FREDONIA MINING INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON OCTOBER 12, 2021

September 8, 2021

FREDONIA MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Fredonia Mining Inc. (the "**Corporation**") will be held on Tuesday, October 12, 2021 at 9:30 a.m. (Toronto time) for the following purposes:

- to receive the audited consolidated financial statements of the Corporation for the year ended September 30, 2020, together with the auditors' report thereon;
- to elect the directors of the Corporation;
- to appoint MNP LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
- to consider and, if thought appropriate, pass an ordinary resolution substantially in the form set out in the accompanying management information circular to approve the Corporation's existing stock option plan;
- to consider and, if thought appropriate, pass a special resolution substantially in the form set out in the accompanying management information circular to authorize and direct the Corporation to amend the CPC Escrow Agreement (as such term is defined in the policies of the TSXV) in accordance with TSXV Policy 2.4 – *Capital Pool Companies* (as amended at January 1, 2021);
- to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving the continuance of the Corporation from governance under the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario) and the adoption of a new general by-law; and
- to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying management information circular dated September 8, 2021 (the "**Circular**"), provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice. Please review the Circular carefully and in full prior to completing and returning the enclosed proxy or voting instruction form, as the Circular has been prepared to help make an informed decision on the matters to be acted upon.

Concerns and Restrictions Relating to COVID-19

This year, in order to proactively deal with the unprecedented health impact of the global COVID-19 pandemic, and to protect the health and safety of Shareholders, employees, other stakeholders and the community, and to comply with the procedures imposed by both federal and provincial governments, Shareholders are strongly encouraged to vote on the matters before the Meeting by proxy, appointing the management nominees named in the accompanying form of proxy provided to Shareholders by their intermediary or the Corporation, in order to limit the number of attendees in person. If you wish to attend the meeting in person, kindly notify Carlos Espinosa, Chief Financial Officer of the Corporation, at cespinosa@slgmexico.com.ca by no later than October 4, 2021. In the event the number of in-person attendees exceeds the allowable number of individuals for indoor gatherings pursuant to the provincial COVID-19 public health guidelines, the Corporation may determine to hold the Meeting via an electronic format and reserves the right to limit entry to any person in accordance with applicable provincial guidelines. **We strongly suggest you do vote by proxy and <u>do not</u> attend in person. If you intend to vote by proxy, you must vote on the matters before the Meeting by proxy not later than 48 hours (excluding Saturdays, Sundays or statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.** We are not aware of any items of business to be brought before the Meeting other than those described in the enclosed Meeting materials.

Every Shareholder at the close of business on September 7, 2021 is entitled to receive notice of, and vote their Common Shares at, the Meeting.

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. Shareholders who are not present at the Meeting may exercise their right to vote by dating, signing and returning the enclosed form of proxy, or other appropriate form of proxy (each, a "**Form of Proxy**") in accordance with the instructions set out in the Circular. **A Form of Proxy will not be valid unless it is deposited at the offices of the Corporation's registrar and transfer agent, TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, so as to arrive not later than 9:30 a.m. (Toronto time) on October 7, 2021 or on the second day (excluding Saturdays, Sundays, and holidays) preceding the time of any adjournment of the Meeting.**

Non-registered beneficial Shareholders should follow the instructions of their intermediaries in order to vote their Common Shares.

BY ORDER OF THE BOARD OF DIRECTORS

"Estanislao Ricardo Auriemma"
Chief Executive Officer
September 8, 2021

FREDONIA MINING INC.
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 12, 2021

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (this "Circular") is furnished in connection with the solicitation by the management of Fredonia Mining Inc. (the "Corporation") of proxies to be used at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Common Shares") of the Corporation. The Meeting will be held on October 12, 2021 at 9:30 a.m. Toronto time, at 350 Bay St. Suite 700, Toronto, Ontario, Canada M5H 2S6 or at such other time or place to which the Meeting may be adjourned or postponed, for the purposes set forth in the notice of annual and special meeting accompanying this Circular (the "**Notice of Meeting**"). Only Shareholders of record on September 7, 2021 are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee's name be included on the list of shareholders eligible to vote at the Meeting.

Unless otherwise stated, the information contained in the Circular is given as at September 8, 2021. All references in this Circular to "$" are to Canadian dollars.

This year, in order to proactively deal with the unprecedented health impact of the ongoing global COVID-19 pandemic, and to protect the health and safety of Shareholders, employees, other stakeholders and the community, and to comply with the procedures imposed by both federal and provincial governments, Shareholders are strongly encouraged to vote on the matters before the Meeting by proxy, appointing the management nominees named in the accompanying form of proxy provided to Shareholders by their intermediary or the Corporation, in order to limit the number of attendees in person. If you wish to attend the meeting in person, kindly notify Carlos Espinosa, Chief Financial Officer of the Corporation, at cespinosa@slgmexico.com.ca by no later than October 4, 2021. In the event the number of attendees exceeds the allowable number of individuals for indoor gatherings pursuant to the provincial COVID-19 public health guidelines, the Corporation may determine to hold the Meeting via an electronic format and reserves the right to limit entry to any person in accordance with applicable provincial guidelines. **We strongly suggest you do vote by proxy and <u>do not</u> attend in person**. **If you intend to vote by proxy, you must vote on the matters before the Meeting by proxy not later than forty-eight (48) hours (excluding Saturdays, Sundays or statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.** We are not aware of any items of business to be brought before the Meeting other than those described in the enclosed Meeting materials.

Every Shareholder at the close of business on September 7, 2021 is entitled to receive notice of, and vote their Common Shares at, the Meeting.

It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally by directors, officers or regular employees of the Corporation. Such persons will not receive any extra compensation for such activities. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The cost of any such solicitation will be borne by the Corporation.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy (the "**Form of Proxy**") are executive officers of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons specified by management in the Form of Proxy to attend and act on behalf of such Shareholder at the Meeting.** Such right may be exercised by striking out the names of the persons specified in the Form of Proxy, inserting the name of the person to be appointed in the blank space provided in the form of proxy, signing the form of proxy and returning it in the manner set forth in the form of proxy. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

A Form of Proxy will not be valid unless it is deposited at the offices of the Corporation's registrar and transfer agent, TSX Trust Company (the "**Transfer Agent**") at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, so as to arrive not later than 9:30 a.m. (Toronto time) on October 7, 2021 or on the second day (excluding Saturdays, Sundays, and holidays) preceding the time of any adjournment of the Meeting. A Form of Proxy shall be in writing, dated and executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Shareholder who has given a proxy may revoke it:

(a) by depositing an instrument in writing, including another completed Form of Proxy, executed by such Shareholder or Shareholder's attorney authorized in writing either:

i. with the Transfer Agent at any time up to and including the deadline for the submission of proxies for the Meeting as indicated in the Notice of Meeting and Form of Proxy; or

ii. with the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or

(b) in any other manner permitted by law.

Due to the ongoing COVID-19 pandemic, Shareholders are strongly encouraged to vote by proxy and not physically attend at the meeting. Please refer to the heading "*Concerns and Restrictions Relating to COVID-19*" in the Notice accompanying this Management Information Circular.

Registering a Proxyholder

IF YOU APPOINT A PROXYHOLDER YOU MUST SUBMIT YOUR FORM OF PROXY APPOINTING YOUR PROXYHOLDER AND YOU MUST ENSURE THAT YOUR PROXYHOLDER REGISTERS (SEPARATELY) WITH TSX TRUST COMPANY.

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

Exercise of Discretion

A Form of Proxy representing Common Shares of a Shareholder will be voted or withheld from voting in accordance with the instructions of such Shareholder on any ballot that may be called for, and if such Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such specifications, such Common Shares will be voted FOR each of the matters referred to herein.**

The Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters, if any, which may properly come before the Meeting. At the date of the Circular, management of the Corporation knows of no such amendments,

variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxy.

Information for Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. More particularly, a person is a Beneficial Shareholder in respect of Common Shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary that the Beneficial Shareholder deals with in respect of the common shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")), of which the intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS, which acts as nominee for many Canadian brokerage firms. Common Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their nominees are prohibited from voting common shares held for Beneficial Shareholders. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person or that the Common Shares are duly registered in their name.

Applicable Canadian securities regulation requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

In Canada, the majority of brokers now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions ("**Broadridge**"). Broadridge typically supplies Beneficial Shareholders with a voting instruction form ("**VIF**") and asks them to return the completed VIF to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder receiving such a VIF cannot use that as a Form of Proxy to vote Common Shares directly at the Meeting. The VIF must be returned to the applicable intermediary well in advance of the Meeting in order to provide instructions on how to vote the Common Shares.**

Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own ("**Objecting Beneficial Owners**" or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"). Subject to the provisions of NI 54-101 issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. The Corporation will send the Circular, Notice of Meeting and proxy-related materials directly to NOBOs.

OBOs can expect to receive their materials related to the Meeting from Broadridge or their brokers or their broker's agents as set out above. If a reporting issuer does not intend to pay for an intermediary to deliver materials to OBOs, OBOs will not receive the materials unless their intermediary assumes the cost of delivery. The Corporation currently intends to pay for intermediaries to deliver the proxy-related materials to OBOs.

Record Date

The directors have fixed September 7, 2021, as the record date for the determination of Shareholders entitled to receive Notice of the Meeting (the "**Record Date**"). Only Shareholders of record on the Record Date are entitled to vote at the Meeting.

Interests of Certain Persons or Companies in Matters to be Acted Upon

Background – The Qualifying Transaction

As announced in the press release of the Corporation dated July 14, 2021 (a copy of which is available under the Corporation's profile on SEDAR, at www.sedar.com), the Corporation, formerly a Capital Pool Company named Richmond Road Capital Corp. ("**RRCC**"), completed a qualifying transaction (the "**Qualifying Transaction**") with Fredonia Management Limited ("**FML**"), a corporation existing under the laws of the British Virgin Islands, by way of a three-cornered amalgamation pursuant to an agreement dated April 7th, 2021 (the "**Amalgamation Agreement**") and in accordance with the policies of the TSX Venture Exchange (the "**TSXV**"). As a result of the Qualifying Transaction, the Corporation changed its name to Fredonia Mining Inc., FML became a wholly-owned subsidiary of the Corporation, and the Corporation began trading on the TSXV under the symbol "FRED" on July 14, 2021 (the "**Listing Date**"). The relevant material agreements and the filing statement in connection with the Qualifying Transaction are available on SEDAR at www.sedar.com.

Except as otherwise disclosed below and herein, management of the Corporation is not aware of a material interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise, of any director or officer of the Corporation at any time since the beginning of the Corporation's last financial year, of any proposed nominee for election as a director of the Corporation, or of any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, approve (A) the Corporation's stock option plan (the "**Stock Option Plan**") under which the directors and officers of the Corporation are eligible for grants of options, (B) a continuance of the Corporation from Alberta to Ontario and (C) to amend the CPC Escrow Agreement (as such term is defined in the policies of the TSXV) in accordance with TSXV Policy 2.4 – *Capital Pool Companies* (as amended at January 1, 2021) (the "**Updated CPC Policy**"). The current directors and officers of the Corporation have a material interest in the approval of the Stock Option Plan and the former directors and officers of RRCC, as well as anyone else subject to the CPC Escrow Agreement prior to the promulgation of the Updated CPC Policy, have a material interest in approving the amendment of the CPC Escrow Agreement.

Voting Securities and Principal Holders Thereof

As of the date of this Circular, there were **150,863,453** Common Shares of the Corporation issued and outstanding. Each Common Share represents the right to one vote on each matter at the Meeting.

To the knowledge of the directors and officers of the Corporation, there are no persons or companies that beneficially own, or exercise control or direction over, directly or indirectly, 10% or more of the issued and outstanding Common Shares except as stated below:

	Fredonia Mining Inc.	
Name and Municipality of Residence of Principal Shareholder	**Number**	**Approximate % (fully-diluted)**
Resource Capital Fund VI L.P.	29,594,472	17.18%
Ricardo Auriemma	19,089,825	11.08%
María Amalia Leguizamón	17,395,707	10.10%

BUSINESS OF THE MEETING

Financial Statements

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the fiscal year ended September 30, 2020, together with the auditor's report thereon.

Election of Directors

The Corporation proposes that five directors, Estanislao Auriemma, Dr. Ricardo Auriemma, Ali Mahdavi, Dr. Waldo Perez, and Michael Doolan ("**Management's Nominees**"), be elected to the board of directors of the Corporation (the "**Board**") at the Meeting. Each of the foregoing persons is currently a director of the Corporation. Each director's term of office will expire at the next annual meeting of shareholders of the Corporation or when his successor is duly elected or appointed, unless his office is vacated earlier in accordance with the articles of the Corporation or he becomes disqualified to act as a director of the Corporation.

Unless the Shareholder has specified in the Form of Proxy that the Common Shares represented by such proxy are to be withheld from voting in the election of directors, the persons named in the Form of Proxy intend to vote **FOR** the election of Management's Nominees.

The following table sets forth the names, province/state and country of residence of Management's Nominees; their principal occupations or employment; the year in which they became directors of the Corporation; their committee memberships; and the number of Common Shares beneficially owned or over which control or direction is exercised by them, each as at the date of this Circular.

For information regarding compensation, options, equity ownership and current directorships of each of the following persons, please see "Statement of Executive Compensation" and "Statement of Corporate Governance Practices".

Name, Province or State and Country of Residence	Positions Held	Director Since	Principal Occupation During the Preceding Five Years	Number of Voting Securities Beneficially Owned or Controlled or Directed[(1)]
Ricardo A. Auriemma Buenos Aires, Argentina	Director[(2)]	July 14, 2021	Entrepreneur	18,525,119
Estanislao Ricardo Auriemma Buenos Aires, Argentina	Chief Executive Officer, Director	July 14, 2021	Entrepreneur; Corporate Director	11,133,865
Dr. Waldo Perez Asunción, Paraguay	Director[(2)(3)]	July 14, 2021	Chief Executive Officer, Neo Lithium Corp.	423,770
Michael F. Doolan Ontario, Canada	Director[(2)(3)]	July 14, 2021	Corporate Director	150,000
Ali Mahdavi Ontario, Canada[(4)]	Chairman of the Board	July 14, 2021	Finance Consultant	1,016,880

Notes:

(1) The number of voting securities noted (on a non fully-diluted basis), not being within the knowledge of the Corporation, has been provided by each director or officer individually.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.

(4) Held indirectly though Spinnaker Capital Markets Inc.

Corporate Cease Trade Orders and Corporate Bankruptcies

To the knowledge of the Corporation, no person proposed to be nominated for election as a director at the Meeting is, or has, within 10 years prior to the date hereof, been a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

(a) was subject to a cease trade or similar order or 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 that was issued while the proposed director was acting in such capacity;

(b) was subject to a cease trade or similar order or 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 that was issued after the proposed director ceased to act in such capacity and which resulted from an event that occurred while the proposed director was acting in such capacity; or

(c) while the proposed director was acting in such capacity, or the within a year of the proposed director ceasing to act in such 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, other than Michael F. Doolan who was an officer of Molycorp, Inc. which filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code on June 25, 2015.

Personal Bankruptcies

To the knowledge of the Corporation, no person proposed to be nominated for election as a director at the Meeting has, within 10 years prior to the date hereof, 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 his assets.

Penalties and Sanctions

To the knowledge of the Corporation, no person proposed to be nominated for election as a director at the Meeting has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

The auditors of the Corporation are MNP LLP, who were first appointed as auditors of the Corporation on September 3, 2020. Unless the Shareholder has specified in the Form of Proxy that the Common Shares represented by such proxy are to be withheld from voting in the appointment of auditors, the persons named in the Form of Proxy intend to vote **FOR** the appointment of MNP LLP as auditors of the Corporation, to hold office until the next annual meeting of shareholders, and to authorize the directors of the Corporation to fix the remuneration of the auditors of the Corporation.

Annual Approval of the Existing Stock Option Plan

The Corporation has in place a Stock Option Plan which, under the policies of the TSXV, requires annual approval at the annual meeting of shareholders of the Corporation.

The Stock Option Plan is a "rolling" stock option plan, pursuant to which the number of Common Shares that may be issued upon exercise of options may not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis at any time and such aggregate number of Common Shares automatically increases or decreases as the number of issued and outstanding Common Shares of the Corporation changes.

As of the date of this Circular, a total of 15,086,345 Common Shares were reserved for issuance under the Stock Option Plan (10% of the issued and outstanding Common Shares), of which a total of 10,191,176 Common Shares were subject to options outstanding (being approximately 6.75% of the issued and outstanding Common Shares). As of the date of this Circular, 4,895,169 Common Shares remained available for issuance upon the exercise of options which may be granted in the future under the Stock Option Plan.

The Stock Option Plan was established by the Board to promote the profitability and growth of the Corporation, by attracting and retaining key individuals by encouraging their ownership of the Corporation's Common Shares so that they benefit from increases in the value of the Corporation's Common Shares. If the Stock Option Plan is not approved by the Shareholders at the Meeting, the Corporation will not be able to grant any further options under the Stock Option Plan and the Corporation will have to consider other methods of compensation, such as increased cash compensation.

The following summary of material terms of the Stock Option Plan is qualified in its entirety by the full text of the Stock Option Plan attached as Schedule A to the Circular (capitalized terms used in the summary below that are not otherwise defined in the Circular have the meaning given to them in the attached Stock Option Plan or TSXV policies):

(a) Options to purchase Common Shares may be granted under the Stock Option Plan to any Participant, which means an employee, director, officer, or consultant of the Corporation, at the sole discretion of the Board.

(b) The maximum number of Common Shares issuable pursuant to outstanding options under the Stock Option Plan shall be equal to 10% of the number of issued and outstanding Common Shares from time to time. In addition, without disinterested shareholder approval: (i) the number of Common Shares which may be issued to any one Participant, other than a Consultant, within a one-year period shall not exceed 5% of the outstanding Common Shares; (ii) the number of Common Shares which may be issued to Insiders within a one-year period pursuant to the Stock Option Plan and in combination with any other share compensation arrangement shall not exceed 10% of the outstanding Common Shares; and (iii) the number of Common Shares which may be issued to any one Consultant or person engaged to conduct Investor Relations Activities within a one-year period shall not exceed 2% of the outstanding Common Shares.

(c) All options issuable under the Stock Option Plan have a maximum term of ten years from the date of issue.

(d) The vesting schedule for any option outstanding under the Stock Option Plan shall be determined by the Board.

(e) The exercise price of all options issued under the Stock Option Plan shall be determined by the Board at the grant date of each option and, in any event, will be determined in accordance with the rules of all applicable securities regulatory authorities including any stock exchange on which the Common Shares are listed.

(f) The Board shall provide the terms for expiry of any option upon grant, subject to the maximum limits provided for in the Stock Option Plan. Upon a holder of options ceasing to be an eligible person for any reason other than death, such options shall terminate within a reasonable time specified by the Board at the time of granting the option, not to exceed one year from the date of termination. If the employment of a holder of options is terminated as a result of the holder's death, such option may, subject to the terms thereof (including expiry), and provided that the holder was entitled to exercise the option at the time of death, be exercised by the legal representatives of the estate of the optionholder at any time during the first six months following such death. In certain instances of change of control, outstanding options will automatically vest.

The policies of the TSXV require that the Stock Option Plan be approved by a majority of the votes cast at the Meeting. Accordingly, a resolution substantially in the form set out below must be passed by more than 50% of the votes cast

by Shareholders entitled to vote in person or by proxy at the Meeting. **Management of the Corporation recommends that the shareholders approve the following resolution:**

"**RESOLVED THAT:**

1. the Stock Option Plan is hereby approved, subject to any amendments, changes, additions and alterations thereto as may be required by the TSXV; and

2. any one director or officer of the Corporation be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution."

The Board recommends that Shareholders vote **FOR** the above resolution. Unless a Shareholder has specified in the enclosed form of proxy that the Common Shares represented thereby are to be voted against the above resolution, the persons named in the Form of Proxy intend to vote **FOR** the re-approval of the Stock Option Plan at the Meeting.

Approval of Amendments to CPC Escrow Agreement In Accordance with the Updated TSXV Policy 2.4

The TSXV made amendments to the existing Policy 2.4 – *Capital Pool Companies* effective as of January 1, 2021 (the "**Updated CPC Policy**"). Among the amendments, the Updated CPC Policy is now more permissive with respect to securities subject to escrow imposed on certain Shareholders (the "**Escrow Securities**"). Pursuant to the requirements of the policies of the TSXV applicable to a CPC to amend the terms of the escrow agreement dated November 6, 2012 as between RRCC, TSX Trust Company (formerly Computershare Trust Company of Canada, as the former escrow agent) and those certain shareholders of RRCC subject to escrow (the "**Escrow Agreement**"). The Escrow Agreement is available under the Corporation's profile on SEDAR.

The Updated CPC Policy prescribes steps for the transition as between the previous CPC Policy and the Updated CPC Policy (the "**Transition**").

Reasons for the Approval of the Amendment to the CPC Escrow Agreement

Under the Amalgamation Agreement (Section 3.3(g)), in connection with the Qualifying Transaction, the Corporation agreed to seek to have shareholders approve the changes permitted under the Updated CPC Policy at its next Meeting for the purpose of effecting the Transition under Section 15.2(b)(iv) of the Updated CPC Policy. The changes would result in the the Escrow Agreement being amended as follows (the Escrow Agreement amended to reflect the following changes, the "**Amended Escrow Agreement**"):

a) reducing the length of the term of any existing Escrow Agreement to a term that is not less than is permitted by the Updated CPC Policy; and

b) immediately release from escrow any Common Shares that were issued at or above the issue price of RRCC's IPO Shares (as such term is defined in the Updated CPC Policy and with such price being $0.10) and that are held by a member of the Pro Group who is not a Principal of the Corporation (as such terms are defined in the Updated CPC Policy).

Approval of the Amended Escrow Agreement

The policies of the TSXV require that the Amended Escrow Agreement be approved by a majority of disinterested Shareholders. Accordingly, Shareholders are asked to consider, and if deemed appropriate, approve an ordinary resolution of disinterested Shareholders to approve amending the Escrow Agreement (the "**Escrow Agreement Amending Resolution**"). An aggregate of 2,205,882 votes attached to Common Shares held by all Shareholders who are party to the Escrow Agreement (which includes former directors, officers and insiders of RRCC prior to completion of the Qualifying Transaction) will be excluded from voting on the Escrow Agreement Amending Resolution.

Management of the Corporation recommends that the shareholders approve the following resolution:

"**RESOLVED THAT:**

1. the Corporation is hereby approved and authorized to amend any existing CPC escrow agreement to which it is a party in order to (i) reduce the length of the term of any existing escrow agreement to a term that is not less than is permitted by TSXV Policy 2.4; and (ii) immediately release from escrow any Common Shares that were issued at or above $0.10 that are held by a member of the Pro Group who is not a Principal of the Corporation (as such terms are defined in TSXV Policy 2.4; and

2. any one director or officer of the Corporation be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution."

The Board recommends that Shareholders vote **FOR** the above Escrow Agreement Amending Resolution. Unless a Shareholder has specified in the enclosed form of proxy that the Common Shares represented thereby are to be voted against the above Escrow Agreement Amending Resolution, the persons named in the Form of Proxy intend to vote **FOR** the re-approval of the Updated CPC Policy and Amended Escrow Agreement at the Meeting.

Approval of the Continuance from Alberta to Ontario

The Corporation is currently governed by the Business Corporations Act (Alberta) ("**ABCA**"). Management of the Corporation is proposing to move the Corporation's governing jurisdiction to Ontario. Accordingly, the Corporation intends to apply for the discontinuance of the Corporation from the Province of Alberta and for the continuance of the Corporation under the ABCA to the Province of Ontario (the "**Continuance**"). At the Meeting, Shareholders will be asked to pass a special resolution, the text of which is set out below, authorizing the Board, in its sole discretion, to continue the Corporation from the Province of Alberta into the Province of Ontario. The Continuance, if approved, will change the legal domicile of the Corporation and will affect certain rights of the Shareholders as they currently exist under the ABCA. Accordingly, Shareholders should consult their own independent legal advisors regarding implications of the Continuance which may be of particular importance to them.

If the special resolution approving the Continuance (the "**Continuance Resolution**") is approved at the Meeting, it would give the Board authority to implement the Continuance. Notwithstanding approval of the proposed Continuance by Shareholders, the Board, in its sole discretion, may revoke the special resolution and abandon the Continuance without further approval or action by or prior notice to Shareholders.

Reasons for the Continuance

The Corporation was incorporated under the ABCA as RRCC. Upon the completion of the Qualifying Transaction, the Corporation continued to be governed by the ABCA, despite not having any continuing connection to the Province. The Board has determined that it is in the best interests of the Corporation to be governed by the *Business Corporations Act* (Ontario) (the "**OBCA**") as the Corporation has no ongoing business interests or operations in, or other connections to, Alberta. All of the Canadian directors of the Corporation reside in Ontario, and substantially all of the Corporation's service providers and connections to capital markets are in Ontario. The Corporation believes effecting the Continuance and localizing its domicile to Ontario will prove beneficial by decreasing friction associated with, among other things, time-zone differences between Corporation personnel and any legacy service providers or corporation administrators in Alberta, and eliminating the potential any extra-provincial requirements and duplication arising from being an Alberta-domiciled company that is based in and operates from Ontario and Argentina. The Corporation believes the Continuance can be effected efficiently and without noticeable impact to shareholders. See "*Effect of the Continuance*" and "*Certain Corporate Differences Between the ABCA and the OBCA*" below.

Procedure to Effect Continuance

In order to effect the Continuance, the following steps must be taken:

a) the shareholders must approve the Continuance Resolution at the Meeting, authorizing the Corporation to, among other things, file an application for continuance (the "**Articles of Continuance**") with the Director

appointed under the OBCA (the "**Director**") requesting that the Corporation be continued as if it had been incorporated under the OBCA;

b) the Registrar of Corporations under the ABCA (the "**Alberta Registrar**") must consent to the proposed Continuance under the OBCA, upon being satisfied that the Continuance is effected in compliance with section 191 of the ABCA;

c) the Corporation must file a notice of continuance with the Alberta Registrar, who will then issue a certificate of discontinuance; and

d) on the date shown on the certificate of discontinuance, the Corporation becomes a corporation under the laws of Ontario as if it had been incorporated under the laws of the Province of Ontario.

Effect of the Continuance

If the Continuance is approved by Shareholders and implemented by the Board of Directors, the Corporation shall apply to and file all necessary documentation with the Registrar of Corporations under the ABCA for an authorization to continue into the Province of Ontario. Immediately following the receipt of the Registrar's authorization, the Corporation shall apply for a certificate of continuance and file articles of continuance under the OBCA to continue the Corporation into Ontario. The articles of continuance will constitute the governing instrument of the continued Corporation under the OBCA and the certificate of continuance issued by the Director under the OBCA will be deemed to be the certificate of incorporation of the continued Corporation.

In connection with the Continuance, the existing articles and by-laws of the Corporation will be repealed and the Corporation will adopt articles and by-laws which are suitable for an Ontario corporation, but which in all material respects are similar to the current constating documents of the Corporation. The proposed by-laws of the Corporation have been attached hereto as Schedule C.

The Continuance, if approved, will effect a change in the legal domicile of the Corporation on the effective date thereof to the Province of Ontario, but the Corporation will not change its business or operations as a result of the Continuance.

As of the effective date of the Continuance, the election, duties, resignations and removal of the Corporation's directors and officers shall be governed by the OBCA and the Corporation will no longer be subject to the corporate governance provisions of the ABCA.

By operation of law applicable under the laws of the Province of Ontario, as of the effective date of the Continuance:

a) the property of the Corporation prior to the Continuance continues to be the property of the Corporation;

b) the Corporation continues to be subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts prior to the Continuance;

c) a conviction against, or ruling, order or judgement in favour of or against, the Corporation prior to the Continuance may be enforce by or against the Corporation; and

d) any civil action commenced by or against the Corporation prior to the Continuance is unaffected.

Certain Corporate Differences Between the ABCA and the OBCA

The following is a summary only of certain differences and similarities between the OBCA, the statute that will govern the corporate affairs of the Corporation upon the Continuance, and the ABCA, the statute which currently governs the corporate affairs of the Corporation.

In approving the Continuance, the shareholders will be approving the adoption of the Articles of Continuance and will be agreeing to hold securities in a corporation governed by the OBCA. This Circular summarizes some of the differences that could materially affect the rights and obligations of shareholders after giving effect to the Continuance.

In exercising their vote, shareholders should consider the distinctions between the OBCA and the ABCA, only some of which are outlined below.

Notwithstanding the alteration of shareholders' rights and obligations under the OBCA and the proposed Continuance, the Corporation will still be bound by the rules and policies of the TSXV, as well as any other applicable securities legislation.

Nothing that follows should be construed as legal advice to any particular shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the Continuance. The following is a summary only. Reference should be made to the full text of both statutes and the regulations thereunder for particulars of the differences between them.

Constating Documents

Under the ABCA, the constating documents consist of "articles", which set forth the name of the Corporation and the amount and type of authorized capital and "bylaws", which govern the management of the Corporation. The articles are filed with the Registrar of Alberta. Under the OBCA, the Corporation has "articles", which set forth the name of the Corporation and the numbers and classes of authorized shares of the corporation, and one or more "by-laws", which govern the general management of the Corporation. The articles are filed with the Director; the by-laws are not required to be filed with the Director but a copy is maintained at the Corporation's registered office.

Amendments to the Constating Documents of the Corporation

The OBCA and ABCA both require a two-thirds majority vote to make substantive changes to the Corporation's constating documents.

Other fundamental changes pursuant to both the OBCA and ABCA, such as an alteration of the special rights and restrictions attached to issued shares or a proposed amalgamation or continuation of a corporation out of the jurisdiction, require a similar special resolution passed by the holders of shares of each class entitled to vote at a meeting of the shareholders of the Corporation and the holders of all classes of shares adversely affected by an alteration of special rights and restrictions.

Sale of the Corporation's Undertaking

Under the OBCA and ABCA, the approval of the shareholders of a corporation represented at a duly called meeting to which are attached not less than two-thirds of the votes entitled to vote upon a sale, lease or exchange of all or substantially all of the property of the corporation, and, where the class or series is affected by the sale, lease or exchange in a manner different from another class or series, the holders of shares of that class or series are entitled to vote separately as a class or series. Each share of the Corporation carries the right to vote in respect of the sale, lease or exchange whether or not it otherwise carries the right to vote.

Rights of Dissent and Appraisal

The OBCA provides that shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by shareholders at the fair value of such shares. The dissent right is applicable where the corporation proposes to: (a) amend its articles to add, change or remove any restriction on the issue, transfer or ownership of shares of a particular class or series, or to add, change or remove any restriction on the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise; (b) continue under the laws of another jurisdiction; (c) sell, lease or exchange all or substantially all of its property; (d) amalgamate with another corporation under sections 175 and 176 of the OBCA; and (e) sell, lease or exchange all or substantially all its property under subsection 184(3) of the OBCA.

The ABCA provides a substantially similar right. See "The Continuance - Rights of Dissent to the Continuance" for a description of a shareholder's right to dissent to the Continuance.

Oppression Remedies

Under the OBCA, a shareholder, former shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy may apply to a court for an order to rectify the matters complained of where, in respect of a corporation or any of its affiliates, any act or omission of the corporation or its affiliates effects a result, or the business or affairs of the corporation or its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer. The ABCA provides a substantially similar right.

Shareholder Derivative Actions

Under the OBCA, an officer, shareholder, director, former shareholder, former director and former officer of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action, may apply to the court for leave to bring an action in the name and on behalf of a corporation or any of its subsidiaries, or intervene in an action to which any such body corporate is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of the body corporate. The ABCA provides a substantially similar right.

Requisition of Meetings

The ABCA provides that one or more shareholders of a corporation holding at least 5% of the issued voting shares of a company may give notice to the directors requiring them to call and hold a general meeting. The OBCA also provides a substantially similar right.

Form of Proxy and Information Circular for Reporting Companies

Under the ABCA, management of a reporting issuer must provide a form of proxy to each shareholder concurrently with giving notice of a meeting of shareholders. Management must also send an information circular in prescribed form if proxies are solicited by or on behalf of management. Reporting issuers governed by the ABCA must also comply with applicable securities legislation. For reporting issuers incorporated under the OBCA, these requirements are governed by both the OBCA and any applicable securities legislation.

Indemnification

The OBCA allows a corporation to indemnify a director or former director or officer or former officer of a corporation or its affiliates against all liability and expenses reasonably incurred by him or her in a proceeding to which he or she is made party by reason of being or having been a director or officer if he or she acted honestly and in good faith with a view to the best interests of the corporation and, in cases where an action is or was substantially successful on the merits of his or her defence of the action or proceeding against him or her in his capacity as a director or officer. The ABCA also provides a similar right.

Giving Financial Assistance

The ABCA provides that a corporation may give financial assistance to any person for any purpose, subject to certain disclosure obligations. Under the OBCA there are no such disclosure obligations.

Place of Meetings

Under the ABCA, meetings of shareholders must be held at the place within Alberta provided in the bylaws or in the absence of such provision, at the place within Alberta that the directors determine. Notwithstanding the foregoing, a meeting of shareholders may be held outside of Alberta if all of the shareholders entitled to vote at that meeting agree. However, if the articles so provide, meetings of shareholders may be held outside of Alberta. The OBCA provides that meetings of shareholders may be held at such place within or outside of Ontario as the directors determine.

Directors

The OBCA provides that an offering corporation must have at least three directors, at least one third of whom are not officers or employees of the corporation or its affiliates. The ABCA provides that a distributing company must have at least three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

Rights of Dissent to the Continuance

Shareholders are entitled to dissent in respect of the Continuance in accordance with section 191 of the ABCA. Strict compliance with the provisions of section 191 is required in order to exercise the right to dissent. Provided the Continuance becomes effective, each dissenting shareholder will be entitled to be paid the fair value of his, her or its Common Shares in respect of which such shareholder dissents in accordance with section 191 of the ABCA. **Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other Intermediary who wish to dissent should be aware that only the registered holders of such Common Shares are entitled to dissent**.

Accordingly, a beneficial owner of Common Shares desiring to exercise his, her or its right to dissent must make arrangements for the Common Shares beneficially owned by such person to be registered in his, her or its name, or, alternatively, make arrangements for the registered holder of his, her or its Common Shares to dissent on his, her or its behalf. See Schedule D to this Information Circular for the full text of section 191.

In order to be effective, a written notice of objection to the Continuance Resolution must be received by the President of the Corporation prior to the commencement of the Meeting, or at the Meeting. The registered address of the Corporation for such purpose is 350 Bay Street, Suite 700, Toronto, ON. M5H 2S6. The foregoing summary does not purport to provide a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of his or her Common Shares. **The complete dissent provisions of the ABCA are set forth** in Schedule D to **this Information Circular. The ABCA requires strict adherence to the procedures established therein and failure to do so may result in the loss of all rights of dissent. Accordingly, each shareholder who might desire to exercise such rights should carefully consider and comply with the provisions of the section and consult such shareholder's legal advisor.**

The Board may elect not to proceed with the transactions contemplated in the Continuance Resolution if any notices of dissent are received.

Approval of the Continuance Resolution

At the Meeting, the shareholders will be asked to pass, without or without variation, the Continuance Resolution, the text of which is set out below, authorizing the Board, in its sole discretion, to continue the Corporation into the Province of Ontario under the provisions of the OBCA. **Unless otherwise directed, the persons named in the enclosed proxy will vote FOR approval of the Continuance Resolution in the form below:**

"**RESOLVED THAT:**

1. The Corporation be authorized to make application to the Registrar of Corporations of Alberta for the issuance of a consent to file Articles of Continuance with the Director of the *Business Corporations Act* (Ontario) (the "**OBCA**") to continue the Corporation as if it had been incorporated under the OBCA, and to make application to the Registrar of Corporations of Alberta for the issuance of a Certificate of Discontinuance;

2. The Corporation be authorized to file Articles of Continuance with the Director of the OBCA to continue the Corporation under the OBCA;

3. Subject to such continuance and the issue of such Certificate of Discontinuance and without affecting the validity of the Corporation and existence of the Corporation by or under its articles and of any act done thereunder, its articles are hereby amended to make all changes necessary to conform to the requirements of the OBCA;

4. Effective upon the issuance of the Certificate of Continuance, the By-laws of the Corporation attached as Schedule C to the Information Circular is hereby adopted and approved;

5. Any one officer or director of the Corporation is authorized and directed to do and perform all things, including the execution of documents, which may be necessary or desirable to give effect to the foregoing resolution; and

6. Notwithstanding that this special resolution has been duly passed by the Shareholders of the Corporation, the directors of the Corporation be, and they hereby are, authorized and empowered to revoke this special resolution at any time before it is acted on and to determine not to proceed with the continuance of the Corporation under the OBCA without further approval of the Shareholders of the Corporation."

The Board recommends that Shareholders vote **FOR** the above resolution. Unless a Shareholder has specified in the enclosed form of proxy that the Common Shares represented thereby are to be voted against the above resolution, the persons named in the Form of Proxy intend to vote **FOR** the Continuance Resolution at the Meeting.

EXECUTIVE COMPENSATION

The following disclosure of compensation earned by certain executive officers and directors of the Corporation in connection with their office or employment with the Corporation is made in accordance with the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations*. Disclosure is required to be made with respect to "**Named Executive Officers**" of the Corporation, or "**NEOs**", being those individuals who served as the Chief Executive Officer, Chief Financial Officer and each of the Corporation's three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation was, individually, more than $150,000 for the most recently completed financial year.

The Corporation had three NEOs as at September 8, 2021: Estani Ricardo Auriemma (Director, President and Chief Executive Officer), Ali Mahdavi (Director and Chairman) and Carlos Espinosa (Chief Executive Officer).

Director and NEO Compensation Excluding Compensation Securities

The following table sets forth information concerning all compensation to be awarded to, earned by, paid to, or payable to the NEOs and directors of the Corporation (excluding compensation securities) for the current fiscal year.

Table of Compensation Excluding Compensation Securities							
Name and Position	**Current Year**	**Salary, Consulting Fee, Retainer or Commission**	**Bonus**	**Committee or Meeting Fees**	**Value of Perquisites**	**Value of All Other Compensation**	**Total Compensation**
Estanislao Ricardo Auriemma Director, President and Chief Executive Officer	2021	$180,000	Nil	Nil	Nil	Nil	$180,000
Al Mahdavi, Director and Chairman	2021	$160,000	Nil	Nil	Nil	Nil	$160,000
Carlos Espinosa Chief Financial Officer	2021	$84,000	Nil	Nil	Nil	Nil	$84,000
Ricardo Auriemma Director	2021	Nil	Nil	$30,000	Nil	Nil	$30,000
Waldo Perez Director	2021	Nil	Nil	$30,000	Nil	Nil	$30,000
Michael Doolan Director	2021	Nil	Nil	$30,000	Nil	Nil	$30,000

The following table sets forth information concerning all compensation securities granted or issued to each director and NEO by the Corporation for the current fiscal year.

Table of Compensation Securities[1][2][3]								
Name and Position	**Type of Compensation Security**	**Number of compensation securities, number of underlying securities and % of class[2]**		**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Estanislao Ricardo Auriemma Director and Chief Executive Officer	Stock Options	3,000,000	1.99%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026
Al Mahdavi, Director and Chairman	Stock Options	3,000,000	1.99%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026
Carlos Espinosa Chief Financial Officer	Stock Options	750,000	0.50%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026
Ricardo Auriemma Director	Stock Options	1,500,000	0.99%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026
Waldo Perez Director	Stock Options	750,000	0.50%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026
Michael Doolan Director	Stock Options	750,000	0.50%	July 27, 2021	$0.17	$0.17	N/A	July 26, 2026

Notes:

(1) Each option described in the table above vested in full upon grant.

(2) Each option is exercisable for one Common Share. The percentage of class represents the percentage of the outstanding Common Shares represented by the underlying Common Shares. For further information, please see "Stock Options and Other Incentive Plans".

No compensation securities of the Corporation have ever been exercised by any director or NEO to date.

Stock Options and Other Incentive Plans

Stock Option Plan

See "Business of the Meeting – Annual Approval of the Existing Stock Option Plan" for a description of the material terms of the Stock Option Plan. The Stock Option Plan is required to be approved at the Meeting pursuant to TSXV Policy 4.4 - *Incentive Stock Options*.

Employment, Consulting, and Management Agreements

Until the completion of the Qualifying Transaction the Corporation did not pay any compensation or have any formal compensation program for its NEOs given its stage of development and desire to preserve cash. As at the date of the Meeting, the Corporation is currently in the process of putting employment contracts in place between the Corporation and the executive officers and NEOs which will include provisions for compensation in the event of termination of employment or a change in responsibilities following a change of control.

The compensation anticipated to be paid by the Corporation for the current fiscal year to the NEOs under Form 51-102F6 is set out in the table below:

Name and Principal Position	Year	Salary ($)
Estanislao Auriemma, Chief Executive Officer	2021	$180,000
Carlos Espinosa, Chief Financial Officer	2021	$84,000
Ali Mahdavi, Chairman	2021	$160,000

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Director compensation is determined upon a recommendation of the President & Chief Executive Officer that is considered and approved by the compensation committee of the Corporation (the "**Compensation Committee**") and the Board. Long term incentives such as stock options are granted to directors by the Board from time to time on the basis of corporate performance, competitiveness with comparable companies in the mining industry, and the need to align the incentives of directors with the best interests of the Corporation. The Compensation Committee consists of Dr. Waldo Perez (Chair), and Michael Doolan.

Compensation of Named Executive Officers

The Board determines the compensation of the NEOs based upon an annual recommendation by the Compensation Committee. The Compensation Committee bases its recommendations for NEO compensation on the following factors:

(a) the compensation of Chief Executive Officers and senior executives at comparable companies in the gold and precious metals exploration industry and other comparable mining companies;

(b) the Corporation's performance and relative shareholder return; and

(c) input from the Chief Executive Officer on the compensation of executive officers other than the Chief Executive Officer.

Long-Term Incentive Plans

The long-term incentive plans of the Corporation are intended to align the interests of NEOs with those of the Corporation by linking individual compensation to the performance of the Corporation. The Compensation Committee is responsible for setting and amending any equity incentive plans under which option-based awards are granted, including stock options issued pursuant to the Stock Option Plan. The Corporation enacted the Stock Option Plan for the benefit of eligible directors, officers, employees and consultants of the Corporation and its designated affiliates, including the NEOs.

Stock options are granted at the discretion of the Board, typically in connection to the Compensation Committee's annual recommendation with respect to NEO compensation. Options may also be granted to executives upon hire or promotion and as special recognition for extraordinary performance. Factors that the Board takes into account when deciding to grant stock options to an NEO include (i) the NEO's performance, (ii) the NEO's level of responsibility within the Corporation, (iii) the number and exercise price of options previously issued to the NEO; and (iv) the overall mix of compensation being provided to the NEO.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth all compensation plans under which equity securities of the Corporation were authorized for issuance as of the current financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	10,191,176 Options	$0.17	4,895,169
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	10,191,176	$0.17	4,895,169

Indebtedness of Directors and Senior Officers

No director, executive officer, employee, former executive officer, former director or former employee, or any associate of any such person, is or has been at any time since January 1, 2020 to the date hereof indebted to the Corporation or any of its subsidiaries nor is or at any time since January 1, 2020 to the date hereof has any indebtedness of any such person to another entity been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Interests of Informed Persons in Material Transactions

No director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, including those that own more than 10 percent of any class or series of the Corporation's issued and outstanding voting securities or any associate or affiliates of any of the foregoing persons or companies, had any material interest, directly or indirectly, in any transaction of the Corporation since January 1, 2020 to the date hereof that has materially affected or is reasonably expected to materially affect the Corporation and who are entitled to receive any extra or special benefit or advantage not shared on a proportionate basis by all holders of the same class of securities .

STATEMENT OF CORPORATE GOVERNANCE

The Board of Directors

National Instrument 58-101 ("**NI 58-101**") defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. NI 58-101 defines a "material relationship" as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The Board currently comprises five (5) members, three of whom the Board has determined are "independent directors" within the meaning of NI 58-101.

Mr. Estanislao Auriemma is considered to be not independent within the meaning of NI 58-101 by virtue of his position as Chief Executive Officer of the Corporation.

Mr. Ricardo Auriemma is considered to be not independent within the meaning of NI 58-101 by virtue of being an immediate family member of Mr. Estanislao Auriemma.

Mr. Mahdavi is considered to be not independent within the meaning of NI 58-101 by virtue of his position as Chair of the Corporation and his expected remuneration in that position.

Messrs. Perez and Doolan are considered independent directors of the Corporation within the meaning of NI 58-101.

The Board believes that it functions independently of management and has taken steps to ensure that adequate structures and processes are in place to foster such independence, including establishing an audit committee composed of a majority of independent directors, and a compensation committee composed entirely of independent directors. In addition, the independent directors hold in camera sessions without management present at meetings of the Board when considered necessary.

Directorships

Certain of the directors of the Corporation are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Public Company Directorships
Estanislao Ricardo Auriemma	Neo Lithium Corp., Canada, TSXV
Dr. Waldo Perez	Neo Lithium Corp., Canada, TSXV
Michael F. Doolan	Route1 Inc., Canada, TSXV

Orientation and Continuing Education

While the Corporation currently has no formal orientation and education program for new directors, sufficient information (such as recent financial statements, prospectuses and proxy solicitation materials) is provided to any new director to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Corporation also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

Given the stage of development of the Corporation, the Board has determined that the fiduciary obligations placed on directors pursuant to applicable corporate laws are effective in ensuring ethical business conduct on the part of its directors.

Nomination of Directors

The Corporation does not at this time have in place a formal process to identify new candidates for board nomination or a person responsible for identifying new candidates. The Board performs the functions of a nominating committee with responsibility for the appointment and assessment of directors when required.

Compensation

The Board determines the compensation of the Corporation's directors and executive officers based on the recommendations of the Compensation Committee. The Compensation Committee is composed entirely of independent directors. See "Executive Compensation" above.

Assessments

Given the current stage of development of the Corporation, the Corporation does not yet have any formal policies or procedures in place to assess whether the Board, its committees, and its individual directors are performing effectively. The Board assesses, on a periodic basis, the contributions of the Board as a whole and each of the individual directors with the intention of identifying and addressing any apparent areas for improvement.

AUDIT COMMITTEE

Audit Committee Charter

The role of the audit committee of the Corporation (the "**Audit Committee**") is to act in an objective, independent capacity as a liaison between the auditors, management and the board of directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. A copy of the charter of the Audit Committee is attached as Schedule B hereto.

Composition of the Audit Committee

At present, the Audit Committee consists of Messrs. Ricardo Auriemma, Perez and Doolan. Mr. Doolan serves as chair of the Audit Committee. Messrs. Perez and Doolan are independent within the meaning of that term as defined in sections 1.4 and 1.5 of National Instrument 52–110 Audit Committee ("**NI 52–110**"). All members of the Audit Committee are financially literate as required by Section 3.1(4) of NI 52-110.

Relevant Education and Experience

Mr. Doolan was until recently Executive Vice President, Finance and Chief Financial Officer of Neo Performance Materials (successor to Molycorp, Inc.), a position he held since June 2012 when Molycorp acquired Neo Material Technologies. He has over 35 years' experience in all aspects of financial management, with specific expertise in international mergers and acquisitions, offshore financing structures, and international treasury management. Dr. Perez PhD, is the discoverer of several producing mines as well as founder of Lithium Americas Corp. (NYSE, TSX) and Neo Lithium Corp. (TSXV). He is currently the Chief Executive Officer, President and a director of Neo Lithium Corp. Dr. Auriemma has a PhD in Natural Sciences (Universidad Nacional de La Plata). He is the co-founder, vice president and director of Northern Orion Explorations Ltd. and President in Argentina of all its subsidiaries, Recursos Americanos Argentinos S.A., Minera San Jorge S.A. y Agua Rica S.A. 1994 – 2003.

Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Corporation to prepare its financial statements and seeks clarification from the Corporation's auditors where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for reporting companies and experience in supervising one or more individuals engaged in the accounting for estimates, accruals and reserves and experience preparing, auditing analyzing or evaluating financial statements similar in complexity to those of the Corporation. Each of the members of the Audit Committee also has an understanding of the internal controls and procedures for financial reporting.

Audit Committee Oversight

Since the adoption of an Audit Committee on July 27, 2021, there has not been any recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

The Corporation has not relied on any exemptions under section 2.4 *De Minimis Non-audit Services* of NI 52–110, in whole or in part, or under Part 8 of NI 52-110, since January 1, 2020.

Pre-Approval Policies and Procedures

The Audit Committee's policies and procedures for the engagement of external auditors for non-audit services is that such services require the pre-approval of the Audit Committee.

Exemption

The Corporation is relying upon the exemption set out in section 6.1 of NI 52–110 that provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52–110.

OTHER INFORMATION

Directors' and Officers' Liability Insurance

Pursuant to the OBCA, the Corporation may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

1. is or was a director, alternate director, officer, employee or agent of the Corporation;

2. is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Corporation;

3. at the request of the Corporation, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;

4. at the request of the Corporation, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Chief Financial Officer of the Corporation at cespinosa@slgmexico.com, Telephone: +1-647-401-9292, to request copies of the Corporation's financial statements and management's discussion and analysis ("**MD&A**"). Financial information is provided in the Corporation's comparative financial statements and MD&A for the most recent completed financial year. These documents are also available through the internet on SEDAR, which can be accessed at www.sedar.com.

APPROVAL OF THE DIRECTORS

The Board has approved of the contents and the distribution of this Circular.

BY ORDER OF THE BOARD OF DIRECTORS

"Estanislao Ricardo Auriemma"

President and Chief Executive Officer

September 8, 2021

SCHEDULE A
STOCK OPTION PLAN

FREDONIA MINING INC.

STOCK OPTION PLAN

1. Purpose

The purpose of the Stock Option Plan (the "**Plan**") of **FREDONIA MINING INC.**, a corporation incorporated under the *Business Corporations Act* (Alberta) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed and delegated such authority from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to the rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "**Exchange**").

4. Shares Subject to Plan

Subject to adjustment as provided in Section 16 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

However, other than in connection with a "Qualifying Transaction" (as defined in Policy 2.4 of the TSX Venture Exchange) or otherwise accepted by the TSX Venture Exchange ("**TSXV**"), during the time that the Corporation is a "Capital Pool Company" (as defined in Policy 2.4 of the TSXV), the aggregate number of Shares issuable upon the

exercise of all options granted under the Plan shall not exceed 10% of the common shares of the Corporation issued and outstanding at the closing of the Corporation's initial public offering.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries ("**Management Company Employees**") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "**Participants**"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

(a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.

(b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced if at least 6 months have elapsed since the later of the date of the commencement of the term, the date of the Corporation's shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

8. Number of Optioned Shares

(a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.

(b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any 12-month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.

(c) The aggregate number of Shares reserved under stock options granted to insiders of the Corporation as a group (as defined in the policies of the Exchange), will not exceed 10% of the issued common shares of the Corporation at any point in time unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.

(d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any 12-month period to any one consultant of the Corporation (or any of its subsidiaries).

(e) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to persons employed to provide investor relation activities. Options granted to persons retained to provide investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than 1/4 of the options vesting in any 3 month period.

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSXV, the maximum term may not exceed 10 years if the Corporation is classified as a "Tier 1" issuer by the TSXV, and the maximum term may not exceed five years if the Corporation is classified as a "Tier 2" issuer by the TSXV.

10. Option Period, Consideration and Payment

(a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.

(b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.

(c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.

(d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.

(e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. Ceasing To Be a Director, Officer, Consultant or Employee

(a) Subject to subsection (b), if a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.

(b) If the Participant does not continue to be a director, officer, consultant, or employee of the Resulting Issuer upon completion of the Corporation's Qualifying Transaction (as such terms are defined in the policies of the Exchange), the options granted hereunder must be exercised by the Participant within the later of 12 months after completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee of the Resulting Issuer.

(c) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. Death of Participant

Notwithstanding Section 11, in the event of the death of a Participant, the option previously granted to him or her shall be exercisable only within one (1) year after such death and then only:

(a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and

(b) if and to the extent that such Participant was entitled to exercise the option at the date of his death.

13. Extension of Expiry Time During Blackout Periods

Notwithstanding the provisions contained herein for the expiry of options, and subject to the rules of the Exchange, in the event that the expiry date of an option occurs during a blackout period that is self-imposed by the Corporation pursuant to its policies ("**Blackout Period**"), the expiry date of such option shall be automatically extended for a period of 10 business days following the end of the Blackout Period.

14. Rights of Optionee

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until certificates representing such Shares shall have been issued and delivered.

15. Proceeds from Sale of Shares

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

16. Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-

organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

17. Transferability

A person's rights and interests under the Plan, including amounts payable, may not be assigned, pledged or transferred, provided that a person's rights and interests under the Plan may be transferred by will or the laws of descent and distribution. Options shall be exercisable during the Option holder's lifetime only by him.

18. Amendment and Termination of Plan

Subject to applicable approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange, the Board may also at any time amend or revise the terms of the Plan; provided that (a) no such amendment or revision shall result in a material adverse change to the terms of any Options theretofore granted under the Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is obtained for such amendment or revision, and (b) any such amendment must comply with Section 16(b) of the Act, and/or Sections 162(m), 422 and 409A of the Code if the Corporation or the Option becomes subject to those sections.

19. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

20. Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

21. Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE B
AUDIT COMMITTEE CHARTER

FREDONIA MINING INC.

(the "Corporation")

CHARTER OF THE AUDIT COMMITTEE

NAME

There shall be a committee of the board of directors (the "**Board**") of Fredonia Mining Inc. (the "**Corporation**") known as the Audit Committee.

PURPOSE OF AUDIT COMMITTEE

The Audit Committee has been established to assist the Board in fulfilling its oversight responsibilities with respect to the following principal areas:

(a) the Corporation's external audit function; including the qualifications, independence, appointment and oversight of the work of the external auditors;

(b) the Corporation's accounting and financial reporting requirements;

(c) the Corporation's reporting of financial information to the public;

(d) the Corporation's compliance with law and regulatory requirements;

(e) the Corporation's risks and risk management policies;

(f) the Corporation's system of internal controls and management information systems; and

(g) such other functions as are delegated to it by the Board.

Specifically, with respect to the Corporation's external audit function, the Audit Committee assists the Board in fulfilling its oversight responsibilities relating to: the quality and integrity of the Corporation's financial statements; the independent auditors' qualifications; and the performance of the Corporation's independent auditors.

MEMBERSHIP

The Audit Committee shall consist of as many members as the Board shall determine but, in any event not fewer than three directors appointed by the Board. Each member of the Audit Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Corporation. The Board may fill a vacancy that occurs in the Audit Committee at any time.

Members of the Audit Committee shall be selected based upon the following and in accordance with applicable laws, rules and regulations:

(a) **Financially Literate.** Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. For these purposes, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

CHAIR AND SECRETARY

The Chair of the Audit Committee shall be designated by the Board. If the Chair is not present at a meeting of the Audit Committee, the members of the Audit Committee may designate an interim Chair for the meeting by majority vote of the members present. The Secretary of the Corporation shall be the Secretary of the Audit Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Audit Committee members who are present. A member of the Audit Committee may be designated as the liaison member to report on the deliberations of the Audit Committees of affiliated companies (if applicable).

MEETINGS

The Chair of the Audit Committee, in consultation with the Audit Committee members, shall determine the schedule and frequency of the Audit Committee meetings provided that the Audit Committee will meet at least four times in each fiscal year and at least once in every fiscal quarter. The Audit Committee shall have the authority to convene additional meetings as circumstances require.

Notice of every meeting shall be given to the external and internal auditors of the Corporation, and meetings shall be convened whenever requested by the external auditors or any member of the Audit Committee in accordance with applicable law. The Audit Committee shall meet separately and periodically with management, legal counsel and the external auditors. The Audit Committee shall meet separately with the external auditors at every meeting of the Audit Committee at which external auditors are present.

MEETING AGENDAS

Agendas for meetings of the Audit Committee shall be developed by the Chair of the Audit Committee in consultation with the management and the corporate secretary, and shall be circulated to Audit Committee members as far in advance of each Audit Committee meeting as is reasonable.

RESOURCES AND AUTHORITY

The Audit Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access to and the authority to communicate directly with the internal and external auditors, the counsel of the Corporation and other officers and employees of the Corporation.

The members of the Audit Committee shall have the right for the purpose of performing their duties to inspect all the books and records of the Corporation and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Corporation with the officers and external and internal auditors of the Corporation and its subsidiaries. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

RESPONSIBILITIES

The Corporation's management is responsible for preparing the Corporation's financial statements and the external auditors are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of those activities by the Corporation's management and external auditors, and overseeing the activities of the internal auditors.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit Committee from examining any matters related to its purpose.

1. Financial Reporting Process and Financial Statements

The Audit Committee shall:

(a) in consultation with the external auditors and the internal auditors, review the integrity of the Corporation's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;

(b) review all material transactions and material contracts entered into between (i) the Corporation or any subsidiary of the Corporation, and (ii) any subsidiary, director, officer, insider or related party of the Corporation, other than transactions in the ordinary course of business;

(c) review and discuss with management and the external auditors: (i) the preparation of the Corporation's annual audited consolidated financial statements and its interim unaudited consolidated financial statements; (ii) whether the financial statements present fairly (in accordance with Canadian generally accepted accounting principles) in all material respects the financial condition, results of operations and cash flows of the Corporation as of and for the periods presented; (iii) any matters required to be discussed with the external auditors according to Canadian generally accepted auditing standards; (iv) an annual report by the external auditors describing: (A) all critical accounting policies and practices used by the Corporation; (B) all material alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management of the Corporation, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the external auditors; and (C) other material written communications between the external auditors and management;

(d) following completion of the annual audit, review with each of: (i) management; (ii) the external auditors; and (iii) the internal auditors, any significant issues, concerns or difficulties encountered during the course of the audit;

(e) resolve disagreements between management and the external auditors regarding financial reporting;

(f) review the interim quarterly and annual financial statements and annual and interim press releases prior to the release of profit or loss information; and

(g) review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Corporation extracted or derived from the Corporation's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures.

2. External auditors

The Audit Committee shall:

(a) require the external auditors to report directly to the Audit Committee;

(b) be directly responsible for the selection, nomination, compensation, retention, termination and oversight of the work of the Corporation's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders;

(c) approve all audit engagements and must pre-approve the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Audit Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit related and

non-audit services for which the Audit Committee will retain the external auditors. The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting following such pre-approval;

(d) review and approve the Corporation's policies for the hiring of partners and employees and former partners and employees of the external auditors;

(e) consider, assess and report to the Board with regard to the independence and performance of the external auditors; and

(f) request and review the audit plan of the external auditors as well as a report by the external auditors to be submitted at least annually regarding: (i) the external auditing firm's internal quality-control procedures; (ii) any material issues raised by the external auditor's own most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

3. Accounting Systems and Internal Controls

The Audit Committee shall:

(a) oversee management's design and implementation of and reporting on internal controls. The Audit Committee shall also receive and review reports from management, the internal auditors and the external auditors on an annual basis with regard to the reliability and effective operation of the Corporation's accounting system and internal controls; and

(b) review annually the activities, organization and qualifications of the internal auditors and discuss with the external auditors the responsibilities, budget and staffing of the internal audit function.

4. Legal and Regulatory Requirements

The Audit Committee shall:

(a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;

(b) review, prior to finalization, periodic public disclosure documents containing financial information, including the Management's Discussion and Analysis and Annual Information Form, if required;

(c) prepare the report of the Audit Committee required to be included in the Corporation's periodic filings;

(d) review with the Corporation's counsel legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Corporation's financial statements; and

(e) assist the Board in the oversight of compliance with legal and regulatory requirements and review with legal counsel the adequacy and effectiveness of the Corporation's procedures to ensure compliance with legal and regulatory responsibilities.

5. Additional Responsibilities

The Audit Committee shall:

(a) discuss policies with the external auditor, internal auditor and management with respect to risk assessment and risk management;

(b) establish procedures and policies for the following

(i) the receipt, retention, treatment and resolution of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(ii) the confidential, anonymous submission by directors or employees of the Corporation of concerns regarding questionable accounting or auditing matters or any potential violations of legal or regulatory provisions;

(c) prepare and review with the Board an annual performance evaluation of the Audit Committee;

(d) report regularly to the Board, including with regard to matters such as the quality or integrity of the Corporation's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, and the performance and independence of the external auditors; and

(e) review and reassess the adequacy of the Audit Committee's Charter on an annual basis.

6. Limitation on the Oversight Role of the Audit Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Audit Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives financial and other information, and the accuracy of the information provided to the Corporation by such persons or organizations.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.

SCHEDULE C
ONTARIO BY-LAWS OF THE CORPORATION

BY-LAW NO. 2

of

FREDONIA MINING INC.

(the "Corporation")

1. INTERPRETATION

1.1 Expressions used in this By-law shall have the same meanings as corresponding expressions in the *Business Corporations Act* (Ontario) (the "**Act**").

2. CORPORATE SEAL

2.1 The directors may, but need not, adopt a corporate seal, and may change a corporate seal that is adopted.

3. FINANCIAL YEAR

3.1 The financial year of the Corporation shall end on such date in each year as shall be determined from time to time by resolution of the directors.

4. DIRECTORS

4.1 Number. The number of directors shall be not fewer than the minimum and not more than the maximum number of directors provided for in the articles. At each election of directors, the number elected shall be the number of directors then in office unless the directors otherwise determine.

4.2 Quorum. A quorum for the transaction of business at any meeting of directors shall be a majority of the number of directors or such greater or lesser number of directors as the directors or shareholders may from time to time determine or the Act may require.

4.3 Calling of Meetings. Meetings of the directors shall be held at such time and place within or outside Ontario as the chairman of the board, the chief executive officer or any two directors may determine. A majority of meetings of directors need not be held within Canada in any financial year.

4.4 Notice of Meetings. Notice of the time and place of each meeting of directors shall be given to each director by telephone not less than 48 hours before the time of the meeting or by written notice not less than four days before the date of the meeting, provided that the first meeting immediately following a meeting of shareholders at which directors are elected may be held without notice if a quorum is present. Meetings may be held without notice if the directors waive or are deemed to waive notice.

4.5 Meeting by Telephonic or Electronic Facility. A meeting of directors or of a committee of directors may be held by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other, and a director participating in a meeting by such means is deemed to (a) consent to such meeting format and (b) be present at that meeting.

4.6 Chairman. The chairman of the board, or in his or her absence the lead independent director, or in his or her absence, the chief executive officer if a director, or in his or her absence or if the chief executive officer is not a director, a director chosen by the directors at the meeting, shall be chairman of any meeting of directors.

4.7 Voting at Meetings. At meetings of directors, each director shall have one vote and questions shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

5. COMMITTEES

5.1 Committee of Directors. The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of the board has no authority to exercise.

5.2 Audit Committee. If the Corporation is an offering corporation the board shall, and otherwise the board may, constitute an audit committee composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates, and who shall hold office until the next annual meeting of shareholders. The audit committee shall have the powers and duties provided in the Act.

5.3 Transaction of Business. The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

5.4 Procedure. Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure. To the extent that the board or the committee does not establish rules to regulate the procedure of the committee, the provisions of this by-law applicable to meetings of the board shall apply *mutatis mutandis*.

6. OFFICERS

6.1 General. The directors may from time to time appoint a chairman of the board, a chief executive officer, a chief financial officer, one or more vice-presidents, a secretary, a treasurer and such other officers as the directors may determine from time to time.

6.2 Chairman of the Board. The chairman of the board, if any, shall be appointed from among the directors, shall, when present, be chair of the meetings of directors and shareholders and shall have such other powers and duties as the directors may determine from time to time.

6.3 Chief Executive Officer. Unless the directors otherwise determine, the chief executive officer shall be appointed by the directors and shall have general supervision of its business and affairs.

6.4 Vice-President. A vice-president shall have such powers and duties as the directors or the chief executive officer may determine from time to time.

6.5 Secretary. The secretary shall give required notices to shareholders, directors, auditors and members of committees, act as secretary of meetings of directors and shareholders when present, keep and enter minutes of such meetings, maintain the corporate records of the Corporation, have custody of the corporate seal, if any, and shall have such other powers and duties as the directors or the chief executive officer may determine from time to time.

6.6 Treasurer. The treasurer shall keep proper accounting records in accordance with the Act, have supervision over the safekeeping of securities and the deposit and disbursement of funds of the Corporation, report as required on the financial position of the Corporation, and have such other powers and duties as the directors or the chief executive officer may determine from time to time.

6.7 Other Officers. Any other officer shall have such powers and duties as the directors or the chief executive officer may determine from time to time.

6.8 Assistants. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the directors or the chief executive officer otherwise direct.

6.9 Variation of Powers and Duties. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

6.10 Term of Office. Each officer shall hold office until his successor is elected or appointed, provided that the directors may at any time remove any officer from office, but such removal shall not affect the rights of such officer under any contract of employment with the Corporation.

7. INDEMNIFICATION AND INSURANCE

7.1 Indemnification of Directors and Officers. The Corporation shall indemnify a director or officer, a former director or officer or a person who acts or acted at the Corporation's request as a director or officer, or in a similar capacity of another entity, and the heirs and legal representative of such a person to the extent permitted by the Act.

7.2 Insurance. The Corporation shall purchase and maintain insurance for the benefit of any person referred to in the preceding section to the extent permitted by the Act.

8. SHAREHOLDERS

8.1 Quorum. A quorum for the transaction of business at a meeting of shareholders shall be one person present and entitled to vote at the meeting that holds or represents by proxy not less than 10% of the votes attached to the outstanding shares of the Corporation entitled to vote at the meeting.

8.2 Casting Vote. In case of an equality of votes at a meeting of shareholders, the chairman of the meeting shall not be entitled to a second or casting vote.

8.3 Meeting by Telephonic or Electronic Facility. A meeting of shareholders may be held by telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately, and a shareholder who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

8.4 Scrutineers. The chairman at any meeting of shareholders may appoint one or more persons (who need not be shareholders) to act as scrutineer or scrutineers at the meeting.

8.5 Certificates for Shares. The shares of stock of the Corporation shall be represented by certificates or shall be uncertificated shares that may be evidenced by a book-entry system (including a non- certificated inventory system) maintained by the registrar of such stock, or a combination of both. To the extent that shares are represented by certificates, such certificates shall be in such form as shall be approved by the directors. The certificates representing shares of stock of each class shall be signed by, or in the name of, the Corporation by the chairman of the board, the chief executive officer, the chief financial officer, or any director. Any or all such signatures may be electronic. Although any director, officer, transfer agent or registrar whose manual or facsimile signature is affixed to such a certificate ceases to be such director, officer, transfer agent or registrar before such certificate has been issued, it may nevertheless be issued by the Corporation with the same effect as if such director, officer, transfer agent or registrar were still such at the date of its issue.

The stock ledger and blank share certificates shall be kept by the secretary or by a transfer agent or by a registrar or by any other officer or agent designated by the directors.

8.6 Replacement of Share Certificates. Where the owner of a share certificate claims that the share certificate has been lost, apparently destroyed or wrongfully taken, the Corporation shall issue or cause to be issued a new certificate in place of the original certificate if the owner (i) so requests before the Corporation has notice that the share certificate has been acquired by a *bona fide* purchaser; (ii) files with the Corporation an indemnity bond (unless not required to do so by the Corporation) sufficient in the Corporation's opinion to

protect the Corporation and any transfer agent, registrar or other agent of the Corporation from any loss that it or any of them may suffer by complying with the request to issue a new share certificate; and (iii) satisfies any other reasonable requirements imposed from time to time by the Corporation.

9. DIVIDENDS AND RIGHTS

9.1 Declaration of Dividends. Subject to the Act, the directors may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation.

9.2 Wire Transfers or Cheques. A dividend payable in money shall be paid, at the Corporation's option, by (a) wire transfer, or (b) cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared, and (i) sent, if by wire transfer, to such registered holder as per the wire instructions provided by such holder in the Corporation's securities register, or (ii) mailed by prepaid ordinary mail, if by cheque, to such registered holder at the address of such holder in the Corporation's securities register, unless such holder otherwise directs. In the case of joint holders, the wire transfer or cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and transferred to them as per the wire instructions, or mailed to them at their address, in the Corporation's securities register. The issuance of the wire transfer or the mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

9.3 Non-Receipt of Wire Transfers or Cheques. In the event of non-receipt of any dividend wire transfer or cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a wire transfer or a cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the directors may from time to time prescribe, whether generally or in any particular case.

9.4 Unclaimed Dividends. To the extent permitted by applicable law, any dividends unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

10. EXECUTION OF INSTRUMENTS

10.1 Execution of Instruments. Contracts, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments or other documents or instruments in writing requiring the signature of the Corporation may be signed by any one director or officer of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any one or more officers or other persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

11. BORROWING POWERS

11.1 Borrowing Powers. Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may, subject to the articles may, from time to time, on behalf of the Corporation, without the authorization of the shareholders:

11.1.1 borrow money on the credit of the Corporation;

11.1.2 issue, re-issue, sell or pledge debt obligations of the Corporation, whether secured or unsecured;

11.1.3 subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

11.1.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

12. NOTICE

12.1 General. A notice mailed to a shareholder, director, auditor or member of a committee shall be deemed to have been received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the shareholder or director did not receive the notice or the document at that time or at all.

12.2 Electronic Delivery. Provided the addressee has consented in writing or electronically in accordance with the Act and the regulations thereunder, the Corporation may satisfy the requirement to send any notice or document referred to in Section 12.1 by creating and providing an electronic document in compliance with the Act and the regulations under the Act. An electronic document is deemed to have been received when it enters the information system designated by the addressee or, if the document is posted on or made available through a generally accessible electronic source, when the addressee receives notice in writing of the availability and location of that electronic document, or, if such notice is sent electronically, when it enters the information system designated by the addressee.

12.3 Omissions and Errors. Accidental omission to give any notice to any shareholder, director, auditor or member of a committee or non-receipt of any notice or any error in a notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

13. ADVANCE NOTICE PROVISIONS

13.1 For purposes of this Section 13:

"**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada;

"**public announcement**" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

"**Representatives**" of a person means the affiliates and associates of such person, all persons acting jointly or in concert with any of the foregoing, and the affiliates and associates of any of such persons acting jointly or in concert, and "**Representative**" means any one of them.

13.2 Subject only to the Act and Section 13.9, and for so long as the Corporation is a distributing corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

13.2.1 by or at the direction of the board, including pursuant to a notice of meeting;

13.2.2 by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or

13.2.3 by any person (a "**Nominating Shareholder**"):

(i) who, at the close of business in Toronto, Ontario on the date of the giving of the notice provided for below in this Section 13 and at the close of business in Toronto, Ontario on the record date for notice of such meeting of shareholders, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and

(ii) who complies with the notice procedures set forth below in this Section 13.

13.3 In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof (in accordance with Section below) in proper written form to the board (in accordance with Section 13.5 below).

13.4 To be timely, a Nominating Shareholder's notice to the board must be made:

13.4.1 in the case of an annual meeting of shareholders (which includes an annual and special meeting), not less than 30 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business in Toronto, Ontario on the tenth (10th) day following the Notice Date; and

13.4.2 in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes as well), not later than the close of business in Toronto, Ontario on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

13.4.3 in the event of any adjournment or postponement of a meeting of shareholders, or an announcement thereof, the required time periods for the giving of a Nominating Shareholder's notice as described above shall apply using the date of the adjourned or postponed meeting, or the date of announcement thereof, as the case may be. This means that a Nominating Shareholder who failed to deliver a timely Nominating Shareholder's notice in proper written form to the directors for purposes of the originally scheduled shareholders' meeting shall nonetheless be entitled to provide a Nominating Shareholder's notice for purposes of any adjourned or postponed meeting of shareholders as the determination as to whether a Nominating Shareholder's notice is timely is to be determined based off of the adjourned or postponed shareholders' meeting date and not the original shareholders' meeting date.

13.5 To be in proper written form, a Nominating Shareholder's notice to the board must set forth the following information, all of which the Corporation believes to be necessary information to be included in a dissident proxy circular, or is necessary to enable the board and shareholders to determine director nominee qualifications, relevant experience, shareholding or voting interest in the Corporation or independence, all in the same manner as would be required for nominees of the Corporation:

13.5.1 as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each, a "**Proposed Nominee**"): (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person for the past five years; (C) the status of such person as a "resident Canadian" (as such term is defined in the Act); (D) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with

solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and

13.5.2 as to each Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

13.6 The Corporation may require that any Proposed Nominee furnish such other information as may be required to be contained in a dissident proxy circular or by applicable law or regulation to determine the independence of the Proposed Nominee or the eligibility of such Proposed Nominee to serve as a director of the Corporation or a member of any committee of the board. Such information, if received, will generally be summarized in the Corporation's information circular.

13.7 All information to be provided in a timely notice pursuant to Section 13.5 above shall be provided as of the record date for determining shareholders entitled to vote at the meeting (if such date shall then have been publicly announced) and as of the date of such notice. The Nominating Shareholder shall update such information forthwith if there are any material changes in the information previously disclosed.

13.8 Subject to Section 13.9, no person shall be eligible for election as a director of the Corporation unless such person has been nominated in accordance with the provisions of this Section 13; provided, however, that nothing in this Section 13 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the Act. The chairman of the applicable meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

13.9 Notwithstanding the foregoing, the board may, in its sole discretion, waive all or any of the requirements in this Section 13 and this Section 13 shall not apply to any nomination of directors pursuant to the Investor Rights Agreement among the Corporation and certain of its shareholders.

14. FORUM SELECTION

14.1 Forum of Adjudication of Certain Disputes. Unless the Corporation consents in writing to the selection of an alternative forum, the Superior Court of Justice of the Province of Ontario, Canada and the appellate Courts therefrom (or, failing such court, any other "court" (as defined in the Act) having jurisdiction and the appellate Courts therefrom), shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the Act or the articles or the by-laws of the Corporation (as either may be amended from time to time); or (iv) any action or proceeding asserting a claim otherwise related to the "affairs" (as defined in the Act) of the Corporation. If any action or proceeding the subject matter of which is within the scope of the preceding sentence is filed in a Court other than a Court located within the Province of Ontario (a "**Foreign Action**") in the name of any securityholder, such securityholder shall be deemed to have consented to (a) the personal jurisdiction of the provincial and federal Courts located within the Province of Ontario in connection with any action or proceeding brought in any such Court to enforce the preceding sentence and (b) having service of process made upon such securityholder in any such action or proceeding by service upon such securityholder's counsel in the Foreign Action as agent for such securityholder.

15. EFFECTIVE DATE

15.1 Effective Date. This by-law shall come into force when made by the directors in accordance with the Act.

16. REPEAL

16.1 Repeal. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue in full force and effect except to the extent inconsistent with this by-law and until amended or repealed.

SCHEDULE D
SECTION 191 OF THE *BUSINESS CORPORATIONS ACT* (ALBERTA)

Shareholder's right to dissent

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
(b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
c) amalgamate with another corporation, otherwise than under section 184 or 187,
d) be continued under the laws of another jurisdiction under section 189, or
e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

a) at or before any meeting of shareholders at which the resolution is to be voted on, or
b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

a) by the corporation, or
b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5) to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

a) be made on the same terms, and

b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

a) is not required to give security for costs in respect of an application under subsection (6), and
b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the Alberta Rules of Court,
c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
e) the appointment and payment of independent appraisers, and the procedures to be followed by them,
f) the service of documents, and
g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,
c) fixing the time within which the corporation must pay that amount to a shareholder, and
d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(14) On

a) the action approved by the resolution from which the shareholder dissents becoming effective,
b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
c) the pronouncement of an order under subsection (13),

whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

a) the shareholder may withdraw the shareholder's dissent, or
b) the corporation may rescind the resolution, and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

a) the pronouncement of an order under subsection (13), or

b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,
notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities