



**Notice of Annual Meeting of Shareholders  
Management Information Circular**

**Meeting Date: Friday, September 27, 2019 at 11:00 a.m. (AST)**

Halifax, Nova Scotia

**August 28, 2019**

**OCEANUS RESOURCES CORPORATION**

**Suite 2108, Purdy's Wharf Tower II, 1969 Upper Water Street, Halifax, Nova Scotia**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT:

The annual meeting ("**Meeting**") of the shareholders ("**Shareholders**") of OCEANUS RESOURCES CORPORATION ("**Corporation**") will be held at the Halifax Marriott Harbourfront, 1919 Upper Water Street, Halifax, Nova Scotia, B2X 1Z4 on **Friday, September 27, 2019 at 11:00 a.m. (AST)** for the following purposes:

- (a) to receive the financial statements of the Corporation for the year ended March 31, 2019, together with the report of the Auditor thereon. No vote by Shareholders with respect to the financial statements is required or proposed to be taken;
- (b) to elect directors of the Corporation for the forthcoming year;
- (c) to appoint the Auditor of the Corporation for the forthcoming year and to authorize the directors to fix the Auditor's remuneration;
- (d) to ratify, confirm and re-approve the Corporation's incentive stock option plan;
- (e) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying and forming part of this notice of meeting.

Only Shareholders of record as of the close of business on **August 23, 2019** are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **Wednesday, September 25, 2019 at 11:00 a.m. (AST)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

**Non-Registered Shareholders** whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

DATED at Halifax, in the Halifax Regional Municipality, Nova Scotia, as of the 28th day of **August, 2019**.

BY ORDER OF THE BOARD OF DIRECTORS

*(Signed) "Glenn Jessome"*

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President and Chief Executive Officer

**OCEANUS RESOURCES CORPORATION**  
**MANAGEMENT INFORMATION CIRCULAR**

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# OCEANUS RESOURCES CORPORATION

## MANAGEMENT INFORMATION CIRCULAR

(as at August 28, 2019 , except as indicated)

### INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING

**THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY OR ON BEHALF OF THE MANAGEMENT OF OCEANUS RESOURCES CORPORATION ("Corporation")** for use at the annual meeting of the shareholders of the Corporation ("**Shareholders**") to be held at the Halifax Marriott Harbourfront, 1919 Upper Water Street, Halifax, Nova Scotia, B2X 1Z4, on **Friday, September 27, 2019 at 11:00 a.m. (AST)** ("**Meeting**"), or at any adjournment thereof, for the purposes set forth in the accompanying notice of meeting ("**Notice of Meeting**").

#### Solicitation of Proxies

Solicitation of proxies will be primarily by mail, but may also be by telephone or other means of communication by the directors, officers, employees or agents of the Corporation at nominal cost. All costs of solicitation will be paid by the Corporation. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial owners of the shares. See "Appointment and Revocation of Proxies – Notice to Beneficial Holders of Shares" below.

#### Internet Availability of Proxy Materials

Rules recently adopted by the Canadian securities administrators, known as the "notice and access" distribution option, allow companies to send to shareholders a notice to the effect that proxy materials are available via the Internet, rather than mailing full sets of proxy materials to them. This year, the Corporation chose to mail full sets of proxy materials to shareholders. In the future, the Corporation may take advantage of the "notice and access" distribution option. If in the future the Corporation chooses to send such notices to shareholders, the notices will contain instructions on how shareholders can gain access to the Corporation's notice of meeting and management proxy circular via the Internet. The notices will also contain instructions on how shareholders can ask that proxy materials be delivered to them electronically or in printed form on a one-time or ongoing basis.

#### Appointment and Revocation of Proxies

##### *General*

Shareholders of the Corporation may be "Registered Shareholders" or "Non-Registered Shareholders". If common shares of the Corporation ("**Common Shares**") are registered in the Shareholder's name, they are said to be owned by a "**Registered Shareholder**". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "**Non-Registered Shareholder**". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Corporation. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him or her at the Meeting other than the persons designated in the enclosed form of proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxyholder and the right to revoke a proxy may be exercised by following the procedures set out below under "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder's shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

### ***Registered Shareholders***

Registered Shareholders have two (2) methods by which they can vote their Common Shares at the Meeting, namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or who do not wish to vote in person can vote by proxy.

Proxies must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.** ("**Computershare**"), not later than **Wednesday, September 25, 2019 at 11:00 a.m. (Halifax Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope; or
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such Shareholder must strike out the names of the persons designated on the enclosed instrument appointing a proxy and insert the name of the alternate appointee in the blank space provided for that purpose.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it by instrument in writing, executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited: (i) at the registered office of the Corporation, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia, at any time up to and including the last business day preceding the Meeting at which the proxy is to be used, or at any adjournment thereof, or (ii) with the chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

### ***Non-Registered Shareholders***

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "**NOBOs**". Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Corporation are referred to as "**OBOs**".

In accordance with the requirements of NI 54-101, the Corporation is sending the Notice of Meeting, this Circular, and either the voting instructions form ("**VIF**") or the form of proxy, as applicable, (collectively, the "**Meeting Materials**") directly to the NOBOs and indirectly, through intermediaries, to the OBOs. The Corporation has not paid and does not intend to pay the fees and costs of intermediaries for their services in delivering Meeting Materials to OBOs, therefore OBOs will not receive the Meeting Materials unless the OBO's intermediary assumes the cost of delivery.

### ***Meeting Materials Received by OBOs from Intermediaries***

The Corporation has distributed copies of the Meeting Materials to intermediaries for distribution to OBOs. Intermediaries are required to deliver these materials to all OBOs of the Corporation who have not waived their rights to receive these materials, and to seek instructions as to how to vote the Common Shares. Often, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to OBOs.

OBOs who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.
- (b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Computershare Investor Services Inc. in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the instructions provided by the intermediary. **In either case, OBOs who received Meeting Materials from their intermediary should carefully follow the instructions provided by the intermediary.**

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the OBO with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

#### ***Meeting Materials Received by NOBOs from the Corporation***

As permitted under NI 54-101, the Corporation has used a NOBO list to send the Meeting Materials directly to the NOBOs whose names appear on that list. If you are a NOBO and the Corporation's transfer agent, Computershare, has sent these materials directly to you, your name and address and information about your holdings of Common Shares of the Corporation have been obtained from the intermediary holding such shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, any NOBO of the Corporation can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided. Computershare will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's received by Computershare.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. The intermediary holding Common Shares on your behalf has appointed you as the proxyholder of such Common Shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading "*Registered Shareholders*" for a description of the procedure to return a proxy, your right to appoint another person or company as your proxy to attend the Meeting, and your right to revoke the proxy.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the

Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

### **Exercise of Proxies**

Where a choice is specified, the Common Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. **Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. The proxy also confers discretionary authority to vote for, withhold from voting, or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting.**

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed instrument appointing proxy to vote in accordance with the recommendations of management of the Corporation.

### **Voting Shares**

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 156,516,357 are issued and outstanding as of the date hereof.

The board of directors of the Corporation (the "**Board**" or "**Board of Directors**") has fixed the record date for the Meeting as **August 23, 2019** (the "**Record Date**"). Only Shareholders of record as of the close of business on the Record Date will be entitled to vote at the Meeting. Shareholders entitled to vote shall have one (1) vote each on a show of hands and one (1) vote per Common Share on a poll.

### **Quorum**

Two persons present in person or by proxy holding at least 10% of the outstanding Common Shares of the Corporation and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of shareholders.

### **Principal Shareholders**

To the knowledge of the directors and executive officers of the Corporation, no one shareholder owns, directly or indirectly, or exercises control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation.

## **BUSINESS TO BE TRANSACTED AT THE MEETING**

### **Financial Statements**

The financial statements of the Corporation, the Auditor's report thereon and management's discussion and analysis for the fiscal year ended March 31, 2019, which were mailed to Shareholders and filed on SEDAR at [www.sedar.com](http://www.sedar.com), will be presented to the Shareholders at the Meeting.

### **Election of Directors**

The Articles of the Corporation provide that the size of the Board must consist of not less than one (1) director and not more than ten (10) directors. There are currently seven (7) directors.

The persons named in the list that follows are all of the persons proposed to be nominated as directors of the Corporation and are, in the opinion of management, well qualified to direct the Corporation's activities for the ensuing year. They have all confirmed their willingness to continue to serve as directors, if re-elected or to serve as

directors if elected. The term of office of each director elected will be until the next annual meeting of the Shareholders or until the position is otherwise vacated.

**Unless the proxy specifically instructs the proxyholder to withhold such vote, Common Shares represented by the proxies hereby solicited shall be voted for the election of the nominees whose names are set forth below.** Management does not contemplate that any of these proposed nominees will be unable to serve as a director of the Corporation, but if that should occur for any reason prior to the Meeting, the persons designated in the enclosed instrument appointing proxy will have the right to use their discretion in voting for a properly qualified substitute.

Name, Province and Country of Residence	Principal Occupation	Director Since	Position(s) with the Corporation	Common Shares of the Corporation Owned, Controlled or Directed <sup>(1)</sup>
Keith Abriel Ontario, Canada <sup>(2)(3)(4)</sup>	Chartered Professional Accountant	September, 2012	Director	325,000
Michael Anaka <sup>(3)</sup> Nova Scotia, Canada	Chartered Professional Accountant	September, 2017	Director	285,500
Wade Anderson <sup>(3)(4)</sup> Alberta, Canada	Chartered Professional Accountant	January, 2018	Director	2,009,914
Richard Gordon Nova Scotia, Canada <sup>(5)</sup>	Retired Executive	June, 2010	Director	2,173,651
Glenn A. Holmes, Nova Scotia, Canada <sup>(5)</sup>	Chartered Professional Accountant	June, 2010	Chief Financial Officer, Secretary and Director	2,090,591
Glenn Jessome, Nova Scotia, Canada	Lawyer	September, 2018	President, Chief Executive Officer and Director	7,111,112
Kevin Lindsey Ontario, Canada <sup>(4)(5)</sup>	Retired Executive	September, 2013	Director	1,365,000

Notes:

- (1) The information as to shareholdings was provided by the directors as of August 28, 2019 .
- (2) Chair of the Board.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of Corporate Governance Committee.

**Mr. Keith Abriel - Director** – Mr. Abriel is a Chartered Professional Accountant, a CFA Charterholder, and holds a Bachelor of Commerce (Cum Laude) from Saint Mary's University in Halifax, Nova Scotia. An experienced financial executive, Mr. Abriel is currently serving as the Chief Financial Officer of CarbonCure Technologies Inc. and previously served as the Chief Financial Officer for DHX Media Ltd. (TSX:DHX.B and NASDAQ:DHXM). He has served as the Chief Financial Officer for a number of public and venture backed private companies, including significant mining industry experience, having served as the Chief Financial Officer for Linear Gold Corp., Stockport Exploration Inc. and Ucore Uranium Inc. and as a Director of Rhino Resources. Mr. Abriel is a Past President of the Atlantic Canada CFA Society. He also spent nine years with PricewaterhouseCoopers, LLP and worked in J.D. Irving, Limited's treasury department.

**Mr. Michael Anaka, ICD.D – Director** – Mr. Anaka is a Chartered Professional Accountant based in Dartmouth, Nova Scotia. He is a retired partner of PricewaterhouseCoopers LLP where his roles included regional office representative on the Canadian Leadership Group and Atlantic Region Managing Partner. Mr. Anaka has extensive experience in the areas of accounting and financial disclosure, corporate finance, operating efficiencies and effectiveness and financial structuring. He has served public and private companies ranging from start-ups to multi-national enterprises. He is currently a director and Chief Executive Officer for ViveRE Communities Inc. (TSX-V:VCOM) and a director and Chief Financial Officer for Nobelium Tech Corp., a capital pool corporation listed on the TSX-V.

**Mr. Wade Anderson – Director** - Mr. Anderson is a Chartered Professional Accountant, business advisor and investor. He is currently practicing with Dylke and Company in Edmonton, Alberta, a firm specializing in professional accounting and advisory services to privately held business interests in Western Canada. Mr. Anderson served as a director of El Tigre Silver Corporation (TSX-V:ELS) from 2007 to 2015 and has served as a director for a number of privately held corporations in the agribusiness and mining sectors.

**Mr. Richard Gordon - Director** - Mr. Gordon is a retired mining executive with more than 20 years industry experience having worked on exploration and development stage mineral projects internationally and in his home province of Nova Scotia. He has extensive experience with equity financings and investor relations. Mr. Gordon was previously Director of Investor Relations for Etruscan Resources Inc. where he was responsible for implementing the Corporation's promotion strategy. Mr. Gordon received a Bachelor of Commerce degree from Saint Mary's University in 1977.

**Mr. Glenn Holmes - Chief Financial Officer, Secretary and Director** - Mr. Holmes is a Chartered Professional Accountant and mining executive with more than 30 years' experience in the financial management of exploration and mining companies. He has been extensively involved in equity financings, project debt financings, corporate acquisitions, mining feasibility studies and mine development projects. Mr. Holmes was previously Chief Financial Officer of Etruscan Resources and Vice President Finance and Secretary Treasurer of NovaGold Resources. He received a Bachelor of Commerce degree with honors from Saint Mary's University in 1988. Mr. Holmes is a director and Chief Financial Officer for NSGold Corporation (TSX-V:NSX) and Chief Financial Officer for ViveRE Communities Inc. (TSX-V:VCOM).

**Mr. Glenn Jessome, JD, MBA - Chief Executive Officer and Director** – Mr. Jessome is a founding shareholder of Oceanus and oversaw the successful listing of the Corporation on the TSX Venture Exchange. Mr. Jessome has spent his career working as a securities lawyer in Halifax, Nova Scotia with extensive experience in the capital markets, mainly in the resource sector. Mr. Jessome is a member of the National Advisory Committee for the TSX Venture Exchange and a member of the Quebec-Atlantic Canada Advisory Committee for the TSX Venture Exchange. Mr. Jessome is also a member of the Institute of Corporate Directors and the Canadian Society of Corporate Secretaries, and a director of Nobelium Tech Corp., a capital pool corporation listed on the TSX-V.

**Mr. Kevin Lindsey, ICD.D – Director** – Mr. Lindsey retired in 2014 from the federal government of Canada after a 34-year career. He was Chief Financial Officer at the Department of National Defence and Industry Canada, and held a number of other senior executive positions at Industry Canada and the Treasury Board Secretariat. Mr. Lindsey is a graduate of St. Mary's University and a CPA, CMA. He has pursued executive studies at Queen's University and the University of Western Ontario, completed the Canadian Securities Course and is a graduate of the Directors' Education Program at the Rotman School, University of Toronto. From 2009 to 2015 Mr. Lindsey served as a director of The Alterna Group, a financial services and banking company with assets exceeding \$2 billion, serving as Chair of the Board and Chair of the Finance and Audit Committee. Mr. Lindsey is presently a member of the Audit Committee of Elections Canada, and a member of the Advisory Board of Elevate Export Finance Inc.

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

Except as noted below, none of the directors or officers of the Corporation is, or has been within the ten (10) years prior to the date hereof, a director, chief executive officer or chief financial officer of any corporation (including the Corporation) that (i) while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, which such order was in effect for a period of more than thirty (30) consecutive days; (ii) while such person was acting in that capacity, was subject to an event that resulted, after the director or officer ceased to be a director, chief executive officer or chief financial officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, which such order was in effect for a period of more than thirty (30) consecutive days; or (iii) while such person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

The British Columbia Securities Commission, as principal regulator for NSX Silver Inc., issued a Management Cease Trade Order ("MCTO") against NSX Silver Inc. dated May 2, 2016 in response to an application submitted by NSX Silver Inc. Mr. Holmes is CFO of NSX Silver Inc. The reason for the issuance of the MCTO was the late filing of the audited annual financial statements and MD&A for the year ended December 31, 2015. The MCTO was revoked on July 19, 2016.

None of the directors or officers of the Corporation has, within the ten (10) years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

There have been no penalties or sanctions imposed against any proposed director by a court relating to securities legislation or a securities regulatory authority or any other penalties or sanctions imposed against any proposed director by a court or regulatory body that would likely be considered important to a reasonable shareholder in making a decision with respect to voting for any proposed director. There have been no settlement agreements that any proposed director has entered into with a securities regulatory authority.

### **Appointment of Auditor**

PricewaterhouseCoopers LLP, Chartered Accountants of Halifax, Nova Scotia ("PWC") has been the Auditor of the Corporation since its incorporation on June 14, 2010.

The Corporation has determined to propose to the Shareholders the appointment of PWC as Auditor of the Corporation.

The Audit committee of the Corporation and the Board recommend to the Shareholders the appointment of PWC as Auditor of the Corporation. The Shareholders will be asked at the Meeting to vote for the appointment of PWC as Auditor of the Corporation to hold office until the next Annual Meeting of Shareholders, at a remuneration to be fixed by the Board.

**It is intended that all proxies received will be voted in favour of the appointment of PWC as Auditor of the Corporation, unless a proxy contains instructions to withhold the same from voting. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the appointment of PWC as Auditor of the Corporation.**

### **Annual Re-Approval of Incentive Stock Option Plan**

#### ***Introduction***

The Board of Directors and shareholders of the Corporation approved a 10% "rolling" stock option plan on June 14, 2010. The stock option plan was re-approved at the Corporation's annual meeting on September 28, 2017 (the "Plan"). The Plan is a 10% rolling plan pursuant to Policy 4.4 ("Policy 4.4") of the TSX Venture Exchange ("TSX-V"), subject to annual shareholder approval.

The Corporation is seeking re-approval of the Plan by the Shareholders in accordance with the rules and policies of the TSX-V.

The purpose of the Plan is to attract and retain employees, officers and directors and to motivate them to advance the interests of the Corporation by affording them the opportunity to acquire an equity interest in the Corporation through options granted under the Plan to purchase Common Shares. The Plan is expected to benefit the Shareholders by enabling the Corporation to attract and retain personnel of the highest caliber by offering to them an opportunity to share in any increase in the value of the Common Shares to which they have contributed. The Plan has been drafted to comply with the policies of the TSX-V.

The following information is intended as a brief description of the Plan, and is qualified in its entirety by reference to the Plan itself, which is attached to the Corporation's management information circular dated August 26, 2011,

available on SEDAR at [www.sedar.com](http://www.sedar.com) under the Corporation's profile and is incorporated herein by reference. Upon request, the Corporation will promptly provide a copy of the Plan free of charge to any Shareholder. To request a copy of the Plan, Shareholders should contact the Corporation at Purdy's Wharf Tower II, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia B3J 3R7.

### ***The Plan***

The Plan is administered by the Compensation Committee of the Board of Directors.

Eligible persons entitled to be issued stock options under the Plan are any director, officer, employee, consultant or any other person or entity engaged to provide ongoing services to the Corporation.

The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares of the Corporation from time to time. The number of Common Shares subject to an option to a participant shall be determined by the Board of Directors, but no participant shall be granted an option which exceeds the maximum number of shares permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The total number of Common Shares to be optioned to Optionees under this Plan shall be subject to the following restrictions:

- a) no more than five percent (5%) of the issued and outstanding Common Shares of the Corporation may be granted to any one individual in any twelve (12) month period (unless the Corporation is a Tier 1 Issuer, as defined in the policies of the TSXV, and has obtained Disinterested Shareholder Approval);
- b) no more than two percent (2%) of the issued and outstanding Common Shares of the Corporation may be granted to any one Consultant in any twelve (12) month period;
- c) no more than an aggregate of ten percent (10%) of the issued and outstanding Common Shares of the Corporation may be granted to Insiders of the Corporation in any twelve (12) month period; and
- d) no more than an aggregate of two percent (2%) of the issued and outstanding Common Shares of the Corporation may be granted to persons employed to conduct Investor Relations Activities in any twelve (12) month period, and such options, if issued to a Consultant must vest in stages over a period of no less than twelve (12) months with no more than twenty-five (25%) of the Options vesting in any three (3) month period.

The exercise price of the Common Shares covered by each option shall be determined by the Board of Directors, provided that the exercise price shall not be less than the price permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The maximum term of an option is ten (10) years, provided that participant's options expire ninety (90) days after his ceasing to act for the Corporation, except upon the death of a participant, in which case his estate shall have twelve (12) months in which to exercise the outstanding options.

No options are transferable or assignable.

Subject to the approval of the TSX-V, the Board of Directors has the discretion to amend or terminate the Plan; provided however, no amendment shall alter the terms of any outstanding options without the consent of the optionees concerned.

### ***Existing Stock Options***

As at March 31, 2019, the Corporation had stock options outstanding under the Plan that were exercisable to acquire, in the aggregate 14,140,000 Common Shares. See "*Securities Authorized for Issuance Under Equity Compensation Plans*" for additional information with regard to the options outstanding as at March 31, 2019.

### ***Re-Approval of the Plan***

In accordance with Policy 4.4, Shareholders will be asked to consider and, if thought advisable, approve an ordinary resolution to ratify, confirm and approve the Plan as the Corporation's stock option plan (the "**Incentive Stock**

**Option Plan Resolution**"). A copy of the proposed form of the Incentive Stock Option Plan Resolution is set forth as Schedule "A" to this Circular.

The Shareholders will be asked to re-approve the Plan annually in accordance with the rules and policies of the TSX-V.

The directors of the Corporation believe the Plan is in the Corporation's best interest and recommend that the Shareholders approve the Plan. **It is intended that all proxies received will be voted in favour of approving the Option Plan Resolution, unless a proxy contains instructions to vote against the Option Plan Resolution. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the Plan.**

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

None of the directors or executive officers of the Corporation, nor any associate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Corporation or otherwise, in matters to be acted upon at the Meeting other than (i) the election of directors; (ii) eligibility to receive grants of options under the Plan; (iii) the settlement of outstanding debts of the Corporation to certain directors and officers through the issuance of Common Shares; and (iv) the issuance of Common Shares in satisfaction of payment for services rendered or to be rendered to the Corporation by an executive officer of the Corporation, all as described herein.

#### **EXECUTIVE COMPENSATION**

##### **Named Executive Officers**

Applicable securities regulations with respect to issuers reporting executive compensation information in the form below require that the Corporation give details of the compensation paid to the Corporation's "named executive officers" who are defined as follows:

- (a) the chief executive officer;
- (b) the chief financial officer;
- (c) each of the three most highly compensated executive officers, 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 compensation was, individually, more than \$150,000 for that financial year; and
- (d) any individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the most recently completed financial year of the Corporation, the Corporation had two named executive officers; namely, the president and chief executive officer ("**CEO**") and the chief financial officer ("**CFO**") (collectively, the "**Named Executives**").

##### **Currency**

All references to "\$" or "dollars" set forth in this Circular are in Canadian dollars, except where otherwise indicated.

### **Objectives of the Corporation's Compensation Strategy**

The general objectives of the Corporation's compensation strategy are:

- (a) to compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term Shareholder value;
- (b) to align management's interests with the long term interests of Shareholders;
- (c) to provide a compensation package that is commensurate with other comparable mineral exploration companies to enable the Corporation to attract and retain talent; and
- (d) to ensure that the total compensation package is designed in a manner that takes into account the Corporation's present stage of development and its available financial resources.

The Corporation's compensation packages have been designed to provide a blend of a non-cash stock option component and a reasonable salary and benefits component based on comparable companies in the same or similar industries as the Corporation, at similar levels of development.

### **Elements of Compensation**

The Corporation's executive compensation program is comprised of three components: (1) base salary, (2) a stock option plan and (3) a deferred share unit plan. Each element of compensation is described in more detail below.

#### ***Base Salary or Consulting Fees***

The base salary or consulting fee for the Corporation's executives other than the Named Executives is determined based on industry comparables which reflect the responsibilities inherent in their respective positions as well as their experience within the industry. Individual circumstances are also taken into consideration including the individual's relevant competencies or experience and retention risk. The financial performance of the Corporation is also a factor as is the individual performance of the executives.

#### ***Non-Cash Option-Based Awards***

##### **Option Plan**

Incentive stock options are generally awarded to executives, including the Named Executives, at the commencement of employment and periodically thereafter. At the time of commencement of employment, option-based awards generally reflect industry comparables with companies at similar levels of development. During employment, options are granted to reward Named Executives for their current performance, expected future performance and value to the Corporation, and take into account that number of options already held by the Named Executive and others.

All grants of stock options to the Named Executives are reviewed and approved by the Compensation Committee and the Board. The process is initiated by management recommending a grant of option-based awards to the Compensation Committee. The Compensation Committee reviews these recommendations and, if they are approved, recommends them to the Board. In evaluating option grants to the Named Executives, the Compensation Committee and the Board evaluate a number of factors including, but not limited to: (i) the number of options already held by such Named Executive; (ii) a fair balance between the number of options held by the Named Executive concerned and the other executives of the Corporation, in light of their responsibilities and objectives; and (iii) the value of the options as a component in the Named Executive's overall compensation package.

During the fiscal year ended March 31, 2019 the Corporation granted an aggregate of 900,000 stock options to the Named Executives. The stock options have an exercise price of \$0.10 per common share and an expiry date of January 4, 2029. All stock options vested on the date of grant.

## Deferred Share Unit Plan

The Corporation's deferred share unit plan (the "DSU Plan") was adopted for the benefit of employees, officers and directors of the Corporation and related entities of the Corporation (as defined in National Instrument 45-106 – Prospectus Exemptions) designated for the purposes of the DSU Plan (collectively, "Participants"). The DSU Plan has been established to assist the Corporation in attracting and retaining talented employees, officers and directors and to promote a greater alignment of interests between Participants and Shareholders.

The DSU Plan provides that Participants may elect to receive all or a portion of their annual compensation or bonus compensation, if any, in DSUs. The election, if it is made, must be for a minimum of 10%, or a multiple thereof, of such compensation in DSUs. The number of DSUs received is equal to the amount of compensation elected to be received in DSUs, divided by the volume-weighted average trading price of the Common Shares on the TSX-V for the 5 trading days immediately prior to the payment date ("Market Value"). DSUs awarded under the DSU Plan in lieu of annual or bonus compensation will vest immediately.

For more information on the DSU Plan, see "Securities Authorized for Issuance under Equity Compensation Plans – Deferred Shares Unit Plan".

During the fiscal year ended March 31, 2019 the Board of Directors approved the issuance of 700,000 DSUs to the Named Executives. The DSUs are priced at \$0.10 per common share and vest over a period of three years.

### **Perquisites**

The Corporation provides a limited number of perquisites to its employees and executives, including to its Named Executives, which do not account for a material portion of their overall compensation. No perquisites were granted during the fiscal year ended March 31, 2019.

### **Compensation Committee**

The Corporation has established a Compensation Committee, which is responsible for determining the compensation of the executive officers. See "*Corporate Governance – Compensation Committee*" for more information on the composition and role of the Compensation Committee. Each member of the Compensation Committee has direct experience relevant to his responsibilities in relation to executive compensation, including experience resulting from compensation committee involvement or executive experience with other companies. See "*Business to be Transacted at the Meeting – Election of Directors*" for a summary of the skills and experience of the members of the Compensation Committee.

### **Use of Financial Instruments**

The Corporation does not have in place policies which restrict the ability of directors or Named Executives to purchase financial instruments, such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a director or Named Executive. Any such purchases would be subject to applicable insider reporting requirements.

### **Risk Assessment**

The Compensation Committee has reviewed the Corporation's compensation policies and practices and has considered whether there are any potential risks associated with those policies and practices. As a result of such review, the Compensation Committee has determined that the Corporation's compensation policies and practices do not give rise to any risks that are reasonably likely to have a material adverse effect on the Corporation. The Compensation Committee will continue to monitor the Corporation's compensation policies and practices on a regular basis to ensure that potential risks associated therewith are identified and that the appropriate steps are taken to properly manage and mitigate such risks.

### Summary Compensation Table

The following table sets forth information regarding compensation paid to the Named Executives for the Corporation's three (3) most recently completed financial years in accordance with Form 51-102F6 *Statement of Executive Compensation*.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) <sup>(1)</sup>	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Glenn Jessome, President & CEO <sup>(3)</sup>	2019	\$ -	\$6,000	\$56,000	N/A	N/A	N/A	\$253,214	\$315,214
	2018	\$ -	N/A	\$ -	N/A	N/A	N/A	\$253,153	\$253,153
	2017	\$ -	N/A	\$81,500	N/A	N/A	N/A	\$236,441	\$317,941
Glenn Holmes, CFO and Secretary <sup>(4)</sup>	2019	\$ -	\$2,000	\$22,000	N/A	N/A	N/A	\$105,000	\$129,000
	2018	\$ -	N/A	\$ -	N/A	N/A	N/A	\$ 98,750	\$ 98,750
	2017	\$ -	N/A	\$40,800	N/A	N/A	N/A	\$110,000	\$150,800

Notes:

- (1) Share based awards are comprised of DSUs. All DSUs vest over a period of three years from the date of issuance. For more information on the significant terms of these DSUs, see "Incentive Plan Awards – Outstanding Option-Based Awards and Share-Based Awards" below. The fair value of share-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

	<u>2019</u>
Risk-free interest rate:	2.25%
Expected volatility:	105%
Expected dividend yield:	-
Expected option life in years:	10

- (2) All options vested on the date of grant. For more information on the significant terms of these options, see "Incentive Plan Awards – Outstanding Option-Based Awards and Share-Based Awards" below. The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Risk-free interest rate:	2.0%	2.0%	1.5%
Expected volatility:	95%	95%	100%
Expected dividend yield:	-	-	-
Expected option life in years:	10	10	10

- (3) Mr. Jessome received indirect compensation from the Corporation through consulting fees paid to Aconi Financial Corp. Ltd., a company owned by Mr. Jessome, which is included in the column "All other compensation". Consulting fees are paid in the amount of \$16,667 on a monthly basis. Additional information is provided in the section titled "Employment Contracts". "All other compensation" also includes an amount of \$3,214 for 2019, \$3,153 for 2018 and \$3,108 for 2017 that was paid in respect of membership fees.
- (4) Mr. Holmes received indirect compensation from the Corporation through consulting fees paid to 3286285 Nova Scotia Limited, a company controlled by Mr. Holmes, which is included in the column "All other compensation". Consulting fees are paid in the amount of \$8,750 on a monthly basis effective September 1, 2017. As at March 31, 2019 consulting fees aggregating \$64,445 were payable to 3286285 Nova Scotia Limited.

### Incentive Plan Awards

#### *Outstanding Option-Based Awards and Share-Based Awards*

The following table presents details of all outstanding option-based awards and share-based awards to the Named Executives as at March 31, 2019.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glenn Jessome	200,000	\$0.10	December 13, 2020	\$ -	N/A	N/A	N/A
	100,000	\$0.20	May 18, 2022	\$ -	N/A	N/A	N/A
	450,000	\$0.20	May 16, 2023	\$ -	N/A	N/A	N/A
	100,000	\$0.25	October 7, 2023	\$ -	N/A	N/A	N/A
	115,000	\$0.43	May 30, 2024	\$ -	N/A	N/A	N/A
	500,000	\$0.40	November 3, 2024	\$ -	N/A	N/A	N/A
	100,000	\$0.21	June 2, 2025	\$ -	N/A	N/A	N/A
	1,000,000	\$0.17	December 23, 2025	\$ -	N/A	N/A	N/A
	400,000	\$0.25	October 30, 2026	\$ -	N/A	N/A	N/A
	650,000	\$0.10	January 4, 2029	\$ -	500,000	\$ -	\$ -
Glenn Holmes	200,000	\$0.10	December 13, 2020	\$ -	N/A	N/A	N/A
	75,000	\$0.20	May 16, 2023	\$ -	N/A	N/A	N/A
	100,000	\$0.25	October 7, 2023	\$ -	N/A	N/A	N/A
	100,000	\$0.43	May 30, 2024	\$ -	N/A	N/A	N/A
	75,000	\$0.40	November 3, 2024	\$ -	N/A	N/A	N/A
	50,000	\$0.21	June 2, 2025	\$ -	N/A	N/A	N/A
	225,000	\$0.17	December 23, 2025	\$ -	N/A	N/A	N/A
	200,000	\$0.25	October 30, 2026	\$ -	N/A	N/A	N/A
	250,000	\$0.10	January 4, 2029	\$ -	200,000	\$ -	\$ -

Notes:

- (1) The value of unexercised in-the-money options at financial year end is the difference between the market value of the underlying Common Shares on March 29, 2019 which was \$0.10 per Common Share and the exercise price of the options.
- (2) Payout value of vested and unvested DSUs at financial year end is the difference between the market value of the underlying Common Shares on March 29, 2019 which was \$0.10 per Common Share and the issuance price of the DSUs which was \$0.10 per Common Share.

### ***Incentive Plan Awards – Value Vested or Earned During 2019***

Name	Option-Based Awards – Value Vested during 2019 (\$)	Share-Based Awards – Value Vested during 2019 (\$)	Non-equity Incentive Plan Compensation – Value earned during 2019 (\$)
Glenn Jessome	\$56,000	\$ -	N/A
Glenn Holmes	\$22,000	\$ -	N/A

For more information on the Plan, see “*Securities Authorized for Issuance under Equity Compensation Plans – Equity Compensation Plan Information*”.

### **Employment Contracts, Termination and Change of Control Benefits**

On September 1, 2014, and as amended effective January 1, 2016, the Corporation entered into a consulting agreement (“**Agreement**”) with Aconi Financial Corp Ltd. (“**Aconi**”), a company owned by Glenn Jessome, pursuant to which the Corporation pays Aconi an annual fee of \$250,000. Either party may terminate the Agreement at any time, without cause, upon giving at least 60 days’ advance written notice to the other party. Pursuant to the Agreement with Aconi, if a change of control event occurs at any time during the term of the Agreement and Aconi’s engagement is terminated without cause within an 18 month period following the change of control, then Aconi is entitled to receive a lump sum payment equal to two times the annual consulting fees, such payment to be made within 30 days of the date of termination. Aconi is not entitled to this change of control

payment if the Agreement is terminated for cause or Aconi terminates the Agreement. If the consulting contract with Aconi had been terminated effective March 31, 2019 as a result of a change of control event, the Corporation would have been obligated to pay Aconi a cash payment of \$500,000.

On September 1, 2017, the Corporation entered into a consulting agreement (“Agreement”) with 3286285 Nova Scotia Limited (“3286285”), a company controlled by Glenn Holmes, pursuant to which the Corporation pays 3286285 an annual fee of \$105,000. Either party may terminate the Agreement at any time, without cause, upon giving at least 60 days’ advance written notice to the other party.

Pursuant to the Agreement with 3286285, if a change of control event occurs at any time during the term of the Agreement and 3286285’s engagement is terminated without cause within an 18 month period following the change of control, then 3286285 is entitled to receive a lump sum payment equal to two times the annual consulting fees, such payment to be made within 30 days of the date of termination. 3286285 is not entitled to this change of control payment if the Agreement is terminated for cause or 3286285 terminates the Agreement. If the consulting contract with 3286285 had been terminated effective March 31, 2019 as a result of a change of control event, the Corporation would have been obligated to pay 3286285 a cash payment of \$210,000.

### **Board Compensation**

The Corporation does not pay fees to directors for services in that role, but provides its directors with stock options pursuant to the Plan. Directors are entitled to be reimbursed for travel and other out-of-pocket expenses incurred for attendance at directors’ meetings but are not compensated for travel time in connection with attendance at the board meetings.

The following table presents details of all outstanding option-based awards and share-based awards to members of the Board, other than Named Executives, as at March 31, 2019. The value of the unexercised in-the-money options as at March 31, 2019 has been determined based on the excess of the closing price of the common shares on the TSXV as of March 31, 2019, being \$0.22, over the exercise price of such options.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price Cdn(\$)	Option expiration date	Value of unexercised in-the-money options Cdn(\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested Cdn(\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Richard Gordon	200,000	\$0.10	December 13, 2020	\$ -	N/A	N/A	N/A
	100,000	\$0.20	May 18, 2022	\$ -	N/A	N/A	N/A
	150,000	\$0.20	May 16, 2023	\$ -	N/A	N/A	N/A
	125,000	\$0.25	October 7, 2023	\$ -	N/A	N/A	N/A
	100,000	\$0.43	May 30, 2024	\$ -	N/A	N/A	N/A
	35,000	\$0.21	June 2, 2025	\$ -	N/A	N/A	N/A
	150,000	\$0.17	December 23, 2025	\$ -	N/A	N/A	N/A
	100,000	\$0.25	October 30, 2026	\$ -	N/A	N/A	N/A
Keith Abriel	150,000	\$0.10	January 4, 2029	\$ -	N/A	N/A	N/A
	75,000	\$0.20	May 16, 2023	\$ -	N/A	N/A	N/A
	50,000	\$0.25	October 7, 2023	\$ -	N/A	N/A	N/A
	50,000	\$0.43	May 30, 2024	\$ -	N/A	N/A	N/A
	25,000	\$0.21	June 2, 2025	\$ -	N/A	N/A	N/A
	100,000	\$0.17	December 23, 2025	\$ -	N/A	N/A	N/A
	100,000	\$0.25	October 30, 2026	\$ -	N/A	N/A	N/A
	25,000	\$0.23	January 17, 2026	\$ -	N/A	N/A	N/A
200,000	\$0.10	January 4, 2029	\$ -	N/A	N/A	N/A	
Kevin							

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price Cdn(\$)	Option expiration date	Value of unexercised in-the-money options Cdn(\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested Cdn(\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Lindsey	50,000	\$0.25	October 7, 2023	\$ -	N/A	N/A	N/A
	50,000	\$0.43	May 30, 2024	\$ -	N/A	N/A	N/A
	25,000	\$0.21	June 2, 2025	\$ -	N/A	N/A	N/A
	100,000	\$0.17	December 23, 2025	\$ -	N/A	N/A	N/A
	150,000	\$0.25	October 30, 2026	\$ -	N/A	N/A	N/A
	200,000	\$0.10	January 4, 2029	\$ -	N/A	N/A	N/A
Wade Anderson	100,000	\$0.23	January 17, 2026	\$ -	N/A	N/A	N/A
	300,000	\$0.10	January 4, 2029	\$ -	N/A	N/A	N/A
Michael Anaka	300,000	\$0.10	January 4, 2029	\$ -	N/A	N/A	N/A

Note:

(1) The value of unexercised in-the-money options at financial year end is the difference between the market value of the underlying Common Shares on March 31, 2019, which was \$0.22, and the exercise price of the options.

The following table presents details of the value vested or earned during the financial year ended March 31, 2019 in respect of all incentive plan awards to members of the Board, other than Named Executives.

Name	Option-Based Awards – Value Vested during 2018 (\$)	Share-Based Awards – Value Vested during 2018 (\$)	Non-equity Incentive Plan Compensation – Value earned during 2018 (\$)
Richard Gordon	\$13,000	N/A	N/A
Keith Abriel	\$17,000	N/A	N/A
Kevin Lindsey	\$17,000	N/A	N/A
Wade Anderson	\$26,000	N/A	N/A
Michael Anaka	\$26,000	N/A	N/A

For more information on the Plan, see “*Securities Authorized for Issuance under Equity Compensation Plans – Equity Compensation Plan Information*”.

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

The Plan is the sole equity compensation plan adopted by the Corporation. The following table sets out information as of March 31, 2019 with regard to outstanding options exercisable into Common Shares under the Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options and DSUs (a)	Weighted-average exercise price of outstanding options/DSUs (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))

Plan Category	Number of securities to be issued upon exercise of outstanding options and DSUs (a)	Weighted-average exercise price of outstanding options/DSUs (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))
Stock Option Plan approved by Shareholders	14,140,000	\$0.22	251,636 <sup>(1)</sup>
Deferred Share Unit Plan approved by Shareholders	900,000	\$0.10	6,600,000 <sup>(2)</sup>
Equity Compensation Plans not approved by Shareholders	-	-	-

Notes:

(1) This number includes (a) the number of Common Shares issuable under the Stock Option Plan, being 10% of the total issued and outstanding Common Shares on March 31, 2019 (which was 143,916,357) less the number of Common Shares reported under Column (a).

(2) The maximum number of Common Shares issuable under the DSU Plan is 7,500,000.

### DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has liability insurance for the directors and officers of the Corporation to insure them from claims against them for certain of their acts, errors or omissions as such as well as insurance for the Corporation to insure it against any loss arising out of any liability to indemnify a director or officer. The insurance coverage is provided pursuant to policies held by the Corporation and is in effect until January 28, 2020. The annual premium for the policies is \$48,472. The insurance provides coverage of up to \$30,000,000 with a \$25,000 deductible applicable to the Corporation in the event it is required to indemnify a director or officer.

### INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former directors, executive officers or employees of the Corporation, or associates or affiliates of any of these persons, have been indebted to the Corporation or its subsidiaries at any time since April 1, 2017, being the beginning of the Corporation's last financial year, other than "Routine Indebtedness" as that term is defined in applicable securities legislation.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, none of the directors, executive officers or principal shareholders of the Corporation, or associates or affiliates of any of these persons, had any material interest, direct or indirect, in any transaction since April 1, 2018, being the beginning of the Corporation's last financial year, or in any proposed transaction which, in either case, has materially affected or would materially affect the Corporation or its subsidiaries.

### MANAGEMENT CONTRACTS

No management functions of the Corporation are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

### CORPORATE GOVERNANCE

The Corporation is required to include disclosure of its corporate governance practices in this Circular in accordance with National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101"). NI 58-101 has been adopted by the securities commissions or similar regulatory authorities across Canada ("Canadian Securities Administrators").

The Board endorses the efforts of the Canadian Securities Administrators in continuing the evolution of good corporate governance practices. The Board is committed to adhering to the highest standards in all aspects of its activities.

The corporate governance practices described below are subject to change as the Corporation evolves. Some of its practices are representative of its junior size; however, the Corporation has undertaken to periodically monitor and refine such practices as the size and scope of its operations increase. The Board shall remain sensitive to corporate governance issues and shall continuously seek to set up the necessary measures, control mechanisms and structures to ensure an effective discharge of its responsibilities without creating additional undue overhead costs and reducing the return on shareholders' equity.

### **Board of Directors**

The Board is currently comprised of seven (7) directors, five (5) of whom are “independent” within the meaning of National Instrument 52-110, *Audit Committees* (“NI 52-110”). Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the corporation’s board of directors, be reasonably expected to interfere with the exercise of the directors’ independent judgment. In addition, certain individuals, by definition, are deemed to have a “material relationship” with the Corporation and therefore are deemed not to be independent.

Keith Abriel, Michael Anaka, Wade Anderson, Richard Gordon and Kevin Lindsey are considered independent of the Corporation. Glenn Jessome and Glenn Holmes are not considered independent, as they are respectively the President and Chief Executive Officer, and the Chief Financial Officer and Secretary of the Corporation.

### **Directorships**

The following current directors of the Corporation are presently serving as directors of other reporting issuers:

<b>Director</b>	<b>Name of Other Reporting Issuer</b>
Michael Anaka	Nobelium Tech Corp. (TSX-V); ViveRE Communities Inc. (TSX-V)
Glenn Holmes	NSGold Corporation (TSX-V); ViveRE Communities Inc. (TSX-V)
Glenn Jessome	Nobelium Tech Corp. (TSX-V)

### **Board Meetings**

There were four (4) formal Board Meetings during the year ended March 31, 2019. The attendance record of each director at such meetings was as follows:

<b>Director</b>	<b>Number of Meetings Attended/Number of Meetings when the Person was a Director</b>
Glenn Holmes	4/4
Kevin Lindsey	4/4
Keith Abriel	4/4
Richard Gordon	4/4
Wade Anderson	4/4
Michael Anaka	4/4
Glenn Jessome	4/4

In addition, certain of the decisions of the Board of Directors since April 1, 2018 were passed by way of written consent following informal discussions among the directors and management of the Corporation.

### **Board Mandate**

The Board of Directors is responsible for the stewardship of the Corporation through the supervision of the business and management of the Corporation. This mandate is accomplished directly via meeting of the Board itself and also through the Corporation's Audit Committee.

The Board of Directors remains committed to ensuring the long-term viability and profitability of the Corporation, as well as the well-being of its employees and of the communities in which it operates. The strategic planning and business objectives developed by management are submitted to and reviewed by the full Board of Directors on an on-going basis through regular interim reports from management. The Board of Directors also works with management to identify principal risks, to select and assess senior management and to review significant operational and financial matters. The Board of Directors reviews and approves the annual audited financial statements, the annual report, the interim financial statements, management information circulars, material press releases, annual and interim management discussion and analysis, decisions as to material acquisitions and the grant of stock options. The Board of Directors does not have a written mandate.

### **Position Descriptions**

The Board has not developed a written position description for each of the Directors of the Corporation or the CEO. Given the relatively small size of the Corporation, the Board of Directors believes that the role and responsibilities have been appropriately communicated through board meetings and in the form of communications between the Board of Directors and Glenn Jessome, the Corporation's CEO.

The Board of Directors has not developed a written position description for the Chair of the Corporation's Audit Committee. The Board believes that the roles and responsibilities of the members of the Audit Committee are appropriately delineated in the Audit Committee's charter.

### **Orientation and Continuing Education**

Given the size of the Board of Directors, there is no formal program for the orientation and education of new members of the Board of Directors. Board meetings may also include presentations or briefings by the Corporation's management and employees to give the directors additional insight into the Corporation's business activities. In addition, the Board of Directors believes that the past and continuing experiences of each director resulting from their past experience and current positions as detailed in this Circular ensure they have the skills and knowledge necessary to serve the Corporation as a member of the Board of Directors on an ongoing basis.

### **Ethical Business Conduct**

The Board supports ethical business practices. To date, the Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and, in particular, the restrictions placed by applicable corporate legislation on an individual Director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

In addition, the Board of Directors believes that the Corporation's size facilitates informal review of discussions with its officers and employees to promote ethical business conduct. Furthermore, the Board has established a Whistle Blower Policy, which is Addendum "A" to the Audit Committee Charter, and establishes the compliant procedure for concerns about any aspect of the Corporation's activities and operations.

### **Nomination of Directors**

The Board has not appointed a nominating committee and does not have a formal process for identifying new candidates for Board nomination. When required, the Board will collaborate with management to identify potential candidates and to consider their appropriateness for membership on the Board.

### **Compensation Committee**

The members of the Compensation Committee are Wade Anderson, Keith Abriel and Kevin Lindsey, all of whom are considered independent. The Compensation Committee is responsible to recommend to the Board the compensation levels of the Corporation's chief executive officer and the chief financial officer. The Compensation Committee also administers the Corporation's Plan, including any stock option grants to the directors and the executive officers. In determining the compensation of the executive officers, the Compensation Committee evaluates their performance in light of the corporate goals and objectives established on an annual basis. Based upon this evaluation, the Compensation Committee makes recommendations to the Board with respect to each executive's compensation including, as appropriate, salary, bonus, incentive compensation and benefit plans. In addition, the Compensation Committee conducts an informal survey of comparable data in the mining industry, taking into account the size as well as the level of activity of the Corporation.

### **Audit Committee**

#### ***Audit Committee Charter***

The charter of the Corporation's Audit Committee is attached to this Circular as Schedule "B".

#### ***Composition of Audit Committee & Relevant Education and Experience***

The members of the Audit Committee are Keith Abriel, Michael Anaka and Wade Anderson. All members are financially literate within the meaning of NI 52-110. Keith Abriel, Wade Anderson and Michael Anaka are considered independent of the Corporation within the meaning of NI 52-110. The education and experience of each Audit Committee member is described in this Circular under the section entitled "*Election of Directors*".

#### ***Audit Committee Oversight***

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditor not been adopted by the Board.

#### ***Pre-Approval Policies and Procedures***

Pursuant to NI 52-110, the Audit Committee must approve in advance all non-audit services to be provided to the Corporation by the external auditor. The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

#### ***External Auditor Service Fees***

The fees charged to the Corporation by its external auditor for the fiscal years ended March 31, 2019 and March 31, 2018 are as follows:

	<b>Fiscal Year Ended March 31, 2019</b>	<b>Fiscal Year Ended March 31, 2018</b>
Audit Fees	\$25,500	\$25,000
Audit-Related Fees	N/A	N/A
Tax Fees	\$2,500	\$2,500
All Other Fees	N/A	N/A

#### ***No Reliance on Certain Exemptions***

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 from the requirement that the Audit Committee pre-approve all

non-audit services to be provided to the Corporation by the Corporation's external auditor, or a discretionary exemption from the requirements of NI 52-110 in whole or in part, granted under Part 8 of NI 52-110.

### ***Other Exemptions***

The Corporation is relying upon exemptions contained in Section 6.1 of NI 52-110 in connection with the following:

1. Section 6.1 of NI 52-110 exempts the Corporation from the requirement to disclose information relating to the Audit Committee in an annual information form ("**AIF**") as the Corporation, like other venture issuers, is exempt from the requirement to file an AIF under Section 6.1 of NI 51-102, *Continuous Disclosure Obligations*.
2. Section 6.1 of NI 52-110 exempts the Corporation from the requirements in Part 3 of NI 52-110 with regard to the composition of the Audit Committee, including the requirement that all members of the Committee must be independent.

### **Corporate Governance Committee**

The members of the Corporate Governance Committee are Kevin Lindsey, Richard Gordon, Glenn Holmes and Glenn Jessome. All members are financially literate within the meaning of NI 52-110. The education and experience of each Corporate Governance Committee member is described in this Circular under the section entitled "Election of Directors".

### **Other Board Committees**

The Board does not currently have any standing committees other than the Audit Committee, the Compensation Committee and the Corporate Governance Committee.

The Board may, from time to time, create new committees or establish ad hoc committees to address special business issues.

### **Assessments**

The responsibility for assessing directors on an ongoing basis is assumed in full by the Board and every director is entitled to bring the matter to the Board of Directors. The Board does not perform regular assessments; however, the Board believes that the size of the Corporation facilitates informal discussion and evaluation of the Board, its committees and its members.

## **PROPOSALS BY SHAREHOLDERS**

Pursuant to the *Canada Business Corporations Act* ("**Act**"), resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the Act and be deposited at the Corporation's head office not later than June 1, 2020 in order to be included in the management information circular relating to the next annual meeting.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's comparative annual financial statements and management discussion & analysis ("**MD&A**") for its most recently completed financial year. To request copies of the Corporation's financial statements and MD&A, Shareholders should contact Mr. Glenn Jessome, President and CEO, OCEANUS RESOURCES CORPORATION, Purdy's Wharf Tower II, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia B3J 3R7, Telephone 902-446-2000, Fax 902-446-2001. The financial statements and MD&A are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

**APPROVAL OF CIRCULAR**

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

BY ORDER OF THE BOARD OF DIRECTORS, as of the 28th day of August, 2019.

*(Signed) "Glenn Jessome"*

President and Chief Executive Officer

## **SCHEDULE "A"**

### **SHAREHOLDERS' RESOLUTION WITH RESPECT TO INCENTIVE STOCK OPTION PLAN**

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of OCEANUS RESOURCES CORPORATION ("**Corporation**") dated August 28, 2019 .

#### **BE IT RESOLVED AS A RESOLUTION OF THE SHAREHOLDERS OF THE CORPORATION THAT:**

1. the incentive stock option plan of the Corporation (the "**Plan**"), in the form attached to the Corporation's management information circular dated August 26, 2011, be and the same is hereby ratified, confirmed and approved subject to applicable regulatory approval;
2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the Shareholders of the Corporation;
3. all options outstanding under the Plan or any previous form of stock option plan shall remain valid and outstanding and be governed by the terms of the applicable previous form of stock option plan as it existed when they were granted;
4. any director or officer is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to the adoption of the Plan and the Board of Directors of the Corporation from time to time, be authorized to grant options in the capital stock of the Corporation pursuant to and in accordance with the provisions of the Plan so adopted; and
5. notwithstanding the approval of the shareholders of the Corporation as herein provided, the Board of Directors of the Corporation may, in its sole discretion, at any time suspend or terminate the Plan or revoke this resolution before it is acted upon, without further approval of the Shareholders of the Corporation.

## SCHEDULE "B"

### OCEANUS RESOURCES CORPORATION

#### AUDIT COMMITTEE CHARTER

#### 1.0 PURPOSE

1.1 The Audit Committee (the "Committee") is a standing committee of the board of directors (the "Board") of OCEANUS RESOURCES CORPORATION ("OCEANUS RESOURCES CORPORATION" or the "Corporation") charged with assisting the Board in fulfilling its responsibility to its shareholders and to the investment community. Its role is to serve as an independent and objective party to oversee OCEANUS RESOURCES CORPORATION's accounting and financial reporting processes, internal control system and external audits of its financial statements.

#### 2.0 COMMITTEE MEMBERSHIP

2.1 The Board shall annually appoint a minimum of three directors to the Committee the majority of whom shall be directors of OCEANUS RESOURCES CORPORATION who are independent of management and free from any material relationship that, in the opinion of the Board, would interfere with the director's exercise of independent judgment as a member of the Committee.

2.2 Each member of the Committee must be financially literate, or if not financially literate at the time of his appointment, must become so within a reasonable period of time following his appointment.

2.3 Members of the Committee shall typically be appointed at the first meeting of the Board held following each annual meeting of the shareholders of OCEANUS RESOURCES CORPORATION.

2.4 A member may resign or be removed from the Committee at any time and thereafter shall be replaced by the Board. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of OCEANUS RESOURCES CORPORATION.

#### 3.0 CHAIR OF THE COMMITTEE

3.1 The Board shall in each year appoint a chair of the committee ("Chair") from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.

3.2 The Chair shall be responsible to ensure the Committee meets regularly and performs its duties as set out herein, and to report to the Board of Directors on the activities of the Committee.

#### 4.0 AUDIT RESPONSIBILITIES

4.1 The Committee is responsible to:

*Financial Statement and Disclosure Matters*

(a) review the interim unaudited financial statements and the annual audited financial statements, and shall report thereon to the Board;

(b) satisfy itself that OCEANUS RESOURCES CORPORATION's annual audited financial statements are fairly presented in accordance with applicable Canadian generally accepted accounting principles and recommend to the Board whether the annual financial

statements should be approved and included in OCEANUS RESOURCES CORPORATION's Annual Report;

- (c) satisfy itself that the information contained in the Corporation's quarterly financial statements, MD&A and any other financial publication or disclosure of financial information extracted or derived from the Corporation's financial statements, does not include any untrue statement of any material fact or omit to state a material fact that is required or necessary to make a statement not misleading in light of the circumstances under which it was made;
- (d) review OCEANUS RESOURCES CORPORATION's financial statements, MD&A and, if applicable, annual and interim earnings press releases referring to financial information before the information is publicly disclosed, and ensure that adequate procedures are in place for the review of any other public disclosure derived from OCEANUS RESOURCES CORPORATION's financial statements;
- (e) discuss with management and the external auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies;
- (f) review and discuss quarterly reports from the external auditor on:
  - (i) all critical accounting policies and practices to be used;
  - (ii) all alternative treatments of financial information within applicable Canadian generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; and
  - (iii) other material written communications between the external auditor and management, such as any management letter or schedule of unadjusted differences;

***Oversight of the Corporation's External Auditors***

- (g) make recommendations to the Board regarding the selection and compensation of the external auditor to be put forth for appointment at each annual meeting of the Corporation;
- (h) satisfy itself that the external auditor reports directly to the Committee;
- (i) oversee the work of the external auditor engaged to prepare or issue an auditor's report or perform other audit, review or attest services for OCEANUS RESOURCES CORPORATION, including the resolution of any disagreements between management and the external auditor regarding financial reporting;
- (j) obtain and review a report from the external auditor at least annually regarding:
  - (i) the external auditor's internal quality-control procedures;
  - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the external audit firm, or by any inquiry or investigation by

governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;

- (iii) any steps taken to deal with any such issues; and
- (iv) all relationships between the external auditor and OCEANUS RESOURCES CORPORATION, including non-audit services;
- (k) evaluate the qualifications, performance and independence of the external auditor, including considering whether the external auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management, and to present its conclusions with respect to the external auditor to the Board;
- (l) satisfy itself of the rotation of the audit partners and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis;
- (m) meet with the external auditor and financial management of OCEANUS RESOURCES CORPORATION to review the scope of the proposed audit for the current year and the audit procedures to be used;
- (n) satisfy itself that the audit function has been effectively carried out and that any matter which the external auditor wishes to bring to the attention of the Board has been addressed and that there are no unresolved differences between management and the external auditor;
- (o) pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its external auditor, subject to the *de minimis* exceptions for non-audit services described in Multilateral Instrument 52-110, section 2.4, which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting;
- (p) review and approve OCEANUS RESOURCES CORPORATION's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;

#### ***Financial Reporting and Risk Management***

- (q) review the audit plan of the external auditor for the current year, and review advice from the external auditors relating to management and internal controls and the Corporation's responses to the suggestions made therein;
- (r) discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies;
- (s) satisfy itself that the Corporation has implemented appropriate systems of internal control over financial reporting, the safeguarding of the Corporation's assets and other "risk management" functions affecting the Corporation's assets, management and financial and business operations, and that these systems are operating effectively;

### ***Compliance Oversight Responsibilities***

- (t) establish procedures for the receipt, retention and treatment of complaints received by OCEANUS RESOURCES CORPORATION regarding accounting, internal accounting controls, or auditing matters;
- (u) establish procedures for the confidential, anonymous submission by employees of OCEANUS RESOURCES CORPORATION of concerns regarding questionable accounting or auditing matters;
- (v) discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting policies;
- (w) discuss with the Corporation's general counsel or outside counsel, as appropriate, legal matters that may have a material impact on the financial statements, or the Corporation's compliance policies; and
- (x) satisfy itself that all regulatory compliance issues have been identified and addressed and identifying those that require further work.

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

## **5.0 GENERAL RESPONSIBILITIES**

**5.1** The Committee shall:

- (a) make regular reports to the Board;
- (b) have the right, for the purpose of performing their duties:
  - (i) to inspect all the books and records of the Corporation and its subsidiaries;
  - (ii) to discuss such accounts and records and any matters relating to the financial position of the Corporation with the officers and auditor of the Corporation and its subsidiaries; and
  - (iii) to commission reports or supplemental information relating thereto;
- (c) permit the Board to refer to the Committee such matters and questions relating to the financial position of the Corporation and its affiliates or the reporting related thereto as the Board may from time to time see fit; and
- (d) perform any other activities consistent with this Charter, the Corporation's Articles and governing law, as the Committee or the Board deems necessary or appropriate.

## **6.0 MEETINGS**

**6.1** The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.

- 6.2** No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.
- 6.3** The Committee shall meet often as it deems necessary to carry out its responsibilities but not less frequently than quarterly.
- 6.4** The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of OCEANUS RESOURCES CORPORATION or otherwise determined by resolution of the Board.
- 6.5** Meetings may be held in person, by teleconferencing or by videoconferencing.
- 6.6** Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.
- 6.7** Minutes of the Committee will be kept by the Secretary. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of OCEANUS RESOURCES CORPORATION.

## **7.0 ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

- 7.1** The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of OCEANUS RESOURCES CORPORATION.
- 7.2** The Committee may invite such other persons (eg. the CEO, CFO, Controller) to its meetings, as it deems necessary.
- 7.3** The Committee shall have the authority to:
- (a)** retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities;
  - (b)** set and pay the compensation of any such advisors, at the expense of OCEANUS RESOURCES CORPORATION; and
  - (c)** to communicate directly with the internal and external auditor.
- 7.4** Any advisors retained shall report directly to the Committee.

## **8.0 REPORTING REQUIREMENTS**

- 8.1** The Committee shall make regular reports to the Board, through the Chair, following meetings of the Committee.

## **9.0 ANNUAL REVIEW AND ASSESSMENT**

- 9.1** The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 9.2** The Committee shall review its own performance annually and report to the Board.

## **10.0 REMUNERATION**

- 10.1 The members of the Committee shall be entitled to receive such remuneration for acting as a member of the Committee as the Board may from time to time determine.

## **ADDENDUM "A**

### **OCEANUS RESOURCES CORPORATION**

#### **AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PROCEDURES FOR SUBMISSIONS OF COMPLAINTS RELATING TO ACCOUNTING MATTERS OR FRAUD**

#### **WHISTLEBLOWER POLICY**

1. The Corporation shall inform all directors, employees and consultants in writing, e-mail or such other means that is disseminated to all employees at least annually, of the officer (the "Complaints Officer") designated from time to time by the Audit Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters, and any matters which relate to fraud against shareholders.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Audit Committee or the Chairman of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.
6. The Complaints Officer will be:

Chairman of the Board  
OCEANUS RESOURCES CORPORATION  
Purdy's Wharf Tower II, Suite 2108  
1969 Upper Water Street  
Halifax, Nova Scotia B3J 3R7  
Tel: 902-403-0441