The cost of solicitation will be borne by Fort St. James.

Under Fort St. James’ Bylaws, at least two persons must be present in person or represented by proxy, each being a shareholder entitled to vote at the Meeting, before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, we will reschedule the meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

All of the matters that will come to a vote at the Meeting as described in the attached Notice of the meeting are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved.

See Part 3 – The Business of the Meeting for more details on the proposed resolutions to be put to shareholders at the Meeting.

WHO CAN VOTE?

If you are a registered shareholder of Fort St. James as at September 20, 2019, you are entitled to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer’s authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the meeting in person, you can appoint someone who will attend the meeting and act as your proxyholder to vote in accordance with your instructions. See Part 1 – Voting – Voting by Proxy. If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-registered Shareholders” set out below.

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

VOTING BY PROXY

If you do not come to the meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy. In order to be valid, you must return the completed form of proxy at least 48 hours (excluding Saturday, Sunday and holidays) before the time of the meeting to our transfer agent, Computershare Trust Company of Canada at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1. Instructions on the form of proxy included with this Information Circular

What is a proxy?

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

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy are directors and/or officers of Fort St. James. You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder of Fort St. James. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM/HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES OR BY COMPLETING ANOTHER FORM OF PROXY.** To be valid, a proxy must be in writing and executed by the shareholder or its attorney authorized in writing. Completed proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting prior to the commencement of the Meeting.

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 Fort St. James at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, V6C 3K4, at any time up to and including the last business day preceding the day of the Meeting or to the Chairman of the Meeting on the day of the Meeting 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.

Instructing your proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- √ **FOR the election of the proposed nominees as directors;**
- √ **FOR the appointment of WDM Chartered Professional Accountants as auditors of the Company and to fix their remuneration;**
- √ **FOR the approval of continuance of the Company's 10% rolling Share Option Plan; and**
- √ **FOR the approval and Ratification of the RSU Plan.**

For more information about these matters, see Part 3 – The Business of the Meeting. The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting. At the time of printing this Information Circular, management of Fort St. James is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing your mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which clearly indicates that you want to revoke your proxy and delivering this signed written statement to the head office of Fort St. James at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, V6C 3K4; or (d) in any other manner permitted by law.

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

NON-REGISTERED SHAREHOLDERS

If your shares are not registered in your own name, they will be held in the name of a “nominee,” usually a bank, trust company, securities dealer or other financial institution and, as such, your nominee will be the entity legally entitled to vote your common shares and must seek your instructions as to how to vote your shares. Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders’ meetings, you will have received this Information Circular from your nominee, together with a form of proxy or a request for voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

If your shares are not registered in your own name, Fort St. James’ transfer agent will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder, will have no knowledge of your entitlement to vote. If you wish to vote in person at the Meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. Please adhere strictly to the signature and return instructions provided by your nominee. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person. Please register with the scrutineer, who will be a representative of our transfer agent, Computershare Trust Company of Canada, upon arrival at the Meeting.

The Notice of Meeting and this Information Circular, together with Fort St. James’ audited consolidated financial statements and related Management’s Discussion and Analysis for the year ended April 30, 2017, are being sent to both registered and non-registered owners of our common shares. If you are a non-registered owner and we have sent these materials to you directly, your name and address and information about your holdings of common shares of Fort St. James have been obtained in accordance with applicable securities regulatory requirements from the nominee holding the securities on your behalf. By choosing to send these materials to you directly, Fort St. James (and not your nominee) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions form, which is included with this Information Circular.

In accordance with National Instrument 54-101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, Fort St. James has elected to send proxy-related materials directly to non-objecting beneficial owners of its common shares. As Fort St. James is unable to send proxy-related materials directly to the objecting beneficial owners (“**OBOs**”) of its common shares (because OBOs are beneficial shareholders who have objected to the release of security ownership details to issuers), proxy related materials for the meeting to which this Information Circular relates will be sent to OBOs indirectly through the intermediaries who hold securities on behalf of the OBOs. The intermediaries/brokers (or their service companies) are responsible for forwarding the proxy related materials to their OBO clients. Management of Fort St. James does not intend to pay for intermediaries to forward to their OBO clients the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* under NI 54-101 and, as such, OBOs will not receive the proxy-related materials in connection with the meeting unless such OBO’s intermediary assumes the cost of delivery.

Fort St. James has chosen to not use the notice-and-access delivery procedures provided by NI 54-101.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Fort St. James has authorized voting capital of an unlimited number of common shares. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on June 22, 2018, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

At the close of business on September 20, 2019, 15,857,801 common shares were issued and outstanding. To the knowledge of our directors and officers, the only persons or companies who or which beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of our common shares on that date were:

<u>Name⁽¹⁾</u>	<u>Number of common shares⁽¹⁾</u>	<u>Percentage of issued shares</u>
Gerald Mitton	6,230,338 ⁽²⁾	40%

(1) Information as to ownership of shares has been extracted from insider reports filed by the individual and available through the Internet on the System for Electronic Disclosure by Insiders (SEDI), or has been provided by the individual.

(2) 2,747,963 of these common shares are held by Gerald Mitton indirectly through Darroch Holdings Ltd., a private company controlled by Gerald Mitton.

PART 3 - THE BUSINESS OF THE MEETING

A. FINANCIAL STATEMENTS

The audited financial statements of Fort St. James for the year ended April 30, 2019 and 2018, and the reports of the auditor on those financial statements, will be placed before you at the Meeting. A copy of Fort St. James' audited consolidated financial statements and Management's Discussion and Analysis for the year ended April 30, 2019, have been mailed to shareholders with the Notice of Annual Meeting and this Information Circular. No formal action will be taken at the Meeting to approve the financial statements.

B. ELECTION OF DIRECTORS

Directors of Fort St. James are elected for a term of one year. The term of office of each of the current directors will expire at the Meeting and the nominees for election as directors at the Meeting to which this Information Circular relates, if elected, will serve until the close of the next annual meeting unless he resigns or otherwise vacates office before that time. Under our Articles, Fort St. James shall have a minimum of three and a maximum of 12 directors, the number of directors to be determined from time to time by resolution of the Board of Directors. We currently have three directors and, pursuant to Fort St. James' By-Laws, the directors have set the number of directors to be elected at the Meeting at three.

Nominees for Election

The following are the nominees proposed for election as directors of Fort St. James, together with the number of common shares that are beneficially owned, directly or indirectly, or over which control or direction is exercised by each nominee as of September 30, 2019, the record date for the meeting to which this Information Circular relates. All of the nominees are currently serving as directors of Fort St. James, having been elected by shareholders as directors. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the Meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Fort St. James has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected. See Part 7 – Corporate Governance – Nomination and Election of Directors.

Voting for election of directors of Fort St. James is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of Fort St. James; or you can vote for some of these nominees for election as directors and withhold your votes for others; or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees as directors of Fort St. James.

Fort St. James' management recommends that shareholders vote in favour of the nominees for election as directors.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the three nominees as directors of Fort St. James for the ensuing year.

Name, Position, Province/State and Country of Residence ⁽¹⁾⁽²⁾	Principal Occupation or Employment ⁽¹⁾	Director Since	No. of Shares ⁽¹⁾
Barry Brown ⁽³⁾ <i>President, CEO & Director British Columbia, Canada</i>	Mr. Brown is the President of Barry Developments Ltd., a wholly owned private company involved in the organization, reorganization and management of private and public companies. He has over 35 years of experience as a director and/or officer of a number of public companies. Mr. Brown received a Bachelor of Commerce degree in finance from the University of British Columbia in 1976.	December 22, 2015	675,000 shares ⁽³⁾ 4.3% undiluted 675,000 Warrants 8.5% fully diluted ⁽⁶⁾

Scott Kent ⁽³⁾ <i>Director and Corporate Secretary British Columbia, Canada</i>	Mr. Kent is a Firefighter with the Surrey Fire Department since August 2003 and is an Independent Businessman.	July 11, 2006	NIL
Quinn Field-Dyde ⁽³⁾ <i>Director British Columbia, Canada</i>	Mr. Field-Dyde was an Investment Advisor. He has over 8 years' experience in the financial services industry, having served from 1996 to 2004; He was a consultant to Raytec Development Corp. from 2004 to 2010. Previously, he was involved in the interactive entertainment industry working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Currently, Mr. Field-Dyde sits on the board of multiple publicly traded companies.	March 31, 2017	NIL

- (1) The information as to province/state and country of residence, principal occupation and shares beneficially owned is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) None of the proposed nominees for election as a director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity
- (3) Member of the Audit Committee (see Part 6 – Audit Committee). This is the only committee of the Board of Directors.

C. APPOINTMENT OF THE AUDITOR

At the Meeting, shareholders will be asked to pass an ordinary resolution to appoint WDM Chartered Professional Accountants as auditor of Fort St. James to hold office until the next annual meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors to fix the remuneration to be paid to the auditor. WDM Chartered Professional Accountants, of Suite 420, 1501 West Broadway, Vancouver, British Columbia, have served as Fort St. James' auditor since June 19, 2017

Management recommends that shareholders vote in favour of the appointment of WDM Chartered Professional Accountants, as Fort St. James' auditor for the ensuing year and in favour of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor.

ANNUAL APPROVAL OF STOCK OPTION PLAN

Pursuant to the TSX Venture Exchange Policy 4.4 – Incentive Stock Options, all listed companies are required to adopt a stock option plan. The Board of Directors of Fort St. James adopted a rolling option plan on September 29, 2009 and implemented it upon receipt of shareholder and TSX Venture Exchange approvals received on October 29, 2009, and January 18, 2010, respectively (the “2009 Plan”). Subsequently, the 2009 Plan was amended and restated in January 2011, upon adoption by the Board of Directors of provisions relating to Fort St. James' tax withholding and remittance obligations on exercise of options, as a result of changes to the *Income Tax Act* (Canada). These amendments were accepted by the TSX Venture Exchange in March 2011.

The TSX Venture Exchange policies require that the 2009 Plan be approved by shareholder annually, at the Company's Annual General Meeting. Continuation of the Plan will be subject to the approval of the shareholders of the Company and review and acceptance by the TSX Venture Exchange.

A copy of the 2009 Plan is available for viewing by shareholders at Fort St. James' head office located at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, during normal business hours at any time up to and including the day prior to the Meeting as well as at the Meeting to which this Information Circular relates.

Summary of the 2009 Plan

The aggregate number of common shares reserved for issuance under the 2009 Plan, and common shares reserved for issuance under any other share compensation arrangement granted or made available by Fort St. James from time to time, may not exceed 10% of Fort St. James' issued and outstanding common shares at the time of grant. As at the date of this Information Circular, there are incentive stock options outstanding and governed by the 2009 Plan entitling employees, officers and directors of, and consultants to, Fort St James to purchase an aggregate of 1,585,780 common shares. The number of common shares available for future issuance pursuant to option yet to be granted under the 2009 Plan, of the date of this Information Circular, is 485,780.

The 2009 Plan is administered by the Board of Directors and provides for grants of options to directors, executive officers and employees or management company employees of, and consultants to, Fort St. James at the discretion of the Board. The exercise price of options granted under the 2009 Plan will be determined by the Board of Directors, but the exercise price must not be less than the lowest price permitted by the TSX Venture Exchange.

Pursuant to the terms of the 2009 Plan, options to acquire more than 2% of the issued and outstanding common shares of Fort St. James may not be granted to any one consultant in any 12-month period and options to acquire more than an aggregate 2% of the issued and outstanding common shares of Fort St. James may not be granted to persons employed to provide Investor Relations Activities (as such term is defined by the policies of the TSX Venture Exchange) in any 12-month period. The grant or grants of options to any one individual in any 12-month period entitling that person to acquire common shares of Fort St. James exceeding 5% of the issued and outstanding common shares of Fort St. James requires Disinterested Shareholder approval (as required by the policies of the TSX Venture Exchange). "Disinterested Shareholders" are those shareholders of Fort St. James who are not insiders of Fort St. James eligible to participate in the 2009 Plan or associates of such insiders.

The term of any options granted under the 2009 Plan will be fixed by the Board of Directors and may not exceed ten years. Should a director, officer, employee or management company employee of, or consultant to, Fort St. James or any affiliate of Fort St. James cease to act in such capacity prior to expiry of the term of their respective options, those options will terminate at the end of the period of time permitted for exercise of the option (such period of time to not be in excess of six months to be determined by the Board in each instance at the time of the grant of the option) after the option holder ceases to so act for any reason other than death, disability or cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. If an option holder providing Investor Relations Activities ceases to provide such Investor Relations Activities to Fort St. James, options granted to such option holder will expire within 30 days of such cessation. The 2009 Plan also provides for adjustments to outstanding options in the event of any disposition of substantially all of the assets of Fort St. James, dissolution or any merger, amalgamation or consolidation of Fort St. James with or into any other company, or the merger, amalgamation or consolidation of any other company with or into Fort St. James.

The directors of Fort St. James may, at their discretion at the time of any grant, impose a schedule over which period of time options will vest and become exercisable by the optionee; however, for so long as the common shares of Fort St. James are listed on the TSX Venture Exchange, options granted to persons performing Investor Relations Activities must vest in stages over 12 months with no more than $\frac{1}{4}$ of the options vesting in any three month period.

Subject to the approval of the TSX Venture Exchange, the Board may terminate, suspend or amend the terms of the 2009 Plan, provided that the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval and, where required, Disinterested Shareholder approval, or by the written consent of the holders of a majority of the securities of Fort St. James entitled to vote:

1. increase the aggregate number of common shares which may be issued under the 2009 Plan;
2. materially modify the requirements as to the eligibility for participation in the 2009 Plan that would have the potential of broadening or increasing insider participation; and
3. materially increase the benefits accruing to participants under the 2009 Plan.

However, the Board may amend the terms of the 2009 Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval.

Recommendation

We believe the 2009 Plan enables Fort St. James to better align the interests of its directors, management and employees with those of its shareholders and reduce the cash compensation that Fort St. James would otherwise have to pay. **We recommend that shareholders vote FOR the resolution giving annual approval of the 2009 Plan. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the resolution approving and ratifying the 2009 Plan.**

Accordingly, Shareholders will be requested at the Meeting to pass an ordinary resolution in the following form:

“RESOLVED THAT:

1. the Company 10% rolling stock option plan (the "2009 Plan"), as described in the management information circular dated September 20, 2019, be and is hereby ratified, confirmed and approved, subject to acceptance by the TSX Venture Exchange;
2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. the number of common shares of the Corporation issuable pursuant to the Stock Option Plan shall continue to be set at 10% of the number of common shares of the Corporation issued and outstanding from time to time, subject to any limitations imposed by applicable regulations, laws, rules and policies; and
4. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”

D. APPROVAL OF THE RSU PLAN

On August 19, 2019, the Board approved the form of restricted stock unit plan (the “RSU Plan”) for adoption by the Company. The RSU Plan is designed to provide certain directors, officers, consultants and other key employees (an “Eligible Person”) of the Company and its related entities with the opportunity to acquire restricted share units ("RSUs") of the Company, thereby allowing an Eligible Person to participate in the long-term success of the Company thus promoting the alignment of an Eligible Person’s interests with the Shareholders.

The RSU Plan allows the Company to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a fixed number maximum of 200,000 Shares.

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to approve the adoption of the RSU Plan. A copy of the RSU Plan is attached to this Circular as Appendix “A”.

In the event that the RSU Plan is not approved by the Shareholders at the Meeting, the Company will consider the provision of comparable compensation to its directors, officers, consultants and key employees in the form of cash or by other appropriate arrangements.

The following summary assumes that the RSU Plan will be approved by the Shareholders at the Meeting and is subject to the specific provisions of the RSU Plan. Capitalized terms used but not defined in this section of the Circular shall have the meanings ascribed thereto in the RSU Plan attached hereto as Appendix “A”.

Benefits of the RSU Plan

The RSU Plan is designed to be a long term incentive for the directors, officers, consultants and other key employees of the Company. RSUs provide the Company with an additional compensation tool to help retain and attract highly qualified directors, officers, consultants and employees.

Nature and Administration of the RSU Plan

As defined in the RSU Plan, Eligible Persons are eligible to participate in the RSU Plan (as "Recipients"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Recipients in the RSU Plan. Eligibility to participate as a Recipient in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee, can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account maintained for each Recipient on the books of the Company as of the award date. The number of RSUs to be credited to each Recipient's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date(s) (each a "Vesting Date") that is the later of the Trigger Date (as defined in the RSU Plan) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan.

RSUs and all other rights, benefits or interests in this Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

RSUs Granted Prior to Shareholder Approval of the RSU Plan

The Company must obtain disinterested shareholder approval to any and all RSUs granted by the Company prior to shareholder approval of the RSU Plan. As at September 20, 2019 there were no RSUs granted and outstanding under the RSU Plan.

Credit for Dividends

A Recipient's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Shares. The number of additional RSUs to be credited to a Recipient's account is computed by multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the Recipient's account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value (as defined in the RSU Plan). Note that the Company is not obligated to pay dividends on Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Recipient's employment or service is terminated for cause, if Recipient enters Retirement (as defined in the RSU Plan), or if the Recipient voluntarily resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the Recipient are forfeited, cancelled and terminated without payment.

In the event a Recipient is terminated without cause, dies, or suffers Total Disability (as defined in the RSU Plan), unvested RSUs will immediately vest on the date of termination.

Control of Change

In the event of a Change of Control (as defined in the RSU Plan), all RSUs credited to a Recipient vest on the date on which the Change of Control occurs. Within thirty (30) days after the date on which the Change of Control Occurs, but in no event later than the Expiry Date, the Recipient must receive a payment equal to the number of RSUs that vested on the date of the Change of Control, multiplied by the Fair Market Value on that date.

Adjustments

In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as it, in its discretion, considers appropriate to reflect the change.

Vesting

The Board has discretion to grant RSUs to Eligible Persons as it determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions (as defined in the RSU Plan) if any. Vesting occurs on the date set by the Board at the time of the grant or if no date is set then December 1 of the third calendar year following the date of the grant (the "Trigger Date"), and the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

The Board may accelerate the Trigger Date of any RSU at its election.

Limitations under the RSU Plan

Unless disinterested Shareholder Approval is obtained (or unless permitted otherwise by the rules of the Stock Exchange):

- (a) the maximum number of Shares that may be issued to an Eligible Person pursuant to Restricted Stock Units under the Plan may not exceed 1% of the issued Shares calculated on the Grant Date (on a non-diluted basis) and in aggregate, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (b) the maximum number of Shares which may be reserved for issuance to Insiders (as a group) under the Plan and under other Share Compensation Arrangement may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (c) the maximum number of Shares that may be issued to Insiders (as a group) pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (d) subject to clause (e) below, the maximum number of Shares that may be issued to any one Eligible Person pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date (on a non-diluted basis); and
- (e) the maximum number of Shares that may be issued to an Eligible Person who is a Consultant or a Person retained to provide Investor Relations Activities pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis), without the prior consent of the Stock Exchange.

Amendment or Termination of RSU Plan

Subject to all necessary approvals of the Stock Exchange, the Board may amend or terminate the RSU Plan at any time, but the consent of the Recipient is required for any such amendment that adversely affects the rights of the Recipient, unless the amendment or termination is required by law. A termination of the RSU Plan will not accelerate the vesting of RSUs or the time which a Recipient would otherwise be entitled to receive payment in respect of the RSUs.

Approval Requirements

The approval of the RSU Plan must be confirmed by a simple majority of the votes cast by Shareholders voting in person or by proxy at the Meeting. The resolution must also be approved by a simple majority of votes of disinterested shareholders only. In order to achieve disinterested shareholder voting, the votes attaching to the Common Shares beneficially owned by Insiders: Barry Brown, Scott Kent, Quinn Field-Dyde, and Nicolette Keith and any associates or affiliates of these Insiders, Consultants and Employees, will not be counted on the resolution and will be excluded from the vote tally.

The Board recommends that Shareholders vote FOR the resolution to approve the RSU Plan.

Approval of the RSU Plan

At the Meeting, the Company will ask the Shareholders to consider and, if deemed advisable, to approve the following ordinary resolution to approve the adoption of the RSU Plan (the "RSU Plan Shareholder Resolution"):

“BE IT RESOLVED AS AN ORDINARY RESOLUTION that:

1. the Restricted Stock Unit Plan (the “RSU Plan”), in the form attached as Appendix “A” to the Company’s Information Circular dated September 20, 2019, reviewed by the board of directors (the “Board”), be and is hereby ratified and approved for adoption;
2. The effective date of the RSU Plan shall be September 20, 2019;
3. subject to all required regulatory approvals, including approval of the TSX Venture Exchange, if required, and shareholder approval, the RSU Plan be and is hereby approved, and the RSU Plan be forthwith adopted and implemented by the Company, with such further deletions, additions and other amendments as are required by any securities regulatory authority or which are not substantive in nature and the Chief Executive Officer or the President of the Company deems necessary or desirable;

4. subject to all required regulatory approvals all Restricted Stock Units granted by the Company to Eligible Persons under the RSU Plan prior to the date of this resolution, be and are hereby ratified, confirmed and approved;
5. the Board be and is hereby appointed to be the administrator under the RSU Plan, such appointment to be effective until revoked by resolution of the Board;
6. the Company be and is hereby authorized to grant Restricted Share Units (“RSUs”) under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a maximum of 200,000 Common Shares;
7. the Board be and is hereby authorized and directed to execute on behalf of the Company, the form of restricted stock unit agreement attached as a Schedule to the RSU Plan, providing for the grant of RSUs to Eligible Persons under the RSU Plan; and
8. the Company be and is hereby authorized to allot and issue as fully paid and non-assessable that number of Common Shares specified in the restricted share unit agreement of RSUs granted to Eligible Persons; and that any two authorized persons of the Company be authorized to execute such treasury order or treasury orders as may be necessary to effect said Common Share issuance.”

The resolution for shareholder approval of the RSU Plan will be an ordinary resolution, which is a resolution passed by a simple majority of the votes cast in person or by proxy by the shareholders of the Company at a general meeting. The resolution must also be approved by a simple majority of votes of disinterested shareholders only. In order to achieve disinterested shareholder voting, the votes attaching to the shares beneficially owned by Insiders: Barry Brown, Scott Kent, Quinn Field-Dyde, and Nicolette Keith and any associates or affiliates of these Insiders, Consultants and Employees, will not be counted on the resolution and will be excluded from the vote tally.

The Board has concluded that adoption of the RSU Plan is in the best interests of the Company and its Shareholders. **Accordingly, the Board unanimously recommends that Shareholders ratify, confirm and approve the RSU Plan by voting FOR the RSU Plan Resolution at the Meeting.**

Proxies received in favour of management will be voted in favour of the RSU Plan unless the Shareholder has specified in the Proxy that his or her Shares are to be voted against such resolution.

PART 4 – EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide information about Fort St. James’ executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers (“**Named Executive Officers**”) listed in the Summary Compensation Table that follows. During our fiscal year ended April 30, 2019, the following individuals were Named Executive Officers (as determined by applicable securities legislation) of Fort St. James:

- Barry Brown, President and Chief Executive Officer (from March 9, 2016 to Present);
- Nicolette Keith, Chief Financial Officer (from April 11, 2018 to Present)
- Murray L. Swales, Chief Financial Officer (from April 5, 2007 to October 21, 2015) and Chief Executive Officer (from December 4, 2014 to March 9, 2016); and
- Zeny Manalo, Chief Financial Officer (from March 9, 2016 to January 1, 2018).

Fort St. James is a junior mineral exploration company engaged in the acquisition, exploration and evaluation of mineral properties. Fort St. James Nickel Corp. has signed an option agreement with Great Atlantic Resources Corp., a company listed on the TSX Venture Exchange, under which Fort St. James may acquire 100 per cent of Great Atlantic's Porcupine property located in New Brunswick. Fort St. James is also conducting exploration on its Kilometre 26 Property in the Omineca Mining Division, British Columbia, and we continue to evaluate other mineral exploration property acquisition opportunities. Fort St. James has no significant revenues from operations and we often operate with limited financial resources to ensure that funds are available to complete scheduled exploration programs. As a result, the Board of Directors has to consider not only the financial situation of Fort St. James at the time of determination of executive compensation, but also the estimated financial situation of Fort St. James in the mid- and long-term. An important element of executive compensation is that of stock options, which do not require cash disbursement by Fort St. James. Additional information about Fort St. James and its operations is

available in its audited financial statements and Management's Discussion & Analysis for the year ended April 30, 2019 and 2018, copies of which have been electronically filed with regulators and are available for viewing through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Compensation Objectives and Principles

The primary goal of Fort St. James' executive compensation process is to attract and retain the key executives necessary for Fort St. James' long term success, to encourage executives to further the development of Fort St. James and its operations, and to motivate qualified and experienced executives. The key elements of executive compensation awarded by Fort St. James are: (i) base salary; (ii) potential annual incentive awards; and (iii) incentive stock options. The directors are of the view that all such elements should be considered when determining executive compensation, rather than any single element.

Compensation Process

Fort St. James relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to the Named Executive Officers of Fort St. James, and to its directors, and for reviewing the recommendations respecting compensation for any other officers of Fort St. James from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of Fort St. James' executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of Fort St. James and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Fort St. James' shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Base Salary and/or Consulting Fees

As an exploratory stage mining company, Fort St. James does not anticipate generating revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board of Directors to be appropriate in the evaluation of corporate or Named Executive Officer performance. The compensation of our executive officers is based, in substantial part, on industry compensation practices, trends in the mining industry, as well as achievement of Fort St. James' business plans and objectives.

Fort St. James provides the Named Executive Officers with base salaries and/or consulting fees, which represent their minimum compensation for services rendered during the fiscal year. Named Executive Officers' base salaries or consulting fees depend on the scope of their experience, responsibilities, leadership skills and performance. Base salaries and/or consulting fees are reviewed annually by the Board of Directors. In addition to the above factors, decisions regarding salary or consulting fee amounts are impacted by each Named Executive Officer's current salary or fee, general industry trends and practices competitiveness, and Fort St. James' existing financial resources.

Share-Based and Option-Based Awards

Options to purchase common shares of Fort St. James are intended to align the interests of Fort St. James' directors and executive officers with those of its shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value, and to reduce the cash compensation Fort St. James would otherwise have to pay. Fort St. James' Stock Option Incentive Plan is administered by the Board of Directors. In establishing the number of the incentive stock options to be granted to the Named Executive Officers, the Board of Directors considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options, and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation. See "*Incentive Plan Awards – Outstanding Option-Based Awards*" below, "*Part 3 – The Business of the Meeting – Annual Approval of Stock Option Plan*", as well as "*Part 5 – Securities Authorized for Issuance Under Equity Compensation Plans*".

Benefits and Perquisites

Fort St. James does not, as of the date of this Information Circular, offer any benefits or perquisites to its Named Executive Officers other than entitlement to incentive stock options as otherwise disclosed and discussed herein.

Risks Associated with Compensation Practises

At the time of preparation of this Information Circular, the directors of Fort St. James had not considered the implications of any risks to Fort St. James associated with decisions regarding compensation of its executive officers.

Hedging by Named Executive Officers or Directors

Fort St. James has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Fort St. James Stock Option Incentive Plan is the only equity security element awarded by Fort St. James to its executive officers and directors (see Part 3 – The Business of the Meeting – Annual Approval of Stock Option Plan and Part 5 – Securities Authorized for Issuance Under Equity Compensation Plans).

SUMMARY COMPENSATION TABLE

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each Named Executive Officer during the fiscal years ended April 30, 2019, 2018, and 2017. Amounts reported in the table below are in Canadian dollars.

Name and principal position	Year	Salary (\$)	Share based awards (\$)	Option based awards (\$) ⁽¹⁾	Non-equity incentive Plan Compensation (\$)		All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive Plans		
Barry Brown <i>President & CEO</i>	2019	Nil	Nil	20,473	Nil	Nil	Nil	20,473
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	20,081	Nil	Nil	30,000	50,081
Nicolette Keith ⁽²⁾ <i>CFO</i>	2019	Nil	Nil	20,473	Nil	Nil	Nil	20,473
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Murray L. Swales ⁽⁴⁾ <i>Former CFO</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Zeny Manalo ⁽⁵⁾ <i>Former Chief Financial Officer</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	10,041	Nil	Nil	Nil	10,041

- 1) The fair value of the option-based awards was determined on the grant date using the Black-Scholes option pricing model. The Company uses the Black-Scholes option pricing model because it is a widely used and generally accepted method of estimating the fair value of stock options for accounting purposes.
- 2) Ms. Nicolette Keith was appointed Chief Financial Officer in April 11, 2018.
- 3) Mr. Murray L. Swales resigned on October 21, 2015 as Chief Financial Officer and March 9, 2016 as Chief Executive Officer.
- 4) Consulting fees paid and/or accrued and payable to M.L. Swales Inc., a private company related to Mr. Swales.
- 5) Ms. Zeny Manalo passed away on January 1, 2018.

Incentive Plan Awards - Outstanding Option-Based Awards

No option-based, share-based or non-equity incentive plan compensation was awarded to the Named Executive Officers by Fort St. James during the financial year ended April 30, 2019. The following table sets out option-based awards granted to the Named Executive Officers that were outstanding at the fiscal year ended April 30, 2019.

Name	Option Based Awards				Share-Based Awards ⁽¹⁾		
	No. of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-based Awards that have not Vested (\$)	Market or Payout Value of Vested Share-based Awards not paid out or distributed (\$)
Barry Brown CEO	100,000	0.15	October 5, 2021	7,500	Nil	Nil	Nil
	50,000	0.50	April 5, 2023	Nil	Nil	Nil	Nil
Nicolette Keith CFO	50,000	0.50	April 5, 2023	Nil	Nil	Nil	Nil

- (1) The value of unexercised “in-the-money options” at the financial year-end is the difference between the market value of the underlying common shares on the TSX Venture Exchange on April 30, 2019, and the option exercise price. The closing price of the common shares on the year ended April 30, 2019, was \$0.225.

Incentive Plan Awards – Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying common shares and the option exercise price on the vesting date. There were no options granted to our Named Executive Officers during the year ended April 30, 2019 and 2018. Further, as no options were exercised by the Named Executive Officers during the fiscal year ended April 30, 2019 and 2018, there was no value earned by the Named Executive Officers as a result of exercise of options during the fiscal year ended April 30, 2019 and 2018.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as disclosed below, Fort St. James is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of Fort St. James or a change in a Named Executive Officer’s responsibilities.

DIRECTOR COMPENSATION

Fort St. James does not pay its directors a fee for acting as such. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Fort St. James may, from time to time, grant options to purchase common shares to the directors.

The following disclosure of director compensation for Fort St. James’ most recently completed financial year ended April 30, 2019, excludes compensation of Barry Brown whose compensation in his capacity as President and Chief Executive Officer of Fort St. James is disclosed above at Part 4 – Executive Compensation – Summary Compensation Table.

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽¹⁾	Non-equity incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-term Incentive Plans			
Barry Brown	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Kent	Nil	Nil	20,473	Nil	Nil	Nil	Nil	20,473
Quinn Field-Dyte	Nil	Nil	20,473	Nil	Nil	Nil	Nil	20,473

Incentive Plan Awards - Outstanding Option-Based Awards

No incentive stock options were granted to the directors of Fort St. James, by Fort St. James during the fiscal year ended April 30, 2017. No other option-based, share-based or non-equity incentive plan compensation was awarded to the directors by Fort St. James during the financial year ended April 30, 2017. The following table sets out option-based awards granted to the directors that were outstanding at the fiscal year ended April 30, 2017. The following disclosure of director compensation for Fort St. James' most recently completed financial year ended April 30, 2017, excludes options granted to Barry Brown whose compensation in his capacity as President and Chief Executive Officer of Fort St. James is disclosed above at Part 4 – Executive Compensation – Summary Compensation Table

Name	Option Based Awards				Share-Based Awards ⁽¹⁾		
	Number of Common Shares Underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares or units of Shares that have not Vested	Market or Payout Value of Share-based Awards that have not Vested	Market or Payout Value of Vested Share-based Awards not paid out or distributed
Barry Brown	Nil			Nil	Nil	Nil	Nil
Scott Kent	20,000	0.50	Feb. 18, 2019	Nil	Nil	Nil	Nil
	100,000	0.15	Oct. 5, 2021	7,500	Nil	Nil	Nil
	50,000	0.50	April 5, 2023	Nil	Nil	Nil	Nil
Nicolette Keith	Nil			Nil	Nil	Nil	Nil
Quinn Field-Dyte	50,000	0.50	April 5, 2023	Nil	Nil	Nil	Nil

- (1) The value of unexercised “in-the-money options” at the financial year-end is the difference between the market value of the underlying common shares on the TSX Venture Exchange on April 30, 2017, and the option exercise price. The closing price of the common shares on the year ended April 30, 2017, was \$0.17.

Incentive Plan Awards – Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying common shares and the option exercise price on the vesting date. There were no options granted to our Named Executive Officers during the year ended April 30, 2019 and 2018. Further, as no options were exercised by the Named Executive Officers during the fiscal year ended April 30, 2019, there was no value earned by the Named Executive Officers as a result of exercise of options during the fiscal year ended April 30, 2019

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the TSX Venture Exchange limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The TSX Venture Exchange also requires annual approval of rolling stock option plans by shareholders. The Company will propose that a new form of rolling stock option plan be approved by shareholders at the Meeting. See below under “The Business of the Meeting - Annual Approval of Stock Option Plan (10% Rolling Plan)”.

The following table sets out equity compensation plan information as at the end of the financial year ended April 30, 2019.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	2,216,970	0.38	485,780
Equity compensation plans not approved by shareholders			
Total	2,216,970	0.38	485,780

- (1) This figure is based on the total number of shares authorized for issuance under the Company’s Stock Option Plan, less the number of stock options outstanding as at the Company’s year ended April 30, 2019.

PART 6 – AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

The Charter of the Audit Committee of Fort St. James’ Board of Directors is attached as Appendix 1 to this Information Circular.

AUDIT COMMITTEE MEMBERS

The Audit Committee is currently comprised of Barry Brown, Scott Kent and Quinn Field-Dyte. Scott Kent and Quinn Field-Dyte are considered to be “independent” applying the guidelines included in and as required by securities legislation for determining independence. See Part 7 – Corporate Governance – Composition of the Board of Directors for an analysis of the determination of the independence of the directors of Fort St. James.

All three of the Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Fort St. James’ financial statements.

RELEVANT EDUCATION AND EXPERIENCE

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

The following biographies set out the education and experience of the members of the Audit Committee:

Scott Kent

Mr. Kent obtained his firefighter's ticket from Justice Institute of British Columbia in 2002. He also attended the University of British Columbia and Langara College, where his studies related to education. Mr. Kent is currently a firefighter with the Surrey Fire Department, prior to which he was a regional sales representative with Barcode Systems Inc. He currently sits on the board of multiple publicly traded companies.

Barry Brown

Mr. Brown has been President of Barry Developments Ltd., a wholly owned private company involved in the organization, reorganization and management of private and public companies. He has over 36 years of experience as a director and/or officer of a number of public companies. He received a Bachelor of Commerce degree in finance from the University of British Columbia in 1976. In addition to serving as a director of Fort St. James, Mr. Brown is currently a director of other publicly traded natural resource issuers including Newnote Financial Corp., Goldbank Mining Corporation, and GGX Gold Corp.

Quinn Field-Dyte

Mr. Field-Dyte was an Investment Advisor, he has over 8 years' experience in the financial services industry, having served from 1996 to 2004. He was a consultant to Raytec Development Corp. from 2004 to 2010 and was involved in the interactive entertainment industry working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Currently, he sits on the board of multiple publicly traded companies.

PRE-APPROVED POLICIES AND PROCEDURES FOR NON-AUDIT SERVICES

Fort St. James' Audit Committee Charter provides that management seek approval from the Audit Committee for all non-audit services to be provided to Fort St. James, or any of its subsidiaries, by Fort St. James' external auditor, prior to engaging the external auditor to perform those non-audit services.

AUDIT COMMITTEE OVERSIGHT

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

EXTERNAL AUDITOR SERVICE FEES

Aggregate audit fees invoiced by WDM Chartered Professional Accountants, Fort St. James' external auditor, relating to the audit of Fort St. James' financial statements for its two most recently completed fiscal years ended April 30, 2017 and April 30, 2016, were as follows.

	Fees Paid to Auditor in Year Ended	
	June 30, 2019	June 30, 2018
Audit Fees	16,000	15,000
Audit-Related Fees	Nil	Nil
Tax Fees	Nil	Nil
All Other Fees	Nil	Nil

RELIANCE ON EXEMPTIONS

As Fort St. James is a "Venture Issuer" pursuant to relevant securities legislation, Fort St. James is relying on the exemption in Section 6.1 of National Instrument 52-110 - Audit Committees ("NI 52-110") from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Fort St. James has not, since the commencement of its most recently completed financial year, relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services) or on an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

PART 7 – CORPORATE GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of Fort St. James facilitates its exercise of independent supervision over management by ensuring there are directors on the Board who are independent of management. In determining whether a director is independent, the Board considers whether the director has a relationship which could, or could be, perceived to interfere with the director's ability to objectively assess the performance of management. The Board, at present, is comprised of three directors, two of whom, Quinn Field-Dyde and Scott Kent, are considered to be independent of management applying the guidelines included in and required by securities legislation for determining independence. Barry Brown is not considered to be independent by reason of his office as President and Chief Executive Officer (see Part 4 – Executive Compensation).

The directors believe that, at this stage of Fort St. James' development, the current composition of the Board of Directors adequately facilitates its exercise of independent supervision over management. The Board anticipates that, as Fort St. James matures as a business enterprise, with projects advancing to the development stage, it will identify additional qualified candidates as directors, who have experience relevant to Fort St. James' needs, who are independent of management and who are considered to be independent under applicable corporate governance legislation and guidelines.

DIRECTORSHIPS IN OTHER PUBLIC COMPANIES

The following directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting serve as directors of other reporting issuers, as of the date of this Information Circular:

Name Director	Name of Other Reporting Issuer	Name of Exchange or Market ^{(1) (2)}
Barry Brown	New Destiny Mining Corp.	TSXV
	Goldbank Mining Corporation	TSXV
	GGX Gold Corp.	TSXV
Scott Kent	Alliance Mining Corp.	TSXV
	Fort St. James Nickel Corp.	TSXV
	GGX Gold Corp.	TSXV
Quinn Field-Dyte	GGX Gold Corp.	TSXV
	Great Atlantic Resources Corp.	TSXV

(1) TSXV – Toronto Stock Exchange Venture

(2) CSE – Canadian Securities Exchange

ORIENTATION AND EDUCATION OF DIRECTORS

Fort St. James has not yet developed an official orientation or training program for new directors. New directors will be provided, through discussions and meetings with other directors, officers and employees, with a thorough overview of Fort St. James' business. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Our management endeavours to provide a continuous flow of information to the directors for continuing education purposes relating to Fort St. James' business and operations, as well as information and other initiatives intended to keep the Board abreast of new developments and challenges that Fort St. James may face.

ETHICAL BUSINESS CONDUCT

Fort St. James' Board of Directors has not yet adopted a written code of business conduct and ethics. The Board's mandate includes satisfying itself as to the integrity of Fort St. James' executive officers and, in all dealings, endeavours to reflect a culture of integrity and ethical business conduct. As its corporate governance practices evolve, it is the Board's intention to adopt a code of business conduct and ethics which will address issues such as conflicts of interest; protection and proper use of corporate assets and opportunities; confidentiality of corporate information; fair dealing with shareholders, partners, suppliers, competitors and employees; compliance with laws, rules and regulations and reporting of any illegal or unethical behaviour; as well as monitoring compliance with such a code. In the meantime, the Board strives to promote integrity and at all times encourages directors to exercise independent judgment in considering transactions or agreements in respect of which a director or officer has a material interest and all such transactions or agreements must be approved by the Board of Directors.

NOMINATION AND ELECTION OF DIRECTORS

Fort St. James has not yet appointed a nominating committee. The Board of Directors, as a whole, is responsible for considering the Board's size and the number of directors to recommend to Fort St. James' shareholders for election at annual meetings, taking into account the number of directors required to carry out the Board's duties effectively and to maintain representation by independent directors and a diversity of view and experience.

We have not yet considered adopting an advance notice policy requiring that a shareholder proposing to nominate a person for election as a director at a meeting of shareholders must provide Fort St. James with advance notice of, and prescribed details concerning, the proposed nominee.

Voting for election of directors of Fort St. James is by individual voting and not by slate voting. Fort St. James has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected.

COMPENSATION

The Board of Directors is responsible for determining all forms of compensation to be granted to the Chief Executive Officer and Chief Financial Officer of Fort St. James, as well as to its directors, and for reviewing the Chief Executive Officer's recommendations respecting compensation of the other officers of Fort St. James, to ensure such arrangements reflect the responsibilities and risks associated with each position. See Part 4 – Executive Compensation – Compensation Discussion and Analysis.

BOARD COMMITTEES

The Board of Directors of Fort St. James has, to date, established only one committee, the Audit Committee. See Part 6 – Audit Committee.

ASSESSMENTS

The Board does not yet formally review the contributions of individual directors. The directors believe that the Board's current size facilitates informal discussion and evaluation of members' contributions within that framework.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended April 30, 2017, and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of Fort St. James, nor any nominee for election as a director of the Fort St. James, nor any associate of any such person, was indebted to Fort St. James or any of its subsidiaries, nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Fort St. James or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Information Circular, no proposed nominee for election as a director, and no director or officer of Fort St. James or any of its subsidiaries who has served in such capacity since the beginning of the last completed financial year of Fort St. James, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of Fort St. James' outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with Fort St. James since the beginning of the last completed financial year, or in any proposed transaction, that has materially affected Fort St. James or any of its subsidiaries, or is likely to do so.

Loans from Shareholder (Insider) and Director

On September 19, 2018, the Company entered into an agreement with an arm's length individual for a loan of \$50,000. The loan has a term of six months and is subject to an interest rate of 10% per annum. The loan remains outstanding as of April 30, 2019.

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

Except as disclosed in this Information Circular, none of the directors or executive officers of Fort St. James, no proposed nominee for election as a director of Fort St. James, none of the persons who have been directors or executive officers of Fort St. James since the commencement of Fort St. James' last completed financial year, none of the other insiders of Fort St. James and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors and the annual approval of the 2009 Stock Option Incentive Plan, as amended and restated. See Part 3 – The Business of the Meeting.

MANAGEMENT CONTRACTS

The management functions of Fort St. James are performed by our directors and executive officers and we have no management agreements or arrangements under which such management functions are performed by persons other than the directors and officers of Fort St. James. See Part 4 – Executive Compensation.

CEASE TRADE ORDERS AND BANKRUPTCY

Except as described below, as at the date of this Information Circular, no proposed nominee for election as a director of Fort St. James is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including Fort St. James and any personal holding company of the proposed director) that, while that person was acting in that capacity:
 - (a) was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order); or
 - (ii) an order similar to a cease trade order; or
 - (iii) an order that denied the relevant company access to any exemption under securities legislation; that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
 - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a director or executive officer of any company (including Fort St. James and any personal holding company of the proposed director) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

PENALTIES AND SANCTIONS

As at the date of this Information Circular, no proposed nominee for election as a director of Fort St. James has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

PERSONAL BANKRUPTCY

No proposed nominee for election as a director of Fort St. James has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

MATTERS TO BE RAISED AT NEXT ANNUAL MEETING

Any shareholder who wishes to submit a notice to Fort St. James of any matter that the shareholder proposes to raise at Fort St. James’ next annual shareholder meeting to be held during calendar 2019, and have the proposal included in Fort St. James’ proxy materials for that meeting, must send notice of the proposal as required by and in compliance with section 137 of the *Canada Business Corporations Act* to Fort St. James no later than July 1, 2020. Any such proposal should be sent to Fort St. James at its registered office at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, V6C 3K4. Fort St. James is not obligated to include any shareholder proposal in its proxy materials for the annual shareholder meeting to be held during calendar 2020 if the proposal is received after the July 1, 2020 deadline.

OTHER MATTERS

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

ADDITIONAL INFORMATION

You may obtain additional financial information about Fort St. James in our audited consolidated financial statements and Management's Discussion and Analysis for the year ended April 30, 2017, copies of which are included with this Information Circular. Additional copies may be obtained without charge upon request to us at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia V6C 3K4 - telephone (604) 488-3900; fax (604) 488-3910. You may also access our disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

APPROVAL OF DIRECTORS

The Board of Directors of Fort St. James Nickel Corp. has approved the contents of this Information Circular and its distribution to each shareholder entitled to receive notice of the meeting to which this Information Circular relates.

Dated at Vancouver, British Columbia, the 20th day of September 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Barry Brown”

Barry Brown
President and Chief Executive Officer

**Appendix “A”
Restricted Stock Unit Plan**

**FORT ST. JAMES NICKEL CORP.
(the “Company”)**

RESTRICTED STOCK UNIT PLAN

Dated for Reference: September 20, 2019

General Provisions

Establishment and Purpose

1.1 The Company hereby establishes a restricted stock unit plan known as the “Restricted Stock Unit Plan”.

1.2 The purpose of this Plan (as defined below) is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected Eligible Persons (as defined below) related to the achievement of long-term financial and strategic objectives of the Company and the resulting increases in shareholder value. This Plan is intended to promote a greater alignment of interests between the shareholders of the Company and the selected Eligible Persons by providing an opportunity to participate in increases in the value of the Company.

Definitions

1.3 In this Plan:

(a) **Affiliate** of any Person means a Person who would be an affiliated entity of such first mentioned Person for purposes of National Instrument 45-106 *Prospectus Exemptions* as of the date of this Plan;

(b) **Applicable Withholding Tax** has the meaning set forth in §1.26;

(c) **Award** means an agreement evidencing the grant of a Restricted Stock Unit in the form of the agreement as set out in Schedule “A”;

(d) **Award Payout** means the applicable stock issuance or cash payment in respect of a vested Restricted Stock Unit pursuant and subject to the terms and conditions of this Plan and the applicable Award;

(e) **Blackout Period** means the period of time when, pursuant to any policies of the Company or any resolution of the Board, any Shares may not be traded by certain persons as designated by the Company, including a holder of any Restricted Stock Unit;

(f) **Board** means the Board of Directors of the Company;

(g) **Change of Control** means:

(i) **any Merger or Acquisition Transaction in which voting securities of the Company possessing more than fifty percent (50%) of the total combined voting power of the Company’s outstanding securities are to be transferred to a Person or Persons (other than any of its Affiliates) different from the Persons holding those securities immediately prior to such transaction and the composition of the Board following such transaction is to be such that such directors prior to the transaction constitute less than fifty percent (50%) of the directors of the Company following the transaction;**

- (ii) any Merger or Acquisition Transaction, directly or indirectly, by any Person or related group of Persons (other than the Company or a Person that directly or indirectly controls, is controlled by, or is under common control with, the Company and other than by any or its Affiliates) involving a change in the beneficial ownership of voting securities of the Company possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities;
- (iii) any acquisition, directly or indirectly, by a Person or related group of Persons of the right to appoint a majority of the directors of the Company or otherwise directly or indirectly control the management, affairs and business of the Company (other than any or its Affiliates);
- (iv) any Merger or Acquisition Transaction involving the disposition of all or substantially all of the assets of the Company; and
- (v) a complete liquidation or dissolution of the Company;

provided however, that a Change of Control shall not be deemed to have occurred if such Change of Control results solely from the issuance, in connection with a *bona fide* financing or series of financings by the Company or any of its Affiliates, of voting securities of the Company or any of its Affiliates or any rights to acquire voting securities of the Company or any of its Affiliates which are convertible into voting securities;

- (h) **Company** means Fort St. James Nickel Corp., and includes any successor company thereto;
- (i) **Consultant** means, in relation to the Company, an individual or Consultant Company, other than an employee of the Company, that:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate of the Company, other than services provided in relation to a distribution of securities;
 - (ii) provides the services under a written contract between the Company or the Affiliate and the individual or the Consultant Company;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate of the Company; and
 - (iv) has a relationship with the Company or an Affiliate of the Company that enable the individual to be knowledgeable about the business and affairs of the Company;
- (j) **Consultant Company** means for an individual Consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (k) **Director** means a member of the Board or of the board of directors of a Related Entity;
- (l) **Eligible Person** means any person who is a Director, Employee, Officer or Consultant;
- (m) **Employee** means an employee of the Company or of a Related Entity;
- (n) **Exchange Requirements** means and includes the Articles, by-laws, policies, circulars, rules (including Universal Market Integrity Rules) guidelines, orders, notices, rulings, forms, decisions and regulations of the TSXV as from time to time enacted, any instructions, decisions and directions of a Regulation Services Provider or the TSXV (including those of any committee of the TSXV as appointed from time to time), the *Securities Act* (Alberta) and rules and regulations thereunder as amended, the *Securities Act* (British Columbia) and rules and regulations thereunder as amended and any policies, rules, orders, rulings, forms or regulations from time to time enacted by the Alberta Securities Commission or British Columbia Securities Commission and all applicable provisions of the Securities Laws of any other jurisdiction.

- (o) **Expiry Date** means December 31 of the third calendar year after the Grant Date, or such earlier date as may be established by the Board in respect of an Award at the time of grant of the Award;
- (p) **Fair Market Value** means, as at a particular date, for the purpose of calculating the applicable Vesting Date Value and Award Payout, the closing price per Share on that date on the Stock Exchange or if there is no closing price on that date, the last preceding closing price per Share on the Stock Exchange.
- (q) **Grant Date** means the date of grant of any Restricted Stock Unit;
- (r) **IFRS** means the International Financial Reporting Standards as adopted by the Accounting Standards Board of Canada;
- (s) **Insider** means: (i) a Director or Officer of the Company; (ii) a Director or Officer of a company that is an Insider or Related Entity of the Company; (iii) a person that beneficially owns or controls, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company; and (iv) the Company itself if it holds any of its own securities;
- (t) **Investor Relations Activities** means any activities, by or on behalf of an Company or shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include:
- (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Company
 - (A) to promote the sale of products or services of the Company, or
 - (B) to raise public awareness of the Company,that cannot reasonably be considered to promote the purchase or sale of securities of the Company;
 - (ii) activities or communications necessary to comply with the requirements of:
 - (A) applicable Securities Laws;
 - (B) Exchange Requirements or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Company;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (A) the communication is only through the newspaper, magazine or publication, and
 - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
 - (iv) activities or communications that may be otherwise specified by the TSXV;

- (u) **Merger or Acquisition Transaction** means:
 - (i) **any merger or consolidation;**
 - (ii) **any acquisition;**
 - (iii) **any amalgamation;**
 - (iv) **any offer for Shares which if successful would entitle the offeror to acquire all of the voting securities of the Company; or**
 - (v) **any arrangement or other scheme of reorganization;**

- (v) **Officer** means an individual who is an officer of the Company or of a Related Entity as an appointee of the Board or the board of directors of the Related Entity, as the case may be;

- (w) **Person** means an individual, body corporate, partnership, joint venture, limited liability company or trust and the heirs, beneficiaries, executors, legal representatives or administrators of an individual;

- (x) **Plan** means this Restricted Stock Unit Plan, as amended from time to time;

- (y) **Recipient** means an Eligible Person who may be granted Restricted Stock Units from time to time under this Plan;

- (z) **Regulation Services Provider** has the meaning ascribed in National Instruments 21-101 *Marketplace Operation* and refers to the Investment Industry Regulatory Organization of Canada or any successor retained by the TSXV.

- (aa) **Related Entity** means a person that is controlled by the Company. For the purposes of this Plan, a person (first person) is considered to control another person (second person) if the first person, directly or indirectly, has the power to direct the management and policies of the second person by virtue of:
 - (i) ownership of or direction over voting securities in the second person,
 - (ii) a written agreement or indenture,
 - (iii) being the general partner or controlling the general partner of the second person, or
 - (iv) being a trustee of the second person;

- (bb) **Required Approvals** has the meaning contained in §1.6;

- (cc) **Restricted Period** means the period of time: (i) during a Blackout Period; and (ii) within five Business Days following the end of a Blackout Period;

- (dd) **Restricted Stock Unit** means a right granted under this Plan to receive the Award Payout on the terms contained in this Plan as more particularly described in §1.20;

- (ee) **Retirement** means, with respect to a Recipient, the early or normal retirement of the Recipient within the meaning of the pension plan of the Company for salaried employees, whether or not such Recipient is a member of that pension plan, or, if the Company does not have such a plan, the date on which the Recipient reaches age 65;

- (ff) **Securities Laws** means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to the Company;

- (gg) **Share** means a Common share in the capital of the Company as from time to time constituted;

- (hh) **Share Compensation Arrangement** means any share option, share option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to Directors, Officers, Employees or Consultants of the Company;
- (ii) **Shareholder Approval** means approval by the shareholders of the Company in accordance with the rules of the Stock Exchange;
- (jj) **Stock Exchange** means any stock exchanges or markets on which the Shares are listed for trading at the relevant time, including, if applicable, the TSXV;
- (kk) **Termination** means, with respect to a Recipient, that the Recipient has ceased to be an Eligible Person, other than as a result of Retirement, and has ceased to fulfill any other role as employee or officer of the Company or any Related Entity, including as a result of termination of employment, resignation from employment, removal as an officer, death or Total Disability;
- (ll) **Total Disability** means, with respect to a Recipient, that, solely because of disease or injury, within the meaning of the long-term disability plan of the Company, the Recipient is deemed by a qualified physician selected by the Company to be unable to work at any occupation which the Recipient is reasonably qualified to perform;
- (mm) **Trigger Date** means, with respect to a Restricted Stock Unit, the date set by the Board at the time of grant, and if no date is set by the Board, then December 1 of the third calendar year following the Grant Date of the Restricted Stock Unit, as such may be amended in accordance with §1.15;
- (nn) **TSXV** means the TSX Venture Exchange; and
- (oo) **Vesting Date Value** means the notional value, as at a particular date, of the Fair Market Value of one Share.

Administration

- 1.4 The Board will, in its sole and absolute discretion, but taking into account relevant corporate, securities and tax laws,
- (a) interpret and administer this Plan,
- (b) establish, amend and rescind any rules and regulations relating to this Plan, and
- (c) make any other determinations that the Board deems necessary or appropriate for the administration of this Plan.

The Board may correct any defect or any omission or reconcile any inconsistency in this Plan in the manner and to the extent the Board deems, in its sole and absolute discretion, necessary or appropriate. Any decision of the Board in the interpretation and administration of this Plan will be final, conclusive and binding on all parties concerned. All expenses of administration of this Plan will be borne by the Company.

Incorporation of Terms of Plan

- 1.5 Subject to specific variations approved by the Board all terms and conditions set out herein will be incorporated into and form part of each Restricted Stock Unit granted under this Plan.

Effective Date

- 1.6 This Plan will be effective on October 25, 2019. The Board may, in its discretion, at any time, and from time to time, issue Restricted Stock Units to Eligible Persons as it determines appropriate under this Plan. However, any such issued Restricted Stock Units may not be paid out in Shares in any event until receipt of the necessary Shareholder Approval of the Company, Stock Exchange approval and the approval of any other regulatory bodies (the "**Required Approvals**").

Shares Reserved

1.7 The aggregate number of Shares available for issuance from treasury under this Plan, subject to adjustment pursuant to §1.18, shall be 200,000. Shares. Any Share which was reserved for issuance pursuant to a Restricted Stock Unit, which Restricted Stock Unit has been cancelled or terminated in accordance with the terms of the Plan without being paid out as provided for in 0 shall also be terminated or cancelled and will no longer be available under the Plan.

Limitations on Restricted Stock Units to any One Person and to Insiders

1.8 Unless disinterested Shareholder Approval is obtained (or unless permitted otherwise by the rules of the Stock Exchange):

- (a) the maximum number of Shares that may be issued to an Eligible Person pursuant to Restricted Stock Units under the Plan may not exceed 1% of the issued Shares calculated on the Grant Date (on a non-diluted basis) and in aggregate, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (b) the maximum number of Shares which may be reserved for issuance to Insiders (as a group) under the Plan and under other Share Compensation Arrangement may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (c) the maximum number of Shares that may be issued to Insiders (as a group) pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (d) subject to §1.8(e), the maximum number of Shares that may be issued to any one Eligible Person pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date (on a non-diluted basis); and
- (e) the maximum number of Shares that may be issued to an Eligible Person who is a Consultant or a Person retained to provide Investor Relations Activities pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis), without the prior consent of the Stock Exchange.

Awards under this plan

Recipients

1.9 Only Eligible Persons are eligible to participate in this Plan and receive one or more Restricted Stock Units. Restricted Stock Units that may be granted hereunder to a particular Eligible Person in a calendar year will (subject to any applicable terms and conditions) represent a right to a bonus or similar award to be received for services rendered by such Eligible Person to the Company or a Related Entity, as the case may be, in the Company's or the Related Entity's fiscal year ending in, or coincident with, such calendar year, as determined by the Board in its discretion.

Grant

1.10 The Board may, in its discretion, at any time, and from time to time, grant Restricted Stock Units to Eligible Persons as it determines is appropriate, subject to the limitations set out in this Plan. In making such grants the Board may, in its sole discretion but subject to §1.12(b)(ii), in addition to Performance Conditions set out below, impose such conditions on the vesting of the Awards as it sees fit, including imposing a vesting period on grants of Restricted Stock Units.

Performance Conditions

1.11 At the time a grant of a Restricted Stock Unit is made, the Board may, in its sole discretion, establish such performance conditions for the vesting of Restricted Stock Units as may be specified by the Board in the Award (the "Performance Conditions"). The Board may use such business criteria and other measures of performance as it may deem appropriate in

establishing any Performance Conditions, and may exercise its discretion to reduce the amounts payable under any Award subject to Performance Conditions. The Board may determine that an Award shall vest in whole or in part upon achievement of any one performance condition or that two or more Performance Conditions must be achieved prior to the vesting of an Award. Performance Conditions may differ for Awards granted to any one Recipient or to different Recipients.

Vesting

1.12 Except as provided in this Plan, Restricted Stock Units issued under this Plan will vest on the date (the “**Vesting Date**”) that is the later of:

- (a) the Trigger Date; and
- (b) the date upon which the relevant Performance Condition or other vesting condition set out in the Award has been satisfied,

provided that

- (i) Restricted Stock Units shall only vest on the Trigger Date to the extent that the Performance Conditions or other vesting conditions set out in an Award have been satisfied on or before the Trigger Date;
- (ii) if the date in §1.12(a) or §1.12(b) occurs during a Restricted Period, the Vesting Date shall be extended to a date which is the earlier of: (i) one business day following the end of such Restricted Period; and (ii) the Expiry Date; and
- (iii) no Restricted Stock Unit will remain outstanding for any period which exceeds the Expiry Date of such Restricted Stock Unit.

1.13 Notwithstanding the foregoing, Restricted Stock Units issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any three month period.

Forfeiture and Cancellation upon Expiry Date

1.14 Restricted Stock Units which do not vest on or before the Expiry Date of such Restricted Stock Unit will be automatically cancelled, without further act or formality and without compensation.

Amendment of Trigger Date

1.15 The Board may, at any time after a grant of a Restricted Stock Unit, accelerate the Trigger Date of such Restricted Stock Unit.

Account

1.16 Restricted Stock Units issued pursuant to this Plan (including fractional Restricted Stock Units, computed to three digits) will be credited to a notional account maintained for each Recipient by the Company for the purposes of facilitating the determination of amounts that may become payable hereunder. A written confirmation of the balance in each Recipient’s account will be sent by the Company to the Recipient upon request of the Recipient.

Dividend Equivalents

1.17 On any date on which a cash dividend is paid on Shares, a Recipient’s account will be credited with the number and type of Restricted Stock Units (including fractional Restricted Stock Units, computed to three digits) calculated by:

- (a) multiplying the amount of the dividend per Share by the aggregate number of Restricted Stock Units that were credited to the Eligible Person’s account as of the record date for payment of the dividend, and
- (b) dividing the amount obtained in §1.17(a) by the Fair Market Value on the date on which the dividend is paid.

Adjustments and Reorganizations

1.18 In the event of any dividend paid in Shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board, in its sole and absolute discretion, will make, with respect to the number of Restricted Stock Units outstanding under this Plan, any proportionate adjustments as it considers appropriate to reflect that change.

Notice and Acknowledgement

1.19 No certificates will be issued with respect to the Restricted Stock Units issued under this Plan. Each Eligible Person will, prior to being granted any Restricted Stock Units, deliver to the Company a signed acknowledgement substantially in the form of Schedule "A" to this Plan.

Payments Under this Plan

Payment of Restricted Stock Units

1.20 Subject to the terms of this Plan and, in particular, §1.26 of this Plan, the Company, in its discretion and as may be determined by the Board, will pay out vested Restricted Stock Units issued under this Plan and credited to the account of a Recipient by paying or issuing (net of any Applicable Withholding Tax) to such Recipient, on or subsequent to the Trigger Date but no later than the Expiry Date of such Vested Restricted Stock Unit, an Award Payout of either:

- (a) subject to receipt of the Required Approvals, one Share for such whole vested Restricted Stock Unit. Fractional Shares shall not be issued and where a Recipient would be entitled to receive a fractional Share in respect of any fractional vested Restricted Stock Unit, the Company shall pay to such Recipient, in lieu of such fractional Share, cash equal to the Vesting Date Value as at the Trigger Date of such fractional Share. Each Share issued by the Company pursuant to this Plan shall be issued as fully paid and non-assessable, or
- (b) a cash amount equal to the Vesting Date Value as at the Trigger Date of such vested Restricted Stock Unit.

Limitation on Issuance of Shares to Insiders

1.21 Where the Company is precluded by §1.8(a) and §1.8(c) from issuing Shares to an Insider of the Company, the Company will pay to the relevant Insider a cash Award Payout in an amount equal to the Vesting Date Value as at the Trigger Date of the Restricted Stock Unit.

Experts and Advisors

1.22 The Board may engage such experts ("Experts") and advisors as it considers appropriate, including compensation or human resources experts or advisors, to provide advice and assistance in determining the amounts to be paid under this Plan and other amounts and values to be determined hereunder or in respect of this Plan including, without limitation, those related to a particular Fair Market Value.

Cancellation on Termination for Cause, Retirement or Voluntary Resignation

1.23 Unless the Board at any time otherwise determines, all unvested Restricted Stock Units held by any Recipient and all rights in respect thereof will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a Termination arising from the termination of employment or removal from service by the Company or a Related Entity for cause, Retirement of the Recipient or the voluntary resignation by the Recipient. In situations where the Board exercises its discretion under this §1.23, in no case shall the Restricted Stock Units, subject to such discretion, be valid beyond one year from the date of Termination.

Total Disability, Death and Termination without Cause

1.24 Unless the Board at any time otherwise determines, if a Recipient ceases to be an Eligible Person for any of the following reasons, unvested Restricted Stock Units will immediately vest on the date the Recipient ceases to be an Eligible Person:

- (a) death or Total Disability of a Recipient;
- (b) the Termination of employment or removal from service by the Company or a Related Entity without cause;
and
- (c) the Termination of employment by the Recipient other than by way of Retirement of the Recipient or voluntary resignation by the Recipient.

In situations where the Board exercises its discretion under this §1.24, in no case shall the Restricted Stock Units, subject to such discretion, be valid beyond one year from the date of Termination.

Change of Control

1.25 In the event of a Change of Control, all Restricted Stock Units credited to an account of a Recipient that have not otherwise previously been cancelled pursuant to the terms of the Plan shall vest on the date on which the Change of Control occurs (the “**Change of Control Date**”). Within thirty (30) days after the Change of Control Date, but in no event later than the Expiry Date, the Recipient shall receive a cash payment equal in amount to: (a) the number of Restricted Stock Units that vested on the Change of Control Date; multiplied by (b) the Fair Market Value on the Change of Control Date, net of any withholding taxes and other source deductions required by law to be withheld by the Company.

Tax Matters and Applicable Withholding Tax

1.26 The Company does not assume any responsibility for or in respect of the tax consequences of the receipt by Recipients of Restricted Stock Units, or payments received by Recipients pursuant to this Plan. The Company or relevant Related Entity, as applicable, is authorized to deduct such taxes and other amounts as it may be required or permitted by law to withhold (“**Applicable Withholding Tax**”), in such manner (including, without limitation, by selling Shares otherwise issuable to Recipients, on such terms as the Company determines) as it determines so as to ensure that it will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or other required deductions, or the remittance of tax or other obligations. The Company or relevant Related Entity, as applicable, may require Recipients, as a condition of receiving amounts to be paid to them under this Plan, to deliver undertakings to, or indemnities in favour of, the Company or Related Entity, as applicable, respecting the payment by such Recipients of applicable income or other taxes.

miscellaneous

Compliance with Applicable Laws

1.27 The issuance by the Company of any Restricted Stock Units and its obligation to make any payments hereunder is subject to compliance with all applicable laws. As a condition of participating in this Plan, each Recipient agrees to comply with all such applicable laws and agrees to furnish to the Company all information and undertakings as may be required to permit compliance with such applicable laws. The Company will have no obligation under this Plan, or otherwise, to grant any Restricted Stock Unit or make any payment under this Plan in violation of any laws applicable to the Company

Awards to Insiders

1.28 All Awards issued to Insiders will include a legend stipulating that the Award is subject to a four-month hold period commencing the Grant Date, as required by the TSXV.

Non-Transferability

1.29 Restricted Stock Units and all other rights, benefits or interests in this Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

No Right to Service

1.30 Neither participation in this Plan nor any action under this Plan will be construed to give any Eligible Person or Recipient a right to be retained in the service or to continue in the employment of the Company or any Related Entity, or affect in any way the right of the Company or any Related Entity to terminate his or her employment at any time.

Successors and Assigns

1.31 This Plan will enure to the benefit of and be binding upon the respective legal representatives of the Eligible Person.

Plan Amendment

1.32 Subject to all necessary approvals of the TSXV, the Board may amend this Plan as it deems necessary or appropriate, subject to the requirements of applicable laws, but no amendment will, without the consent of the Recipient or unless required by law, adversely affect the rights of a Recipient with respect to Restricted Stock Units to which the Recipient is then entitled under this Plan.

Plan Termination

1.33 The Board may terminate this Plan at any time, but no termination will, without the consent of the Recipient or unless required by law, adversely affect the rights of a Recipient with respect to Restricted Stock Units to which the Recipient is then entitled under this Plan. In no event will a termination of this Plan accelerate the vesting of Restricted Stock Units or the time at which a Recipient would otherwise be entitled to receive any payment in respect of Restricted Stock Units hereunder.

Governing Law

1.34 This Plan and all matters to which reference is made in this Plan will be governed by and construed in accordance with the laws of British Columbia and the federal laws of Canada applicable therein.

Reorganization of the Company

1.35 The existence of this Plan or Restricted Stock Units will not affect in any way the right or power of the Company or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, or to create or issue any bonds, debentures, Shares or other securities of the Company or to amend or modify the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Company, or any amalgamation, combination, merger or consolidation involving the Company or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

No Shareholder Rights

1.36 Restricted Stock Units are not considered to be Shares or securities of the Company, and a Recipient who is issued Restricted Stock Units will not, as such, be entitled to receive notice of or to attend any shareholders' meeting of the Company, nor entitled to exercise voting rights or any other rights attaching to the ownership of Shares or other securities of the Company, and will not be considered the owner of Shares by virtue of such issuance of Restricted Stock Units.

No Other Benefit

1.37 No amount will be paid to, or in respect of, a Recipient under this Plan to compensate for a downward fluctuation in the Fair Market Value or price of a Share, nor will any other form of benefit be conferred upon, or in respect of, a Recipient for such purpose.

Unfunded Plan

1.38 For greater certainty, this Plan will be an unfunded plan, including for tax purposes and for purposes of compliance with any laws applicable to the Company. Any Recipient to which Restricted Stock Units are credited to his or her account or holding Restricted Stock Units or related accruals under this Plan will have the status of a general unsecured creditor of the Company with respect to any relevant rights that may arise thereunder.

Approved by the Board of Directors on August 19, 2019

SCHEDULE "A"

FORM OF RESTRICTED STOCK UNIT AGREEMENT

Fort St. James Nickel Corp. (the "**Company**") hereby confirms the grant to the undersigned recipient of (the "**Recipient**") Restricted Stock Units ("**Units**") described in the table below pursuant to the Company's Restricted Stock Unit Plan (the "**Plan**"), a copy of which Plan has been provided to the undersigned Recipient.

No. of Units	Trigger Date	Expiry Date

[include any specific/additional vesting period or Performance Conditions]

The Company and the undersigned Recipient hereby confirm that the undersigned Recipient is a bona fide Employee, Director, Officer or Consultant as the case may be.

DATED _____, 20 ____.

Fort St. James Nickel Corp.

Per: _____
Authorized Signatory

The undersigned hereby accepts such grant, acknowledges being a Recipient under the Plan, agrees to be bound by the provisions thereof and agrees that the Plan will be effective as an agreement between the Company and the undersigned with respect to the Units granted or otherwise issued to it.

DATED _____, 20 ____.

Witness (Signature)

Name (please print)

Address

City, Province

Occupation

Recipient's Signature

Name of Recipient (print)

APPENDIX 2
to the Information Circular of Fort St. James Nickel Corp.

Charter of the Audit Committee

FORT ST. JAMES NICKEL CORP.

**CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

1.5 Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
 - (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Corporation's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

- 2.1. Each member of the Audit Committee must be a director of the Corporation.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Corporation or any of its affiliates and are considered "independent" as that term is defined in Multilateral Instrument 52-110.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
 - (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and
 - (c) approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

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

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

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

5. Meetings

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

6. Reports

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

7. Minutes

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