

## SOMA GOLD CORP.

### INFORMATION CIRCULAR

(as at November 17, 2020, unless indicated otherwise)

This Information Circular is furnished to you in connection with the solicitation of Proxies by management of Soma Gold Corp. (“we”, “us” or the “Company”) for use at the Annual General Meeting (the “Meeting”) of shareholders of the Company to be held on Tuesday, December 22, 2020 at 10:00 a.m. and at any adjournment of the Meeting. The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit Proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign Proxies. We will pay the expenses of this solicitation.

*Due to the COVID19 Pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company’s Meeting, the Company respectfully asks that all shareholders do not attend the Meeting in person. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the Company by December 18, 2020 at [andrea@somagoldcorp.com](mailto:andrea@somagoldcorp.com) to be included in the telephone conference for the Meeting. The Company will arrange for telephone participation for all shareholders who have requested it by December 18, 2020. However, the Company strongly recommends that shareholders vote by Proxy or VIF in advance to ease the voting tabulation at the Meeting by Computershare Trust Company of Canada. If public health guidelines regarding physical distancing in British Columbia have changed by the meeting date of December 22, 2020, the Company will issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.*

### APPOINTMENT OF PROXIES

The persons named as proxy holders in the enclosed Proxy are the Company’s directors or officers. As a shareholder, you have the right to appoint a person who need not be a shareholder in place of the persons named in the Proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the Proxy and strike out the other names or complete and deliver another appropriate Proxy.

A Proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

### COMPLETION AND VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “ordinary resolution”) unless the motion requires a special resolution in which case a majority of two-thirds (2/3) of the votes cast will be required.

A shareholder or intermediary acting on behalf of a shareholder may indicate the manner in which the persons named in the enclosed Proxy are to vote with respect to any matter by checking the appropriate space. On any poll required by a shareholder or proxyholder requesting a poll, those

persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If you or an intermediary acting on your behalf wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **IN SUCH INSTANCE, THE PROXYHOLDER, IF ONE PROPOSED BY MANAGEMENT, INTENDS TO VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.** The enclosed Proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to management should properly come before the Meeting, the persons named in the Proxy intend to vote on such other business in accordance with their best judgment.

The Proxy must be dated and signed by you or by your attorney authorized in writing or by the intermediary acting on your behalf. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

**COMPLETED PROXIES TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT WAS SIGNED OR A NOTARIALY CERTIFIED COPY THEREOF MUST BE DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, PROXY DEPT., 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF. UNREGISTERED SHAREHOLDERS WHO RECEIVED THE PROXY THROUGH AN INTERMEDIARY MUST DELIVER THE PROXY IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BY SUCH INTERMEDIARY. YOU MAY ALSO VOTE BY TELEPHONE AND INTERNET. PLEASE SEE THE PROXY FOR INSTRUCTIONS REGARDING TELEPHONE AND INTERNET VOTING.**

#### **REVOCATION OF PROXIES**

You or an intermediary acting on your behalf who has been given a Proxy may revoke it at any time before it is exercised.

Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to the registered office of the Company's registrar and transfer agent or to the Company's counsel's office at Suite 400 – 725 Granville Street, Vancouver, British Columbia, V7Y 1G5, at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting preceding the day of the Meeting or any adjournment thereof.

#### **ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES**

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan

or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with the securities regulatory policy, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the Proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO’s Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a Request for Voting Instructions (a “**VIF**”), instead of a Proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares of the Company which they beneficially own. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.**

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the approval of the Company’s 2020 equity incentive plan, all described in this Information Circular.

#### **VOTING SHARES AND PRINCIPAL SHAREHOLDERS**

The Company is authorized to issue an unlimited number of common shares without par value, of which 61,611,596 common shares are issued and outstanding as of November 17, 2020. There is one class of shares only.

Persons who are registered shareholders at the close of business on November 17, 2020 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxyholder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share.

### **Principal Holders of Common Shares**

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company other than:

<b>Name of Shareholder</b>	<b>Number of Shares</b>	<b>Percentage of Issued And Outstanding</b>
C. Geoffrey Hampson <sup>(1)</sup>	10,736,487	17.43%
Glenn Walsh <sup>(2)</sup>	28,945,430	46.989%

- (1) Mr. Hampson was appointed Executive Chairman on February 19, 2020 (when he ceased to be CEO). Mr. Hampson owns 2,059,708 of these shares indirectly through Lake Forest Development Corp., a company controlled by Mr. Hampson, and he owns 8,633,529 of these shares indirectly through Hampson Equities Ltd, a company controlled by Mr. Hampson.
- (2) Mr. Walsh, a director of the Company, owns 28,659,897 of these shares indirectly through Conex Services Inc., a company controlled by Mr. Walsh.

### **ELECTION OF DIRECTORS**

Directors of the Company are elected at each annual meeting of shareholders of the Company and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5) for the next year, subject to any increases permitted by the Company's Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

<b>Name, Province and Country of Residence and Present Office Held</b>	<b>Periods Served as Director</b>	<b>Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised <sup>(3)</sup></b>	<b>Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years</b>
<b>C. Geoffrey Hampson</b> <sup>(1)(2)</sup> New York, NY Executive Chairman, Director	April 30, 2012 – Present	10,736,487 <sup>(4)</sup>	Executive Chairman and Director of the Company; President and CEO of Fibrox Technology LP.; CEO of Hampson Equities Ltd.; CEO of Lake Forest Development Corp.; CEO and Chairman of the Board of Infracon Capital Corp. and Director of Navigator Acquisition Corp.
<b>Javier Cordova</b> Miami, Florida President & CEO, Director	May 1, 2020 – Present	Nil	President & CEO and Director of the Company, Consultant to the Company

Name, Province and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised <sup>(3)</sup>	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
<b>Natascha Kiernan</b> <sup>(1)(2)</sup> British Columbia, Canada Nominee Director	To Be Elected	Nil	Counsel of Skadden, Arps Slate, Meagher & Flom (London Office), Counsel of King & Spalding (New York Office), Director of Zenabis Global Inc.
<b>Ioannis (Yannis) Tsitos</b> <sup>(1)</sup> British Columbia, Canada Director	April 30, 2012 – Present	Nil	President and Director of Goldsource Mines Inc.; Director, Chairman of the Audit Committee of AsiaBaseMetals Inc; Director of Altamira Gold Corp.
<b>Glenn Walsh</b> <sup>(2)</sup> British Columbia, Canada Director	May 2, 2016 – Present	28,945,430 <sup>(5)</sup>	President of Conex Services Inc.

- (1) Denotes a member of the Audit Committee (or proposed member in the case of Ms. Kiernan).
- (2) Denotes a member of the Compensation Committee (or proposed member in the case of Ms. Kiernan).
- (3) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (4) Mr. Hampson owns 2,059,708 of these shares indirectly through Lake Forest Development Corp., a company controlled by Mr. Hampson, and he owns 8,633,529 of these shares indirectly through Hampson Equities Ltd, a company controlled by Mr. Hampson
- (5) Mr. Walsh owns 28,659,897 of these shares indirectly through Conex Services Inc., a company controlled by Mr. Walsh.

To the knowledge of the Company's management, no proposed director of the Company:

- (a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, CEO, CFO of any company (including the Company) that:
- (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
  - (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **EXECUTIVE COMPENSATION**

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**”):

- (a) the Company’s CEO;
- (b) the Company’s CFO;
- (c) the Company’s President;
- (d) each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for the December 31, 2019 year end; and
- (e) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at December 31, 2019.

During the financial year ended December 31, 2019, the Company had three Named Executive Officers, C. Geoffrey Hampson, the Company’s CEO, Chairman and former President, Ian Harris, the Company’s President and Tim Lallas, the Company’s CFO.

#### **Director and Named Executive Officer Compensation, excluding Compensation Securities**

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company to each Named Executive Officer and director of the Company during the Company’s two most recent financial years ended December 31, 2018 and December 31, 2019.

Table of compensation excluding compensation securities							
Name and Position	Year Ended	Salary, Consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites <sup>(1)</sup> (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
<b>C. Geoffrey Hampson</b> Chairman and Director <sup>(2)</sup>	2019	US\$293,509 (C\$389,457 equivalent)	Nil	Nil	Nil	Nil	389,457
	2018	US\$188,000 (C\$243,592 equivalent)	Nil	Nil	Nil	378,860	622,452
<b>Timothy Lallas</b> CFO <sup>(5)</sup>	2019	180,000	Nil	Nil	Nil	12,498	192,498
	2018	180,000	Nil	Nil	Nil	25,204	205,204
<b>Ian Harris</b> Former President and Director <sup>(3)</sup>	2019	US\$240,000 (C\$318,456)	Nil	Nil	Nil	24,996	343,452
	2018	US\$240,000 (C\$310,968)	Nil	Nil	Nil	124,978	435,946
<b>James Randall Martin</b> Former COO and Director <sup>(4)</sup>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	US\$20,000 (C\$25,914)	Nil	Nil	Nil	7,499	33,413
<b>Glenn Walsh</b> Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
<b>Ioannis Tsitos</b> Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	14,997	14,997
<b>Larry Timlick</b> Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	14,997	14,997

Notes:

- (1) The value of perquisites and benefits, if any, was less than \$15,000.
- (2) Mr. Hampson was appointed Executive Chairman on February 19, 2020 (when he ceased to be CEO).
- (3) Mr. Harris resigned as President and Director subsequent to year-end on February 19, 2020.
- (4) Mr. Martin resigned as Director on September 13, 2019 and as COO on February 19, 2020.

- (5) Mr. Lallas resigned as CFO on October 31, 2020. Mr. Greg Hayes was appointed as the Company's CFO on November 1, 2020.

### Stock Options and Other Compensation Securities

During the financial year ended December 31, 2019, no directors or officers were granted stock options. However, certain directors and officers held stock options granted in previous years.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	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
<b>C. Geoffrey Hampson</b> Chairman and Director <sup>(2)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>Ian Harris</b> Former President and Director <sup>(3)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>Larry Timlick</b> Director <sup>(4)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>Glenn Walsh</b> Director <sup>(5)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>James Randall Martin</b> Former COO and Director <sup>(6)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>Ioannis Tsitos</b> Director <sup>(7)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				
<b>Timothy Lallas</b> CFO <sup>(8)</sup>	Stock Options	See notes below for prior year grants	No 2019 grant				

Notes:

- (1) All stock options are fully-vested. One common share is issuable on the exercise of each stock option. 8,910,000 stock options were outstanding as at December 31, 2019. Subsequent to year end, in May 2020, the Company consolidated its share capital on a 10:1 basis, therefore the numbers noted below are the pre-consolidation numbers and exercise prices as at December 31, 2019.
- (2) On December 31, 2019, Mr. Hampson held stock options exercisable as follows: 200,000 at \$0.05 until January 13, 2020; 400,000 at \$0.09 until January 28, 2021; 300,000 at \$0.22 until October 28, 2021 and 100,000 at \$0.15 until December 14, 2022 and 2,000,000 at \$0.23 until February 20, 2023.

- (3) On December 31, 2019, Mr. Harris held stock options exercisable as follows: 1,000,000 at \$0.15 until December 14, 2022.
- (4) On December 31, 2019, Mr. Timlick held stock options exercisable as follows: 200,000 at \$0.05 until January 13, 2020; 100,000 at \$0.09 until January 28, 2021 and 100,000 at \$0.15 until December 14, 2022.
- (5) On December 31, 2019, Mr. Walsh held stock options exercisable as follows: 200,000 at \$0.22 until October 28, 2021.
- (6) On December 31, 2019, Mr. Martin held stock options exercisable as follows: 200,000 at \$0.22 until October 28, 2021 and 50,000 at \$0.15 until December 14, 2022.
- (7) On December 31, 2019, Mr. Tsitos held stock options exercisable as follows: 100,000 at \$0.09 until January 28, 2021 and 100,000 at \$0.15 until December 14, 2022.
- (8) On December 31, 2019, Mr. Lallas held stock options exercisable as follows: 300,000 at \$0.15 until December 14, 2022.

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

During the financial year ended December 31, 2019, no directors or Named Executive Officers exercised any compensation securities.

### **Equity Compensation Option Plans**

At the Company's last annual general meeting of shareholders held on December 19, 2019, the Company's shareholders approved the Company's incentive compensation plan (the "**Equity Incentive Plan**") that permits the grant of stock options ("**Options**"), and in addition to Options, the grant of RSUs (restricted share units) to eligible directors, officers, employees and consultants of the Company. For information about the material terms of the Company's Equity Incentive Plan, please refer to the heading "PARTICULARS OF MATTERS TO BE ACTED ON - Approval of Equity Incentive Plan".

### **Employment, Consulting and Management agreements**

The CEO compensation was provided under a Consultancy and Management Agreement, entered into on January 1, 2016 by the Company and Hampson Equities Ltd. ("Hampson Equities"), a company wholly owned by C. Geoffrey Hampson whereby Hampson Equities agreed to provide the services of Mr. Hampson to act as President and Chief Executive Officer of the Company. Services provided to the Company include the services of Andrea Laird to act in the capacity of Administrator and Corporate Secretary, the services of Aziz Rehman as Staff Accountant and all office rent, offices supplies, communication and other management services as may be needed from time to time collectively, "the Management Team". In consideration, the Company agreed, among other terms, to pay Hampson Equities a monthly fee of USD \$25,000. This fee was reduced to USD \$18,550 in the financial year ended December 31, 2018. The Company may terminate such agreement, and all accrued and unpaid consulting fees to the date of termination of the agreement must be paid and all unpaid expenses incurred in accordance with the agreement up to the date of termination of the agreement must be paid.

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

#### Director Compensation

The Company currently does not pay directors who are not employees or officers of the Company for attending directors' meetings or for serving on committees. The Company has no arrangements, standard for otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's directors

have received any cash compensation for services provided in their capacity as directors during the Company's most recently completed financial year.

Named Executive Officer Compensation

Remuneration plays an important role in attracting, motivating, rewarding, and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets.
- to recognize the contribution of executive directors to the overall success and strategic growth of the Company; and
- to align the interests of management and Company's shareholders by providing performance-based compensation in addition to salary.

The Company's board of directors determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The board of directors did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last fiscal year, the board of directors does not view significant risk that would be likely to have a material adverse effect on the Company.

During the financial year ended December 31, 2019, Mr. Hampson's annual compensation as CEO amounted to \$389,457 and Mr. Lallas' annual compensation as CFO amounted to \$192,498. Mr. Hampson's compensation was paid in monthly installments by the Company to Hampson Equities, and the CEO was then paid by Hampson Equities.

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

The Company has an Equity Incentive Plan as described above under "Executive Compensation". Also refer to "Approval of Equity Incentive Plan" for information concerning the shareholder approval of the Equity Incentive Plan.

The following table sets out equity compensation plan information as at the end of the most recently completed financial year.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by security holders	8,910,000 <sup>(1)</sup>	\$0.21	19,423,368 <sup>(1)</sup>

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> <b>(c)</b>
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	8,910,000	\$0.21	19,423,368

(1) Subsequent to year end, in May 2020, the Company consolidated its share capital on a 10:1 basis, therefore the numbers noted above are the pre-consolidation numbers and exercise prices as at December 31, 2019.

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

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

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

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading "Particulars of Matters to be Acted On".

An "informed person" means:

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

## AUDIT COMMITTEE

### Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

### Composition of the Audit Committee

As at the date of this Information Circular, the Audit Committee is composed of C. Geoffrey Hampson, Ioannis Tsitos and Larry Timlick. Mr. Hampson is or was, during the past three years, an executive officer or employee of the Company and is therefore not independent. Both Messrs. Tsitos and Timlick are not, and were not during the past three years, executive officers or employees of the Company and are therefore independent. All of the members of the Audit Committee are "financially literate" as that term is defined in National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

### Relevant Education and Experience

Each member of the Audit Committee has:

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

For relevant education and experience of Audit Committee members see "Election of Directors".

### Audit Committee Oversight

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

### Reliance on Certain Exemptions

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed on the TSXV from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations).

### Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### **Audit Fees and Audit-Related Fees**

The aggregate fees unbilled/billed by the Company's external auditor for the financial year ended December 31, 2019 for audit and assurance and related services were approximately \$101,788 (financial year ended December 31, 2018: \$152,215.45).

### **Audit Related Fees**

The aggregate fees unbilled/billed for assurance and related services by the Company's external auditor for the financial year ended December 31, 2019 were \$113,788 (financial year ended December 31, 2018: \$138,284.05).

### **Tax Fees**

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company's external auditor for the financial year ended December 31, 2019 were \$12,000 for Canadian income tax return and schedules (financial year ended December 31, 2018: \$17,731.40).

### **All Other Fees**

The aggregate fees billed by the Company's external auditor for the financial year ended December 31, 2019 for the review of unaudited interim financial statements, compilation of consolidated financial statements and related services were \$Nil (financial year ended December 31, 2018: \$Nil).

## **APPOINTMENT OF AUDITOR**

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Grant Thornton LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the next annual general meeting. We propose that the Board of Directors be authorized to fix the remuneration to be paid to the auditor. Grant Thornton LLP was first appointed the Company's auditors on June 19, 2012.

Our Audit Committee recommends the election of Grant Thornton LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the Company's next annual general meeting of shareholders. The Audit Committee proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

## **CORPORATE GOVERNANCE**

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. The disclosure required by NI 58-101 is presented below.

## 1. Board of Directors

The Board of Directors facilitates its independent supervision over management through regular meetings of the Board of Directors. The non-management Directors of the Board of Directors do not hold regularly scheduled meetings at which non-independent Directors are not in attendance. However, the size of the Board of Directors and the nature of the Company's operations ensure that open and candid discussion among the independent Directors is possible.

Glenn Walsh, Ioannis Tsitos and Larry Timlick, as of the date of this Information Circular, are not and have not been an executive officer or employee of the Company in the past three years and are therefore independent. The non-independent Directors are Javier Cordova, President and CEO of the Company and C. Geoffrey Hampson, Executive Chairman and former President of the Company.

The mandate of the Board of Directors, as prescribed by the *Business Corporations Act* (British Columbia) is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board of Directors oversees the management of the Company's affairs directly and through its committees.

## 2. Directorships

As of the date of this Information Circular, certain of the Company's Directors were also Directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<b><u>Name</u></b>	<b><u>Other reporting issuer (or equivalent in a foreign jurisdiction)</u></b>
Larry Timlick	CounterPath Corporation (TSXV:CPAH); Glance Technologies Inc. (CSE:GET); Myriad Metals Corp (CSE:MMC); Numinus Wellness Inc. (TSXV:NUMI)
Ioannis Tsitos	Goldsource Mines Inc.(TSXV:GXS), Altamira Gold Corp. (TSXV:ALTA); AsiaBaseMetals Inc. (TSXV:ABZ)
Glenn Walsh	Marksmen Energy Inc. (TSXV:MAH)
C. Geoffrey Hampson	IBC Advanced Alloys Corp. (TSXV:IB), Navigator Acquisition Corp. (TSXV:NAQ)

## 3. Orientation and Continuing Education

The Board of Directors is responsible for providing orientation for all new recruits to the Board of Directors. Each new Director brings a different skill set and professional background, and with this information, the Board of Directors is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new Director. The Company provides continuing education for its Directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the Directors.

#### **4. Ethical Business Conduct**

The Board of Directors relies on the fiduciary duties placed on individual Directors by the Company's governing corporate legislation and the common law to ensure the Board of Directors operates independently of management and in the best interests of the Company. The Board of Directors has found that these, combined with the restrictions placed by applicable corporate legislation on an individual Directors' participation in decisions of the Board of Directors in which the Director has an interest, have been sufficient.

#### **5. Nomination of Directors**

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

The Board of Directors does not have a nominating committee. The Board of Directors is responsible for recruiting new members to the Board of Directors and planning for the succession of Board of Directors members.

#### **6. Compensation**

The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the CEO of the Company and the Directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board of Directors considers: (a) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (b) providing fair and competitive compensation; (c) balancing the interests of management and the Company's shareholders; (d) rewarding performance, both on an individual basis and with respect to operations in general; and (e) permitted compensation under TSXV rules.

#### **7. Other Board of Directors Committees**

As of the date of this Information Circular, the Board of Directors has appointed an Audit Committee, the members of which are C. Geoffrey Hampson, Larry Timlick and Ioannis Tsitos. A description of the function of the Audit Committee can be found in this Information Circular as Schedule "A". The Company has also appointed a Compensation Committee which, at the date of this Circular, is comprised of C. Geoffrey Hampson, Glenn Walsh and Larry Timlick (Chair).

The Company does not have any other committees.

#### **8. Assessments**

The Board of Directors annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board of Directors has adopted formal procedures to regularly assess the Board of Directors, the Audit Committee or the individual Directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual Directors are informally monitored by the other Board

of Directors members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board of Directors.

The Board of Directors monitors the adequacy of information given to Directors, communication between the Board of Directors and management and the strategic direction and processes of the Board of Directors and its committees.

The Board of Directors believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## **MANAGEMENT CONTRACTS**

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and Directors of the Company. The Company has not entered into any contracts, agreements or arrangements with parties other than its Directors and executive officers for the provision of such management functions.

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

### **Re-approval of Equity Incentive Plan**

The only equity compensation plan which the Company currently has in place is its 2019 equity incentive plan (the "**Equity Incentive Plan**"), approved by the shareholders of the Company on December 19, 2019 which was a 10% "rolling plan" that also included restricted share units (RSUs) – a maximum of 200,000. The Equity Incentive Plan subsequently received TSX Venture Exchange approval on May 28, 2020. A copy of the Equity Incentive Plan will be available at the Meeting or to shareholders who request a copy in advance of the Meeting.

The Equity Incentive Plan permits the grant of stock options ("**Options**"), and in addition to Options, the grant of RSUs (restricted share units) to eligible directors, officers, employees and consultants of the Company.

An RSU consists of the grant of a right to receive common shares at a later date, which may vest in installments in accordance with performance criteria specified by the Board. The common shares underlying RSUs will be issued from treasury. The Board believes that by providing this additional form of equity-based compensation, the Company will be able to continue to provide incentives that attract, retain and motivate employees, officers, directors and consultants. The RSU portion of the Equity Incentive Plan will only be issuable to employees and officers of the Company, or its subsidiaries. Options will be available to directors, officers and employees.

The Equity Incentive Plan provides for the grant of both Options and RSUs (collectively, "**Awards**"). Pursuant to the Equity Incentive Plan, the maximum number of common shares of the Company which may be authorized for reservation for the grant of Awards from time to time will be equal to 10% of the Company's issued and outstanding common shares as of the date of each grant. A copy of the Equity Incentive Plan will be available at the Meeting. To December 31, 2019, the Company has not granted any RSUs under the Equity Incentive Plan. Under the Equity Incentive Plan the Company proposes up to 200,000 RSUs, which number does not replenish, and may only increase following shareholder approval of an amended equity incentive plan with a new number of RSUs. Awards that are Options may increase as the Company's outstanding share capital increases. Under the Equity Incentive Plan, the Board may from time to time grant to directors, senior officers, employees and consultants of the Company, as the Board shall

designate, Awards to acquire from the Company such number of its common shares as the Board shall designate. Some of the significant terms of the Equity Incentive Plan are as follows:

1. The total number of common shares to be reserved for issuance under one or more Awards over the previous one year period for any participant shall not exceed 5% of the issued common shares of the Company at the time of grant and the total number of common shares that may be reserved for issuance over the previous 12 month period for individuals engaged in an investor relations capacity shall not exceed 2% of the issued common shares of the Company at the time of grant. In addition, the total number of common shares to be reserved for issuance over the previous 12 month period for any one consultant, shall not exceed 2% of the issued common shares of the Company at the time of grant.
2. While the Company's common shares are listed on the Exchange, the purchase price or exercise price per common share for any Award granted under the Equity Incentive Plan shall not be less than the market price of the Company's common shares less any applicable discount in accordance with the policies of the Exchange.
3. RSUs granted must expire not later than a maximum of 3 years from the date of the grant.
4. Options granted must expire not later than a maximum of 10 years from the date of the grant.
5. Awards will vest at the discretion of the board of directors.
6. All Awards granted pursuant to the Equity Incentive Plan shall be non-assignable.

The Equity Incentive Plan is consistent with TSXV Policy 4.4 as it relates to the grant of Options.

Management of the Company intends to place before the Meeting for renewal, approval and adoption, with or without variation, a resolution (the "**Equity Incentive Plan Resolution**") to approve the Equity Incentive Plan. The complete text of the Equity Incentive Plan Resolution which management intends to place before the Meeting for approval and adoption, by disinterested shareholders, with or without variation, is set forth below:

"IT IS RESOLVED as an ordinary resolution of disinterested shareholders of the Company that:

1. The Equity Incentive Plan, as more particularly described in the Information Circular dated November 17, 2020, is approved and that the Board of the Company is authorized in their absolute discretion to establish and administer the Equity Incentive Plan in accordance with its terms and conditions;
2. The maximum number of common shares of the Company reserved for issuance under the Equity Incentive Plan, inclusive of previous Option grants and the number of shares reserved under RSUs (which will be reserved at 200,000), shall be equal to 10% of issued and outstanding common shares from time to time;
3. The Board is authorized on behalf of the Company to make any amendments to the Equity Incentive Plan from time to time as may, in its discretion, be considered appropriate, provided that such amendments be subject to the approval of all applicable regulatory authorities; and
4. Any one (or more) director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

## **Recommendation of Board – Equity Incentive Plan Resolution**

The Board of Directors recommends that the Company's shareholders vote in favour of the Equity Incentive Plan Resolution to approve and adopt the Equity Incentive Plan as set out above. In order for the Equity Incentive Plan Resolution to be effective it must be approved by an ordinary resolution of disinterested shareholders, being the affirmative vote of a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. The Company estimates that a total of 10,736,487 shares (10,736,487 shares owned directly or indirectly by C. Geoffrey Hampson) held by its officers and employees who may be eligible for RSUs, will be excluded from voting on the Equity Incentive Plan Resolution.

**The persons named in the enclosed form of proxy intend to vote FOR the Equity Incentive Plan Resolution at the Meeting unless otherwise directed by the shareholders appointing them.**

### **ADDITIONAL INFORMATION**

Additional information about the Company is located on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its financial year ended December 31, 2019. Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the Executive Chairman and Director, Mr. Hampson at the following address:

**SOMA GOLD CORP.**  
970 – 1050 West Pender Street  
Vancouver, British Columbia  
V6E 3S7

### **OTHER MATERIAL FACTS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 17th day of November, 2020.

BY ORDER OF THE BOARD

**SOMA GOLD CORP.**

*"Javier Cordova"*

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Javier Cordova

President & CEO, Director

## SCHEDULE A

### Charter of the Audit Committee of the Board of Directors of Soma Gold Corp. (the "Company")

#### Mandate and Responsibilities

The Audit Committee is appointed by the Board of Directors of the Company (the "Board") to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee's primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor;
- (e) review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company's financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

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