

# FUSION GOLD LTD.

Suite 1400, 400 Burrard Street  
Vancouver, BC V6C 3A6  
Phone: 604-628-1033/Fax: 604-688-0094

## Notice of Annual General and Special Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **Fusion Gold Ltd.** (the “**Company**”) will be held at the Company’s head office located at **14<sup>th</sup> Floor, 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6** on **Tuesday, October 13, 2020** at **11:00 a.m.** (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2019, together with the report of the auditors thereon;
2. To fix the number of Directors of the Company at THREE (3);
3. To elect Directors of the Company for the ensuing year;
4. To appoint Charlton & Company, LLC, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the Company’s Stock Option Plan, as more fully described in the accompanying Management Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”) accompanying this notice. The audited financial statements and related management’s discussion and analysis for the Company for the financial year ended December 31, 2019 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com). **This notice is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders and a supplemental mailing list return card.** Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Board of Directors of the Company has, by resolution, fixed the close of business on **Tuesday, September 8, 2020**, as the **record date**, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, **Odyssey Trust Company, Proxy Department, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2**, no later than **11:00 a.m.** (Vancouver time) on **October 8, 2020**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

**DATED** at Vancouver, British Columbia this 8<sup>th</sup> day of September, 2020.

### BY ORDER OF THE BOARD

*(Signed) “January Vandale”*  
Chief Executive Officer

**IMPORTANT NOTICE:** The Meeting is currently scheduled to take place in person. However, the Company’s Board of Directors and management are assessing whether an in-person Meeting is in the best interests of the Company and its shareholders due to the current situation and concerns raised by COVID-19. There is a possibility that the Meeting will be held virtually and that shareholders will not be able to attend the Meeting in person. Should the Company decide to hold the Meeting virtually, or by means of telephonic, electronic or other remote communications medium, the Company will make a public announcement by issuing a news release as soon as reasonably practicable prior to the Meeting. The news release will contain detailed instructions explaining how shareholders will be able to attend, communicate and vote at the virtual Meeting. The news release will be filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders are strongly encouraged to check the Company’s SEDAR filings on a regular basis to ensure that they are apprised of any and all developments with respect to the Meeting.

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Tel: (604) 628-1033/Fax: (604) 688-0094

## MANAGEMENT INFORMATION CIRCULAR

*(As at September 8, 2020, except as otherwise indicated)*

**Fusion Gold Ltd.** (the “**Company**”) is providing this Management Information Circular (the “**Circular**”) and a form of proxy in connection with management’s solicitation of proxies for use at the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of the Company to be held on **Tuesday, October 13, 2020** and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

**All dollar amounts referenced herein are expressed in Canadian Dollars.**

### APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on behalf of a shareholder of the Company (a “**Shareholder**”) in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “**Management Proxyholders**”).

**A Shareholder has the right to appoint a person other than a Management Proxyholder, to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

### VOTING BY PROXY

**Only registered Shareholders (“Registered Shareholders”) or duly appointed proxyholders are permitted to vote at the Meeting.** Shares (as hereinafter defined) represented by a properly executed proxy will be voted for or against or be withheld from voting on each matter referred to in the notice of meeting (“**Notice of Meeting**”) in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, **Odyssey Trust Company, Proxy Department, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2**, not later than **forty-eight (48) hours**, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## **NON-REGISTERED HOLDERS**

**Only Registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders whose names appear on the Share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. **Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy.** Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents, pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and issuers can use this NOBO list for distribution of proxy-related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that allow it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Company's transfer agent, Odyssey Trust Company ("**Odyssey**"). These voting instruction forms are to be completed and returned to Computershare in the envelope provided or by facsimile. Computershare will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by voting instruction forms they receive. Alternatively, NOBOs may vote following the instructions on the voting instruction form, via the internet or by phone.

With respect to OBOs, in accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this Circular, the form of proxy or voting instruction form and the supplemental mailing list request card (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Odyssey Trust Company, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares they beneficially own. In addition, under New York Stock Exchange rules, an Intermediary subject to the New York Stock Exchange rules and who has not received specific voting instructions from the Non-Registered Shareholder may not vote the Shares in its discretion on behalf of such beneficial owner on “non-routine” proposals. “Routine” proposals typically include the ratification of the appointment of the Company’s chartered accountant. The approval of the number of Directors and the election of Directors, on the other hand, are each “non-routine” proposals. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. Shares held by an Intermediary can only be voted by the Intermediary (for, withheld or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, Intermediaries are prohibited from voting Shares. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

If a Non-Registered Shareholder does not specify a choice and the Non-Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

#### **NOTICE-AND-ACCESS**

The Company is not sending the Meeting Materials to Shareholders using “notice-and-access”, as defined under NI 54-101.

#### **REVOCABILITY OF PROXY**

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder, their attorney authorized in writing or, if the Registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their Intermediary to revoke the proxy on their behalf.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares without par value (the “Shares”), of which **6,200,000** Shares are issued and outstanding as of **September 8, 2020**. Persons who are Registered Shareholders at the close of business on **September 8, 2020** will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company, except the following:

| Name             | No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly | Percentage of Outstanding Shares |
|------------------|--|----------------------------------|
| January Vandale  | 3,035,000 Shares   | 48.95%                           |
| David E. De Witt | 1,000,000 Shares   | 16.13%                           |

## STATEMENT OF EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

As of the date of this Circular, the company is designated as a Capital Pool Company (“**CPC**”), under TSXV policies, as such it is not permitted to compensate its Directors and officers until such time as it has completed its qualifying transaction (the “**Qualifying Transaction**”), as defined under TSXV policies. Accordingly, other than option-based awards pursuant to the Company’s stock option plan (the “**Stock Option Plan**”), the Company does not have any long-term incentive plans, including any supplemental executive retirement plans.

Following completion of the Qualifying Transaction, the objectives of the Company’s compensation program will be to attract, hold and inspire performance by members of senior management of a quality and nature that will enhance the growth of the Company and the independent Directors of the Company will have the responsibility for determining compensation for Named Executive Officers and other senior executives of the Company.

To determine future compensation payable, the independent Directors will review compensation paid to Named Executive Officers and other senior executives of companies of a similar size and stage of development in the Company’s industry sector and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers while taking into account the financial and other resources of the Company. It is expected that the Company’s executive compensation program will be comprised of a combination of the following: an annual base salary, and, where appropriate, incentive stock options (“**Stock Options**”). The Stock Option award component of the program will be designed to reward long term commitment of executives to sustainable growth of the Company and annual salary ranges will be based on the level of responsibility and the importance of the executive’s position to the Company’s future objectives, the level of experience of the executive officer, and competitiveness with the base salaries paid by comparative companies.

### **Stock Option Plan**

The Stock Option Plan is designed to advance the interests of the Company by encouraging eligible participants, being Directors, employees, management company employees, officers and consultants, to have equity participation in the Company through the acquisition of Shares.

The Stock Option Plan will be used in the future to provide share purchase options which are awarded based on the recommendations of the independent Directors, taking into account the level of responsibility of the executive as well as his or her past impact on or contribution to, and/or his or her ability in future to have an impact on or to contribute to the longer-term operating performance of the Company. In determining the number of Stock Options to be granted to the Company’s executive officers, the Board of Directors of the Company (the “**Board**”) takes into account the number of Stock Options, if any, previously granted to each executive officer, and the exercise price of any outstanding Stock Options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the “**TSXV**”) and to closely align the interests of executive officers with the interests of Shareholders. The Board determines the vesting provisions of all Stock Option grants. Please refer to “**PARTICULARS OF MATTERS TO BE ACTED UPON – Approval and Ratification of the Stock Option Plan**” in this Circular for more complete details regarding the Stock Option Plan.

### **Compensation Risk Assessment and Governance**

In light of the Company's size and limited elements of executive compensation, the Board does not have a Compensation Committee and does not deem it necessary to consider at this time the implications of the risks associated with the Company's compensation policies and practices. Also, there are no risks which have been identified in the Company's practices to date which would reasonably be likely to have a material adverse effect on the Company.

As previously mentioned, Stock Options are granted to retain executive officers and motivate the executive officers by rewarding sustained, long-term development and growth that will result in increases in Share value. There is no formal process for assessing when Stock Options are to be granted, rather they are granted at a time determined necessary by the Board, in its discretion, and are based on the fair market-value at the time of grant.

The Company does not permit its executive officers or Directors to hedge any of the equity compensation granted to them.

### **Named Executive Officers**

For the purposes of the "Statement of Executive Compensation" section in this Circular, a Named Executive Officer of the Company means each of the following individuals:

- (a) the Chief Executive Officer of the Company ("**CEO**");
- (b) the Chief Financial Officer of the Company ("**CFO**");
- (c) the most highly compensated executive officer of the Company other than the individuals identified in paragraphs (a), (b) and (c) above, at December 31, 2019, whose total compensation was more than \$150,000; and
- (d) each individual who would be named an executive officer under paragraph (d) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at December 31, 2019.

(collectively the "**Named Executive Officers**" or "**NEOs**").

### **Director and Named Executive Officer Compensation**

The following tables set forth the information required under Form 51-102F6V, Statement of Executive Compensation – Venture Issuers, regarding all compensation paid, payable, awarded, granted, given, or otherwise provided during the Company's most recently completed financial year, being the year ended December 31, 2019, to all persons acting as Directors or as "Named Executive Officers" or "NEOs".

#### *Excluding Compensation Securities*

The following table sets forth a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and Director of the Company, for services provided and for services to be provided, directly or indirectly in any capacity, to the Company by such persons, for the two most recently completed financial years, *excluding compensation securities*:

| TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES                   |             |  |                   |                                       |                                  |   |                                |
|---|-------------|--|-------------------|---------------------------------------|----------------------------------|---|--------------------------------|
| <i>Name and Position</i>  | <i>Year</i> | <i>Salary, Consulting Fee, Retainer or Commission (\$)</i> | <i>Bonus (\$)</i> | <i>Committee or Meeting Fees (\$)</i> | <i>Value of Perquisites (\$)</i> | <i>Value of all Other Compensation (\$)</i> | <i>Total Compensation (\$)</i> |
| January Vandale <sup>(1)</sup><br><i>CEO/Director</i>                     | 2019        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
|   | 2018        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
| Victoria J. McMillan <sup>(2)</sup><br><i>CFO</i>                         | 2019        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
|   | 2018        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
| Marcel de Groot <sup>(3)</sup><br><i>Former President/Former Director</i> | 2019        | N/A  | N/A               | N/A                                   | N/A                              | N/A   | N/A                            |
|   | 2018        | NIL  | NIL               | NIL                                   | N/A                              | NIL   | NIL                            |
| David E. De Witt <sup>(4)</sup><br><i>Director</i>                        | 2019        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
|   | 2018        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
| Christopher R. Cooper <sup>(5)</sup><br><i>Director</i>                   | 2019        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |
|   | 2018        | NIL  | NIL               | NIL                                   | NIL                              | NIL   | NIL                            |

- (1) January Vandale was appointed as Chief Executive Officer and Corporate Secretary and became a Director of the Company on February 7, 2018, upon the resignation of Marcel de Groot. Ms. Vandale is not an employee of the Company and does not receive any compensation from the Company.
- (2) Victoria J. McMillan was appointed as Chief Financial Officer of the Company on February 7, 2018. Ms. McMillan is not an employee of the Company and does not receive any compensation from the Company.
- (3) Marcel de Groot was a Director and the President of the Company from April 16, 2007 until February 7, 2018. Mr. de Groot received no compensation from the Company during the financial year ended December 31, 2018.
- (4) David E. De Witt was appointed as a Director of the Company on April 16, 2007.
- (5) Christopher R. Cooper was appointed as a Director of the Company on February 7, 2018.
- (6) None of the Named Executive Officers or Directors of the Company received any perquisites which in the aggregate, during the financial years ended December 31, 2018 and December 31, 2019 that were greater than (a) \$15,000, if the NEO or Director's total salary for the financial year was \$150,000 or less; (b) 10% of the respective NEO or Director's salary for the financial year, if the NEO or Director's total salary for the financial year was greater than \$150,000 but less than \$500,000, or (c) \$50,000, if the NEO or Director's total salary for the financial year was \$500,000 or greater.

#### *Stock Options and Other Compensation Securities*

The Company issued compensation securities in the most recently completed financial year ended December 31, 2019, for services provided or to be provided, directly or indirectly, to the Company as set out in the table below. However, no compensation securities were exercised by any of the Company's NEOs or Directors during the most recently completed financial year.

The following table sets forth a summary of all compensation securities paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and Director of the Company, for services provided and for services to be provided, directly or indirectly in any capacity, to the Company by such persons, for the most recently completed financial year.

| COMPENSATION SECURITIES                  |                               |   |                           |  |  |  |                    |
|--|-------------------------------|---|---------------------------|--|--|--|--------------------|
| Name and Position                        | Type of Compensation Security | Number of compensation securities, number of underlying securities and percentage of class <sup>(1)</sup> | Date of issuance or grant | Issue, Conversion or Exercise Price (\$) | Closing price of security or underlying security on date of grant (\$) | Closing price of security or underlying security at year end <sup>(2)</sup> (\$) | Expiry Date        |
| January Vandale<br><i>CEO/Director</i>   | Stock Options                 | 25,000  | September 21, 2018        | \$0.10                                   | N/A <sup>(3)</sup>   | \$0.17   | September 21, 2023 |
| Victoria J. McMillan<br><i>CFO</i>       | Stock Options                 | 75,000  | September 21, 2018        | \$0.10                                   | N/A <sup>(3)</sup>   | \$0.17   | September 21, 2023 |
| David E. De Witt<br><i>Director</i>      | Stock Options                 | 25,000  | September 21, 2018        | \$0.10                                   | N/A <sup>(3)</sup>   | \$0.17   | September 21, 2023 |
| Christopher R. Cooper<br><i>Director</i> | Stock Options                 | 25,000  | September 21, 2018        | \$0.10                                   | N/A <sup>(3)</sup>   | \$0.17   | September 21, 2023 |

(1) The Stock Options vested immediately on the date of grant.

(2) This was the closing price of the Shares on the TSXV on December 31, 2019, which was the last trading day of the year.

(3) The Shares were listed and commenced trading on the TSXV on September 25, 2018. The exercise price of the Stock Options was fixed, in accordance with TSXV policies, at the same price per share as the Company's Initial Public Offering.

### *Employment, Consulting and Management Agreements*

During the most recently completed financial year ended December 31, 2019, (i) the Company had no contract, agreement, plan or arrangement under which compensation was provided or is payable in respect of services provided to the Company that were: (a) performed by a Director or Named Executive Officer, or (b) performed by any other party, but are services typically provided by a Director or a Named Executive Officer, (ii) the Company had no agreements or arrangements which provided for payments to a Named Executive Officer or Director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in responsibilities of the NEO or Director following a change in control.

### *Estimated Incremental Payments on Change of Control*

The Company has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries or a change in responsibilities of the NEO following a change in control.

### *Pension Plan Benefits*

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Company has no defined benefit or actuarial plans.

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

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year (December 31, 2019).

| <i>Plan Category</i>   | <i>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></i><br><i>(a)</i> | <i>Weighted-average exercise price of outstanding options, warrants and rights<sup>(2)</sup></i><br><i>(b)</i> | <i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<sup>(3)</sup></i><br><i>(c)</i> |
|--|--|--|--|
| <i>Equity compensation plans approved by securityholders</i>     | 150,000  | \$0.10   | 470,000  |
| <i>Equity compensation plans not approved by securityholders</i> | N/A  | N/A  | N/A  |
| <i>Total</i>   | 150,000  | \$0.10   | 470,000  |

- (1) As of December 31, 2019, the Company had 150,000 Stock options outstanding, all of which were granted on September 21, 2018 at an exercise price of \$0.10 per share and all expire on September 21, 2023.
- (2) Represents the weighted average price of outstanding Stock Options.
- (3) Represents, as at December 31, 2019, the number of Shares remaining available for future issuance under Stock Options available for grant under the Company's Stock Option Plan. Please refer to the "PARTICULARS OF MATTERS TO BE ACTED UPON – APPROVAL AND RATIFICATION OF THE STOCK OPTION PLAN" section of this Circular.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at September 8, 2020, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) is indebted to another entity which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than the election of Directors or the appointment of Auditors, no (a) person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, (b) proposed nominee of management of the Company for election as a Director of the Company; or (c) associate or affiliate of a person in (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except that the Directors and executive officers of the Company may have an interest in the resolution regarding the approval of the Company's Stock Option Plan, as such persons are eligible to participate in such plan.

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

Except for the participation of certain Directors and officers in the Company's equity offerings to date, no informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries, except that by virtue of their current shareholdings in the Company, January Vandale and David E. De Witt may be deemed to have a material interest in the proposed business combination with Battery Mineral Resources Corp. as announced by the Company on December 24, 2019 and amended on March 25, 2020, May 15, 2020 and September 1, 2020, copies of which news releases may be found on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **MANAGEMENT CONTRACTS**

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

## **AUDIT COMMITTEE**

### **The Audit Committee's Charter**

The following is the text of the *Audit Committee* Charter of the Company:

#### **I. Purpose**

The main objective of the Audit Committee is to act as a liaison between the board of directors and the Company's independent auditors (the "Auditors") and to assist the board of directors in fulfilling its oversight responsibilities with respect to the financial statements and other financial information provided by the Company to its shareholders and others.

#### **II. Organization**

The Committee shall consist of three or more Directors and shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange requests and any other regulatory requirements applicable to the Audit Committee of the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the board of directors. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes.

Any member of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a Director.

The Committee may form and delegate authority to subcommittees when appropriate.

#### **III. Meetings**

The Committee shall meet as frequently as circumstances require.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

#### **IV. Responsibilities**

(1) The Committee shall recommend to the board of directors:

- (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (b) the compensation of the external auditor.

- (2) The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (3) The Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.
- (4) The Committee must review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
- (5) The Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (4), and must periodically assess the adequacy of those procedures.
- (6) The Committee must establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (7) An audit committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

#### V. Authority

The Committee shall have the following authority:

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

#### Composition of the Audit Committee

The following are the current members of the *Audit Committee*:

|                          |                                |                                     |
|--------------------------|--------------------------------|-------------------------------------|
| David E. De Witt (Chair) | Independent <sup>(1)</sup>     | Financially literate <sup>(1)</sup> |
| Christopher R. Cooper    | Independent <sup>(1)</sup>     | Financially literate <sup>(1)</sup> |
| January Vandale          | Not Independent <sup>(1)</sup> | Financially literate <sup>(1)</sup> |

(1) As defined by National Instrument 52-110 – Audit Committees ("**NI 52-110**").

#### Relevant Education and Experience

Set out below is a general description of the education and experience of each *Audit Committee* member which is relevant to the performance of his or her responsibilities as an *Audit Committee* member:

**January Vandale** – Ms. Vandale is an engineer with over 10 years of experience in areas including project management, project engineering and quality engineering. Ms. Vandale previously worked as a Senior Project Manager at SNC Lavalin Operations and Maintenance, where she oversaw all phases of a multi-million dollar portfolio of construction projects in the public sector. In her role at SNC Lavalin, she gained substantial experience in controlling budgets and deploying funding. In addition, Ms. Vandale completed a financial and managerial accounting course at the University of British Columbia.

**Christopher R. Cooper** – Mr. Cooper has more than 20 years of experience in management and finance in the oil and gas industry and all facets of corporate development in both the public and private sectors. Over the past several years, Mr. Cooper has successfully raised over \$120 million primarily through brokered and non-brokered equity issues as well as debt financing. Currently, Mr. Cooper is the Chief Executive Officer of Canadian Towers & Fiber Optics Inc., a private telecommunications infrastructure provider. Mr. Cooper received his Bachelor of Business Administration from Hofstra University and his

Master's in Business Administration from Dowling College, both in New York State. Mr. Cooper has sat on the Audit Committee of many public companies in several different industries.

**David E. De Witt** – Mr. De Witt is a founding partner and the Chairman of Pathway Capital Ltd., a private venture capital company which was founded in October of 2004. He has been a Director and officer of numerous publicly traded companies since 1991 and his work has required extensive review and analysis of financial statements. Mr. De Witt graduated in 1975 from the University of British Columbia with a Bachelor of Commerce degree and then in 1978 with a Bachelor of Laws degree.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the *Audit Committee* to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

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

The *Audit Committee* has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "The Audit Committee's Charter".

### **External Auditors Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

| <i>Financial Year Ending</i> | <i>Audit Fees</i>      | <i>Audit Related Fees</i> | <i>Tax Fees</i> | <i>All Other Fees</i> |
|------------------------------|------------------------|---------------------------|-----------------|-----------------------|
| 2019                         | \$4,000 <sup>(1)</sup> | NIL                       | NIL             | NIL                   |
| 2018                         | \$4,000 <sup>(1)</sup> | NIL                       | NIL             | NIL                   |

(1) Charlton & Company, LLP, were first appointed as auditors of the Company on February 7, 2018 and audited the Company's financial statements for the financial years ended December 31, 2019 and 2018.

### **Exemption in Section 6.1 of NI 52-110**

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

## **CORPORATE GOVERNANCE DISCLOSURE**

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

National Policy 58-201 - *Corporate Governance Guidelines* (the "**Governance Guidelines**") establishes corporate governance guidelines which apply to all public companies. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance*

*Practices* (the “**Governance Disclosure Rule**”) mandates disclosure of corporate governance practices which disclosure is set out below.

### **Independence of Members of Board**

The Board has considered the relationships of each of the Directors to the Company and determined that two of the three current members of the Board qualify as an independent Director. The Board reviews independence in light of the requirements of the Governance Guidelines and the Governance Disclosure Rule. None of the independent Directors has a material relationship with the Company which could impact their ability to make independent decisions.

Christopher R. Cooper and David E. De Witt are independent. January Vandale is not independent as she is the Chief Executive Officer and Corporate Secretary of the Company.

The Board may excuse members of management and conflicted Directors from all or a portion of any meeting where a conflict or potential conflict of interest arises or where otherwise deemed appropriate.

### **Management Supervision by Board**

The current operations of the Company do not support a large Board and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability.

### **Participation of Directors in Other Reporting Issuers**

The participation of the Directors in other reporting issuers is described in the table provided under “**Election of Directors**” in this Circular.

### **Orientation and Continuing Education**

The Company does not have formal orientation and training programs in place for its new Directors and, instead, has adopted a tailored approach depending on the particular needs and focus of the Director being appointed. New Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. documents from recent Board meetings;
3. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
4. access to management and technical experts and consultants; and
5. a summary of significant corporate and securities responsibilities.

In addition, Directors and management are provided with, review and discuss, developments in corporate governance, accounting practices, financing and the resource industry generally.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Directors are expected to attend all scheduled Board and committee meetings in person, although attendance by telephone is permissible. Directors are also expected to prepare thoroughly in advance of each meeting, and to stay for the entire meeting, in order to actively participate in the Board's deliberations and decisions. If there are unforeseen circumstances and a Director is unable to attend a meeting, he is

expected to contact the Chief Executive Officer of the Company as soon as possible after the meeting for a briefing on the substantive elements of the meeting.

### **Ethical Business Conduct**

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The Board has adopted a *Code of Business Conduct and Ethics* (“**Code**”) and has instructed its management and (future) employees to abide by the Code. The Board intends that it will review compliance with the Code on an annual basis until the Company has grown to a size which warrants more frequent monitoring. A copy of the Code has been posted on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to Directors, officers and (future) employees to assist them in recognizing and dealing with ethical issues, promoting a culture of open communication, honesty and accountability; promoting a safe work environment; and ensuring awareness of disciplinary action for violations of ethical business conduct. The Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company’s high caliber management team promotes a culture of ethical business conduct throughout the Company’s operations and is expected to monitor the activities of the Company’s (future) employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that Directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of Directors, abstain from discussions and voting in respect to same if the interest is material. These requirements are also contained in the Company’s Articles, which are made available to Directors and senior officers of the Company.

To date, the Company has not been required to file a material change report relating to a departure from the Code by any of its Directors or executive officers.

### **Nomination of Directors**

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the Company’s industry sector are consulted for possible candidates.

### **Compensation of Directors and the CEO**

As previously discussed in this Circular, the independent Directors of the Company are David E. De Witt and Christopher R. Cooper. The independent Directors of the Company have the responsibility for considering, approving and recommending compensation for the Directors and senior management, including the CEO.

Kindly refer to the discussions contained within the “**STATEMENT OF EXECUTIVE COMPENSATION**” section of this Circular for information regarding compensation of the Company’s Named Executive Officers. Please also refer to the table and related notes located within the “**STATEMENT OF EXECUTIVE COMPENSATION**” section of this Circular for specific details.

To determine future compensation payable, the current independent Directors will review compensation paid for Directors and CEOs of companies of similar size and stage of development in the Company’s industry sector and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. In setting the future compensation, the current independent Directors will annually review the performance of the CEO in light of the Company’s objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

As previously discussed in this Circular, the Company has no current arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert. For specific details regarding compensation of the Company's Directors, kindly refer to the "**STATEMENT OF EXECUTIVE COMPENSATION**" section of this Circular.

### **Board Committees**

The Company has one committee at present, being the *Audit Committee*.

The *Audit Committee* is comprised of all three of the Company's current Directors: David E. De Witt (Chair), Christopher R. Cooper and January Vandale.

As the Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of Directors, the Board has determined that additional standing committees are not necessary at this stage of the Company's development.

### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and its *Audit Committee*. To assist in its review, the Board conducts informal surveys of its Directors (all of whom are also members of its *Audit Committee*). As part of these assessments, the Board or the *Audit Committee* may review their respective mandate/charters and conduct reviews of applicable corporate policies.

### **Expectations of Management**

The Board expects management to operate the business of the Company in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

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

#### **Election of Directors**

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. The Board currently consists of three Directors and Shareholder approval will be sought to fix the number of Directors of the Company at **three (3)**.

At the Meeting, the three persons named hereunder will be proposed for election as Directors of the Company (the "**Nominees**"). All of the Nominees currently serve on the Board and each has expressed his willingness to serve on the Board for another term.

The Board and management consider the election of each of the Nominees to be appropriate and in the best interests of the Company. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy will vote the Shares represented by such form of proxy, properly executed, FOR the election of each of the Nominees whose names are set forth below.** Management does not contemplate that any of the Nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve.

The Company has an *Audit Committee* comprised of all three (3) members of the Board.

The following table sets forth the details with respect to each Nominee and is based upon information furnished by the Nominee concerned:

| <b>Name, Jurisdiction of Residence and Position</b>  | <b>Principal Occupation or employment and, if not a previously elected Director, occupation during the past five years</b>  | <b>Previous Service as a Director</b> | <b>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly<sup>(2)</sup></b> |
|--|---|---------------------------------------|---|
| <b>JANUARY VANDALE</b> <sup>(1)</sup><br>British Columbia, Canada<br><i>CEO and Director</i> | 2014 – Present, independent business person and private investor.   | Director since<br>February 7, 2018    | 3,035,000   |
| <b>DAVID E. DE WITT</b> <sup>(1)</sup><br>British Columbia, Canada<br><i>Director</i>        | 2004 to Present, founding partner and Chairman of Pathway Capital Ltd., a private venture capital company.  | Director Since<br>April 16, 2007      | 1,000,000   |
| <b>CHRISTOPHER R. COOPER</b> <sup>(1)</sup><br>British Columbia, Canada<br><i>Director</i>   | January 2016 to present, Director of Planet Ventures Inc., an investment issuer; August 2005 to present, Director of CounterPath Corp., a software company; August 2015 to present, President, CEO and Director of Bullion Gold Resources Corp., a mineral exploration company. | Director since<br>February 7, 2018    | 100,000   |

(1) Member of the *Audit Committee*.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at September 8, 2020, is based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such Shares are held directly.

The Company does not have an Executive Committee.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed Director, other than the details concerning Christopher R. Cooper, as disclosed below:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a Director, CEO or CFO of any company (including the Company) that:
  - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a Director or Executive Officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

Christopher R. Cooper is the President and Chief Executive Officer of Reparo Energy Partners Corp., formerly Northern Sun Exploration Company Inc., a company traded on the TSXV. On December 23, 2008, trading in the common shares of Northern Sun was halted for failure to maintain a transfer agent but trading of common shares on the TSXV resumed on December 23, 2008. The British Columbia Securities Commission issued an order on March 11, 2009 and the Alberta Securities Commission issued an order on March 6, 2009 that Northern Sun be cease traded due to failure to file certain financial information and it remains under the cease trade orders as at the date of this Circular.

Mr. Cooper was the President and Chief Executive Officer of Aroway Energy Inc., a company traded on the TSXV. A cease trade order was issued by the British Columbia Securities Commission on January 4, 2016 against Aroway Energy Inc. for failing to file its annual audited financial statements, interim financial statements and related management's discussion and analysis. Aroway Energy Inc. remains under the cease trade order as at the date of this Circular.

The following Directors of the Company hold directorships in other reporting issuers as set out below:

| <i>Name of Director</i> | <i>Name of Other Reporting Issuer</i>  |
|-------------------------|--|
| January Vandale         | N/A  |
| David E. De Witt        | Sandstorm Gold Ltd.  |
| Christopher R. Cooper   | Bullion Gold Resources<br>CounterPath Corporation<br>Leocor Ventures Inc.<br>Magnitude Mining Ltd.<br>New Leaf Ventures Inc.<br>Planet Ventures Inc.<br>StartMonday Technology Corp.<br>Voltaic Minerals Corp. |

**Appointment of Auditors**

Charlton & Company, LLP, Chartered Professional Accountants, (“Charlton”) are the auditors of the Company. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, FOR the appointment of Charlton & Company, LLP, as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the Directors.** Charlton & Company, LLP, were first appointed as the Company’s auditors on February 7, 2018.

### **Approval and Ratification of the Stock Option Plan**

At the Meeting, the Company's Shareholders will be asked to approve and ratify the Company's Stock Option Plan. The Board implemented the Stock Option Plan in February of 2018, and the Stock Option Plan was accepted for filing by the TSXV and approved by Shareholders at the Company's Annual General and Special Meeting held on May 1, 2019. The Company's Stock Option Plan provides that, as long as the Company is designated as a Capital Pool Company (a "CPC") by the TSXV, the maximum number of stock options available for grant by it are not to exceed **620,000**, provided however that upon completion of the Company's Qualifying Transaction, the aggregate number of shares issuable upon exercise of all options granted under the Stock Option Plan shall not exceed 10% of the Company's issued and outstanding shares from time to time. Effective as of the Company's financial year ended December 31, 2019 and as of the date of this Circular the Company had **150,000** Stock Options outstanding (representing approximately **2.42%** of the Company's current issued and outstanding, on a non-diluted basis), leaving **470,000** Shares currently available for future grant of Options (representing **7.58%** of the Company's current issued and outstanding, on a non-diluted basis).

The purpose of the Stock Option Plan is to allow the Company to grant Stock Options to Directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such Stock Options is intended to align the interests of such persons with that of Shareholders. Stock Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted. Pursuant to the Stock Option Plan, the Board may from time to time authorize the issue of Stock Options to Directors, officers, employees, and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. Under the Stock Option plan, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a technical consultant. The Stock Option Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

A copy of the Stock Option Plan was filed on May 14, 2018 and is available for review by the Shareholders under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Shareholder Approval Being Sought*

Under TSXV policy, the Stock Option Plan must be approved and ratified by the Company's shareholders on an annual basis.

The Board and management of the Company consider the approval of the Stock Option Plan to be appropriate and in the best interests of the Company and recommend that Shareholders vote in favour of the ordinary resolution approving the Stock Option Plan. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, FOR the approval of the Stock Option Plan.**

The text of the ordinary resolution approving the Stock Option Plan to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

#### ***"RESOLVED, with or without amendment, THAT:***

- 1. the Company's stock option plan, as described in the Company's Management Information Circular dated September 8, 2020, be and is hereby ratified, confirmed and approved; and***
- 2. any Director or officer of the Company be and is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to***

***deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such Director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution, including the filing of all necessary documents with regulatory authorities including the TSX Venture Exchange."***

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com).

Financial information is provided in the Company's audited financial statements and management's discussion and analysis for its most recently completed financial year ended December 31, 2019, which are filed on SEDAR. Shareholders may contact the Company at 604-628-1033 to request copies of these documents.

**OTHER MATTERS**

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

**DIRECTOR'S APPROVAL**

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

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed) "January Vandale"*  
Chief Executive Officer

September 8, 2020  
Vancouver, British Columbia