TUDOR GOLD CORP.
205 - 837 W. Hastings Street
Vancouver, BC V6C 3N6

Telephone: (604) 559-8092 *Facsimile: (604) 608-3878*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Tudor Gold Corp. (the "**Company**") will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on Monday, December 21, 2020, at the hour of 9:30 a.m., Vancouver time.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the board of directors is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person.

At the Meeting, the shareholders will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon, for the financial year ended March 31, 2020;
2. to fix the number of directors at five;
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP as auditor of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor; and
5. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's currently implemented Stock Option Plan, subject to regulatory approval, as more fully set forth in the Information Circular accompanying this notice.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Shareholders should read, complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 16th day of November, 2020.

BY ORDER OF THE BOARD

"Walter Storm"
WALTER STORM
President and Chief Executive Officer

TUDOR GOLD CORP.
205 – 837 W. Hastings St.
Vancouver, BC V6C 3N6

Telephone: (604) 559-8092 *Facsimile: (604) 608-3878*

INFORMATION CIRCULAR

(As at November 16, 2020 except as indicated)

TUDOR GOLD CORP. (the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on Monday, December 21, 2020 and at any adjournments thereof. 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.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf 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 and/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 or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the 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 the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 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 shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered holder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**").

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials to the Nominees for distribution to OBOs. Nominees are required to forward the Meeting materials to such non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

The Company is sending the Meeting materials directly to NOBOs in accordance with securities regulatory policy and, as a result, the Meeting materials are being sent to both registered and certain non-registered owners (NOBOs) of shares. If you are a non-registered owner, and the Company or its agent has sent these Meeting materials directly 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 Meeting materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these Meeting materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions provided to you with these Meeting materials.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee or Computershare, as applicable, and return the form to the Nominee or Computershare, as applicable, in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

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

In addition to revocation in any other manner permitted by law, a shareholder, his or her attorney authorized in writing or, if the 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.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, each without par value, of which 170,090,206 common shares were issued and outstanding as at November 16, 2020. Persons who are registered shareholders at the close of business on November 16, 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 outstanding.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Walter Storm	53,770,606 (1)	31.61%
Eric Sprott	32,765,619 (2)	19.26%

(1) These shares are held indirectly in the name of Tudor Holdings Ltd., a private company controlled by Walter Storm.

(2) 2,062,500 of these shares are held directly in the name of Eric Sprott and 30,703,119 shares held indirectly in the name of 2176423 Ontario Ltd., a private company controlled by Eric Sprott.

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. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at five.

The Company is required to have an audit committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	***Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years***	***Previous Service as a Director***	***Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly*** (2)
Walter Storm(1) Vancouver, BC *President/CEO/Director*	President and CEO of the Company	Since April 18, 2016	53,770,606 (3)
Helmut Finger(1) Brensbach, Hessen Germany *Director*	Director, Warenhandel Inge Finger GmbH.	Since April 18, 2016	300,000
Sean Pownall(1) Stewart, BC *Director*	Owner of More-Core Diamond Drilling Services Ltd. and director of American Creek Resources and Affinity Metals Corp.	Since December 19, 2018	5,011,571(4)
Alex Burton New Westminster, BC *Director*	Consulting Geologist for Burton Consulting Inc.	Since December 19, 2018	Nil

Name, Jurisdiction of Residence and Position	*Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years*	*Previous Service as a Director*	*Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly* [(2)]
Ronald Stoeferle Enzersdorf, Austria *Proposed Director*	Chartered Market Technician (CMT) and a Certified Financial Technician (CFTe) Ronni Stoeferle is managing partner of Incrementum AG and responsible for Research and Portfolio Management. He manages a fund that focuses on inflation sensitive assets. He is the author of the annual "In Gold we Trust"-report, one of the most widely followed publications on gold. He is a frequent keynote-speaker at mining conferences all over the world. Since 2013 he has held the position as reader at scholarium in Vienna, and he also speaks at Wiener Börse Akademie (i.e. the Vienna Stock Exchange Academy). In 2014, he co-authored the international bestseller "Austrian School for Investors", and in 2019 "Die Nullzinsfalle" (The Zero Interest Rate Trap).	Proposed	Nil

(1) Member of the audit committee.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at September 26, 2019, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.

(3) These shares are held indirectly in the name of Tudor Holdings Ltd., a private company controlled by Walter Storm.

(4) These shares are held indirectly in the name of More Core Diamond Drilling Services Ltd., a private company controlled by Sean Pownall.

Pursuant to the advance notice policy adopted by the board of directors (the "**Board of Directors**") on November 8, 2018 and approved by the shareholders on December 19, 2018, any additional director nominations for the Meeting must have been received by the Company in compliance with the advance notice policy no later than the close of business on November 20, 2020. As no such nominations were received by the Company prior to such date, management's nominees for election as directors set forth will be the only nominees eligible to stand for election at the Meeting.

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:

(a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer ("**CEO**") or chief financial officer ("**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 Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(e) has been subject to any 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.

EXECUTIVE COMPENSATION

The following information, is provided pursuant to Form 51-102F6, to provide information about the Company's executive compensation in respect of the financial year ended March 31, 2020.

For the purpose of this Form, a "**Named Executive Officer**" or "**NEO**" means:

(i) the Chief Executive Officer ("**CEO**") and the Chief Financial Officer ("**CFO**") of the Company, and each person who acted in the capacity of CEO or CFO, or a similar capacity, for all or any portion of the most recently completed financial year;

(ii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the persons set out in paragraph (i) above), as at March 31, 2020 whose total compensation was, individually, more than $150,000 for the financial year; and

(iii) any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the financial year ending March 31, 2020, the Company had the following Named Executive Officers:

- Walter Storm - President and Chief Executive Officer
- Scott Davis - Chief Financial Officer and Corporate Secretary
- Aris Morfopoulos – former Chief Financial Officer and Corporate Secretary
- Ken Konkin – VP Project Development

Compensation Discussion and Analysis

The Company's compensation philosophy for its Named Executive Officers is designed to attract well-qualified individuals in what is essentially an international market by paying competitive base management fees plus short and long term incentive compensation in the form of stock options or other suitable long term incentives. The Board of Directors meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board of Directors does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

The duties and responsibilities of the President and CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Board of Directors, overseeing the activities of all other executive and management consultants, representing the Company, providing leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

Elements of Compensation

The Company's executive compensation policy consists of annual base salary and/or management fees and long term incentives in the form of stock options granted under the Company's stock option plan (the "**Stock Option Plan**").

A base salary is paid to the President and CEO (and was paid to the former CFO and Corporate Secretary) of the Company and is intended to provide a fixed level of competitive pay that reflects such officer's primary duties and responsibilities and the level of skill and experience required to successfully perform his role. The Company intends any base salaries paid to its officers to be competitive with those for similar positions in the mining industry to attract and retain executive talent in the market in which the Company competes for talent. Base salaries of officers are reviewed annually by the Board of Directors.

Management fees are paid by the Company to its executive officers or companies controlled by such executive officers who do not receive a base salary on the basis of time expended at competitive rates for technical, consulting, management and administrative services.

Compensation Policies and Risk Management

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. The Board of Directors intends to review at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of base salary and/or management fees and long-term ownership through grants of stock options under the Stock Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of executive compensation (base salary and/or management fees) represents a relatively small part of the total compensation. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors 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 Board meetings 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.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy prohibiting directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or officers. However, the Company is not aware of any directors or officers having entered into this type of transaction.

Option-Based Awards

Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations, in addition to those considerations set forth in the following paragraph in respect of options granted to executive officers.

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

Compensation Governance

The Board of Directors as a whole has the responsibility to administer the compensation policies related to the directors and executive officers of the Company, including option-based awards. See "Compensation Discussion and Analysis" and "Option-Based Awards" above. The Company has not established a compensation committee or retained a compensation consultant or advisor at any time since the Company's most recently completed financial year to assist the Board of Directors in determining compensation for any of the Company's Directors or executive officers.

Summary Compensation Table

The following table (presented in accordance with Form 51-102F6 – *Statement of Executive Compensation*) sets forth all annual and long term compensation for services provided in all capacities to the Company for the three most recently completed financial years of the Company in respect of the Company's Named Executive Officers.

NEO Name and Principal Position	Year[1]	Salary, Consulting, Professional Fees ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation: Annual Incentive Plans ($)	Non-Equity Incentive Plan Compensation: Long-term Incentive Plans ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Walter Storm[2] President & CEO	2020	120,000	Nil	295,089[3]	Nil	Nil	Nil	60,000[7]	475,089
	2019	120,000	Nil	539,560[4]	Nil	Nil	Nil	44,000[7]	703,560
	2018	88,807	Nil	Nil	Nil	Nil	Nil	48,000[7]	136,807
Scott Davis[5] CFO & Corporate Secretary	2020	44,238	Nil	22,132[3]	Nil	Nil	Nil	Nil	66,370
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Aris Morfopoulos[6] Former CFO & Corporate Secretary	2020	98,000	Nil	Nil	Nil	Nil	Nil	Nil	98,000
	2019	40,000	Nil	67,445[4]	Nil	Nil	Nil	56,000[8]	163,445
	2018	Nil	Nil	Nil	Nil	Nil	Nil	96,000[8]	96,000
Ken Konkin[9] VP Project Development	2020	167,200	Nil	118,036[3] 59,422[4]	Nil	Nil	Nil	Nil	344,658
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) Financial year ending March 31.

(2) Mr. Storm was appointed the Chief Executive Officer, President and a director of the Company on April 18, 2016. Mr. Storm also serves as a director of the Company and received no compensation for his services as a director of the Company which amounts are included in the compensation indicated above.

(3) Dollar amount of the option-based awards reflects the grant date fair value of the common shares of the Company underlying the options. The Company used the Black-Scholes-Merton model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for each calculation: expected volatility 90.66%; risk-free interest rate 1.6%; expected life 5 years; expected dividend yield 0.00%.

(4) Dollar amount of the option-based awards reflects the grant date fair value of the common shares of the Company underlying the options. The Company used the Black-Scholes-Merton model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for each calculation: expected volatility 85.01%; risk-free interest rate 1.58%; expected life 5 years; expected dividend yield Nil%.

(5) Mr. Davis was appointed as CFO and Corporate Secretary effective October 1, 2019.

(6) Mr. Morfopoulos ceased to serve as CFO and Corporate Secretary effective October 1, 2019.

(7) Includes amounts paid by the Company to Tudor Holdings Ltd., a company controlled by Mr. Storm, for administrative services pursuant to an administrative services agreement dated November 1, 2016 between the Company and Tudor Holdings Ltd. See "*Narrative Discussion Below*".

(8) Consulting fees paid to Morfopoulos Consulting Associates Ltd., a company controlled by Aris Morfopoulos, for management and administrative services provided substantially by Aris Morfopoulos.

(9) Mr. Konkin was appointed VP Project Development effective November 1, 2019.

Narrative Discussion

The Company and Tudor Holdings Ltd. entered into an administrative services agreement on November 1, 2016, pursuant to which Tudor Holdings Ltd. provides certain administrative services to the Company, including office rental, equipment rental, secretarial, bookkeeping, administrative and record management services, for a monthly fee of $4,000. The amount was increased to $6,000 effective October 1, 2019. The agreement may currently be terminated by either party providing 60 days' written notice to the other party.

Incentive Plan Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

Outstanding Option-Based Awards

The following table sets out all the option-based awards outstanding as at March 31, 2020 for each NEO:

	Option-Based Awards				*Share-Based Awards*		
NEO Name	***Number of Securities Underlying Unexercised Options (#)***	***Option Exercise Price ($)***	***Option Expiration Date***	***Value of Unexercised In-The-Money Options ($)*** [1]	***Number of Shares Or Units Of Shares That Have Not Vested (#)***	***Market or Payout Value Of Share-Based Awards That Have Not Vested ($)***	***Market or Payout Value Of Vested Share-Based Awards not Paid Out or Distributed ($)***
Walter Storm	1,000,000	0.10	Apr 19, 2026	370,000	Nil	Nil	Nil
	2,000,000	0.30	March 20, 2024	340,000	Nil	Nil	Nil
	2,000,000	0.66	Jan 10, 2025[2]	Nil	Nil	Nil	Nil
Scott Davis[3]	150,000	0.66	Jan 10, 2025[2]	Nil	Nil	Nil	Nil
Aris Morfopoulos[4]	N/A	N/A	N/A	N/A	Nil	Nil	Nil
Ken Konkin[5]	500,000	0.30	March 20, 2024	85,000	Nil	Nil	Nil
	500,000	0.67	Aug 2, 2024	Nil	Nil	Nil	Nil
	800,000	0.66	Jan 10, 2025[2]	Nil	Nil	Nil	Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.47, and the exercise or base price of the option.

(2) All options granted on January 10, 2020 vest 12.5% every three months starting April 10, 2020. As at March 31, 2020, none of these options have vested. On June 29, 2020 the Company amended the option agreements such that all options granted on January 10, 2020 vested immediately.

(3) Mr. Davis was appointed as CFO and Corporate Secretary effective October 1, 2019.

(4) Mr. Morfopoulos ceased to serve as CFO and Corporate Secretary effective October 1, 2019. Since October 1, 2019, Mr. Morfopoulos provides advisory services to the Company through his capacity as a consultant. As at March 30, 2020, Mr. Morfopoulos' remains an "Eligible Person" (as such term is defined in the Stock Option Plan) and all his options have vested and remain exercisable pursuant to the terms of the Stock Option Plan.

(5) Mr. Konkin was appointed VP Project Development effective November 1, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers are as follows:

Name	***Option-Based Awards - Value Vested During The Year ($)*** [1]	***Share-Based Awards - Value Vested During The Year ($)***	***Non-Equity Incentive Plan Compensation - Value Earned During The Year ($)***
Walter Storm	Nil	Nil	Nil
Scott Davis[2]	Nil	Nil	Nil
Aris Morfopoulos[3]	Nil	Nil	Nil
Ken Konkin [4]	Nil	Nil	Nil

(1) This amount is the dollar value that would have been realized if the options had been exercised on the applicable vesting date and is calculated based on the difference between the market value of the securities on the date of vesting and the exercise or base price of the option.

(2) Mr. Davis was appointed as CFO and Corporate Secretary effective October 1, 2019.

(3) Mr. Morfopoulos ceased to serve as CFO and Corporate Secretary effective October 1, 2019.

(4) Mr. Konkin was appointed VP Project Development effective November 1, 2019. Prior to his appointment, he was an employee of the Company and was granted stock options of which 100,000 options vested on March 30, 2020 at an exercise price of $0.30. The share price on March 30, 2020 was $0.465.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company has no contracts, agreements, plans or arrangements providing for payments to any Named Executive Officer at, following or in connection with any termination, resignation, retirement, change in control of the Company or a change in a Named Executive Officer's responsibilities.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors, who are each not also NEOs, for the Company's most recently completed financial year:

Director Name	*Fees Earned ($)*	*Share-Based Awards ($)*	*Option-Based Awards ($)*[1]	*Non-Equity Incentive Plan Compensation ($)*	*Pension Value ($)*	*All Other Compensation ($)*	*Total ($)*
Helmut Finger	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Burton	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sean Pownall	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Dollar amount of the option-based awards reflects the grant date fair value of the common shares of the Company underlying the options. The Company used the Black-Scholes-Merton model as the methodology to calculate the grant date fair value.

The Company has no other 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 consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has the Stock Option Plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the directors.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all the option-based and share-based awards outstanding as at March 31, 2020 for each of the directors who are not Named Executive Officers:

	Option-Based Awards				*Share-Based Awards*		
Name	***Number of Securities Underlying Unexercised Options (#)***	***Option Exercise Price ($)***	***Option Expiration Date***	***Value of Unexercised In-The-Money Options ($)*** [1]	***Number of Shares Or Units Of Shares That Have Not Vested (#)***	***Market or Payout Value Of Share-Based Awards That Have Not Vested ($)***	***Market or Payout Value Of Vested Share-Based Awards not Paid Out or Distributed ($)***
Helmut Finger	750,000	0.30	March 20, 2024	127,500	Nil	Nil	Nil
Alexander Burton	50,000	0.30	March 20, 2024	8,500	Nil	Nil	Nil
Sean Pownall	1,000,000	0.30	March 20, 2024	170,000	Nil	Nil	Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.47, and the exercise or base price of the option.

Incentive Plan Awards - Value Vested Or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

Director Name	***Option-Based Awards - Value Vested During The Year ($)*** [1]	***Share-Based Awards - Value Vested During The Year ($)***	***Non-Equity Incentive Plan Compensation - Value Earned During The Year ($)***
Helmut Finger	Nil	Nil	Nil
Alexander Burton	Nil	Nil	Nil
Sean Pownall	Nil	Nil	Nil

(1) This amount is the dollar value that would have been realized if the options had been exercised on the applicable vesting date and is calculated based on the difference between the market value of the securities on the date of vesting and the exercise or base price of the option.

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.

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)**
Equity compensation plans approved by securityholders	14,200,000	$0.47	471,881
Equity compensation plans not approved by securityholders	Nil.	N/A	N/A
Total	14,200,000	$0.47	471,881

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at November 16, 2020, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company 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 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

(ii) whose indebtedness to another entity 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,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no 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, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, to the knowledge of management of the Company, no informed person or 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.

The Company and Tudor Holdings Ltd. entered into an administrative services agreement on November 1, 2016, pursuant to which Tudor Holdings Ltd. provides certain administrative services to the Company, including office rental, equipment rental, secretarial, bookkeeping, administrative and record management services, for a monthly fee of $4,000. The agreement may be terminated without notice by the Company during the initial twelve month period if Tudor Holdings Ltd. fails to remedy any deficiency or default in providing the services under the agreement. After the initial twelve month period, the agreement may be terminated by either party providing 60 days' written notice to the other party.

More-Core Diamond Drilling Services Ltd. provided drilling and drilling support services and supplies to the Company in the year ended March 31, 2020 and in the current fiscal year since that date. In the year ended March 31, 2020, the aggregate amount of services and supplies that were billed from More-Core Diamond Drilling Services Ltd. to the Company was $2,092,283.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company LLP as the auditors of the Company to hold office for the ensuing year.

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.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-201 establishes corporate governance guidelines which apply to all public companies. 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 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Company's Board consists of four Directors, two of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("**NI 52-110**"). Helmut Finger and Sean Pownall are independent. Alex Burton is independent as he resigned as Vice President, Exploration of the Company on June 19, 2019. Walter Storm is not independent as he is the CEO and President of the Company.

Management Supervision by Board

The operations of the Company do not support a large Board of Directors 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 and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors being present Further supervision is performed through the audit committee which is composed of a majority of independent Directors who meet with the Company's auditors without management being in attendance. The independent Directors also have access to the Company's legal counsel and its officers.

Risk Management

The Board of Directors is responsible for the adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The audit committee is responsible for the risk management items set out in the audit committee charter.

Participation of Directors in Other Reporting Issuers

Except as set out below, no Director is presently a director of any other issuer that is a reporting issuer (or the equivalent):

- Sean Pownall – Director of Affinity Metals Corp. (TSXV:AFF); Director of American Creek Resources Ltd. (TSXV:AMK).

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

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

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.

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 Conduct and has instructed its management and employees to abide by the Code.

Nomination of Directors

The 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 mineral exploration industry are consulted for possible candidates.

Compensation of Directors and the CEO

The independent Directors are Helmut Finger, Sean Pownall and Alex Burton. These Directors have the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and CEOs of companies of similar size and stage of development in the mineral exploration industry 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 compensation the independent Directors 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.

Board Committees

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 committees beyond the audit committee 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 each of its committees. To assist in its review, the Board conducts informal surveys of its Directors.

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

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.

AUDIT COMMITTEE

The Audit Committee's Charter

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial

information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

(a) Review and update this Charter annually.

(b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

   i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

   ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

   iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management

(a) Review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).

(b) Inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.

(c) Request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.

(d) Assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

Other

(a) Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

Walter Storm	Not Independent[1]	Financially literate[1]
Helmut Finger	Independent[1]	Financially literate[1]
Sean Pownall	Independent[1]	Financially literate[1]

[1] As defined by NI 52-110.

Audit Committee Member Education and Experience

Helmut Finger is a businessman and holds a diploma from the University of Mainz in Germany. Mr. Finger's business knowledge and experience has provided him with an understanding of financial reporting sufficient to enable him having acted as a Director and officer of such companies to discharge his duties as a member of the Audit Committee.

Walter Storm is President and Chief Executive Officer of the Company and has over 60 years' experience as a business owner. Mr. Storm is financially literate and familiar with the preparation and review of financial statements and the accounting principles used in preparing financial statements.

Sean Pownall is a Director of the Company with nearly 30 years of experience in the mineral exploration industry. Mr. Pownall is a business owner and is financially literate and familiar with the preparation and review of financial statements and the accounting principles used in preparing financial statements.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the 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 Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

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).

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 Ending	*Audit Fees*	*Audit Related Fees*	*Tax Fees*	*All Other Fees*
March 31, 2020	$30,500	$372	$Nil	$Nil
March 31, 2019	$27,000	$329	$Nil	$Nil

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. Annual Approval of the Stock Option Plan

The Board of Directors of the Company adopted a stock option plan (the "**Stock Option Plan**") effective July 15, 2016, which was approved by the Exchange and the shareholders of the Company.

The purpose of the Stock Option Plan is to allow the Company to grant 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 options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to 10 years as determined by the Board of Directors of the Company 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 less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange. Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the issue of 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. The maximum number of common shares which may be issued pursuant to options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding common shares at the time of the grant. In addition, 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 consultant. The Stock Option Plan contains no vesting requirements, but permits the Board of Directors 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.

At the Meeting, shareholders will be asked to pass a resolution in the following form:

> "UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the Stock Option Plan pursuant to which the directors may, from time to time, authorize

the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

The full text of the Stock Option Plan is available for viewing up to the date of the Meeting at the Company's registered office, at 10th Floor, 595 Howe Street, Vancouver, British Columbia, and will also be available for review at the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 205 – 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

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.

DATED this 16th day of November 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Walter Storm"

WALTER STORM

President and Chief Executive Officer