



**NOTICE OF ANNUAL GENERAL MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**December 9, 2022**

**Annual General Meeting of Shareholders  
To be held on  
Wednesday, January 25, 2023  
Suite 700, 1090 West Georgia Street  
Vancouver, British Columbia, Canada V6E 3V7**

## TABLE OF CONTENTS

<b>GLOSSARY OF TERMS</b> .....	<b>1</b>
<b>ATTENDING AND PARTICIPATING AT THE MEETING</b> .....	<b>2</b>
<b>NOTICE REGARDING INFORMATION</b> .....	<b>2</b>
<b>GENERAL INFORMATION CONCERNING THE MEETING AND VOTING</b> .....	<b>2</b>
Solicitation of Proxies .....	2
Appointment of Proxyholder .....	2
Voting by Proxyholder .....	2
Registered Shareholders .....	3
Beneficial Shareholders .....	3
Non-Objecting Beneficial Owners.....	3
Objecting Beneficial Owners .....	4
Notice to TinOne Securityholders in the United States .....	4
Revocation of Proxy.....	4
<b>NOTICE-AND-ACCESS</b> .....	<b>5</b>
<b>VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES</b> .....	<b>5</b>
<b>FINANCIAL STATEMENTS</b> .....	<b>5</b>
<b>FIXING THE NUMBER OF DIRECTORS</b> .....	<b>5</b>
<b>ELECTION OF DIRECTORS</b> .....	<b>5</b>
Corporate Cease Trade Orders or Bankruptcies.....	9
Individual Bankruptcies .....	9
Penalties or Sanctions.....	9
<b>CORPORATE GOVERNANCE DISCLOSURE</b> .....	<b>9</b>
Governance Highlights.....	9
Mandate of the Board.....	10
Composition and Independence of the Board .....	10
Other Directorships .....	10
Other Board Committees .....	11
Orientation and Continuing Education.....	14
Ethical Business Conduct.....	14
Nomination of Directors .....	14

Compensation .....	14
Assessments.....	14
<b>APPOINTMENT OF AUDITOR .....</b>	<b>14</b>
Appointment of Auditor Resolution .....	15
<b>CONFIRMING OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN.....</b>	<b>15</b>
Terms of the Equity Compensation Plan .....	15
Equity Compensation Plan Resolution .....	19
<b>STATEMENT OF EXECUTIVE COMPENSATION .....</b>	<b>19</b>
Named Executive Officers .....	19
Compensation for NEOs and Directors.....	20
Stock options and other compensation securities .....	20
Exercise of Compensation Securities by Directors and NEO's.....	21
Employment, consulting and management agreements .....	21
Oversight and description of director and named executive officer compensation .....	22
Option-Based Awards .....	22
<b>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS.....</b>	<b>22</b>
<b>INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....</b>	<b>23</b>
<b>INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON .....</b>	<b>23</b>
<b>INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS .....</b>	<b>23</b>
<b>MANAGEMENT CONTRACTS.....</b>	<b>23</b>
<b>ADDITIONAL INFORMATION .....</b>	<b>23</b>
<b>OTHER BUSINESS .....</b>	<b>24</b>
<b>APPROVAL OF BOARD.....</b>	<b>24</b>

***APPENDIX A - AUDIT COMMITTEE CHARTER***

## MANAGEMENT PROXY CIRCULAR

### GLOSSARY OF TERMS

Unless the context otherwise requires, the following terms shall have the following respective meanings when used in this Circular. Any capitalized but undefined terms shall have the meanings ascribed to them in the respective documents to which they refer.

“Award”	means any right granted under the Equity Compensation Plan.
“Board”	means the board of directors of the Company.
“Business day”	means a day that is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia.
“CEO”	means Chief Executive Officer
“CFO”	means Chief Financial Officer
“Circular”	means, collectively, the Notice of Meeting and this information circular sent to Shareholders in connection with the Meeting.
“Committee”	means a standing committee of the Board.
“Common Share” or “Share”	means a common share in the capital of the Company.
“Company” or “TinOne ”	means TinOne Resources Inc., a company organized under the laws of British Columbia.
“CSE”	means the Canadian Securities Exchange
“Independent Directors”	means a member of the Board who is not an officer or employee of the Company or any of its affiliates as described in NI 52-110.
“Information Circular”	means, collectively, the Notice of Meeting and this information circular sent to Shareholders in connection with the Meeting.
“Insider”	has the meaning set out in the TSX Venture Exchange Company Manual.
“Material Relationship”	means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgment.
“Meeting”	means the annual general meeting of Shareholders to be held on January 25, 2023, and any adjournment(s) thereof.
“NI 52-110”	means National Instrument 52-110 <i>Audit Committees</i> .
“Notice of Meeting”	means the notice of meeting forming part of this Information Circular to be mailed to Shareholders in connection with the Meeting.
“NYSE”	means the New York Stock Exchange.
“Option”	means a stock option granted under the Omnibus Equity Incentive Compensation Plan.
“Equity Compensation Plan”	means the Omnibus Equity Incentive Compensation Plan as described under “Equity Incentive Plans”.
“OTCQB”	means OTC Markets
“RSU”	means a restricted share unit granted under the Equity Compensation Plan.
“Shareholder”	means a holder of Shares.
“TSXV”	means the TSX Venture Exchange.

## ATTENDING AND PARTICIPATING AT THE MEETING

This management proxy circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of the Company for use at the annual general meeting of shareholders (the “**Shareholders**”) of the Company (the “**Meeting**”) to be held in person on **Wednesday, January 25, 2023, at 3:00 p.m.** (PST) and at any adjournment(s) or postponement(s) thereof for the purposes set forth in the Notice of Meeting.

The meeting will be held at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia.

## NOTICE REGARDING INFORMATION

Information in this Information Circular is given as of December 9, 2022, unless otherwise indicated and except for information contained in the documents incorporated herein by reference, which is given as at the respective dates stated therein.

No person is authorized to give any information or make any representation not contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized. This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. Neither delivery of this Information Circular nor any distribution of the securities referred to in this Information Circular will, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

## GENERAL INFORMATION CONCERNING THE MEETING AND VOTING

### Solicitation of Proxies

This Information Circular is provided in connection with the solicitation by the management of the Company of proxies to be used at the Meeting. The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation.

### Appointment of Proxyholder

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

### Voting by Proxyholder

The persons named in the form of proxy accompanying this Information Circular will vote or withhold Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. In the absence of any instructions to the contrary, the Common Shares represented by proxies received by management will be voted FOR the approval of the resolutions described herein, among other things.

The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting or any adjournments thereof.

At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters do properly come before the Meeting, it is intended that the person appointed as proxy will vote on such other business in such manner as that person then considers to be proper.

The Company is not using the “notice-and-access” delivery procedures established under Canadian securities legislation.

### **Registered Shareholders**

Registered holders of Common Shares electing to submit a proxy may do so by phone or internet provided on the proxy or by completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent, Odyssey Trust Company, by mail or hand delivery to United Kingdom Building, 350 – 409 Granville Street, Vancouver, B.C. V6C 1T2, in all cases ensuring that the form of proxy is received before 3:00 p.m. (PST) on January 23, 2023 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

### **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.**

Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

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

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

There are two kinds of Beneficial Shareholders – those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

### **Non-Objecting Beneficial Owners**

TinOne is taking advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from the Company’s transfer agent, Odyssey Trust Company. The VIF is to be completed and returned to Odyssey Trust Company as set out in the instructions provided on the VIF. Odyssey Trust Company will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of TinOne. If you are a non-registered owner, and TinOne or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you

directly, TinOne (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

### **Objecting Beneficial Owners**

Beneficial Shareholders, who are OBOs, should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

TinOne does not intend to pay for intermediaries to deliver to OBOs the meeting materials and Form 54-101F7 Request for Voting Instructions Made by Intermediary. An OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

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

### **Notice to TinOne Securityholders in the United States**

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

The enforcement by TinOne Securityholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that TinOne is existing under the Business Corporations Act, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Securityholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxy**

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered holder of Common Shares or the authorized attorney thereof in writing, or, if the registered holder of Common Shares is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Odyssey Trust Company at United Kingdom Building, 350 – 409 Granville Street, Vancouver, B.C. V6C 1T2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

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

#### NOTICE-AND-ACCESS

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* allow for the use of the notice and access system for the delivery to shareholders of certain materials, including notice of meeting, management information circular, annual financial statements and management’s discussion and analysis (collectively, the “Meeting Materials”) by reporting issuers.

Under the notice and access system, reporting issuers are permitted to deliver the Meeting Materials by posting them on SEDAR at [www.sedar.com](http://www.sedar.com) as well as a website other than SEDAR and sending a notice package to shareholders that includes: (i) the relevant form of proxy or voting instruction form; (ii) basic information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Meeting Materials; and (iv) a plain language explanation of how the notice and access system operates and how the Meeting Materials can be accessed online.

As described in the Notice and Access Notification to be mailed to the Shareholders of the Company on or about December 23, 2022, the Company has elected to deliver its Meeting Materials to Beneficial Holders using the notice and access system. These Beneficial Shareholders will receive a notice and access notification which will contain the prescribed information. Registered Shareholders and those Beneficial Holders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials with the notice package.

The Company intends to pay for proximate intermediaries to deliver Meeting Materials and Form 54- 101F7 (the request for voting instructions) to “objecting beneficial owners”, in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

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

The authorized share capital of the Company is an unlimited amount of Common Shares. As at the date of this Information Circular, the outstanding shares of the Company are 79,555,976 Common Shares.

Shareholders registered as of December 9, 2022, are entitled to attend, and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and senior officers of the Company, no persons beneficially own, or controls or directs, directly or indirectly, more than 10% of the outstanding shares.

#### FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended June 30, 2022, together with the auditor’s report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

#### FIXING THE NUMBER OF DIRECTORS

Shareholders of TinOne will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors at five (5).

#### ELECTION OF DIRECTORS

A shareholder can vote for all the above nominees, vote for some of the below nominees and withhold for other of the below nominees, or withhold for all the below nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth below as directors of TinOne.**

The directors of TinOne are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of TinOne proposes to nominate the persons listed below for election as directors of TinOne to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by management of TinOne will be voted for the nominees listed in this Information Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following tables set forth profiles of the five (5) individuals who are nominated by management for election as directors, including the positions and offices with TinOne now held by each nominee, the business experience over the last five (5) years of each nominee, the period during which each nominee has served as a director, and the number of securities of TinOne (including Common Shares and options to purchase Common Shares through stock options (“Options”), restricted share units (“RSUs”) and share purchase warrants (“Warrants”), beneficially owned, or controlled or directed, directly or indirectly, by each nominee as at the date of this Circular. The information as to securities beneficially owned, or controlled or directed, directly or indirectly, by each nominee has been furnished by the respective proposed nominees individually.

The Board has determined that three (3) of the five (5) individuals nominated for election as a director at the Meeting are independent. The non-independent member(s) of the Board are Michael Konnert who is CEO of the Company and Chris Donaldson who is Executive Chairman for the Company.

All the members of the Compensation Committee and the Audit Committee are independent directors. The Corporate Governance and Nominating Committee is made up of a majority of independent members. For more information on the Company’s independence standards and assessments, see the section of this Circular entitled “[Corporate Governance Disclosure](#)”. In addition, a description of the role of the Board is included in the section of this Circular entitled “[Corporate Governance Disclosure – Mandate of the Board](#)”.

CHRIS DONALDSON		
 <p><b>Director Since:</b> February 15, 2022  <b>Non-Independent</b>  <b>Residence:</b> British Columbia, Canada  <b>Age:</b> 48</p>	<p>Mr. Donaldson is the Executive Chairman and a Director of TinOne Resources Inc. He is also the current Chief Executive Officer and a Director of Outback Goldfields Corp. and is currently President, CEO, and a Director of Vizsla Copper Corp.</p> <p>Previous to that he was Director and Corporate Development of Western Copper and Gold as well as Director, Corporate Development and Community with Casino Mining Company.</p> <p>Mr. Donaldson has 25 years’ experience as an executive, focusing on capital markets, government, and community relationships. In doing so he has a proven track record of raising funds and building out new investment channels for both public and private companies.</p>	
	<p><b>Board Committee Membership</b></p> <p>Audit &amp; Risk Committee            Compensation Committee            Corporate Governance and Nominating Committee</p>	
Securities beneficially owned, or controlled or directed, directly or indirectly		
Security	Number	% of Ownership
Common Shares	1,670,000	2.10%
Stock Options	250,000	0.31%
RSUs	700,000	0.88%
Warrants	500,000	0.63%
<b>Total</b>	<b>3,120,000</b>	<b>3.92%</b>

## MICHAEL KONNERT



**Director Since:** December 23, 2021  
**Non-Independent**  
**Residence:** British Columbia, Canada  
**Age:** 34

### Board Committee Membership

None.

Mr. Konnert is the Chief Executive Officer and a current director of TinOne Resources Inc. He is also the founder of Vizsla Silver Corp., and he currently serves as the President, Chief Executive Officer and a Director of the Company. He is also a current director of Vizsla Copper Corp. Mr. Konnert is co-founder and Partner of Inventa Capital Corp., a private natural resource investment company based in Vancouver, BC. Previously, he was co-founder and CEO of Cobalt One Energy Corp. which was acquired by Blackstone Minerals Ltd. (ASX-BSX) in 2017.

Mr. Konnert is an advisor to several companies and a Director of Summa Silver Corp.

Mr. Konnert has nearly a decade of experience in the natural resources industry, specifically in executing successful corporate strategies for mineral exploration companies.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	4,442,334	5.58%
Stock Options	950,000	1.19%
RSUs	-	0.00%
Warrants	309,000	0.39%
<b>Total</b>	<b>5,701,334</b>	<b>7.17%</b>

## OTA HALLY



**Director Since:** February 15, 2022  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 55

### Board Committee Membership

Audit & Risk Committee (Chair)  
 Compensation Committee

Mr. Hally is a current Director of TinOne Resources Inc. He is also the Chief Financial Officer and a current Director of Outback Goldfields Corp.

Mr. Hally also serves as an independent mining consultant, providing executive and financial management advice to companies.

Previous to that Mr. Hally worked for several large public practice firms and companies, including KPMG, Meridian Gold, Yamana Gold, Pan American Silver, Endeavour Mining, Leagold Mining and Equinox Gold.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares (Direct)	179,500	0.23%
Stock Options	225,000	0.28%
RSUs	175,000	0.22%
Warrants	100,000	0.13%
<b>Total</b>	<b>679,500</b>	<b>0.85%</b>

## KARLENE COLLIER



**Director Since:** December 23, 2021  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 36

### Board Committee Membership

Audit and Risk Committee  
 Compensation Committee (Chair)  
 Corporate Governance & Nominating Committee

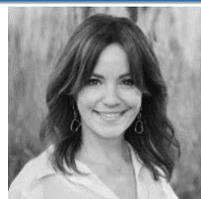
Ms. Collier is currently a director of TinOne Resources Inc. She also is a Director for Vizsla Copper Corp, Targa Exploration Corp. and Baltic I Acquisition Corp.

Ms. Collier has 15 years of experience in capital markets and M&A. She scaled the first publicly listed cryptocurrency company in Canada with a market capitalization of over \$1.7B. Ms. Collier currently serves as Vice-President of Operations at Inventa Capital where she has used her expertise in the natural resource sector to manage and scale a portfolio of companies.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	300,000	0.38%
Stock Options	400,000	0.50%
RSUs	-	0.00%
Warrants	50,000	0.06%
<b>Total</b>	<b>750,000</b>	<b>0.94%</b>

## LIZ MONGER



**Director Since:** April 20, 2022  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 48

### Board Committee Membership

Audit and Risk Committee  
 Compensation Committee  
 Corporate Governance & Nominating Committee (Chair)

Ms. Monger has 25 years of investor relations, communications and compliance experience in the mineral exploration industry.

Ms. Monger is currently the Vice President Marketing & Sustainability with Inventa Capital Corp. Previously, she was Vice President, Investor Relations for KORE Mining (TSXV: KORE) and Investor Relations and Corporate Secretary for Midas Gold (now Perpetua NYSE: PPTA). Ms. Monger is also the President and a Director of the Society of Investor Relations Executives in Mining (SIREM).

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	20,000	0.03%
Stock Options	250,000	0.31%
RSUs	150,000	0.19%
Warrants	20,000	0.03%
<b>Total</b>	<b>440,000</b>	<b>0.55%</b>

## Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Management, no director or proposed director of TinOne is, or within the ten years prior to the date of this Information Circular has been, a director or executive officer of any company, including TinOne, that while that person was acting in that capacity:

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

## Individual Bankruptcies

To the knowledge of Management, no director or proposed director of TinOne has, within the ten years prior to the date of this Information Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

## Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive but have been used by TinOne in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

### Governance Highlights

Governance Element	TinOne Current Practice
Board size	5 directors
Board independence	3 directors are independent
Independent committees	Audit and Risk Committee ( <i>fully independent</i> ) Compensation Committee ( <i>fully independent</i> ) Corporate Governance & Nominating Committee ( <i>majority independent</i> )
Independent board and committee meetings	Unless otherwise determined by the Board, independent directors hold in-camera sessions at the conclusion of all regularly scheduled Board and committee meetings
Voting standard for board elections	Annually by a majority of votes cast
Annual board assessments	Not currently

The Board is responsible for corporate governance and establishes the overall policies and standards of the Company. The Board meets on a regularly scheduled basis. In addition to these meetings, the directors are kept informed of the Company's operations through discussions with management.

The Company has adopted the following comprehensive corporate governance policies, mandate and charters:

- Audit and Risk Committee Charter
- Compensation Committee Charter
- Board Mandate
- Corporate Governance & Nominating Committee Charter
- Code of Business Conduct and Ethics
- Anti-Bribery and Anti-Corruption Policy
- Disclosure & Insider Trading Policy
- Whistleblower Policy

Please visit our [Corporate Governance Page](#) on our website to access and view all corporate governance materials.

### **Mandate of the Board**

The Directors are responsible for fostering the short and long-term success of the Company and are accountable to the Company's shareholders. The Directors are also responsible for the management and supervising management of the Company's business and affairs. The Board has adopted a Board Mandate that can be accessed by visiting the Company's [Corporate Governance Page](#) on the Company's website. The Board Mandate requires compliance from each Director and the following is a summary of the Board Mandate:

- managing the affairs of the Board that include delegating certain of its authorities, including spending authorization to management and by reserving certain powers to itself; overseeing management and succession planning;
- adopting and reviewing a strategic planning process for the Company;
- approving annual budgets;
- overseeing the integrity of the Company's internal financial controls; and
- identify the principal risks and opportunities of the Company's business and ensure the implementation of appropriate systems to manage these risks.

### **Composition and Independence of the Board**

Management is nominating five (5) individuals to the Board, all of whom are current directors of TinOne.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect Material Relationship with TinOne.

The Board is proposing five (5) individuals to the Board, all of whom are current directors of TinOne. The independent nominees are Mr. Ota Hally, Ms. Liz Monger and Ms. Karlene Collier. The non-independent nominees are Mr. Michael Konnert, who is the Company's Chief Executive Officer and Mr. Christopher Donaldson, who is the Executive Chairman.

### **Other Directorships**

The following directors of TinOne are also directors of other reporting issuers:

Name of Director	Names of Other Reporting Issuers	Exchange	Director Since
Christopher Donaldson	Outback Goldfields Corp. Vizsla Copper Corp. Hopefield Ventures Inc. Lahontan Gold Corp.	TSX-V, OTCQB TSX-V, OTCQB TSX-V TSX-V	October 1, 2020 May 13, 2021 April 6, 2021 April 5, 2022
Michael Konnert	Archer Exploration Corp. GK Resources Ltd. Summa Silver Corp. Tarachi Gold Corp. Vizsla Copper Corp. Vizsla Silver Corp.	CSE TSX-V TSX-V CSE, OTCQB TSX-V, OTCQB TSX-V, NYSE	January 12, 2022 June 18, 2021 August 10, 2020 December 2, 2020 May 13, 2021 May 13, 2021
Ota Hally	Outback Goldfields Corp.	TSX-V, OTCQB	January 29, 2019
Karlene Collier	Vizsla Copper Corp. Baltic11 Acquisition Corp. Targa Exploration Corp.	TSX-V, OTCQB TSX-V CSE	May 13, 2021 May 3, 2021 September 1, 2020

### Other Board Committees

The Board established three committees. These include an Audit and Risk Committee (“**Audit Committee**”), a Compensation Committee (“**Compensation Committee**”) and a Corporate Governance and Nominating Committee (“**CGNC**”).

#### *Audit Committee*

TinOne is a venture issuer and must disclose the following regarding the Audit & Risk Committee.

#### Composition

The composition of the Audit Committee consists of the following three independent Directors; Mr. Ota Hally (Chair), Ms. Karlene Collier and Ms. Liz Monger.

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect Material Relationship with TinOne, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

NI 52-110 provides that 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 Company’s financial statements. All of the members of the Company’s audit and risk committee are financially literate as that term is defined. The following sets out the members of the audit and risk committee and their education and experience that is relevant to the performance of his or her responsibilities as an audit and risk committee member.

#### Charter

The text of the Audit and Risk Committee’s charter is attached as Appendix “A” to this Information Circular and the full version can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

#### Relevant Education and Experience

All proposed members of the Audit and Risk Committee have the ability to read, analyze and understand the complexities surrounding the issuance 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 Company’s financial statements, and have an understanding of internal controls.

In addition to each member's general business experience, the education and experience of each proposed Audit and Risk Committee member that is relevant to the performance of his/her responsibilities as an Audit and Risk Committee member is as follows:

**Ota Hally** – Mr. Hally is a Chartered Professional Accountant and Chartered Financial Analyst with broad experience in executive level financial management positions across multiple industries. Mr. Hally currently serves as Chief Financial Officer at Outback Goldfields Corp. Mr. Hally has previously worked for a number of large public practice firms and companies, including KPMG, Meridian Gold, Yamana Gold, Pan American Silver, Endeavour Mining, Leagold Mining and Equinox Gold.

**Karlene Collier** – Ms. Collier is an accomplished leader with over 15 years of industry experience in capital markets, mergers and acquisitions and publicly listed companies listed on the Toronto Stock Exchange Venture, Canadian Securities Exchange and in the U.S. markets. She is an expert in overseeing business operations located both locally and internationally; leading operations in five different countries. Ms. Collier scaled the first publicly listed cryptocurrency company in Canada with a market capitalization of over \$1.7B and has guided start-up companies from private to publicly listed entities, including leading management through the regulatory landscape and lead financings. Ms. Collier’s recent focus has been in the natural resource sector where she has managed and scaled a portfolio of companies in her current role as Vice President of Operations. Based on her business experience, Ms. Collier is financially literate.

**Liz Monger** – Ms. Monger has 25 years of investor relations, communications and compliance experience in the mineral exploration industry. Ms. Monger is currently the Vice President Marketing & Sustainability with Inventa Capital Corp. Previously, she was Vice President, Investor Relations for KORE Mining and Investor Relations and Corporate Secretary for Midas Gold (now Perpetua NYSE: PPTA). She is also the President and a Director of the Society of Investor Relations Executives in Mining (SIREM). Based on her business experience, Ms. Monger is financially literate.

#### Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the audit and risk committee of TinOne has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

#### Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, TinOne has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

#### Pre-Approval Policies and Procedures

The audit and risk committee has not adopted any specific policies and procedures for the engagement of non-audit services.

#### Audit Fees

The following sets forth the fees paid by TinOne and its subsidiaries to SMYTHE LLP, Chartered Accountants, for services rendered in the last two fiscal years:

[Intentionally left blank]

	2022 \$	2021 \$
Audit Fees <sup>1</sup>	38,250	12,000
Audit Related Fees <sup>2</sup>	21,708	-
Tax Fees <sup>3</sup>	-	-
All Other Fees <sup>4</sup>	-	-
<b>Total</b>	<b>59,958</b>	<b>12,000</b>

Exemption in Section 6.1

TinOne is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

*Compensation Committee*

Composition

The Compensation Committee consists of the following three independent Directors; Ms. Karlene Collier (Chair), Mr. Ota Hally and Ms. Liz Monger.

Charter

The Compensation Committee follows the mandate of the Compensation Committee Charter that can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

The Compensation Committee is responsible for assisting the Board in discharging the Board's oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior executive officers with the skills and expertise needed to enable the Company to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives. The Compensation Committee shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Company's shares are listed, the *Business Corporations Act* (British Columbia) and all applicable securities regulatory authorities.

*Corporate Governance & Nominating Committee*

Composition

The Corporate Governance & Nominating Committee consists of the following three Directors; Ms. Liz Monger (Chair), Mr. Chris Donaldson and Ms. Karlene Collier. The majority of the Corporate Governance & Nominating Committee is independent.

Charter

The Corporate Governance & Nominating Committee follows the mandate of the Corporate Governance & Nominating Committee Charter that can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

The Corporate Governance & Nominating Committee is responsible for assisting the Board in fulfilling its corporate

<sup>1</sup> “Audit fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements; fees for review of tax provisions; accounting consultations on matters reflected in the financial statements; and, audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

<sup>2</sup> “Audited related fees” include services that are traditionally performed by the auditor such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

<sup>3</sup> “Tax fees” includes fees for all tax services other than those included in “Audit fees” and “Audit related fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

<sup>4</sup> “All other fees” include all other non-audit services.

governance responsibilities. The overall purpose of the Corporate Governance & Nominating Committee is (i) to oversee the development framework of rules and practices for the Company's approach to matters of corporate governance, (ii) assess the directors on an on-going basis, and (iii) to identify and propose new qualified nominees to the Board and to review and make recommendations to the Board as to all such matters.

### **Orientation and Continuing Education**

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company.

### **Ethical Business Conduct**

The Board has adopted the Code of Business Conduct and Ethics (the "Code") for the Company's employees, directors, officers and consultants that can be accessed by visiting the Company's [Corporate Governance Page](#) on the Company's website.

The Code is designed to deter wrongdoings and to promote honest and ethical conduct, the avoidance of conflicts of interest, accurate and timely disclosure, compliance with applicable governmental laws, rules and regulations and the prompt internal reporting to an appropriate person(s) of violations of this Code.

The Board delegates the communication of the Code to employees, officers and consultants who will be expected to encourage and promote a culture of ethical business conduct.

### **Nomination of Directors**

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

When directorships become vacant, or it is anticipated that they will be vacated, the Corporate Governance and Nominating Committee is responsible for identifying and recommending suitable candidates to be directors to the Board. Merit, performance, experience and diversity are the foremost criteria's considered when new directors are considered for appointment to the Board.

### **Compensation**

The Board reviews adequacy and form of compensation and compares it to other companies of similar size and stage of development.

### **Assessments**

The Corporate Governance and Nominating Committee annually reviews the performance and effectiveness of the Board as well as the effectiveness and performance of any committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives.

## **APPOINTMENT OF AUDITOR**

Management of TinOne intends to nominate SMYTHE LLP, Chartered Accountants ("SMYTHE"), of Vancouver, British Columbia, for appointment as auditor of TinOne. Proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the appointment of SMYTHE, as the auditor of TinOne to hold office for the ensuing year with remuneration to be fixed by the directors.

## **Appointment of Auditor Resolution**

At the Meeting, the shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution, with or without variation (the “**Appointment of Auditor Resolution**”):

**BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that Smythe LLP, Chartered Accountants, be appointed as the auditors of TinOne Resources Inc., and the board of Directors of the Company are hereby authorized to fix the remuneration of Smythe LLP, Chartered Accountants.**

An ordinary resolution is a resolution passed at the Meeting by a simple majority of the votes cast by shareholders voting Common Shares at the Meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE APPOINTMENT OF AUDITOR RESOLUTION. **Unless otherwise indicated, the persons designated as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the Appointment of Auditor Resolution.**

## **CONFIRMING OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN**

TinOne is seeking shareholder confirmation of its Omnibus Equity Incentive Compensation Plan (the “**Equity Compensation Plan**”) which was originally adopted by the board of directors on March 16, 2022, and last approved by Shareholders on April 20, 2022. There have been no changes to the Equity Compensation Plan since it was last approved by Shareholders.

The Equity Compensation Plan consists of a “rolling up to 10% plan for stock options and a fixed plan up to 10% for RSUs, DSUs and/or PSUs. The maximum number of Common Shares issuable under the Equity Compensation Plan, shall not exceed 10% of the Common Shares outstanding from time to time in each of the Rolling Plan and the Fixed Other Equity Plan with the current fixed amount being 5,625,218.

As of the date of this Information Circular, under the Equity Compensation Plan, in TinOne’s 10% Rolling Plan, there are currently 7,815,000 stock options outstanding representing 9.82% of the current outstanding Common Shares and TinOne was eligible to grant up to 140,597 options. In TinOne’s 10% Fixed Other Equity Plan, there are currently 1,375,000 RSUs outstanding representing 2.44% of the current outstanding Common Shares and TinOne was eligible to grant up to 4,250,218 RSUs.

The TSX Venture Exchange requires that the Equity Compensation Plan be confirmed by shareholders at each annual general meeting of the Company. Accordingly, TinOne is seeking ratification and approval of the Equity Compensation Plan by the shareholders.

The purpose of the Equity Compensation Plan is to provide TinOne with a share-related mechanism to attract, retain and motivate qualified Executives, Employees and Consultants, to incent such individuals to contribute toward the long-term goals of TinOne, and to encourage such individuals to acquire Shares of TinOne as long term investments.

Below is a summary of the material terms of the accepted Equity Compensation Plan. For the purposes of the description of the Equity Compensation Plan below, unless otherwise defined herein, capitalized terms shall have the meaning ascribed thereto in Equity Compensation Plan.

### **Terms of the Equity Compensation Plan**

The material terms of the Equity Compensation Plan are as follows:

1. Only a Director, Officer, Employee, Management Company Employee or Consultant of TinOne or of any of its subsidiaries is eligible to participate in the Equity Compensation Plan. Except in relation to Consultant Companies, Awards may be granted only to an individual or to a Company that is wholly owned by individuals eligible to receive Awards.

2. The Equity Compensation Plan is a “rolling up to 10% and fixed up to 10%” Security Based Compensation, as defined in Policy 4.4 - Security Based Compensation of the TSXV. The Equity Compensation Plan is a: (a) “rolling” plan pursuant to which the number of Shares that are issuable pursuant to the exercise of Options granted under the Equity Compensation Plan, and the Prior Plan, shall not exceed 10% of the Issued Shares of TinOne as at the date of any Option grant, and (b) “fixed” plan under which the number of Shares that are issuable pursuant to all Awards other than Options granted under the Equity Compensation Plan and under any other Security Based Compensation Plan of TinOne, in aggregate is a maximum of 10% of the Issued Shares as at the Effective Date (which number is 5,625,218 and in each case, subject to adjustment as provided in the Equity Compensation Plan.
3. The Committee shall have full and exclusive discretionary power to interpret the terms and the intent of the Equity Compensation Plan and any Award Agreement or other agreement ancillary to or in connection with the Equity Compensation Plan, to determine eligibility for Awards, and to adopt such rules, regulations and guidelines for administering the Equity Compensation Plan as the Committee may deem necessary or proper.
4. Unless TinOne has obtained the requisite disinterested shareholder approval pursuant to Policy 4.4, the maximum aggregate number of Shares that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Person must not exceed 5% of the Issued Shares, calculated as at the date any Security Based Compensation is granted or issued to the Person, except as expressly permitted and accepted by the Exchange for filing under Part 6 of Policy 4.4 shall not be included in calculating this 5% limit.
5. The maximum aggregate number of Shares that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Issued Shares, calculated as at the date any Security Based Compensation is granted or issued to the Consultant, except that securities that are expressly permitted and accepted for filing under Part 6 of Policy 4.4 shall not be included in calculating this 2% limit.
6. The maximum aggregate number of Shares that are issuable pursuant to all Options granted in any 12 month period to all Investor Relations Service Providers in aggregate shall not exceed 2% of the Issued Shares, calculated as at the date any Option is granted to any such Investor Relations Service Provider.
7. All Awards and Shares issuable thereunder are subject to any applicable resale restrictions under Securities Laws and the Exchange Hold Period (as defined in the policies of the TSXV) and shall have affixed thereto any legends required under Securities Laws and the policies of the Exchange.
8. Notwithstanding the expiry date, redemption date or settlement date of any Award, such expiry date, redemption date or settlement date, as applicable, of the Award shall be extended to the tenth business day following the last day of a Blackout Period if the expiry date would otherwise occur in a Blackout Period.
9. Options can be exercisable for a maximum of 10 years from the date of grant, subject to extension where the expiry date falls within a Blackout Period.
10. Each Option grant shall be evidenced by an Award Agreement that shall specify the Option Price, the duration of the Option, the number of Shares to which the Option pertains, the conditions upon which an Option shall become vested and exercisable, and any such other provisions as the Committee shall determine.
11. The Option Price for each grant of an Option under the Equity Compensation Plan shall be determined by the Committee and shall be specified in the Award Agreement. The minimum exercise price of an Option shall not be less than the Discounted Market Price (as defined in the policies of the TSXV), provided that, if TinOne does not issue a news release to announce the grant and the exercise price of an Option, the Discounted Market Price is the last closing price of the Shares before the date of grant of the Option less the applicable discount.
12. If a Participant dies while an Employee, Director of, or Consultant to, TinOne or an Affiliate then the right to exercise such Options terminates on the earlier of: (i) the date that is 12 months after the Termination Date;

and (ii) the date on which the exercise period of the particular Option expires. Any Options held by the Participant that are not yet vested at the Termination Date immediately expire and are cancelled and forfeited to TinOne on the Termination Date.

13. Except as may otherwise be set out in a Participant's employment agreement (which shall have paramountcy), where a Participant's employment or term of office or engagement terminates (for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice)) then (i) any Options held by the Participant that are exercisable at the Termination Date continue to be exercisable by the Participant until the earlier of: (A) the date that is three months after the Termination Date; and (B) the date on which the exercise period of the particular Option expires; and (ii) any Options held by the Participant that are not yet vested at the Termination Date immediately expire and are cancelled and forfeited to TinOne on the Termination Date,
14. Each Restricted Share Unit grant shall be evidenced by an Award Agreement that shall specify the Period(s) of Restriction, the number of Restricted Share Units granted, the settlement date for Restricted Share Units, and any such other provisions as the Committee shall determine, provided that no Restricted Share Unit shall vest (i) earlier than one year, or (ii) later than five years, after the date of grant, except that the Committee may in its sole discretion accelerate the vesting for a Participant who dies or who ceases to be an eligible Participant under the Equity Compensation Plan in connection with a Change of Control.
15. A Participant shall have no voting rights with respect to any Restricted Share Units granted under the Equity Compensation Plan.
16. If a Participant dies while an Employee, Director of, or Consultant to, TinOne or an Affiliate then (i) any Restricted Share Units held by the Participant that have not vested as at the Termination Date shall vest immediately; and (ii) any Restricted Share Units held by the Participant that have vested as at the Termination Date shall be paid to the Participant's estate in accordance with the terms of the Equity Compensation Plan and Award Agreement.
17. Unless determined otherwise by the Committee, or as may otherwise be set out in a Participant's employment agreement (which shall have paramountcy), where a Participant's employment or term of office or engagement terminates for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice), then any Restricted Share Units held by the Participant that have vested before the Termination Date shall be paid to the Participant, and any Restricted Share Units held by the Participant that are not yet vested at the Termination Date will be immediately cancelled and forfeited to TinOne on the Termination Date.
18. Each Deferred Share Unit grant shall be evidenced by an Award Agreement that shall specify the number of Deferred Share Units granted, the settlement date for Deferred Share Units, and any other provisions as the Committee shall determine, including, but not limited to a requirement that Participants pay a stipulated purchase price for each Deferred Share Unit, restrictions based upon the achievement of specific performance criteria, time-based restrictions, restrictions under applicable laws or under the requirements of any stock exchange or market upon which the Shares are listed or traded, or holding requirements or sale restrictions placed on the Shares by TinOne upon vesting of such Deferred Share Units.
19. Each Award Agreement shall set forth the extent to which the Participant shall have the right to retain Deferred Share Units following termination of the Participant's employment or other relationship with TinOne or Affiliates. Such provisions shall be determined in the sole discretion of the Committee, need not be uniform among all Deferred Share Units issued pursuant to the Equity Compensation Plan, and may reflect distinctions based on the reasons for termination. Any settlement or redemption of any Deferred Share Units shall occur within one year following the Termination Date.
20. The Committee, at any time and from time to time, may grant Performance Shares and/or Performance Units to Participants in such amounts and upon such terms as the Committee shall determine, provided that, no Performance Shares and/or Performance Units shall vest earlier than one year after the date of grant, except that the Committee may in its sole discretion accelerate the vesting required for a Participant who dies or

who ceases to be an eligible Participant under the Equity Compensation Plan in connection with a Change of Control.

21. Each Performance Share and Performance Unit shall have an initial value equal to the FMV of a Share on the date of grant. The Committee shall set performance criteria for a Performance Period in its discretion, which, depending on the extent to which they are met, will determine, in the manner determined by the Committee and set forth in the Award Agreement, the value and/or number of each Performance Share or Performance Unit that will be paid to the Participant.
22. Subject to the terms of the Equity Compensation Plan and the applicable Award Agreement, after the applicable Performance Period has ended, the holder of Performance Shares and/or Performance Units shall be entitled to receive payout on the value and number of Performance Shares and/or Performance Units, determined as a function of the extent to which the corresponding performance criteria have been achieved.
23. If a Participant dies while an Employee, Director of, or Consultant to, TinOne or an Affiliate, then (i) the number of Performance Shares or Performance Units held by the Participant that have not vested shall be adjusted as set out in the applicable Award Agreement (the "Deemed Awards"); (ii) any Deemed Awards shall vest immediately; (iii) any Performance Shares and Performance Units held by the Participant that have vested shall be paid to the Participant's estate in accordance with the terms of the Equity Compensation Plan and Award Agreement; and (iv) any settlement or redemption of any Performance Units or Performance Shares shall occur within one year following the Termination Date.
24. Unless determined otherwise by the Committee, or as may otherwise be set out in a Participant's employment agreement (which shall have paramountcy), where a Participant's employment or term of office or engagement terminates for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice), then (i) any Performance Units or Performance Shares held by the Participant that have vested before the Termination Date shall be paid to the Participant in accordance with the terms of the Equity Compensation Plan and Award Agreement; (ii) any Performance Units or Performance Shares held by the Participant that are not yet vested at the Termination Date will be immediately cancelled and forfeited to TinOne on the Termination Date; and (iii) any settlement or redemption of any Performance Units or Performance Shares shall occur within one year following the Termination Date.
25. Subject to the provisions of Equity Compensation Plan or the Award Agreement, in the event of a Change of Control, the Committee shall have the discretion to unilaterally determine that all outstanding Awards shall be cancelled upon a Change of Control, and that the value of such Awards, as determined by the Committee in accordance with the terms of the Equity Compensation Plan and the Award Agreements, shall be paid out in cash in an amount based on the Change of Control Price within a reasonable time subsequent to the Change of Control, subject to the approval of the Exchange.
26. Subject to certain exceptions set out in the Equity Compensation Plan, and as otherwise provided by law, or Exchange rules, the Committee or Board may, at any time and from time to time, alter, amend, modify, suspend or terminate the Equity Compensation Plan or any Award in whole or in part without notice to, or approval from, shareholders, including, but not limited to for the purposes of: (i) making any amendments not inconsistent with the Equity Compensation Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, it may be expedient to make, including amendments that are desirable as a result of changes in law or as a "housekeeping" matter; or (ii) making such changes or corrections which are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

A copy of the Equity Compensation Plan will be available for review at the office of TinOne, located at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, during normal business hours up to and including the date of the Meeting.

## Equity Compensation Plan Resolution

At the Meeting, the shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution, with or without variation (the “**Omnibus Equity Incentive Compensation Plan Resolution**”):

**BE IT RESOLVED, as an ordinary resolution of the shareholders of TinOne, that:**

- 1. The Omnibus Equity Incentive Compensation Plan is authorized, approved, and confirmed.**
- 2. Any one director or officer of TinOne, signing alone, be authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.**

An ordinary resolution is a resolution passed at the Meeting by a simple majority of the votes cast by shareholders voting Common Shares at the Meeting.

THE BOARD UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN RESOLUTION. **Unless otherwise indicated, the persons designated as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the Omnibus Equity Incentive Compensation Plan Resolution.**

## STATEMENT OF EXECUTIVE COMPENSATION

On December 30, 2021, the Company completed a reverse takeover transaction (“RTO”) with TinOne Resources Corp., as disclosed in the Company’s filing statement dated December 20, 2021. On closing of the RTO, the Company’s financial year end was changed from January 31st to June 30th, and certain changes to the NEOs of the Company were made. Anton J. Drescher resigned as President, CEO, Corporate Secretary and a director and Rowland Perkins resigned as a director effective December 23, 2021. Subsequent to the closing of the RTO, David Brett resigned as a director and David Cross resigned as Chief Financial Officer effective February 15, 2022.

### Named Executive Officers

For the purposes of this section, “**named executive officer**” or “**NEO**” means each of the following individuals:

- the Chief Executive Officer (“**CEO**”);
- the Chief Financial Officer (“**CFO**”); and
- each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, 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 for that financial year.

The NEO’s for Fiscal 2022 are:

Michael Konnert	- Chief Executive Officer
Grant Tanaka	- Chief Financial Officer
Christopher Donaldson	- Executive Chairman
Wesley Short	- Former President
Anton Drescher	- Former Chief Executive Officer
David Cross	- Former Chief Financial Officer

## Compensation for NEOs and Directors

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and Director of the Company, current or former, and for any individual that earned more than \$150,000 in total compensation for the completed financial years ended June 30, 2022, and January 31, 2022.

Name and Position	Year	Salary, consulting fee (\$)	Bonus (\$)	Committee or meeting fees (\$)	Other compensation (\$)	Total compensation (\$)
Michael Konnert <sup>5</sup> CEO & Director	2022 2021	20,000 N/A	- N/A	- N/A	- N/A	20,000 N/A
Grant Tanaka <sup>6</sup> CFO	2022 2021	37,500 N/A	- N/A	- N/A	- N/A	37,500
Chris Donaldson <sup>7</sup> Executive Chairman	2022 2021	56,250 N/A	- N/A	- N/A	- N/A	56,250 N/A
Liz Monger <sup>8</sup> Director	2022 2021	5,836 N/A	- N/A	- N/A	- N/A	5,836 N/A
Ota Hally <sup>9</sup> Director	2022 2021	11,250 N/A	- N/A	- N/A	- N/A	11,250 N/A
Karlene Collier <sup>10</sup> Director	2022 2021	15,000 N/A	- N/A	- N/A	- N/A	15,000 N/A
Wesley Short <sup>11</sup> Former President	2022 2021	46,750 N/A	- N/A	- N/A	- N/A	46,750 N/A
Anton Drescher <sup>12</sup> Former CEO and Director	2022 2021	N/A Nil	N/A Nil	N/A Nil	N/A 12,375	N/A 12,375
David Cross <sup>13</sup> Former CFO	2022 2021	N/A Nil	N/A Nil	N/A Nil	N/A 2,475	N/A 2,475
David Brett <sup>14</sup> Former Director	2022 2021	N/A Nil	N/A Nil	N/A Nil	N/A 2,475	N/A 2,475
Rowland Perkins <sup>15</sup> Former Director	2022 2021	N/A Nil	N/A Nil	N/A Nil	N/A 2,475	N/A 2,475

## Stock options and other compensation securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and Director of the Company, current and former, and for any individual that earned more than \$150,000 in total compensation for the financial year ended June 30, 2022, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

<sup>5</sup> Michael Konnert has been the CEO and a Director since December 30, 2021.

<sup>6</sup> Grant Tanaka has been CFO since February 15, 2022.

<sup>7</sup> Chris Donaldson has been Executive Chairman since February 15, 2022.

<sup>8</sup> Liz Monger has been a Director since April 20, 2022.

<sup>9</sup> Ota Hally has been a Director since February 15, 2022.

<sup>10</sup> Karlene Collier has been a Director since December 30, 2021.

<sup>11</sup> Wesley Short was President between December 30, 2021, and May 31, 2022.

<sup>12</sup> Anton Drescher resigned as a Director and as CEO on December 30, 2021, in connection with the RTO.

<sup>13</sup> David Cross resigned as CFO on February 15, 2022, in connection with the RTO.

<sup>14</sup> David Brett resigned on February 15, 2022, in connection with the RTO.

<sup>15</sup> Rowland Perkins resigned on December 30, 2021, in connection with the RTO.

Name and position	Type of security	Number of securities	Grant Date <sup>16</sup>	Exercise price (\$)	Closing price on date of grant (\$)	Closing price at year end (\$)	Expiry date
Michael Konnert <sup>17</sup> CEO & Director	Option	400,000	21-Feb-2021	\$0.25	\$0.25	\$0.16	21-Feb-2026
	Option	300,000	19-Jan-2022	\$0.28	\$0.28	\$0.16	19-Jan-2027
	Option	250,000	30-Aug-2022	\$0.10	\$0.10	\$0.16	30-Aug-2027
Grant Tanaka <sup>18</sup> CFO	Option	75,000	19-Jan-2022	\$0.28	\$0.28	\$0.16	19-Jan-2027
	Option	325,000	30-Aug-2022	\$0.10	\$0.10	\$0.16	30-Aug-2027
Christopher Donaldson <sup>19</sup> Executive Chairman	RSU	700,000	26-Apr-2022	N/A	\$0.25	\$0.16	26-Apr-2025
	Option	100,000	30-Aug-2022	\$0.10	\$0.10	\$0.16	30-Aug-2027
Ota Hally <sup>20</sup> Director	Option	125,000	16-Mar-2022	\$0.27	\$0.27	\$0.16	16-Mar-2027
	RSU	175,000	26-Apr-2022	N/A	\$0.25	\$0.16	26-Apr-2025
	Option	100,000	30-Aug-2022	\$0.10	\$0.10	\$0.16	30-Aug-2027
Liz Monger <sup>21</sup> Director	Option	150,000	19-Jan-2022	\$0.28	\$0.28	\$0.16	19-Jan-2027
	RSU	150,000	26-Apr-2022	N/A	\$0.25	\$0.16	26-Apr-2025
	Option	100,000	30-Aug-2022	\$0.10	\$0.10	\$0.16	30-Aug-2027
Karlene Collier <sup>22</sup> Director	Option	225,000	21-Feb-2021	\$0.25	\$0.25	\$0.25	21-Feb-2026
	Option	60,000	19-Jan-2022	\$0.28	\$0.28	\$0.28	19-Jan-2027
	Option	115,000	30-Aug-2022	\$0.10	\$0.10	\$0.10	30-Aug-2027
Wesley Short <sup>23</sup> Former President	Option	60,000	19-Jan-2022	\$0.28	\$0.328	\$0.16	19-Jan-2027

### Exercise of Compensation Securities by Directors and NEO's

No compensation securities were exercised by any Director or NEO during the most recently completed financial year.

### Employment, consulting and management agreements

The Company entered into a management services agreement with Inventa Capital Corporation. Pursuant to the terms of the management services agreement, the Company has agreed to pay to Inventa Capital Corporation \$7,000 per month (\$84,000 per year) for rent and office services. The agreement is for a term of three years and shall be automatically renewed with terms of one year unless otherwise terminated.

The Company entered into an executive consulting agreement with Grant Tanaka effective February 1, 2022, for his services as CFO. Pursuant to the terms of the executive consulting agreement, the Company has agreed to pay Mr. Tanaka a base salary of \$100,000 per annum. The agreement is for a term of one year and will automatically renew if the Company or Mr. Tanaka does not deliver a notice of non-renewal 60 days prior to the renewal date. Mr. Tanaka may resign by giving the Company 30 days' notice in which he shall not be entitled to any severance payment but shall be entitled to receive all annual fees earned to and including the last written notice day together with any final

<sup>16</sup> Options granted on February 21, 2021, vested immediately. Options granted on January 19, 2022, were vested over three years (20% immediately, 20% January 19, 2022, 20% July 19, 2022, 20% January 19, 2023, 20% July 19, 2023, and 20% January 19, 2024). Options granted on August 30, 2022, were vested over three years (20% immediately, 20% February 28, 2023, 20% August 30, 2023, 20% February 28, 2024, and 20% August 30, 2024).

<sup>17</sup> On June 30, 2022, Michael Konnert held a total of 950,000 stock options and 570,000 stock options were fully vested.

<sup>18</sup> On June 30, 2022, Grant Tanaka held a total of 400,000 stock options and 95,000 stock options were fully vested.

<sup>19</sup> On June 30, 2022, Christopher Donaldson held a total of 250,000 stock options of which 50,000 stock options were fully vested, and he held a total of 700,000 RSUs.

<sup>20</sup> On June 30, 2022, Ota Hally held a total of 225,000 stock options of which 61,675 stock options were fully vested, and he held a total of 175,000 RSUs.

<sup>21</sup> On June 30, 2022, Liz Monger held a total of 250,000 stock options of which 80,000 stock options were fully vested, and she held a total of 150,000 RSUs.

<sup>22</sup> On June 30, 2022, Karlene Collier held a total of 400,000 stock options and 272,000 stock options were fully vested.

<sup>23</sup> On June 30, 2022, Wesley Short held a total of 60,000 stock options which were fully vested.

expenses. The Company may terminate without cause at any time by giving 30 days written notice or payment in lieu in thereof, as part of the final wages. Severance shall be payable and will consist of final wages in an amount equal to its then-current annual fee payable. In the event of termination after a change of control without cause within 12 months after the change of control, the Company shall provide Mr. Tanaka with a lump sum equal to 2x what he would receive if he were to be terminated with cause.

The Company entered into an engagement agreement with Chris Donaldson effective May 1, 2022, for his services as Executive Chairman. Pursuant to the terms of the engagement agreement, the Company has agreed to pay Mr. Donaldson a base salary of \$150,000 per annum and he is eligible for performance bonuses and/or special bonuses as set by the board. The agreement is for an indefinite term. Mr. Donaldson may resign by giving the Company 90 days' notice in which he shall not be entitled to any severance payment but shall be entitled to receive all annual fees earned to and including the last written notice day together with any final expenses and annual bonus in respect to a completed fiscal year. The Company may terminate without cause at any time by giving 90 days written notice or payment in lieu in thereof, as part of the final wages. Severance shall be payable and will consist of final wages, bonuses and benefits. In the event of termination after a change of control without cause within 12 months after the change of control, the Company shall provide Mr. Donaldson with a lump sum of up to 36 months' pay, equivalent to the number of months of the aggregate of his annual salary, bonus multiplied by the number of completed months in the current fiscal year up to termination date, and cost of benefits.

The Company entered into a consultant agreement with Russell Fulton effective February 1, 2022, for his services as VP Exploration. Pursuant to the terms of the engagement agreement, the Company has agreed to pay Mr. Fulton a base salary of AU\$198,000 per annum. The agreement is for an indefinite term. Mr. Fulton may resign by giving the Company 90 days' notice in which he shall not be entitled to any severance payment but shall be entitled to receive all annual fees earned to and including the last written notice day together with any final. The Company may terminate without cause at any time by giving 90 days written notice or payment in lieu in thereof, as part of the final wages. Severance shall be payable and will consist of final wages.

### **Oversight and description of director and named executive officer compensation**

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

Independent Directors receive an annual base salary of \$25,000 plus an additional salary of \$5,000 per annum if they Chair a committee. Directors of the Company are also eligible to participate in the Equity Compensation Plan.

### **Option-Based Awards**

The Equity Compensation Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the TSXV and pursuant to the Equity Compensation Plan.

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

As of the end of TinOne's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuances, aggregated as follows:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights \$	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by Shareholders	5,625,000 Options 1,375,000 RSUs	\$0.27 \$0.25	20,197 4,256,237
Equity compensation plans not approved by Shareholders	-	-	-
<b>Total</b>	<b>7,000,000</b>		<b>4,276,434</b>

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular and at all times since, no executive officer, director, employee or former executive officer, director or employee of TinOne or any of its subsidiaries is or has been indebted to TinOne, or any of its subsidiaries, nor are or have any of these individuals been indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by TinOne, or its subsidiaries.

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

No director or executive officer of TinOne or any proposed nominee of management of TinOne for election as a director of TinOne, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Equity Compensation Plan.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of TinOne, proposed nominee for election as a director of TinOne, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of TinOne nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which has or will materially affect TinOne, as disclosed in the Company's audited financial statements and Management's Discussion & Analysis for the last financial year.

### MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of TinOne which are to any substantial degree performed by a person or company other than the directors or NEOs of TinOne.

### ADDITIONAL INFORMATION

Additional information relating to TinOne including audited comparative financial statements and Management's Discussion and Analysis for the year ended June 30, 2022 is available on [SEDAR](#) and upon request from TinOne at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, telephone no.: 604-364-2215 or email: [jen@tinone.ca](mailto:jen@tinone.ca). Copies of documents referred to above will be provided, upon request, free of charge to security holders of TinOne. TinOne may require the payment of a reasonable charge from any person or company who is not a security holder of TinOne, who requests a copy of any such document.

## **OTHER BUSINESS**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## **APPROVAL OF BOARD**

The contents and the sending of this Information Circular have been approved by the Board.

DATED at Vancouver, British Columbia, on December 9, 2022.

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

*“Michael Konnert”*

Michael Konnert  
**President, Chief Executive Officer and Director**

**APPENDIX A**  
**AUDIT AND RISK COMMITTEE CHARTER**

---

**ARTICLE 1**  
**PURPOSE**

1.1 The Audit and Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TinOne Resources Inc. (the “**Company**”) shall assist the Board in fulfilling its financial oversight responsibilities. The overall purpose of the Committee is (i) to ensure that the Company’s management has designed and implemented an effective system of internal financial controls, (ii) to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company, (iii) to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information, and (iv) to oversee the external auditor’s qualification and independence and the performance of the external auditors. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Committee will obtain an understanding of the responsibilities of the Committee membership as well as the Company’s business, its operations and related risks.

**ARTICLE 2**  
**COMPOSITION, PROCEDURE, AND ORGANIZATION**

2.1 The Committee shall consist of at least three members of the Board (each a “**Committee Member**” or “**Member**”). Each Committee Member shall be an “independent director” as determined in accordance with applicable legal requirements for audit committee service, including the requirements of the National Instrument 52-110 of the Canadian Securities Administrators (“**NI 52-110**”) and Rule 10A-3(b) of the U.S. Securities Exchange Act of 1934 (as amended, the “**Exchange Act**”), as such rules are revised, updated or replaced from time to time.

2.2 If, a Member ceases to be independent for reasons outside the member’s reasonable control, the member is exempt from the requirements in NI 52-110 or Rule 10A-3(b) of the Exchange Act for a period ending on the later of:

- a) the next annual meeting of the issuer; and
- b) the date that is six months from the occurrence of the event which caused the member to not be independent.

2.3 All members of the Committee shall, to the satisfaction of the Board, be “financially literate”, and at least one member shall have accounting or related financial management expertise to qualify as a “financial expert” in accordance with applicable legal requirements, including the requirements of NI 52-110 and the Exchange Act, as revised, updated or replaced from time to time.

2.4 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.5 Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chair of the Committee by majority vote of the full membership of the Committee.

2.6 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.7 The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.8 Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet at least four times annually at such times and at such locations as maybe requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
- (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

2.9 The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

2.10 The Committee will conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. This evaluation should also set forth the goals and objectives of the Committee for the upcoming year. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.

### **ARTICLE 3 ROLES AND RESPONSIBILITIES**

3.1 The overall duties and responsibilities of the Committee shall be as follows:

- (a) to report regularly to the Board and to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;
- (b) to establish and maintain a direct line of communication with the Company's external auditors and assess their performance;
- (c) to set clear hiring policies for employees or former employees of the external auditors;

- (d) to review and approve in advance any proposed related-party transactions and required disclosures of such in accordance with applicable securities laws and regulations, and report to the Board on any approved transactions.
- (e) to review with management and the external auditors, the financial reporting of any transactions between the Company and any officer, director or other “related party” (including significant shareholder) or any entity in which any person has a financial interest and any potential conflicts of interest;
- (f) to ensure that the management of the Company has designed, implemented, and is maintaining an effective system of internal financial controls and to discuss policies with respect to risk assessment and risk management;
- (g) to prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K under the U.S. Securities Act of 1933, as amended;
- (h) to oversee procedures relating to the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters and the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, pursuant to the Company’s whistleblower policy;
- (i) to meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the external auditors;
- (j) to review with the external auditors any audit problems or difficulties and management’s response; and
- (k) to report regularly to the Board on the fulfilment of its duties and responsibilities.

3.2 The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (c) review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to review with the external auditors, upon completion of their audit, the contents of their report (such report to be provided at least annually), including and as well as:
  - (i) the scope and quality of the audit work performed;
  - (ii) the adequacy of the Company’s financial and auditing personnel;
  - (iii) co-operation received from the Company’s personnel during the audit;

- (iv) internal resources used;
  - (v) significant transactions outside of the normal business of the Company;
  - (vi) the Company's internal quality-control procedures;
  - (vii) any material issues raised by the most recent internal quality-control review, or peer review, of the Company, 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,
  - (viii) any steps taken to deal with any such issues, and (to assess the external auditor's independence) all relationships between the external auditors and the Company;
  - (ix) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
  - (x) the non-audit services provided by the external auditors;
- (e) to meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the external auditors, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
  - (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
  - (g) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3.3 The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

3.4 The Committee is also charged with the responsibility to:

- (a) review and approve the Company's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
- (b) review and approve the financial sections of any of the following disclosed documents prepared by the Company:
  - (i) the annual report to shareholders;
  - (ii) the annual information form;
  - (iii) annual MD&A;
  - (iv) prospectuses;
  - (v) news releases discussing financial results of the Company;
  - (vi) financial information and earnings guidance provided to analysts and rating agencies; and
  - (vii) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review any significant tax exposures and tax planning initiatives intended to promote compliance with applicable laws while minimizing tax costs;
- (f) review and report on the integrity of the Company's consolidated financial statements;
- (g) review the minutes of any audit committee meeting of subsidiary companies;
- (h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (i) review the principal risks of the Company's business and operations, and any other circumstances and events that could have significant impact on the Company's assets and shareholders;

- (j) assessing the Company's risk tolerance, the overall process for identifying principal business and operational risks and the implementation of appropriate measures to manage and disclose such risks;
- (k) monitoring reporting trends on emerging risks and making recommendations to management on implementation of appropriate measures to manage and disclose such risks;
- (l) reviewing with senior management annually, the Company's insurance policies and considering the extent of any uninsured exposure and the adequacy of coverage;
- (m) reviewing the Company's cybersecurity, privacy and data security risk exposures and measures taken to protect the confidentiality, integrity and availability of its information systems and Company data;
- (n) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (o) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

3.5 Without limiting the generality of anything in this Charter, the Committee has the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee, and
- (c) to communicate directly with the external auditors.

#### **ARTICLE 4 EFFECTIVE DATE**

4.1 This Charter was adopted by the Board on January 13, 2022.