

**APOLLO GOLD CORP.**  
**(formerly Inform Resources Corp.)**  
Suite 1507, 1030 West Georgia Street  
Vancouver, British Columbia Canada  
V6E 2Y3  
Telephone: 604 428-6128

**INFORMATION CIRCULAR**  
as at July 13, 2020 (except as otherwise indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of Apollo Gold Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on August 14, 2020 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to “the Company”, “Apollo Gold Corp.”, “we” and “our” refer to Apollo Gold Corp. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

### **GENERAL PROXY INFORMATION**

#### **Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

#### **Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are directors and/or officers of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

#### **Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

#### **Registered Shareholders**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may choose one of the following options to submit their proxy:

- (a) Complete, date and sign the Proxy and return it to the Company’s transfer agent, Endeavor Trust Corporation (“**Endeavor**”), by fax (604) 559-8908, or by mail to Suite 702, 777 Hornby Street, Vancouver, British Columbia Canada V6Z 1S4, or by email to [proxy@EndeavorTrust.com](mailto:proxy@EndeavorTrust.com).
- (b) Use the internet through the website of the Company’s transfer agent at [www.eproxy.ca](http://www.eproxy.ca) Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder’s account number and the control number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

### **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States (the "U.S."), under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

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

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a voting instruction form (a "**VIF**") in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

### Notice to United States Shareholders

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) ("**BCA**"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing,

or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Endeavor, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

The board of directors (the "**Board**") of the Company has fixed July 13, 2020 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company changed its name from Inform Resources Corp. to Apollo Gold Corp, effective on May 26, 2020.

The Company is authorized to issue an unlimited number of Common Shares without par value.

The Company's common shares are listed on the TSX Venture Exchange under stock symbol "APGO".

As of July 13, 2020, there were 40,672,584 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. The Company has no other classes of voting securities.

To the knowledge of the directors and executive officers of the Company, there are no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at July 13, 2020.

#### ***Actions, Decisions or Policy Changes Made after November 30, 2019 Year End***

1. Andrew Cheshire resigned as Chief Executive Officer, Corporate Secretary and director on May 4, 2020.
2. Emily Ketchen was appointed Corporate Secretary of the Company on May 1, 2020.
3. Simon Clarke was appointed Chief Executive Officer and a director of the Company on May 4, 2020.
4. Andrew Boering was appointed Chairman of the Board and a director on May 4, 2020.
5. Dean Besserer was appointed Vice President Exploration on May 28, 2020.

#### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the financial year ended November 30, 2019, the report of the auditor thereon and the related management's discussion and analysis were filed on SEDAR at [www.sedar.com](http://www.sedar.com) on May 25, 2020, and will be tabled at the Meeting and will be available at the Meeting.

#### **ELECTION OF DIRECTORS**

There are currently four directors of the Company. Shareholders of the Company are being asked to fix the number of directors of the Company at four.

The Board proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) or he or she becomes disqualified to act as a director.

The following disclosure sets out the names of management's four nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at July 13, 2020:

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Andrew William Bowering <sup>(2)</sup> Chairman of the Board and Director British Columbia, Canada	Venture Capitalist and Businessman  <b>Refer to Director Biographies below.</b>	Since May 4, 2020	2,900,000
Simon Patrick Clarke <sup>(3)(6)</sup> Chief Executive Officer and Director British Columbia, Canada	Company Executive and Businessman.  <b>Refer to Director Biographies below.</b>	Since May 4, 2020	900,000
Daryn Brian Gordon <sup>(4)(6)</sup> Chief Financial Officer and Director Alberta, Canada	Accountant, Daryn Gordon Professional Corporation.  <b>Refer to Director Biographies below.</b>	Since June 30, 2016	Nil
Sean Bromley <sup>(5)(6)</sup> Director British Columbia, Canada	Businessman.  <b>Refer to Director Biographies below.</b>	Since August 20, 2015	116,000

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Mr. Bowering holds 500,000 stock options at an exercise price of \$0.33, expiring on May 4, 2025.
- (3) Mr. Clarke holds 500,000 stock options at an exercise price of \$0.33, expiring on May 4, 2025.
- (4) Mr Gordon holds 100,000 stock options at an exercise price of \$0.33 expiring on May 4, 2025.
- (5) Mr Bromley holds 200,000 stock options at an exercise price of \$0.33 expiring on May 4, 2025.
- (6) Member of the Audit Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provisions.**

**Advance Notice Provisions**

At the Company's annual general and special meeting held on September 26, 2014, the shareholders of the Company approved the adoption of new Company's articles, which new Articles include advance notice provisions (the "**Advance Notice Provision**").

The Advance Notice Provision provides shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Provisions fix a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Company's Articles were filed under the Company's SEDAR profile on January 23, 2015 at [www.sedar.com](http://www.sedar.com).

**Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

## **Director Biographies**

### **Andrew Bowering, Chairman of the Board and Director**

Andrew Bowering is a venture capitalist with 30 years' of operational experience and leadership in mineral exploration and development worldwide. He has founded, funded and built teams that have operated numerous companies in the pursuit of precious, base and industrial metals from early exploration through to production. Mr. Bowering is currently CEO and Director of Prime Mining Corp. (gold and silver developer at Los Reyes, Mexico). Mr. Bowering has served as an officer or director of public companies on the TSX Venture Exchange, the TSX and the American Stock Exchange. His recent endeavors include Millennial Lithium Corp, American Lithium Corp, in addition to Prime Mining.

### **Simon Clarke, Chief Executive Officer and Director**

Simon Clarke brings 25 years' experience in building and growing companies and implementing successful capital markets and growth strategies, with a focus on mining and energy. Mr. Clarke was Founder (2017), CEO and Director of M2 Cobalt Corp. (cobalt / copper exploration in East Africa) and sold to Jervois Mining Ltd. in June 2019, at which time he joined Jervois Mining as director and then EGM Corporate Affairs. Mr. Clarke was also a Founder (2005), Director and initial VP Corporate Development of Osum Oil Sands Corp. which was valued in excess of US\$1 billion at its peak and currently produces 20,000 bopd, he remains a Board Observer. Mr Clarke was also a Director of Doublestar Resources at the time of its sale to Selkirk Metals Corp. in 2007.

Mr. Clarke holds an LLB & Diploma in Legal Practice from Aberdeen University in Scotland.

### **Daryn Gordon, Chief Financial Officer and Director**

Mr. Gordon is a Chartered Professional Accountant with over 20 years' experience. Previously he was CFO, Secretary & Non-Independent Director at Aroway Energy, Inc., Chief Financial Officer & Secretary for Reparo Energy Partners Corp., Chief Financial Officer for Silver Mountain Mines, Inc., Chief Financial Officer & Non-Independent Director at Emperor Oil Ltd., Chief Financial Officer of Sparta Capital Ltd., Principal at Abacus Financial Corp.

Mr Gordon is a member of the Institute of Chartered Professional Accountants of Alberta.

### **Sean Bromley, Director**

Sean Bromley is currently an independent consultant to private and public companies. Mr. Bromley has been a director of numerous TSX Venture Exchange and Canadian Securities Exchange listed companies, including White Gold Corp. and Bolt Metals Corp., Mr. Bromley holds a Bachelor of Commerce degree, with a specialization in Finance, from the University of Calgary.

## **Cease Trade Orders, Bankruptcies, Penalties and Sanctions**

Other than as set out below, within the last 10 years before the date of this Management Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Management Information Circular is prepared) and acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Daryn Gordon was a director of Emperor Oil Ltd. (formerly Emperor Minerals Ltd.) when it was subject to cease trade orders issued by the British Columbia Securities Commission (the “BCSC”) on June 4, 2014 and by the Alberta Securities Commission (the “ASC”) on June 5, 2014 due to the company’s failure to file its annual financial statements, MD&A and certifications for the year ended January 31, 2014. The company filed its annual financial statements, MD&A and certifications for the year ended January 31, 2014 and its annual oil and gas information for the years ended January 31, 2014 and January 31, 2013 on July 15, 2014. The cease trade orders were revoked on July 18, 2014.

Daryn Gordon was a director of Emperor Oil Ltd. (formerly Emperor Minerals Ltd.) when it was subject to cease trade orders issued by the BCSC on June 10, 2015 and by the ASC on June 9, 2015 due to the company’s failure to file its annual financial statements, MD&A and certifications for the year ended January 31, 2015. The Company was listed on the NEX, where it remain suspended effective May 25, 2016.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.**

#### **APPOINTMENT OF AUDITOR**

Management of the Company recommends the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia as auditors for the Company.

**The Board recommends that you vote in favour of appointment of Davidson & Company LLP. Unless otherwise instructed, at the Meeting the proxyholders named in the Company’s form of Proxy or Voting Instruction Form will vote FOR the appointment of Davidson & Company LLP.**

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 *Audit Committees* (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

##### **The Audit Committee’s Charter**

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information, which will be provided to the shareholders and the public, the systems of corporate controls, which management and the Board have established, and overseeing the audit process. It has general responsibility to oversee internal controls, accounting and auditing activities and legal compliance of the Company. The Audit Committee is also mandated to review and approve all material related party transactions. The Audit Committee has a Charter. A copy of the Audit Committee Charter is attached as Schedule A to this Information Circular.

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

At financial year ending November 30, 2019 the Audit Committee was composed of three directors: Andrew R. Cheshire (Chair), Daryn Gordon and Sean Bromley. Andrew R. Cheshire and Daryn Gordon were not independent due to their being Officers of the Company (CEO and CFO respectively). Sean Bromley was an independent member of the Audit Committee. Mr. Cheshire resigned as an officer and director of the Company on May 4, 2020. The current members of the Audit Committee are: Simon Clarke (Chair), Daryn Gordon and Sean Bromley. Simon Clarke and Daryn Gordon are not independent due to their being officers of the Company (CEO and CFO respectively). Sean Bromley is an independent member of the Audit Committee.

Messrs. Clarke, Gordon and Bromley have many years of practical business experience and have served for many years as directors of public companies, have experience reviewing financial statements of public companies and meet the criteria of “financially literate” as outlined in NI 52-110. Please refer to heading “**Director and New Director Biographies**” above.

Based on their business and education, each audit committee member has a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection of the accounting for estimates, accruals and reserves; experience analyzing and evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

## Relevant Education and Experience

All of the Audit Committee members are businessmen with experience in financial matters. Each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, internal controls and procedures necessary for financial reporting, which has been garnered from working in their individual fields of endeavor. In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their experience, respectively, as directors of public companies other than the Company.

Each member of the audit committee had adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

## Audit Committee Oversight

At financial year ending November 30, 2019, the Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Davidson & Company LLP.

## Reliance on Certain Exemptions

The Company's auditor, Davidson & Company LLP, has not provided any material non-audit services.

## Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Company's Audit Committee Charter.

## External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by Davidson & Company LLP, Chartered Accountants for audit and non-audit services in the two financial years ending November 30, 2019 and November 30, 2018 are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended November 30, 2018	Fees Paid to Auditor in Year Ended November 30, 2019
Audit Fees <sup>(1)</sup>	\$10,000	\$10,000
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$1,500	\$1,500
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil
<b>Total</b>	<b>\$11,500</b>	<b>\$11,500</b>

### Notes:

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

## Exemption

The Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

## CORPORATE GOVERNANCE

### General

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of a company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board and by ensuring that at least one director is independent of management. The Board is currently comprised of four members, two of whom are not independent and two who are independent. The non-independent member of the Board is Simon Clarke (President and Chief Executive Officer) and Daryn Gordon (Chief Financial Officer). The independent director of the Company are Sean Bromley and Andrew Bowering.

### Directorships

The Company directors currently serving on boards of the following other reporting companies (or equivalent) are as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
Simon Clarke	American Lithium Corp.	TSXV/Frankfurt/OTCQB
Sean Bromley	BMGB Capital Corp.	TSXV
	Bolt Metals Corp.	CSE
	Isracann Biosciences Inc.	CSE
	White Gold Corp.	TSXV
	Big Sky Petroleum Corp.	NEX
	Triangle Industries Ltd.	Private
Andrew Bowering	American Lithium Corp.	TSXV/Frankfurt/OTCQB
	Prime Mining Corp.	TSXV/Frankfurt/OTCQB
	Cerro Mining Corp.	NEX

### Orientation and Continuing Education

The Company does not provide formal continuing education to its Board members, but encourages them to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management’s assistance, and to attend related industry seminars and visit the Company’s properties. Board members have full access to the Company’s records.

### Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company’s operations, and the small number of officers and consultants, allow the

Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Company does not have a stand-alone nomination committee. The Board is responsible, among other things, for recommending candidates for nomination, appointment, election and re-election to the Board and its committees, and for annually assessing Board performance. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

### **Other Board Committees**

The Board of Directors has no other committees other than the Audit Committee.

### **Assessments**

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and audit committee. No formal policy has been established to monitor the effectiveness of each director, the Board and the audit committee.

The Board of Directors has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The board of directors has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Company's long-term incentives, which include stock options, comprise a significant portion of the executives' compensation package, and are intended to align the executive compensation with the interest of the Company's shareholders.

The Board of Directors intends to continue such risk assessments on an annual basis and also considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its Named Executive Officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its Named Executive Officers or directors. To the knowledge of the Company, none of the Named Executive Officers or directors has purchased such financial instruments.

## **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Information Circular:

**"compensation securities"** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

**"named executive officer"** or **"NEO"** means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

## **DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

During the financial year ended November 30, 2019, based on the definition above, the NEOs of the Company were: Andrew R. Cheshire, Chief Executive Officer, Corporate Secretary and director and Daryn Gordon, Chief Financial Officer and director. The Director of the Company who was not an NEO during the financial year ended November 30, 2019 was Sean Bromley. Andrew Cheshire served as Chief Executive Officer and Corporate Secretary from June 30, 2016 to May 4, 2020 and served as a director from September 26, 2014 to May 4, 2020.

During the financial year ended November 30, 2018, based on the definition above, the NEOs of the Company were: Andrew R. Cheshire, Chief Executive Officer, Corporate Secretary and director and Daryn Gordon, Chief Financial Officer and director. The Director of the Company who was not an NEO during the financial year ended November 30, 2018 was Sean Bromley.

### **Stock Option Plan or Other Compensation Plans**

#### **10% “Rolling” Share Option Plan (Option-Based Awards)**

The Company has in place, a 10% rolling Share Option Plan pursuant to which the Board can grant Options to directors, officers, employees, management and others who provide services to the Company. At the Company’s Annual General Meeting held on September 25, 2015, shareholders approved the adoption of the Company’s 10% rolling share option plan (the “**Share Option Plan**”). The Share Option Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

The Share Option Plan was implemented to grant Options in consideration of the level of responsibility as well as optionee impact and/or contribution to the longer-term operating performance of the Company. In determining the number of share options to be granted, the Company’s Board takes into account the number of Options, if any, previously granted, and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (“**TSXV**”), and closely align the interests of the executive officers with the interests of the Company’s shareholders.

Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The Share Option Plan is administered by the Board and provides that Options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option.

The Share Option Plan is subject to the following restrictions:

- (a) the Company must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the “**Service Provider**”) in any 12-month period that exceeds 5% of the outstanding shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders’ meeting, excluding votes attaching to shares beneficially owned by insiders and their associates (“**Disinterested Shareholder Approval**”);
- (b) the aggregate number of options granted to a Service Provider conducting investor relations activities in any 12-month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) the Company must not grant an option to any one individual consultant in any 12-month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (d) the aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) the aggregate number of Common Shares issued for option to insiders in any 12-month period must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

- (f) the issuance to any one Optionee within a 12-month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) any one Person engaged in Investor Relations Activities for the Company must vest in stages over a 12-month period with no more than 1/4 of the Options vesting in any three month period; and
- (h) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

***Material Terms to the Share Option Plan***

The following is a summary of the material terms of the Share Option Plan:

- (a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Share Option Plan;
- (b) options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) if there is a takeover bid for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV;
- (e) an Option granted to any Service Provider will expire 60 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (f) if an Optionee dies, any vested option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
- (g) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- (h) the exercise price of each option will be set by the Board at the time such Option is allocated under the Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the Share Option Plan);
- (i) vesting of Options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or any of its affiliates during the vesting period;
- (j) the Share Option Plan contains a black-out provision restricting all or any of the Company's Service Providers to refrain from trading in the Company's securities until the restriction has been lifted by the Company;
- (k) no vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all Options granted to:
  - (i) insiders of the Company; or
  - (ii) where Options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and

- (l) the Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all common shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Share Option Plan to Service Providers.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Share Option Plan may be made by the Board without further shareholder approval.

The Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSXV, if applicable;
- (iii) change the termination provision of an Option granted under the Share Option Plan if it does not entail an extension beyond the original expiry date of such Option;
- (iv) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Company;
- (v) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vi) amend the Share Option Plan to reduce, and not to increase, the benefits of the Share Option Plan to Service Providers.

**Director and NEO Compensation, excluding Compensation Securities**

**Table of Compensation, Excluding Compensation Securities in Financial Years ended November 30, 2019 and November 30, 2018**

The following table of compensation, excluding options and compensation securities, of compensation provide a summary of the compensation paid by the Company to NEOs and directors who were not NEOs of the Company for the two financial years ended November 30, 2019 and November 30, 2018. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**”.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Year<sup>(1)</sup></b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Andrew R. Cheshire <sup>(1)</sup> former Chief Executive Officer, Corporate Secretary and former director	2019	\$42,000	Nil	Nil	Nil	Nil	\$42,000
	2018	\$31,500	Nil	Nil	Nil	Nil	\$31,500
Daryn Gordon <sup>(2)</sup> Chief Financial Officer and director	2019	\$8,500	Nil	Nil	Nil	Nil	\$8,500
	2018	\$8,400	Nil	Nil	Nil	Nil	\$8,400
Sean Bromley <sup>(3)</sup> director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Andrew Cheshire served as the CEO and Corporate Secretary of the Company from June 30, 2016 to May 4, 2020 and served as a director from September 26, 2014 to May 4, 2020.

(2) Daryn Gordon was appointed CFO and a director of the Company on June 30, 2016.

(3) Sean Bromley was appointed a director of the Company on August 20, 2015.

## **STOCK OPTIONS AND OTHER COMPENSATION SECURITIES**

### **Outstanding Compensation Securities**

There were no (option-based) incentive stock options granted or outstanding to an NEO, or a director of the Company who was not an NEO of the Company, during financial year ended November 30, 2019. No share-based awards were granted during financial year ended November 30, 2019.

### **Exercise of Compensation Securities by NEOs and Directors**

#### **Financial Year Ended November 30, 2019**

No compensation securities were exercised by any NEO or director who was not an NEO during financial year ended November 30, 2019.

### **Employment, consulting, and management agreements**

The Company does not have any written employment, management or consulting contracts with its NEOs or directors. In addition, there are no compensatory plans or arrangements, with respect to any Director or NEO resulting from the resignation, retirement or any other termination of employment of an officer or director or from a change of a director's or a NEO's responsibilities following a change in control.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The Board as a whole assumes responsibility for reviewing and monitoring compensation for the Company's senior management, and as part of that mandate determines the compensation of the Company's CEO and CFO.

To determine compensation payable, the Board reviews compensation paid to directors and chief executive officers of other companies of similar size and stage of development in similar industries and then determine appropriate compensation reflecting the responsibilities and time and effort expended by each director and the CEO while taking into account the financial and other resources of the Company. In settling on the compensation, the Board annually reviews the performance of the CEO in light of the Company's objectives and considers other factors that may have influenced achievement of the Company's objectives. The general objective of the Company's compensation philosophy is to: (i) compensate in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align interests with the long-term interests of shareholders; (iii) provide a compensation package that enables the Company to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Company operates by virtue of the fact that it is a mining exploration company without a history of earnings.

The Company has limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the Board must consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company both in the mid-term and the long-term. Because stock options do not require cash disbursement by the Company they are an important element of executive compensation.

### **Compensation Review Process**

The Company does not have a Compensation Committee.

The Board is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

The Board acts as the Company's compensation committee and in that role is responsible for reviewing and approving corporate goals and objectives relevant to an executive officer's compensation, evaluating the executive officer's

performance in light of those goals and objectives and making recommendations with respect to the executive officer's future compensation, based on the evaluation.

Executive compensation is comprised of short-term compensation in the form of a base salary and long-term ownership through the Company's Share Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. The Board determines the number of stock options to be awarded under its Share Option Plan. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. Options are granted to reward individuals for current performance, expected future performance and value to the Company. The size of awards made subsequent to the commencement of employment takes into account stock options already held by the individual.

At this time NEO's and directors are not allowed to hedge risk the Company's securities.

#### Compensation of Board Members and Named Executive Officers

Compensation for each of the Board members and each of the NEOs is approved by the Board as a whole. Base cash compensation and variable cash compensation levels are based, in part, on assessing appropriate compensation being paid to peer group companies at a similar stage of development.

The Board has not proceeded with a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company has not established a policy on whether or not an NEO or director is permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

#### Philosophy and Objectives

The compensation program for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

The Company relies solely on the discussions of the Board, without any formal objectives, criteria and analysis, for determining executive compensation.

#### **Elements of Executive Compensation Program**

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Company's Share Option Plan.

#### Base Salary or Consulting Fees

The primary element of the Company's compensation program is base salary. The Company's view is that a competitive base salary is a necessary element for retaining qualified executive officers. The amount payable to an executive officer as base salary is determined primarily by the number of years of experience, personal performance, and by comparisons to the base salaries and total compensation paid to executives of comparable publicly-traded companies within the mineral exploration sector in North America.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mineral exploration sector in North America which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and

- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

### **Related Party Transactions**

#### Key management

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors, and corporate officers. The remuneration of directors and key management personnel during the periods ended November 30, 2019 and 2018, were as follows:

- (a) Consulting fees of \$42,000 (2018 – \$31,500) to a company controlled by an officer and or director of the Company.
- (b) Accounting fees of \$8,500 (2018 - \$8,400) to a company controlled by an officer and director of the Company.

Included in accounts payable and accrued liabilities at November 30, 2019 is \$75,330 (2018 - \$33,330) due to directors and officers of the Company.

### **Bonus Payments**

Each of the executive officers, as well as all employees, is eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash flow and share price performance) and operational criteria (such as significant mineral property acquisitions, resource growth and the attainment of corporate milestones).

The Company did not award any bonuses for the last two financial years ended November 30, 2019 and November 30, 2018.

#### Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Share Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

### **Risks Associated with the Company's Compensation Practices**

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing such plans and programs.

#### Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. Limited perquisites the Company provides its executives may include a parking allowance or a fee for each Board or Audit Committee meeting attended, to assist with their out-of-pocket expenses.

### **Pension Plan Benefits**

The Company has no pension plan arrangements or benefits with respect to any of its NEOs, directors or employees.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company's 10% "rolling" share option plan ("Share Option Plan") is the only equity compensation plan under which securities are authorized for issuance.

### Equity Compensation Plan Information

The following table sets forth information with respect to the Company's Share Option Plan under which equity securities of the Company are authorized at the end of the Company's most recently completed financial year November 30, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column of this table)
Equity compensation plans approved by securityholders (the Share Option Plan)	Nil	N/A	2,014,058
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>Nil</b>		<b>2,014,058</b>

Note Share Option Plan limitation of 10% of the issued and outstanding Common Shares as at November 30, 2019 of 20,140,584 common shares, less issued options as listed in the second column of this table. During the Company's financial years ended November 30, 2019 there were no incentive stock options (option-based awards) outstanding or granted to the directors or named executive officers of the Company.

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, proposed nominee for election as a director or associate of them, is or, since the beginning of the last completed financial year of the Company, was indebted to or guaranteed or supported by the Company, either pursuant to an employee stock purchase program or otherwise.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

"Informed Person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Other than disclosed in this Information Circular, to the knowledge of management of the Company, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director of the Company has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year ended November 30, 2019 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

### MANAGEMENT CONTRACTS

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

## PARTICULARS OF MATTERS TO BE ACTED UPON

### **Continuation of 10% “rolling” Share Option Plan**

The TSXV policy requires all of its listed companies to have a share option plan if the company intends to grant options. Shareholders are being asked at the Meeting to ratify, and approve for continuance, the Company’s Share Option Plan. A copy of the Share Option Plan will be available for inspection at the Meeting.

### ***Shareholder Resolution***

The Share Option Plan is subject to annual shareholder approval and TSXV acceptance to its filing. Shareholders will be asked to consider, and if thought fit, approve an ordinary resolution, with or without variation, as follows:

“RESOLVED as an ordinary resolution, that the Company’s 10% “rolling” Share Option Plan, be ratified and approved for continuation until the next annual meeting of the Company.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

**The Board recommends that shareholders vote in favour of the Share Option Plan.**

## **OTHER MATTERS**

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

## **ADDITIONAL INFORMATION**

Additional information relating to the Company concerning the Company and its operations is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is provided in its comparative financial statements and management’s discussion and analysis for the Company’s most recently completed financial year ending November 30, 2019. Copies of this information are available either on SEDAR or by contacting the Company at Suite 1507, 1030 West Georgia Street, Vancouver, British Columbia, Canada V6E 2Y3 Telephone: 604 428-6128, to request copies of the Company’s consolidated financial statements and MD&A. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

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

**DATED** at Vancouver, British Columbia, July 15, 2020.

**BY ORDER OF THE BOARD**

*/s/ “Simon Clarke”*

**Simon Clarke**  
**Chief Executive Officer**

## **SCHEDULE A**

### **APOLLO GOLD CORP.**

#### **Audit Committee Charter**

The Audit Committee is a committee of the Board to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits. The Audit Committee will:

- (a) review and report to the Board of Apollo Gold Corp. (the “Company”) on the following before they are published:
  - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company; and
  - (ii) the auditors’ report, if any, prepared in relation to those financial statements,
- (b) review the Company’s annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the Board:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company; and
  - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the Board on the integrity of the financial reporting process and the system of internal controls that management and the Board have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company’s external auditor,
- (j) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company,
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109,
- (l) review and recommend to the Board any changes to accounting policies,
- (m) review the opportunities and risks inherent in the Company’s financial management and the effectiveness of the controls thereon; and
- (n) review major transactions (acquisitions, divestitures and funding).

### **Composition of the Committee**

The committee will be composed of 3 directors from the Company's Board the majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each committee member will have no direct or indirect relationship with the Company which, in the view of the Board, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

### **Authority**

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

### **Reporting**

The reporting obligations of the committee will include:

1. Reporting to the Board on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
2. Reviewing, and reporting to the Board on its concurrence with, the disclosure required by Form 52-110F1 in any management information circular prepared by the Company.