



MIDNIGHT SUN MINING CORP

Suite 770, 789 West Pender Street
Vancouver, British Columbia V6C 1H2

INFORMATION CIRCULAR

as at Tuesday, March 22, 2022 (unless otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of MIDNIGHT SUN MINING CORP. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on Friday, April 22, 2022 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Midnight Sun Mining Corp. “Shares” means the common shares in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The Company’s Audit Committee Charter is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Information Circular. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company at Suite 770, 789 West Pender Street, Vancouver, BC V6C 1H2, telephone 604-351-8850. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

GENERAL PROXY INFORMATION

Solicitation of Proxies

While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company may retain other persons or companies to solicit proxies on behalf of management, in which event customary fees for such services will be paid. All cost of this solicitation will be borne by the Company.

Due to the ongoing COVID-19 pandemic, shareholders are strongly encouraged not to attend the Meeting in person so that the Company can mitigate potential risks to the health and safety of Shareholders, employees, and the community. Rather, the Company urges all Shareholders to vote by proxy in advance of the Meeting date.

Appointment of Proxyholders

The persons named in the accompanying form of proxy (“Proxy”) as proxyholders (“Proxyholders”) are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder’s behalf at the Meeting other than the persons named in the Proxy as Proxyholders.** To exercise this right, the Shareholder must strike out the names of the persons named in the Proxy as Proxyholders and insert the name of the Shareholder’s nominee in the space provided or complete another Proxy.

The Proxy must be dated and signed by the Shareholder or the Shareholder's attorney authorized in writing. If the Shareholder is a corporation, the Proxy must be dated and signed by an officer or attorney for the corporation duly authorized by resolution of the directors of such corporation, which resolutions must accompany such Proxy.

Voting

Voting at the Meeting will be by a show of hands, each registered Shareholder of the Company and each person representing a registered Shareholder or non-registered Shareholder of the Company through a Proxy having one vote, unless a poll is required or requested, whereupon each such Shareholder and Proxyholder is entitled to one vote for each Share held or represented, respectively.

Voting by Proxyholder

The Shares represented by Proxy will be voted or withheld from voting by the Proxyholder in accordance with the direction of the Shareholder appointing such Proxyholder. If there is no direction by the Shareholder, those Shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Information Circular. The Proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Information Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Registered Shareholders

Only Shareholders registered as Shareholders in the Company's shareholder registry maintained by the Company's registrar and transfer agent ("Registered Shareholders") or duly appointed Proxyholders will be recognized to make motions or vote at the Meeting. Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose to submit a Proxy by using one of the following methods:

- (a) complete, date and sign the enclosed Proxy and return it to the Company's transfer agent, Odyssey Trust Company ("Odyssey"), by mail to Suite 350 – 409 Granville St., Vancouver, British Columbia, V6C 1T2; or
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) via the internet through Odyssey's website at <https://login.odysseytrust.com/pxlogin>. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number; and

in any case the Registered Shareholder must ensure the proxy is received at **least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof.**

Non-Registered Shareholders

Only Registered Shareholders or duly appointed Proxyholders are permitted to vote at the Meeting. Many Shareholders of the Company are "non-registered" Shareholders because the shares they own are not registered in their own names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person who is not a Registered Shareholder (the "Non-Registered Shareholder") in respect of shares which are held on behalf of the person are held either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Shareholder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs,

RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository of Securities Limited (“CDS”)) of which the Intermediary is a participant.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “Non-Objecting Beneficial Owners” or “NOBOs”. Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “Objecting Beneficial Owners” or “OBOs”. In accordance with the requirements of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators (“NI 54-101”), the Company has elected to send the accompanying Notice of Meeting, this Information Circular and related proxy materials (collectively, the “Meeting Materials”) directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

If you are a Non-Registered Shareholder, and the Company or its agent has sent these Meeting Materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (not the Intermediary holding Shares on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions.

The Meeting Materials sent to NOBOs who have not waived the right to receive meeting materials are accompanied by a voting instruction form (“VIF”), instead of a Proxy. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the shares owned by it.

Intermediaries will frequently use service companies, such as Broadridge Financial Solutions, Inc., to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

- (a) be given a 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 OBO and must be completed, but not signed, by the OBO and deposited with the Company’s transfer agent; or
- (b) more typically, be given a VIF which is not signed by the Intermediary, and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. The VIF supplied to the OBO is substantially similar to the Proxy; however, it is limited to instructing the Intermediary how to vote on behalf of the OBO.

VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Shareholder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Shareholder, or his or her nominee, the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Non-Registered Shareholders with questions respecting the voting of Shares held through a broker or other Intermediary should contact that broker or Intermediary for assistance.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the Business Corporations Act (British Columbia) (“BCBCA”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any manner permitted by law, you may revoke your Proxy by an instrument in writing signed by you as Registered Shareholder or by your attorney duly authorized in writing. If you are a representative of a Registered Shareholder that is a company or association, the instrument in writing must be executed by an officer or by an attorney duly authorized in writing, and deposited with the Company’s registered office, c/o McMillan LLP, Royal Centre 1055 West Georgia Street, Suite 1500, PO Box 11117, Vancouver, British Columbia, V6E 4N7 or to Odyssey, at Suite 350 – 409 Granville St., Vancouver, BC, V6C 1T2 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or, as to any matter in respect of which a vote shall not already have been cast pursuant to such Proxy, with the Chairman of the Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits the Proxy is revoked. In addition, Registered Shareholder can also change their vote by phone or via the internet.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Holders that wish to change their voting instructions must, in sufficient time in advance of the meeting, contact Computershare or their intermediary to arrange to change their voting instructions or revoke their proxy in accordance with the revocation procedures set out above.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company (the “Board”) has fixed March 14, 2022 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of the Record Date, there were **113,004,014** Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

To the knowledge of the directors and executive officers of the Company, there are no individuals or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at the Record Date.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

NUMBER OF DIRECTORS

The size of the Board is currently determined at five. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be set at five.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director’s office is earlier vacated in accordance with the provisions of the BCBCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each director nominee, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Allan J. Fabbro – Lead Director	Occupation, Business or Employment of Director Nominees
British Columbia Canada President & CEO and Director	Mr. Fabbro has been a Director of Midnight Sun Mining Corp since May 11, 2010 and originally served as President and CEO from May 2010 until May 2013. Mr. Fabbro was once again appointed President & CEO on December 21, 2018. He has over 40

Allan J. Fabbro – Lead Director	Occupation, Business or Employment of Director Nominees	
Principal Occupation: President & CEO and Director of Midnight Sun Mining Corp. Shares 2,360,000 Stock Options 850,000	years' experience in both the finance and mining industries. Prior to joining Midnight Sun, Mr. Fabbro was a registered securities representative with Canaccord Capital Corporation, specializing in the natural resource sector from November 1998 to January 2009.	
Board and Committees	Date Joined	Attendance at Meetings during 2020
Board of Directors	May 11, 2010	11 of 11
Audit Committee	August 30, 2010	3 of 3

Robert Sibthorpe - Director	Occupation, Business or Employment of Director Nominees	
Ontario, Canada Vice President, Exploration and Director Principal Occupation Geologist Shares 280,000 Stock Options 300,000	Mr. Sibthorpe was appointed Vice President, Exploration of Midnight Sun Mining Corp. on August 21, 2017. Prior to this, he had served as President & CEO of the Company since May 6, 2013. Mr. Sibthorpe holds a B.Sc in Geology and an MBA and has over 50 years' experience in the mining and finance industries. He has held senior positions with mining companies in Africa, Canada and the USA as well as corporate finance and research positions with a number of financial institutions. Mr. Sibthorpe was President, CEO & a director of Roxgold Inc. from October 2010 until September 2012 and has been a geological consultant since March 2003.	
Board and Committees	Date Joined	Attendance at Meetings during 2020
Board of Directors	May 11, 2010	9 of 11

Richard Mazur - Director	Occupation, Business or Employment of Director Nominees	
British Columbia, Canada Independent Director Principal Occupation CEO, President & Director, Forum Energy Metals Corp Shares 235,000 Stock Options 200,000	Mr. Mazur, P. Geo, has been a Director of Midnight Sun Mining Corp since May 11, 2010. Mr. Mazur is a geoscientist who has held positions in the international exploration and mining industry for over 40 years as project geologist, financial analyst and senior executive on uranium, gold, base metals, coal and industrial mineral projects in North and South America. He has been the CEO, President and a Director of Forum Energy Metals Corp. (TSX.V: FDC) since December 21, 2004.	
Board and Committees	Date Joined	Attendance at Meetings during 2020
Board of Directors	May 11, 2010	11 of 11
Audit Committee	August 30, 2010	4 of 4
Compensation Committee	September 18, 2020	1 of 1

Wayne Moorhouse - Director	Occupation, Business or Employment of Director Nominees	
British Columbia, Canada Director Principal Occupation CFO EnviroMetal Technologies Shares 262,500 Stock Options 500,000	Mr. Moorhouse, CFA, previously served as CFO of Midnight Sun Mining Company from May 31, 2012 until July 31, 2020. Mr. Moorhouse has been the CFO or COO of EnviroMetal Technologies (CSE : ETI) since June 17, 2019. Mr. Moorhouse has extensive experience in corporate team building and overseeing company growth. He has held senior management positions with mining and civil construction companies and acted as the COO, CFO, Corporate Secretary or President of several TSX and TSX Venture Exchange listed companies and their subsidiaries. Mr. Moorhouse is also a director of I-Minerals (TSX.V : IMA).	
Board and Committees	Date Joined	Attendance at Meetings during 2020
Board of Directors	September 14, 2020	3 of 3
Audit Committee	September 18, 2020	1 of 1
Compensation Committee	September 18, 2020	1 of 1

Brett A. Richards - Director	Occupation, Business or Employment of Director Nominees	
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Toronto, Ontario Independent Director	Mr. Richards has been a Director of Midnight Sun Mining Corp. since August 21, 2017 and served as President & CEO from that time until December 21, 2018. Mr. Richards has over 30 years of experience and has focused primarily on projects in Africa over the past 15 years. Mr. Richards has acted or advised on a number of corporate M&A projects, and has extensive mine project development, mine financing, board and senior level operations experience. Mr. Richards is currently CEO and Director of Goldshore Resources Inc. (TSXV: GSHR).	
Principal Occupation CEO & Director		
Shares	6,707,334	
Stock Options	1,700,000	
Board and Committees	Date Joined	Attendance at Meetings during 2020
Board of Directors	March 14, 2012	11 of 11
Audit Committee	September 18, 2020	1 of 1
Compensation Committee	September 18, 2020	1 of 1

The information above with respect to each nominee's principal occupation, business or employment, and number of Shares and other convertible securities beneficially owned or controlled is not within the knowledge of Company Management and has been furnished by each of the respective individuals or extracted from insider reports filed by the respective individuals publicly available through the Internet at the website for the Canadian System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

As of March 22, 2022 directors and officers of the Company beneficially own directly, or indirectly, or exert direction or control over 10,734,018 Shares, representing 9.5% of Midnight Sun's issued and outstanding Shares.

Bankruptcies, Orders and Management Cease Trade Orders

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has 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;
- (d) 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) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Davidson & Company LLP Chartered Professional Accountants (“Davidson”), Vancouver, British Columbia, will be nominated at the Meeting for appointment as auditor of the Company for the ensuing year, and the Board will seek shareholder authorization to fix the auditor’s remuneration. Davidson were first appointed auditor of the Company on September 9, 2009.

Unless such authority is withheld, the persons named in the Proxy intend to vote for the appointment of Davidson as auditor of the Company for the ensuing year, to hold office until the next annual meeting of Shareholders or until a successor is appointed, with remuneration to be determined by the Board.

CONTINUATION OF SHARE OPTION PLAN

The Company has a stock option plan (the “Plan”) in place dated October 12, 2010 which was initially approved by Shareholders at the Company’s Annual General Meeting held on December 10, 2010 and was last approved by Shareholders for continuation on September 14, 2020. It is a requirement of the TSX Venture Exchange (the “Exchange”) that each company listed on the Exchange have a stock option plan. A company with a “rolling plan” must seek shareholder approval to such plan each year to ensure compliance with Exchange policies. Accordingly, shareholders will be asked to approve the Plan for continuation. The Plan allows management of the Company to reserve a number of authorized but unissued Shares equal to a maximum of 10% of the issued shares of the Company at the time of any grant of options (on a non-diluted basis). The Plan has the following terms:

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- (a) the Company may grant stock options to any one individual representing over 5% of the issued Shares in any 12 month period with the approval of disinterested shareholders;
- (b) the Company may alter the requirement for options granted to optionees to expire 90 days following the termination of the relationship between the optionee and the Company;
- (c) the Company may alter the requirement for options granted to persons performing Investor Relations Activities (as defined in the TSXV Policy) to expire 30 days following the termination of the relationship between the optionee performing Investor Relations Activities and the Company;
- (d) the Company may grant options having a term of up to 10 years; and
- (e) the options granted under the Plan will not automatically be subject to vesting however the Company may impose vesting requirements on a case by case basis.

A copy of the Plan is available for review at the offices of the Company at Suite 770, 789 West Pender Street, Vancouver, BC V6C 1H2.

Shareholder Approval

An ordinary resolution requires the favourable vote of a simple majority of the votes cast in person or by proxy at the Meeting. Management of the Company recommends that the Shareholders approve the following resolution:

"RESOLVED that the Company’s Incentive Stock Option Plan, dated October 12, 2010, be ratified and approved for continuation until the next annual general meeting."

A full copy of the Plan will be available for inspection at the Meeting.

The Board recommends that you vote in favour of the above resolution.

OTHER BUSINESS

While management of the Company is not aware of any business other than at the mention in the Notice of Meeting to be brought before the Meeting for action by the shareholders, it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournment thereof, in accordance with the discretion of the persons authorized to act thereunder.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following information is provided as required under Form 51-102 F6V – *Statement of Executive Compensation for – Venture Issuers*. Venture Issuer has the meaning as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”).

Director and Named Executive Officer Compensation

In this section “Named Executive Officer” means the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”) and the three most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer at the end of the most recently completed financial year and whose total compensation was more than \$150,000, including any individual for whom disclosure would have been provided except that any such individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

Allan Fabbro, the President and CEO, Wayne Moorhouse, the former CFO, and Alastair Brownlow, the current CFO of the Company, are the “Named Executive Officers” (“NEOs”) of the Company for the purposes of the following disclosure.

Oversight and Description of Director and NEO Compensation

Compensation Discussion and Analysis

This report has been prepared by the Board. The Board assumes responsibility for reviewing and monitoring the compensation for the senior management of the Company and as part of that mandate determines the compensation of the President and Chief Executive Officer and the Chief Financial Officer.

Midnight Sun has not engaged the services of an independent compensation consultant, for the purpose of establishing an executive compensation policy. The Company, at this time, has no current dataset of comparable salaries with which to establish a competitive and comparable compensation structure.

Commencing in 2020, the Board formed a Compensation Committee to review executive compensation at least once annually, as well as the risks, if any, associated with the Company’s compensation policies and practices and make recommendations to the Board at such time.

Due to the small size of the Company and the current level of the Company’s activity, the Board is able to closely monitor and consider any risks which may be associated with the Company’s compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

Resources permitting, in compensating its senior management, the Company has employed a combination of base salary, bonus compensation and equity participation through its stock option plan.

Base Salary

In the view of the Board, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies in a similar industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications.

Cash Incentive Compensation

The Company's primary objective is to aim to achieve certain strategic objectives and milestones. The Board approves executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses.

Equity Participation

The Board believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options granted to senior executives generally vest immediately.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Compensation of the Named Executive Officers

Compensation of each of the NEOs is approved annually by the Board. Base cash compensation and variable cash compensation levels are based on market survey data provided to the Board by independent consultants and/or national and international publications.

Option-Based Awards

The Company has in place a stock option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to members of the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of Board. The stock option plan is administered by the Board and provides that options will be

issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Board reviews the grants of stock options on a quarterly basis.

Summary Compensation Table

The compensation paid to the NEOs during the Company's two most recently completed financial years ended December 31, 2019 and 2020 is as set out below and expressed in Canadian dollars:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Allan Fabbro President, CEO and Director ¹	2020	\$32,000	\$120,000	\$1,000	Nil	Nil	\$153,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Wayne Moorhouse Director and former CFO ²	2020	Nil	\$60,000	\$3,000	Nil	Nil	\$63,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Alastair Brownlow CFO ^{3,4}	2020	\$20,000	Nil	Nil	Nil	Nil	\$20,000
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Robert Sibthorpe VP Exploration and Director	2020	\$8,500	Nil	\$1,000	Nil	Nil	\$9,500
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Brett Richards Director	2020	Nil	Nil	\$3,000	Nil	Nil	\$3,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Youwei Ye former Director ⁵	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Richard Mazur Director	2020	\$1,500 ⁶	Nil	\$3,000	Nil	Nil	\$4,500
	2019	Nil	Nil	Nil	Nil	Nil	Nil

¹ Mr. Fabbro became Interim President & CEO December 21, 2018. The "Interim" title was removed on September 18, 2020.

² Mr. Moorhouse resigned as CFO on July 31, 2020 and was elected as a Director on September 14, 2020.

³ Mr. Brownlow was appointed as CFO on July 31, 2020.

⁴ All amounts paid to Red Fern Consulting Ltd., a Company in which Alastair Brownlow is an associate.

⁵ Mr. Ye ceased being a Director on September 14, 2020.

⁶ Mr. Mazur received this retainer as remuneration for acting as the Company's Qualified Person as defined by NI 43-101.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director for the financial year ended December 31, 2020:

Name and position	Year	Compensation Securities					Expiry Date
		Type of Compensation Security	Number of compensation securities, number of underlying securities and % of class	Date of Issue or Grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	

Director and former CFO								
Robert Sibthorpe VP Exploration and Director	2020	nil						
Alastair Brownlow CFO	2020	nil						
Brett Richards Director	2020	nil						
Youwei Ye former Director	2020	nil						
Richard Mazur Director	2020	nil						

Stock Option Plans and Other Incentive Plans

The Company's Stock Option Plan was established in accordance with the Exchange Policies. Under the Stock Option Plan, a maximum of 10% of the Shares issued and outstanding at any time are reserved for issuance under the Stock Option Plan. This kind of stock option incentive plan is known as a "rolling" plan. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of shares of the Company upon the exercise of share options.

The Stock Option Plan permits the Company to grant stock options to directors, senior officers, employees and consultants of the Company and management company employees. For the purposes of the Stock Option Plan, the terms "employees," "consultants" and "management company employees" have the meanings set out in TSX Venture Policy 4.4. In accordance with TSX Venture Policy 4.4, a "director" includes directors, senior officers and management company employees. For details on the Company's Stock Option Plan please see Particulars of Matters to be Acted Upon – Continuous of Stock Option Plan.

The Plan was previously approved by shareholders on September 14, 2020 (the "Plan"). For further details, see "Particulars of Matters to be Acted Upon."

Employment, Consulting, and Management Agreements

Allan Fabbro

President & Chief Executive Officer; Director

Mr. Fabbro was appointed Interim President and Chief Executive Officer on December 21, 2018. On September 18, 2020 the Board of Directors voted to remove "Interim" from Mr. Fabbro's title. On November 25, 2020, the Board of Directors agreed to update the Employment Agreement originally signed on June 1, 2016 between Mr. Fabbro and Midnight Sun under which Mr. Fabbro is entitled to a base salary of \$120,000 p.a. and to participate in any group insurance or health benefit plans the Company establishes. Mr. Fabbro may earn bonuses if financing, corporate development and other targets as defined in his employment agreement are achieved.

Mr. Fabbro's Employment Agreement includes termination and change of control compensation and benefit scenarios. Under the terms of Mr. Fabbro's Employment Agreement no compensation other than any compensation earned prior to the date of termination is payable by Midnight Sun in the event the Employment Agreement is terminated for just cause, voluntarily terminated or terminated due to death. Prior to the first anniversary of the Employment Agreement, in the event employment is terminated

without cause, Mr. Fabbro would be entitled to 3 months written notice or payment of the current base salary in lieu of notice or a combination of the two, at the discretion of the employer. Following the first anniversary of the Employment Agreement, the notice period and/or compensation shall increase by one month for each full year of employment under the Employment Agreement. As of December 31, 2020, in the event Mr. Fabbro was terminated without just cause he would have been entitled to 7 months' notice or payment in lieu of notice under the Employment Agreement, at an estimated cost to the Company of \$70,000. As of the date of this Information Circular, Mr. Fabbro would have been entitled to 8 months' notice or payment in lieu.

The Employment Agreement includes a change in control provision that triggers the payment of compensation to Mr. Fabbro as follows:

- (a) In the event the Company terminates the employment agreement, at any time within 180 days prior to or after a change of control as defined in the Employment Agreement, Mr. Fabbro will be entitled to payment of \$600,000, plus an amount equal to 2 times all bonuses paid to Mr. Fabbro during the 12- month period immediately preceding the termination. In the event Mr. Fabbro's employment is terminated as a result of a change of control event any unvested stock options will vest immediately and he will have 36 months from the date of termination to exercise his options. If a change of control event had occurred on December 31, 2020, the Company would have been required to compensate Mr. Fabbro as follows:

	\$
Base severance	600,000
2.0 x cost of one year's bonus & benefits	240,000
<i>Total:</i>	<u>840,000</u>

- (b) If the change of control occurs as the result of a business transaction, Mr. Fabbro will have the right, for a period of 12 months following the Change of Control, to terminate the employment agreement and receive a lump sum payment of \$300,000. Any stock options held by Mr. Fabbro would vest immediately and be exercisable for a period of 24 months from the date Mr. Fabbro gives written notice.

Termination and Change of Control Benefits

Other than the above, there are no compensatory plan(s) or arrangement(s), with respect to an NEO or a director resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the NEO's responsibilities following a change in control.

Pension

The Company does not provide a pension plan for its NEOs or Directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, NEOs, senior officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of December 31, 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan the Company has in effect is the Stock Option Plan dated October 12, 2010, which Stock Option Plan last received Shareholder approval at the Company's Annual General

Meeting held September 14, 2020. The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company thereby encouraging their continuing association with the Company. There are no other equity compensation plans of the Company in place.

The following table sets out equity compensation plan information as at the Company's December 31, 2020 financial year-ends. For further details concerning the Stock Option Plan, see "*Particulars of Matters to be Acted Upon.*"

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
December 31, 2020 FYE			
Equity compensation plans approved by security holders	5,050,000	\$0.26	5,348,297
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	5,050,000	\$0.26	5,348,297

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, no persons beneficially owning, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company nor any associate or affiliate of the foregoing persons has had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year to the date of this Information Circular, or in any proposed transaction which has or will materially affect the Company except as may be disclosed in this Information Circular and as disclosed in the Company's audited financial statements and Management's Discussion & Analysis for the financial year ended December 31, 2020, copies of which are filed on SEDAR and which, upon request, the Company will promptly provide without charge to a requesting Shareholder (see "*Additional Information*").

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

INFORMATION ON CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance

encourages establishment of a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices; as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective October 12, 2010 the board of directors adopted a set of corporate governance policies and procedures (the “Corporate Governance Policies”) so as to address the issues raised in National Policy 58-201. A copy of the Corporate Governance Policies is filed on SEDAR at www.sedar.com.

Board of Directors

The Board considers a director to be independent if he meets the definition of independence set forth in NI 52-110 and if he has no direct or indirect material relationship with the Company which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director’s independent judgment.

The assessment of independence of each individual director is reviewed annually by the Board. Two current directors and management nominees for the Board are deemed to be independent and three current director and management nominees for the Board are deemed to not be independent as follows:

Director	Independence status	Basis for determination of independence status
Robert Sibthorpe	Not independent	Mr. Sibthorpe holds the position of Vice President, Exploration of the Company and, therefore, does not meet the definition of independence set forth in NI 52-110.
Allan Fabbro	Not independent	Mr. Fabbro holds the positions of President & CEO of the Company and therefore does not meet the definition of independence set forth in NI 52-110.
Richard Mazur	Independent	Mr. Mazur has no direct or indirect material relationship with the Company and therefore meets definition of independence set forth in NI 52-110.
Wayne Moorhouse	Not Independent	Mr. Moorhouse has no direct or indirect material relationship with the Company, however he did serve as an executive officer within the last three years and therefore does not meet the definition of independence set forth in NI 52-110.
Brett Richards	Independent	Mr. Richards has no direct or indirect material relationship with the Company and therefore meets definition of independence set forth in NI 52-110.

The Board facilitates its exercise of independent supervision over the Company’s management through regular meetings of the Board. The meetings are held both with and without members of the Company’s management in attendance. The Board does not hold regularly scheduled meetings without directors who

are not independent and members of management being in attendance nor, since the beginning of the Company's last financial year, have the independent members of the Board held any other meetings without the presence of non-independent directors or management. However, when consideration of a matter affecting non-independent directors occurs at a meeting, the non-independent directors excuse themselves from the meeting so that the independent directors can have an open and candid discussion of, and vote on, the matter.

Directorships

The following Board nominees are presently directors of other reporting issuers as follows:

Director	Reporting Issuer(s)
Robert Sibthorpe	None
Allan Fabbro	ProAm Explorations Corp (TSX.V: PMX), Parallel Mining Corp (TSX.V: PAL), Winston Gold Mining (CSE: WCG)
Richard Mazur	Forum Energy Metals Corp (TSX.V: FMC), Big Ridge Gold Corp (TSX.V: BRAU), Impact Silver Corp (TSX.V: IPT)
Wayne Moorhouse	I-Minerals Inc. (TSX.V : IMA)
Brett Richards	Goldshore Resources (TSX.V : GSHR)

Orientation and Continuing Education

The Board and the Company's senior management conduct orientation programs for new directors. The orientation programs include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program includes a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities.

To enable each director to better perform their duties and to recognize and deal appropriately with issues that arise, the Company provides the directors with suggestions to undertake continuing director education, the cost of which is borne by the Company.

Ethical Business Conduct

As part of its responsibility for the stewardship of the Company, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- has adopted a Code of Business Conduct and Ethics setting out the guidelines for the conduct expected from directors, officers and employees of the Company. A copy of the Code has been filed on SEDAR at www.sedar.com. Compliance with the Code is achieved as follows. Each

director is responsible for ensuring that they individually comply with the terms of the Code, while the Board is responsible for ensuring that the directors, as a group, and all officers comply with the Code and the executive officers of the Company are responsible for ensuring compliance with the Code by employees. Since the beginning of the Company's last financial year, it has not filed a Material Change Report relating to any conduct of a director or executive officer that constitutes a departure from the Code.

- has established a written "Whistleblower Policy" which details complaint procedures for financial concerns as further described below under 'Complaints'.
- encourages management to consult with legal and financial advisors to ensure the Company is meeting its corporate governance requirements and obligations.
- is cognizant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements, management's discussion & analysis and press releases prior to distribution.
- relies on its Audit Committee to discuss, as needed, the Company's systems of internal financial control with the Company's external auditor.
- actively monitors the Company's compliance with the Board's directives and ensures that all material transactions are reviewed and authorized by the Board before being undertaken by management.

In addition, the Board must comply with the conflict of interest provisions of its governing corporate legislation and relevant securities regulatory instruments and stock exchange policies (which require that interested directors recuse themselves from the consideration of, and voting on, such matters), to ensure its directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Complaints

The Audit Committee has established a written "Whistleblower Policy" which creates procedures for the confidential and anonymous submission by employees of complaints and concerns regarding the Company's accounting, auditing and financial reporting procedures and obligations, without fear of retaliation of any kind.

The Whistleblower Policy provides that if an employee has any information, complaints or concerns regarding such matters being questionable, incorrect, misleading or fraudulent they are urged under the Policy to present such information, complaints or concerns to the Audit Committee, without regard to the position of the persons responsible for the subject matter of the information, complaint or concern. Promptly following the receipt of any information, complaints and concerns submitted to it, the Audit Committee will investigate each matter and take appropriate corrective actions.

The Audit Committee will retain as part of its records, any information, complaints or concerns received. Furthermore, it will keep a written record of all such reports or inquiries and make quarterly reports on any on-going investigation which will include steps taken to satisfactorily address each complaint.

Nomination of Directors

The Board does not currently have a nominating committee. The Board does not feel it is necessary to increase the number of directors on the Board at this time. When the Board considers it necessary to increase its size, it may consider whether a nominating committee of the Board, members of which will be the independent directors of the Board, needs to be formed to recommend appointees and assess directors on an on-going basis.

Any new appointees or nominees to the Board must have a favourable track record in general business management, special expertise in areas of strategic interest to the Company, the ability to devote the time required and a willingness to serve as a director.

Compensation

The Compensation Committee is comprised of Wayne Moorhouse, Richard Mazur, and Brett Richards. The Committee's primary purpose is to enable the Company to recruit, retain, and motivate employees and ensure conformity between compensation and other corporate objectives and review and recommend for Board consideration, all compensation packages, both present and future, for the Company's management and directors (including annual retainer, meeting fees, bonuses, and option grants) including any severance packages.

A majority of the members shall not be officers or employees of the Company and shall be unrelated, independent directors.

The Board believes that directors and management should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director and management compensation helps align the interest of directors and management with those of the Company's shareholders.

The Company seeks to attract exceptional talent to its Board. Therefore, in setting the amount of compensation the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management will, from time to time, present a report to the Board comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen of the committees, if not members of management, to receive additional compensation for their additional duties in these positions. Directors who are also employees of the Company may receive additional compensation for Board or committee service if they are not already compensated at full industry rates in their capacities as employees.

Other Board Committees

As at the date of this Information Circular the only Committees of the Board are the Audit Committee and the Compensation Committee. The Board believes at this time that additional committees are not required. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary.

Board and Committee Meetings

The Board holds four regularly scheduled quarterly meetings throughout the year. Meetings are also conducted on an as-required basis in order to deal with matters as business developments warrant. As the Board, Audit Committee, and Compensation Committee are comprised of both independent and non-independent directors, when consideration of a matter affecting non-independent directors occurs at a

meeting, the non-independent directors refrain from discussion and voting or if appropriate excuse themselves from the meeting so that the independent directors can have an open and candid discussion and vote on the matter.

The following table summarizes directors' attendance at all Board, Audit Committee, and Compensation Committee meetings since the beginning of the Company's last financial year:

Director	Board of Directors	Audit Committee	Compensation Committee
Robert Sibthorpe	9/11	n/a	n/a
Allan Fabbro	11/11	3/3	n/a
Richard Mazur	11/11	4/4	1/1
Youwei Ye	7/8	3/3	n/a
Brett Richards	11/11	1/1	1/1
Wayne Moorhouse	3/3	1/1	1/1

Assessments

The Board is also responsible for regularly assessing its effectiveness and that of its committees and the individual directors on an on-going basis. The Board has not established any formal procedures to regularly assess the Board itself, its committees or the individual directors with respect to their effectiveness and contributions.

DISCLOSURE BY VENTURE ISSUERS

Form 52-110F2 of National Instrument 52-110 - Audit Committees of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Information Concerning the Company's Audit Committee and External Auditor

The Company's audit committee has various responsibilities as set forth in NI 52-110 made under securities legislation, among such responsibilities being a requirement that the audit committee establish a written charter that sets out its mandate and responsibilities.

The Audit Committee's Charter

The Company's Audit Committee Charter is attached as Appendix 1 to the Company's Corporate Governance Policies and Procedures Manual which is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Information Circular.

Composition of the Audit Committee

The Audit Committee, comprised of Wayne Moorhouse (Chair), Richard Mazur, and Brett Richards has the responsibility of, among other things, recommending appointment of the independent auditor to the

Board; determining the extent of involvement of the independent auditor in reviewing unaudited quarterly financial results; evaluating the qualifications, performance and independence of the independent auditor; reviewing and recommending approval to the Board of annual and quarterly financial results and management discussion and analysis; and overseeing the establishment of “whistle-blower” and related policies. NI 52-110 requires the Company’s Audit Committee to meet certain requirements and to disclose certain information regarding the Audit Committee. As defined by NI 52-110 Richard Mazur and Brett Richards are considered independent members and Wayne Moorhouse is not independent as he was an employee of the Company within the previous three years. The Audit Committee members hold four regularly scheduled meetings throughout the year. At regularly scheduled meetings management and if necessary, representatives of Davidson, the Company’s auditor are typically in attendance initially, and thereafter with the meeting attended by Audit Committee members only. Additional Audit Committee meetings with representatives the Company’s management and/or representatives of Davidson are held on an ad-hoc basis if required during the year.

The following table identifies the members of the Company’s Audit Committee for the financial year ended December 31, 2020, and whether they are Independent and Financially Literate as defined by NI 52-110:

Audit Committee Member	Independence Status	Financial Literacy
Richard Mazur	Independent	Financially Literate
Brett Richards	Independent	Financially Literate
Wayne Moorhouse	Not Independent	Financially Literate

The Company proposes to re-appoint Richard Mazur, Brett Richards and Wayne Moorhouse as the members of the Audit Committee following the Meeting.

Relevant Education and Experience

Richard Mazur is a geoscientist who, over 40 years has held positions in the international mineral exploration and mining industry as a project geologist, financial analyst and senior executive on uranium, gold, base metals, coal and industrial mineral projects in North and South America. Mr. Mazur holds an MBA in addition to a P. Geo. Mr. Mazur also serves on the audit committees of two additional public companies, Big Ridge Gold Corp. and Impact Silver Corp.

Brett Richards has over 35 years of mining and metals business development experience. Brett has extensive mine project development, project financing, board and executive level experience. Mr. Richards holds an MBA and is a Fellow of the Institute of Directors in London and a member of Ontario Association of Certified Engineering Technologists and (O.A.C.E.T.T. – Mechanical Engineering). He is currently CEO and Director of Goldshore Resources Ltd.

Wayne Moorhouse is a CFA charter holder and has extensive experience with public companies, having acted as the CFO, COO, Corporate Secretary or President of a number of TSX and TSX Venture Exchange listed resource companies and their subsidiaries, and including Midnight Sun Mining Corp., Roxgold Inc., Silvermex Ltd., Genco Resources Ltd., Andover Ventures Inc. and Stealth Energy Inc. His background includes public company reporting, mine development, operations, mine finance, contract negotiations, community and government relations, corporate governance and mergers and acquisitions. Mr. Moorhouse is currently the CFO and Corporate Secretary of EnviroMetal Technologies Inc. and a director of I-Minerals Inc.

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.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on an exemption in Section 2.4 of NI52-110 (*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 (*Exemptions*).

Pre-Approval Policies and Procedures

All services to be performed by the Company's independent auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any de minimus non-audit services allowed by applicable law or regulation. The Company's auditor, Davidson & Company LLP, did not provide any material non-audit services during the year ended December 31, 2019.

External Auditor 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:

Financial Year Ended	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2020	\$20,750.10	Nil	\$6000.00	Nil
December 31, 2019	\$23,809.52	Nil	\$4,500.00	Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees." This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

ADDITIONAL INFORMATION

Additional information relating to the Company is SEDAR filed at www.sedar.com. Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year. The Company will provide to any person or company, upon request to the Secretary of the Company, one copy of any of the following documents:

- (a) the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company's most recently completed financial year in respect to for which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements; and
- (b) the information circular of the Company filed with the applicable securities regulatory authorities in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided free of charge to Shareholders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a Shareholder of the Company, who requests a copy of any such document. The foregoing documents are also available on SEDAR at www.sedar.com.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Information Circular.

APPROVAL OF DIRECTORS

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

DATED at Vancouver, British Columbia, on the 22nd of March, 2022.

MIDNIGHT SUN MINING CORP.

"Allan Fabbro"

Allan Fabbro
President and Chief Executive Officer