



**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**&**

**MANAGEMENT INFORMATION CIRCULAR**

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**Meeting Date: December 18, 2018**

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**LION ONE METALS LIMITED**

**#306 – 267 West Esplanade  
North Vancouver, British Columbia, V7M 1A5, Canada  
Telephone: (604) 998-1250  
Facsimile: (604) 998-1253**

**Level 1 - 31 Cliff Street  
Fremantle WA 6160  
Australia  
Tel: (61) 8 9435 3200**

## LION ONE METALS LIMITED

### Notice of Annual and Special General Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the Annual and Special General Meeting of the Shareholders of the ordinary voting shares ("**Shares**") in the capital of Lion One Metals Limited (hereinafter referred to as the "**Company**") will be held at #306 – 267 West Esplanade, North Vancouver, British Columbia on Tuesday, December 18, 2018 at 3:00 p.m. (Vancouver time) for the following purposes:

1. To receive and consider the consolidated financial statements for the year ended June 30, 2018 and the report of the auditors thereon;
2. To appoint Davidson & Company LLP, Chartered Accountants, as Auditors of the Company for the ensuing year at a remuneration to be fixed by the directors;
3. To elect directors as more particularly described in the accompanying management information circular (the "**Information Circular**") dated November 5, 2018;
4. To consider, and, if thought advisable, to pass, with or without modification, an ordinary resolution of the Company to adopt and approve the stock option plan of the Company, as more particularly described in the Information Circular;
5. To transact such other business as may be properly transacted at such meeting or at any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed the close of business on October 29, 2018 as the record date of the Annual and Special General Meeting, being the date for determination of the registered holders of Shares entitled to receive notice of, and to vote at, the meeting and any adjournment thereof.

**Shareholders who are unable to attend the Annual and Special General Meeting in person are requested to read the notes on the reverse of the form of proxy and complete and return the form of proxy to the registrar and transfer agent for the Shares, Computershare Investor Services Inc., by 3:00 p.m. (Vancouver time) on Friday, December 14, 2018, or not less than 48 hours prior to commencement of any adjournment of the meeting.**

If you are a non-registered shareholder or holder of CHESSE depository interests in Australia and receive a Voting Instruction Form ("**VIF**") with the Information Circular, please complete and return the VIF in accordance with the instructions provided. If you do not complete and return the VIF in accordance with such instructions, you may lose your right to instruct the registered holder of your Shares on how to vote at the Annual and Special General Meeting on your behalf.

Dated at North Vancouver, British Columbia, on November 5, 2018.

By Order of the Board of Directors

*"Walter Berukoff"*

**Walter Berukoff**  
Chief Executive Officer & Director

## LION ONE METALS LIMITED

### **Annual and Special General Meeting of Shareholders – CDI Voting Process**

The 2018 Annual and Special General Meeting (the “**Meeting**”) of holders of ordinary voting shares (“**Shares**”) in the capital of Lion One Metals Limited (hereinafter the “**Company**”) will be held at #306 - 267 West Esplanade, North Vancouver, British Columbia, Canada, on Tuesday, December 18, 2018 at 3:00 p.m. (Vancouver time). The Meeting provides shareholders with an opportunity to see the accompanying Notice of Annual and Special General Meeting of Shareholders for further details.

As the Shares of the Company are listed on the Australian Securities Exchange (the “**ASX**”) in the form of CHESS Depository Interests (“**CDIs**”), CDI holders are subject to particular voting requirements and restrictions. Each CDI represents a beneficial interest in one Share of the Company. CDI holders do not actually own direct legal title to the underlying Shares, which are held for and behalf of CDI holders by CHESS Depository Nominees Pty Ltd. (“**CDN**”), a wholly-owned subsidiary of ASX Limited. The structure exists because the Company is a Canadian company with a right to have its securities traded on the ASX by way of CDI’s.

This arrangement impacts how CDI holders may record their votes for the matters to be tabled at the Meeting. As CDI’s are technically rights to shares held on behalf of CDI holders by CDN, CDI Holders need to provide confirmation of their voting intentions to CDN before the meeting. CDN will then exercise the votes on behalf of CDI holders. If a CDI holder wishes to vote, they must register their vote with CDN by using the CDI Voting Instruction Form (“**CDI VIF**”) provided.

**To have a CDI vote counted, CDI holders must return their completed CDI VIF to CDN by no later than 1:00 p.m. (WST) on Thursday, December 13, 2018.** This deadline has been set to allow CDN sufficient time to collate the votes of CDI holders and submit them to the Company prior to the meeting.

Dated at North Vancouver, British Columbia, on November 5, 2018.

By Order of the Board of Directors,

*“Walter Berukoff”*

**Walter Berukoff**  
Chief Executive Officer & Director

## **LION ONE METALS LIMITED**

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### **MANAGEMENT INFORMATION CIRCULAR**

#### **Solicitation of Proxies**

**This Information Circular is furnished in connection with the solicitation of proxies by management of LION ONE METALS LIMITED (the “Company”) for the use at the annual and special general meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (the “Shares”) of the Company to be held on Tuesday, December 18, 2018 at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. Unless otherwise noted, information contained in this Information Circular is given as of November 5, 2018.**

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and employees of the Company. All costs of solicitation will be borne by the Company. These officers and employees will receive no compensation other than their regular salaries but will be reimbursed for their reasonable expenses which are expected not to exceed \$1,000 in the aggregate.

#### **Caution on Forward-Looking Statements**

This Information Circular contains “forward-looking statements”. Forward-looking statements include, but are not limited to, statements with respect to Company's plans or future financial or operating performance, commodity prices, conclusions of economic assessments of projects, requirements for additional capital, sources and timing of additional financing, economic, political and regulatory conditions, and the future outcome of legal and tax matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, “will continue” or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. The material factors or assumptions used to develop material forward-looking statements are disclosed throughout this document and other publicly-available filings of the Company. Forward-looking statements, while based on management's best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the development of mineral projects; risks related to the successful integration of acquisitions; risks related to international operations; risks related to general economic conditions and credit availability; unanticipated reclamation expenses; changes in project parameters as plans continue to be refined; fluctuations in prices of metals including gold; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources and reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental

approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; actual resolution of legal and tax matters, as well as those factors discussed in the section entitled "Risk Factors" in the Company's Annual Information Form, available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company's management periodically reviews information reflected in forward-looking statements.

### **Appointment and Revocation of Proxies**

Shareholders of the Company may be registered or beneficial (non-registered) shareholders. If a Shareholder's name appears on a physical share certificate or DRS advice, such Shareholder is a "**Registered Shareholder**". If a Shareholder holds Shares through an intermediary, such shareholder is a "**Beneficial Shareholder**" and he or she will not have a physical share certificate or DRS advice. An intermediary is usually a bank, trust company, securities dealer, broker or other nominee or a clearing agency in which an intermediary participates (such as CDS Clearing and Depository Services Inc.). A Beneficial Shareholder will typically have an account statement from his or her bank or broker as evidence of his or her Share ownership.

The instructions provided below set forth the different procedures to be followed to ensure you are represented at the Meeting whether you are a Registered Shareholder, Beneficial Shareholder, or a holder of CHESSE depository interests in Australia ("**CDIs**") which are exchangeable for Shares in accordance with their terms. If Shares owned by a Shareholder are held in more than one form, such Shareholder should sign and submit all forms of proxy and voting instruction forms received in accordance with the instructions provided.

#### **Registered Shareholders**

The individuals named in the accompanying form of proxy are Walter H. Berukoff, Chief Executive Officer and a director of the Company and Hamish Greig, the Vice President and Corporate Secretary of the Company. **A Shareholder eligible to vote at the Meeting has the right to appoint a person, who need not be a Shareholder, to attend and act for the Shareholder and vote on the Shareholder's behalf at the Meeting other than either of the persons designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the form of proxy or by completing another suitable form of proxy.**

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the meeting personally. To be effective, forms of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting by 3:00 p.m. (Vancouver time), on Friday, December 14, 2018) or any adjournment thereof at which the proxy is to be used. A Registered Shareholder must return the properly completed proxy to the Transfer Agent as follows:

1. *By mail or personal delivery* to Computershare Investor Services Inc., 8<sup>th</sup> Floor, University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department;
2. *By fax* to Computershare Investor Services Inc., to the attention of the Proxy Department (toll free within Canada and the U.S.) at 1-866-249-7775 or (international) at 416-263-9524;
3. *By telephone* by calling 1-866-732-VOTE (8683) (toll free within Canada or the U.S.) or 312-588-4291 (direct - international) from a touch tone telephone and referring to your control number provided on the form of proxy delivered to you; or
4. *Over the internet* by going to [www.investorvote.com](http://www.investorvote.com) and following the online voting instructions given to you and referring to your control number provided on the form of proxy delivered to you.

The Chairman of the Meeting will have the discretion to accept or *reject* proxies deposited in any other manner.

**IF A CHOICE IS NOT SPECIFIED IN THE PROXY, YOUR PROXYHOLDER CAN VOTE YOUR SHARES AS HE OR SHE SEES FIT. IF A SHAREHOLDER OF THE COMPANY APPOINTS THE PERSONS DESIGNATED BY MANAGEMENT IN THE FORM OF PROXY AS HIS OR HER PROXYHOLDER, SUCH PROXYHOLDER WILL, UNLESS YOU GIVE CONTRARY INSTRUCTIONS, VOTE THE SHARES REPRESENTED BY THE PROXY FOR OR IN FAVOUR OF ALL MATTERS DESCRIBED HEREIN.**

#### **Revocation of a Proxy**

A Registered Shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by the proxy. A Registered Shareholder may revoke a proxy by depositing a written instrument giving notice of revocation: (a) at the office of the Transfer Agent set out above or at the registered office of Company on or before the last business day preceding the day of the Meeting at which the proxy is to be used; or (b) with the Chairman of the Meeting on the day of the Meeting (prior to the commencement of the Meeting). The written notice of revocation may be executed by the Registered Shareholder or by an officer or attorney upon presentation of written authorization of the Shareholder.

In addition, a proxy may be revoked by a Registered Shareholder executing another form of proxy bearing a later date and depositing the same at the offices of the Transfer Agent prior to the deadline for depositing proxies set out above or by the Registered Shareholder personally attending the Meeting, identifying himself or herself to the scrutineer as a Registered Shareholder as of the Record Date present in person, and voting his or her Shares. A proxy may also be revoked by any other method permitted by applicable law.

#### **Notice and Access**

The Company has elected to use the notice-and-access provisions for the Meeting pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”)(“**Notice-and-Access Provisions**”) with respect to the mailing to the non-objecting beneficial shareholders (the “**NOBOs**”). The Company has also elected to use the Notice-and-Access Provisions for the Meeting pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) with respect to the mailing to the Registered Shareholders.

The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials on a non-SEDAR website rather than delivering such materials by mail. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer’s expense.

In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting an Information Circular (and if applicable, other materials) electronically on a website that is not SEDAR, the Company must send a notice to Shareholders, including Non-Registered Holders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of those materials.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to Shareholders. The requirements of that notice, which requires the Company to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Information Circular and any related financial statements and MD&A, and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along

with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of Non-Registered Holders).

As the Company is a reporting issuer that is using the Notice-and-Access Provisions, it was required to file a notification at least 25 days prior to the Record Date indicating its intent to use the Notice-and-Access Provisions.

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting.

The Company will be delivering proxy-related materials directly to the NOBOs. The Company does intend to pay for delivery of materials to objecting beneficial holders (as defined in NI 54-101), and as a result the objecting beneficial holders will receive the proxy-related materials.

Please review the Information Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting. The Information Circular is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at the following webpage: [www.liononemetals.com/investors/agm](http://www.liononemetals.com/investors/agm). Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Company's transfer agent, Computershare Investor Services Inc. at Toll Free 1 (866) 962-0498 within North America and outside North America (514) 982-8716. A Shareholder may also contact Computershare Investor Services Inc. at Toll Free 1 (866) 964-0492 to obtain additional information about the "Notice-and-Access Provisions". To obtain paper copies of the meeting materials after the Meeting date, please contact the Company at Toll Free 1 (855) 805-1250.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular prior to the proxy deadline, any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by December 8, 2018.

### **Beneficial (Non-registered) Shareholders**

*The information set out in this section may apply to those Shareholders of the Company who do not hold their Shares in their own names.*

If your Shares are not registered in your name, they will be held by an intermediary, such as a bank, trust company, securities broker or other financial institution, on your behalf as a Beneficial Shareholder of the Company. There are two kinds of Beneficial Shareholders:

1. those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners); and
2. those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company has distributed copies of this Information Circular to intermediaries for distribution to Beneficial Shareholders (both NOBOs and OBOs). Intermediaries are required to deliver these materials to the Beneficial Shareholders who have not waived their rights to receive these materials, and to seek instructions as to how to vote their Shares. Typically, intermediaries will use a service company, such as Broadridge Financial Solutions, Inc. ("**Broadridge**"), to forward the meeting materials to Beneficial Shareholders. Beneficial Shareholders who have not waived the right to receive meeting materials will receive either a voting instruction form ("**VIF**") or, less frequently, a form of proxy. The purpose of these forms is to permit Beneficial Shareholders to direct the voting of the Shares they beneficially own.

**Each intermediary will have its own procedures to permit voting of Shares held on behalf of Beneficial Shareholders, including requirements as to when and where proxies or VIFs are to be delivered. Beneficial Shareholders should carefully follow the instructions provided by their intermediary to ensure that their Shares are voted at the Meeting.**

If you are a Beneficial Shareholder and wish to:

- Vote in person at the Meeting; or
- Change voting instructions given to your intermediary; or
- Revoke voting instructions given to your intermediary,

Please follow the instructions given by your intermediary or contact your intermediary to discuss what procedure to follow.

Management of the Company does intend to pay for intermediaries to forward proxy or VIF related materials to OBOs, and as a result the OBOs will receive the proxy-related materials.

### **CDI Holders**

Beneficial holders in Australia hold CHESS Depository Interests (“**CDIs**”) of the Company, or units of beneficial ownership of the underlying Shares, which are registered in the name of Chess Depository Nominees Pty Ltd. (“**CDN**”). As holders of CDIs are not the legal owners of the underlying Shares, CDN is entitled to vote at the Meeting on the instruction of the holders of the CDIs.

As a result, holders of CDIs will receive a CDI VIF, together with the Meeting materials from Computershare Investor Services Inc. in Australia. These CDI VIFs are to be completed and returned to Computershare Investor Services Inc. in Australia in accordance with the instructions contained therein. CDN is required to follow the voting instructions properly received from holders of CDIs.

If you hold your interest in CDIs through an intermediary, you will need to follow the instructions of your intermediary.

For more information, CDI holder should contact their broker or call Australian Securities Exchange Customer Service. To obtain a copy of CDN’s Financial Services Guide, visit the Australian Securities Exchange website.

### **Background Information for CDI Holders**

The Company was incorporated under the laws of British Columbia on November 12, 1996. The Company’s Shares are listed on the TSX Venture Exchange (the “**TSX-V**”) under the symbol “LIO” and quoted in the United States on the OTCQX under the symbol “LOMLF”, and on the Frankfurt Exchange under the symbol “LY1”. The Company’s CDI’s are listed on the ASX under the symbol “LLO”. Each CDI represents a beneficial ownership of one Share.

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act 2001(Cth) (Australia) dealing with the acquisition of shares. These chapters deal with substantial holdings, takeover bids, compulsory acquisitions, as well as certain rules on continuous disclosure. The Company is governed by applicable Canadian securities and corporate laws with respect to these matters. Under applicable Canadian securities laws, the Company is subject to rules applicable to takeover bid regulation, as well as rules relating to reporting requirements for Shareholders holding 10% or more of the securities of the Company.

CDI holders should note that the Company has been granted certain waivers from the Listing Rules of the ASX. In particular, the Company has received a waiver from ASX Listing Rule 14.2.1 which requires that a form of proxy allow a security holder to vote for or against each resolution. Under applicable Canadian securities laws, the form of proxy to be provided must only allow Shareholders to vote in favour of or to withhold their vote in respect of a resolution to elect a director or in respect of appointment of an auditor, but not to vote against it. The Company's waiver from ASX Listing Rule 14.2.1 only applies to the extent necessary to permit it to comply with the proxy requirements under applicable Canadian securities laws and for so long as such laws prevent the Company from permitting Shareholders to vote against a resolution to elect a director or appoint an auditor.

### **Voting Securities and Principal Holders of Voting Securities**

The authorized share structure of the Company consists of an unlimited number of Shares without par value. As at October 29, 2018, the Company had 102,522,044 issued and outstanding Shares, each Share carrying the right to one vote. The Company has no other classes of voting securities.

Only Shareholders of record at the close of business on October 29, 2018, who either personally attend the Meeting or who has completed and delivered a form of proxy in the manner and subject to the provisions detailed therein, shall be entitled to vote or to have their Shares voted at the Meeting.

The presence in person or by proxy of one Shareholder representing Shares entitled to be voted at the Meeting is necessary to convene the Meeting. Pursuant to the *Business Corporations Act* (British Columbia), each of the resolutions that will be placed before the Meeting will be an ordinary resolution, each of which will require approval of a simple majority of the votes cast in respect of each resolution.

To the knowledge of the directors and executive officers of the Company, as of October 29, 2018, the following persons beneficially own or control or direct, directly or indirectly, 10% or more of the issued and outstanding Shares of the Company (substantial holders):

Member	Number of Shares	Percentage of Issued Capital
Walter H. Berukoff	20,822,609 <sup>(1)</sup>	20.31%
Donald Smith Value Fund	14,250,000	13.90%

Note:

(1) Of these Shares, 9,317,704, Shares held by Laimes Global Inc., 3,456,028 Shares held by Red Lion Equities Ltd., and 5,300,877 Shares held by Red Lion Management Ltd., all of which are companies that are controlled or beneficially owned by Walter H. Berukoff.

### **Shareholder Information**

*Distribution of fully paid common shares as at September 30, 2018 (ASX 4.10.7)*

Category	Number of Shareholders			Shares Held		
	Common Shares <sup>(1)</sup>	CDI's	Total Equity	Common Shares <sup>(1)</sup>	CDI's	Total Equity
1 – 1,000	248	876	1,124	10,289	207,589	217,878
1,001 – 5,000	12	473	485	26,488	908,037	934,525
5,001 – 10,000	2	62	64	17,489	420,641	438,130
10,001 – 100,000	11	71	82	512,580	1,958,227	2,470,807
100,001 and over <sup>(1)</sup>	14	9	23	92,567,746	5,892,958	98,460,704
<b>Total</b>	<b>287</b>	<b>1491</b>	<b>1,778</b>	<b>93,134,592</b>	<b>9,387,452</b>	<b>102,522,044</b>

Note:

(1) As at September 30, 2018, there were 64,076,962 common shares held by CDS & Co, a depository service in Canada. These shares are grouped together for beneficial Shareholders. The allocation of common shares reflects Registered Shareholders as at September 30, 2018 with the exception of the holdings of the beneficial Shareholders held by CDS & Co. For this reason, the Company has been granted a waiver under ASX 4.10.9 to disclose its 20 largest holders as the allocation does not provide meaningful information.

*Marketable Parcel (ASX 4.10.8)*

The number of Shareholders holding less than a marketable parcel, defined as a value of less than \$500 at \$0.46 per share, as at September 30, 2018 is 977 (313,404 units). This number excludes the detailed holdings of beneficial Shareholders.

Voting rights (ASX 4.10.6)

### Common shares

There are no restrictions on voting rights attached to Shares. Each Share has one vote.

### Options

There are no voting rights attached to existing stock options of the Company.

## **Particulars of Matters to be Acted Upon**

### **Receiving the Audited Consolidated Financial Statements**

The audited consolidated financial statements of the Company for the year ended June 30, 2018 are available on the Company's website at [www.liononemetals.com](http://www.liononemetals.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and have been mailed to Registered and Beneficial Shareholders who requested them.

### **Appointment and Remuneration of Auditor**

The directors of the Company propose to nominate present auditors Davidson & Company LLP, Chartered Accountants ("**Davidson & Company**"), of 1200 – 609 Granville Street, Vancouver, British Columbia as the auditors of the Company to hold office until the close of the next annual general meeting of the Shareholders at remuneration to be fixed by the directors of the Company. Davidson & Company were first appointed auditors of the Company on June 24, 2013.

Aggregate fees paid to the Company's auditor relating to the years ending June 30, 2018 and 2017 were as follows:

<u>Financial Year Ending</u>	<u>Audit Fees<sup>(1)</sup></u>	<u>Audit Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>
June 30, 2018	\$35,000	Nil	Nil	Nil
June 30, 2017	\$30,000	Nil	Nil	Nil

Notes:

(1) "Audit fees" are the aggregate fees billed by the auditors for audit services.

**The Board of Directors recommends that Shareholders vote FOR the appointment of Davidson & Company LLP as the auditor of the Company for the ensuing year and vote FOR the authorization of the Board of Directors to set the auditor's remuneration for the ensuing year. It is intended that all proxies received will be voted in favour of the appointment of Davidson & Company LLP as auditor of the Company for the ensuing year unless a proxy contains instructions to withhold the same from voting. It is intended that all proxies received will be voted in favour of the authorization of the Board of Directors to set remuneration for the ensuing year unless a proxy contains instructions to vote against the authorization of the Board of Directors to set remuneration.**

### **Election of Directors**

At the Meeting, Shareholders will also be asked to elect five directors to succeed the present directors whose term of office will expire at the conclusion of the Meeting. Each director elected will hold office until the conclusion of the next annual general meeting of the Company at which a director is elected, unless the director's office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia). The following information concerning the nominees, including the number of Shares beneficially owned, or controlled or directed, directly or indirectly, has been furnished by the individual nominees.

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinary resident, all offices of the Company now held by each of them, their principal occupations for the past five years, the period of time for which each has been a director of the Company, and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, as at October 29, 2018:

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of Shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>Walter H. Berukoff<sup>(4)</sup></b> British Columbia, Canada <b>Chief Executive Officer</b> <b>Director</b>  Board / Committee Meeting Attendance: 4/4 Board meetings 4/4 Committee meetings	Merchant banker; President of Red Lion Management Ltd., a Vancouver-based merchant banking company	December 1, 1997	20,822,609 <sup>(5)</sup>
<b>Richard J. Meli<sup>(2)(3)(4)</sup></b> New York, USA <b>Director</b>  Board / Committee Meeting Attendance: 4/4 Board meetings 4/4 Committee meetings	Independent businessman focused on mining industry	February 12, 2004	Nil
<b>Stephen T. Mann<sup>(4)</sup></b> Perth, Australia <b>Managing Director</b>  Board / Committee Meeting Attendance: 4/4 Board meetings 4/4 Committee meetings	Managing Director Lion One Metals Limited	October 11, 2012	587,400
<b>Kevin Puii<sup>(2)(3)</sup></b> British Columbia, Canada <b>Director</b>  Board / Committee Meeting Attendance: 4/4 Board meetings 4/4 Committee meetings	Portfolio Manager at Gissen & Associates, and Senior Analyst at the Encompass Fund in San Francisco from 2008 to 2013, Managing Partner at RIVI Capital LLC since 2014	September 30, 2013	25,000
<b>John F. Robinson<sup>(3)</sup></b> British Columbia, Canada <b>Director</b>  Board / Committee Meeting Attendance: 4/4 Board meetings 4/4 Committee meetings	Chartered Professional Accountant and Tax Planner with PricewaterhouseCoopers in Vancouver from 1991 to 2014, Chief Executive Officer and a director of Truvera Trust Corporation (" <b>Truvera</b> ") since 2014 and a director of Truvera's parent company, GCR Capital Inc, as well as its affiliated company, Truvera Mortgage Company	April 11, 2017	8,800

Notes:

- (1) The information as to the Shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Denotes member of the Compensation Committee.
- (3) Denotes member of the Audit Committee.
- (4) Denotes member of the Governance Committee.
- (5) Of these Shares, 9,317,704, Shares held by Laimes Global Inc., 3,456,028 Shares held by Red Lion Equities Ltd., and 5,300,877 Shares held by Red Lion Management Ltd., all of which are companies that are controlled or beneficially owned by Walter H. Berukoff.

**The Board of Directors recommends that Shareholders vote FOR the election of the above nominees as directors. It is intended that all proxies received will be voted in favour of the election of the nominees whose names are set forth above unless a proxy contains instructions to withhold the same from voting.**

No proposed director is being 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.

### **Corporate Cease Trade Orders or Bankruptcies**

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

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

No director or proposed director of the Company 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.

No director or proposed director of the Company 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

### **Approval of Stock Option Plan**

The Shareholders approved a stock option plan (the “**Stock Option Plan**”) at the annual general meeting of the Company held on December 11, 2014. On February 1, 2015, the directors of the Company approved certain housekeeping amendments to the Stock Option Plan, which were approved by the Shareholders on December 10, 2015. Pursuant to the policies of the TSX-V, Shareholders are required to approve on a yearly basis stock option plans which have a “rolling plan” ceiling. The Stock Option Plan complies with the requirements of the TSX-V’s Policy 4.4 Incentive Stock Options as it relates to Tier 1 issuers. Under the Stock Option Plan, the Company may grant stock options pursuant to which Shares may be purchased by directors, officers, employees and consultants of the Company up to a maximum of 10% of the issued and outstanding capital of the Company. As of October 29, 2018, the Company had 5,350,000 stock options outstanding.

The following is a summary of the principal terms of the Stock Option Plan.

The Stock Option Plan provides that stock options may be granted to directors, officers, employees and consultants of the Company, as such terms are defined in the TSX-V’s Policy 4.4 *Incentive Stock Options*.

The Stock Option Plan is administered by the Company’s Board of Directors.

The Stock Option Plan provides for the issuance of stock options to acquire up to that number of the Company’s Shares (the “**Plan Ceiling**”) equal to 10% of the Company’s issued and outstanding share capital as at the date of grant, subject to standard anti-dilution adjustments. This is a “rolling” Plan Ceiling as the number of Shares

reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. The Plan Ceiling includes outstanding stock options granted prior to the implementation of the Stock Option Plan. If a stock option expires or otherwise terminates for any reason, the number of Shares in respect of that expired or terminated stock option shall again be available for the purposes of the Stock Option Plan.

The Stock Option Plan may be amended or terminated by the Board of Directors at any time, but such amendment or termination will not alter the terms or conditions of any option awarded prior to the date of such amendment or termination. Any stock option outstanding when the Stock Option Plan is amended or terminated will remain in effect until it is exercised or expires or is otherwise terminated in accordance with the provisions of the Stock Option Plan.

The Stock Option Plan provides that other terms and conditions, including vesting provisions, may be attached to a particular stock option, at the discretion of the Board of Directors. All stock option grants are to be evidenced by the execution of an option agreement, substantially in the form attached as Schedule "A" to the Stock Option Plan.

The Stock Option Plan provides that it is solely within the discretion of the Board of Directors to determine to whom stock options should be granted and in what amounts. The Board of Directors may issue a majority of the options to insiders of the Company. However, the number of Shares which may be reserved for issuance pursuant to stock options granted to insiders of the Company under the Stock Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, in aggregate may not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis. Further, the number of Shares which may be issuable under the Stock Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements:

- (a) to insiders of the Company in aggregate, shall not exceed 10% of the outstanding Shares;
- (b) to any one optionee, other than to a consultant or employees providing investor relations activities shall not exceed 5%, in aggregate, of the outstanding Shares in any 12 month period on a non-diluted basis;
- (c) to any one consultant to the Company, shall not exceed 2%, in aggregate, of the outstanding Shares in any 12 month period; and
- (d) all such persons of the Company providing investor relations activities (as defined by the policies of the TSX-V) in aggregate shall not exceed 2%, in aggregate, of the outstanding Shares in any 12 month period.

Options granted under the Stock Option Plan will be for a term not to exceed five years from the date of their grant. In the event that stock options are set to expire and are held by individuals subject to a blackout period (as such term is used in the policies of the TSX-V) at the expiry date, the expiry date of such stock option will be extended for a period not to exceed ten (10) business days after the expiry of such blackout period. In the event an option holder ceases to be a consultant or employee of the Company (other than by reason of death), the stock option will expire on the earlier of the expiry date stated in the option agreement executed in respect of such grant ("**Fixed Expiry Date**") and 30 days following the date of termination, unless the holder holds the stock option as an employee or consultant of the Company performing investor relations activities, in which case the stock option will expire on the earlier of the Fixed Expiry Date and the 30 days following the date of termination. In the event an option holder ceases to be a director or executive officer of the Company (other than by reason of death), the stock option will expire on the earlier of the Fixed Expiry Date or 30 days following the date the director or executive officer ceases to be a director or executive officer of the Company. Notwithstanding the foregoing, a stock option will expire immediately in the event a director or executive officer ceases to be director or executive officer of the Company as a result of becoming disqualified by law or an order is made by a regulatory authority. A stock option will also expire immediately in the event an employee ceases to be an employee as a result of termination for just cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority. In the event of death of an option

holder, the stock option will only be exercisable within 180 days of the option holder's death or prior to the expiration of the term of the option, whichever occurs earlier.

The price at which an option holder may purchase a Share upon the exercise of a stock option will be as set forth in the option agreement executed in respect of such option and in any event will not be less than the market price of the Company's Shares as of the date of the grant of the stock option (the "**Grant Date**"). The market price of the Company's Shares for a particular Grant Date would typically be the closing trading price of the Company's Shares on the last trading day immediately preceding the Grant Date, or otherwise in accordance with the terms of the Stock Option Plan.

Stock options will be non-assignable except that they will be exercisable by the personal representatives of the option holder in the event of the option holder's death or incapacity.

Shares will not be issued pursuant to stock options granted under the Stock Option Plan until they have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their stock options.

Management of the Company will ask the Shareholders to approve the following resolution at the Meeting:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION that subject to regulatory approval:

- (a) the Company's stock option plan (the "**Stock Option Plan**") be and is hereby adopted and approved;
- (b) the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan, entitling the option holders to purchase up to that number of Shares that is equal to 10% of the issued and outstanding Shares of the Company as at the time of the grant; and
- (c) the directors and officers of the Company be authorized and directed to perform all such acts and deeds and things and execute, under the seal of the Company or otherwise, all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions."

**The Board of Directors recommends that Shareholders vote FOR the approval of the Stock Option Plan. It is intended that all proxies received will be voted in favour of the approval of the Stock Option Plan unless a proxy contains instructions to vote against the approval of the Stock Option Plan.**

## Executive Compensation

### **Compensation Discussion and Analysis**

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("**Named Executive Officers**") listed in the Summary Compensation Table that follows. During its financial year ended June 30, 2018, the following individuals were Named Executive Officers (as defined in applicable securities legislation) of the Company, namely Walter H. Berukoff, Chief Executive Officer, Tony Young, Chief Financial Officer, Stephen T. Mann, Managing Director, Ian Chang, Chief Development Officer and Samantha Shorter, former Chief Financial Officer.

The Company has entered into a management and corporate services agreement (the "**Cabrera Agreement**") with Cabrera Corporate Services Inc. ("**Cabrera**") dated January 1, 2018, pursuant to which the Company engaged Cabrera to provide it with management, administration and corporate services. Under the Cabrera Agreement, the Company shall pay Cabrera remuneration for services equal to the actual amount of out of pocket expenses incurred by Cabrera in relation to the provisions of such services. In addition, the Company leases its corporate office space from Cabrera for \$15,000 per month. Cabrera is owned by Red Lion Management Ltd., a company controlled by Walter H. Berukoff, the Chairman and Chief Executive Officer and a director of the Company.

### *Compensation Objectives and Principles*

The Board of Directors' compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performances and contributions to increasing shareholder value. The Board of Directors recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, a Named Executive Officer's compensation is comprised of contractor payments and stock option grants. The objectives and reasons for this system of compensation allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. All salaries and/or consulting fees are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

### *Elements of Executive Compensation*

The compensation of the Named Executive Officers consists of two main components: base salary and long-term incentives, currently in the form of stock options. The following discussion describes the components of compensation and discusses how each component relates to the Company's overall executive compensation objective. The Company believes that:

- base salaries provide an immediate cash incentive for the Named Executive Officers and should be at levels competitive with peer companies that compete with the Company for business opportunities and executive talent; and
- stock options ensure that the Named Executive Officers are motivated to achieve long-term growth of the Company and continuing increases in shareholder value, and provide capital accumulation linked directly to the Company's performance.

**Base Salary:** The primary element of the Company's compensation program is base salary. The Company's view is that a competitive base salary is a necessary element for retaining qualified executive officers. The amount payable to an executive officer as base salary is determined primarily by the number of years' experience, personal performance, and by comparisons to the base salaries and total compensation paid to executives of comparable publicly-traded companies within the mineral exploration sector in North America and Australia.

**Stock Options:** The Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. Stock option grants are considered when reviewing executive officer compensation packages as a whole. The options generally have a five-year term and an exercise price equal to the fair value of the common shares as at the granting date. The periodic award of options under the Stock Option Plan is determined by the Board of Directors (including on recommendation of the Compensation Committee), is discretionary, and takes into account previous option awards.

### *Compensation Committee*

Refer to the discussion in Schedule "A" regarding the Company's Compensation Committee composition and practices.

### *Compensation Review Process*

The Compensation Committee, among other things, is responsible for reviewing, approving and recommending to the Board of Directors, base salary, bonus and other benefits, direct or indirect, of the Named Executive Officers and other executive officers of the Company in addition to reviewing the Company's director compensation practices. See "Corporate Governance Practices" below.

### *Comparative Group*

As part of its annual review process, the Compensation Committee conducts an analysis to examine and compare the Company's compensation programs with a group of comparable companies to ensure the competitiveness and reasonableness of the compensation offered. In 2018, the Company's compensation levels and practices were compared to those of various Canadian exploration companies (the "**Comparative Group**"), including companies that explore for gold, and with market capitalization and financial performance comparable to those of the Company, taking into consideration the size of the Company, the geographic markets in which it operates and the responsibilities of its executive officers. The Comparative Group comprised the following companies: Atlantic Gold Corporation, Columbus Gold Corp., Dalradian Resources, GoldQuest Mining Corp., International Tower Hill Mines Ltd. and Marathon Gold Corporation.

### *Assessment of Risks Associated with the Company's Compensation Policies and Practices*

The Compensation Committee has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Company's long-term incentives, which include stock options, comprise a significant portion of the executives' compensation package, and are intended to align the executive compensation with the interest of the Company's shareholders.

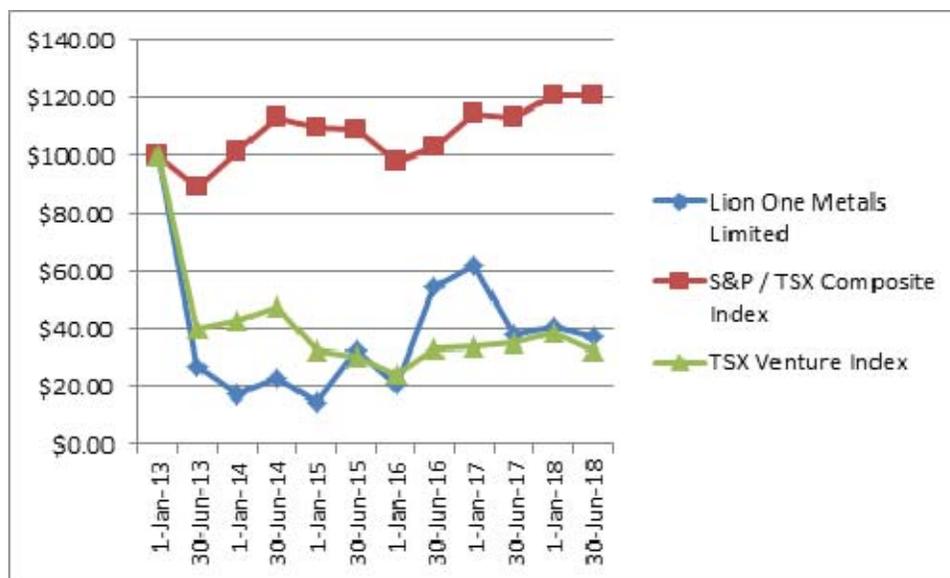
The Chief Executive Officer, in discussion with the Compensation Committee, has reviewed his compensation package and has elected to take a salary and stock option package which the Compensation Committee considers significantly below market rates for his experience, responsibilities, and contributions to the Company. Given the Chief Executive Officer's significant shareholding in the Company, the Compensation Committee and Board of Directors is confident that the Chief Executive Officer is adequately incentivized to service the long-term performance of the Company.

The Compensation Committee intends to continue such risk assessments on an annual basis and also considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company's Named Executive Officers and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

### *Performance Graph*

The following graph illustrates the comparison between the cumulative total shareholder return for \$100 invested in Shares of the Company since the execution of its reverse takeover on January 28, 2011 with the cumulative total return of the TSX-V Index for the applicable fiscal period. The Company is listed on the TSX-V; however, as a result of the acquisition of Avocet Resources Limited in 2013 and its listing on the ASX, the Company ceased to be a "venture issuer", as such term is defined in NI 51-102. The Company considers the TSX-V Index the most relevant index comparison for its securities.



The trend in overall compensation paid to the Company's executive officers has not specifically tracked the performance of the market price of the Company's common shares, or the TSX-V. Overall, compensation has remained constant during the period, while the market price of the Company's common shares on the TSX-V has decreased.

#### *Option-Based Awards*

The Board of Directors is responsible for granting options to the Named Executive Officers. Stock options grants are designed to reward the Named Executive Officers for success on a similar basis as the Shareholders of the Company, but these awards are highly dependent upon the volatile stock market, much of which is beyond the control of the Named Executive Officers.

When new options are granted, the Board of Directors takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the Shareholders.

The exercise price of the stock options granted is generally determined by the market price at the time of grant, less an allowable discount. A brief summary of the Company's Stock Option Plan is provided for under the heading "Approval of Stock Option Plan".

#### **Summary Compensation Table**

The following table sets forth information concerning the annual and long term compensation for services rendered to the Company for the financial period of the Company ended June 30, 2018 in respect of the individuals who were (or who acted in a similar capacity as) as of June 30, 2018 or at any time during the financial year, the Chief Executive Officer and the Chief Financial Officer, and the other Named Executive Officers. There were no other executive officers or consultants of the Company, or any of its subsidiaries, whose total compensation during such period exceeded \$150,000.

Name and Principal Position	Year	Salary (\$)	Share-based awards	Option-based awards <sup>(1)</sup>	Non-equity plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Walter H. Berukoff Chief Executive Officer	2018	220,000	N/A	105,422	N/A	N/A	N/A	Nil	325,422
	2017	180,000	N/A	233,040	N/A	N/A	N/A	Nil	413,040
	2016	60,000	N/A	20,346	N/A	N/A	N/A	Nil	80,346
Tony Young <sup>(2)</sup> Chief Financial Officer	2018	125,000	N/A	90,165	N/A	N/A	N/A	Nil	215,165
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stephen T. Mann Managing Director	2018	241,484	N/A	Nil	N/A	N/A	N/A	41,971	283,455
	2017	245,524	N/A	520,649	N/A	N/A	N/A	36,689	802,862
	2016	236,898	N/A	29,163	N/A	N/A	N/A	28,497	294,558
Ian Chang <sup>(3)</sup> Chief Development Officer	2018	200,000	N/A	264,851	N/A	N/A	N/A	Nil	464,851
	2017	53,836	N/A	76,688	N/A	N/A	N/A	Nil	130,504
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Samantha Shorter <sup>(4)</sup> Former Chief Financial Officer	2018	10,250	N/A	N/A	N/A	N/A	N/A	Nil	10,250
	2017	31,500	N/A	36,397	N/A	N/A	N/A	Nil	67,897
	2016	69,700	N/A	8,814	N/A	N/A	N/A	Nil	78,514

Notes:

(1) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with assumptions for risk free interest rates, dividend yields, volatility factors of the expected market price of the Company's Shares and expected life of the options.

(2) Effective November 1, 2017, Tony Young was appointed Chief Financial Officer of the Company.

(3) Effective April 11, 2017, Ian Chang was appointed Chief Development Officer of the Company.

(4) Effective October 31, 2017, Sam Shorter resigned as Chief Financial Officer of the Company.

## Incentive Plan Awards

1,000,000 stock options were granted during the financial year ended June 30, 2018. As of October 29, 2018 5,350,000 stock options were outstanding under the Stock Option Plan of the Company. The Company has no share-based awards program.

### Named Executive Officers Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards		
	No. of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	No. of Unvested Shares	Market value of unvested share-based awards	Market or payout value of vested share-based awards not paid out or distributed
Walter H. Berukoff	750,000	1.00	06.30.2021	Nil	N/A	N/A	N/A
Tony Young <sup>(2)</sup>	500,000	1.00	01.26.2023	Nil	N/A	N/A	N/A
Stephen T. Mann	500,000 <sup>(3)</sup> 1,000,000 <sup>(4)</sup>	0.35 1.25	06.27.2019 09.29.2018	N/A N/A	N/A	N/A	N/A
Ian Chang <sup>(5)</sup>	1,000,000	1.00	04.11.2022	Nil	N/A	N/A	N/A

Name	Option-based Awards				Share-based Awards		
	No. of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	No. of Unvested Shares	Market value of unvested share-based awards	Market or payout value of vested share-based awards not paid out or distributed
Samantha Shorter <sup>(6)</sup>	100,000 <sup>(7)</sup> 100,000 <sup>(8)</sup>	0.35 1.00	06.27.2019 06.30.2021	N/A N/A	N/A	N/A	N/A

Notes:

- (1) The value of unexercised "in-the-money options" at the financial year end is the difference between the option exercise price and the market value of the underlying Shares on the TSX-V on June 30, 2018. Market price for this purpose \$0.58, being the closing price of the Shares on the TSX-V on June 30, 2018.
- (2) Effective November 1, 2017, Tony Young was appointed Chief Financial Officer of the Company.
- (3) These Options were exercised on May 5, 2018.
- (4) These Options expired on September 29, 2018.
- (5) Effective April 11, 2017, Ian Chang was appointed Chief Development Officer of the Company.
- (6) Effective October 31, 2017, Sam Shorter resigned as Chief Financial Officer of the Company.
- (7) These Options were exercised on June 26, 2018.
- (8) These Options were cancelled on June 30, 2018.

### Named Executive Officers Incentive Plan Awards — Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Walter H. Berukoff	Nil	N/A	N/A
Tony Young <sup>(2)</sup>	Nil	N/A	N/A
Stephen T. Mann	Nil	N/A	N/A
Ian Chang <sup>(3)</sup>	Nil	N/A	N/A
Samantha Shorter <sup>(4)</sup>	Nil	N/A	N/A

Notes:

- (1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is calculated by determining the difference between the market price of the underlying securities on the date of vest and the exercise price of the options under the option-based award multiplied by the number of options vested on the vesting date.
- (2) Effective November 1, 2017, Tony Young was appointed Chief Financial Officer of the Company.
- (3) Effective April 11, 2017, Ian Chang was appointed Chief Development Officer of the Company.
- (4) Effective October 31, 2017, Sam Shorter resigned as Chief Financial Officer of the Company.

### Pension Plan Benefits

The Company does not have any pension arrangements in place for any Named Executive Officer.

### Termination and Change of Control Benefits

The Company was not, during the most recently completed financial year, party to any contract and has not entered into any plans or arrangements which provide for compensation to be paid to any of the Named Executive Officer, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change of control of the Company or in the event of a change in a Named Executive Officer's responsibilities following a change of control except as follows:

#### Chief Executive Officer

On October 1, 2016, the Company entered into a five year employment agreement with the Chief Executive Officer (the "**CEO Agreement**"). Upon the terms of the CEO Agreement, except where employment is terminated for just cause, as a result of a Permanent Disability or by the Chief Executive Officer as prescribed in the CEO Agreement, the Chief Executive Officer will be entitled to receive three times the Chief Executive Officer's annual base salary plus an equal amount of the most recent annual bonus paid (collectively, the "**Total CEO Compensation**"). If there is a Change of Control (as defined in the CEO Agreement) and the Chief Executive Officer's services are terminated within one year following a Change of Control, then the Chief Executive Officer will be entitled to receive the greater of three times the Total CEO Compensation or the amount obtained when the Total CEO Compensation (on a monthly basis) is multiplied by the number of months

left on the terms of the CEO Agreement following the date of the Change of Control. In addition, in the event that the Chief Executive Officers remains as an employee of the Company for a minimum of one year following a Change of Control, the Company will pay a bonus to the Chief Executive Officer equal to three times the then current annual base salary in effect at the time of such Change of Control. The company will pay such bonus in a lump sum on the first anniversary of the Change of Control unless the Chief Executive Officer advises the Company in advance regarding payment of the Change of Control bonus in installments over a period not to exceed five years.

#### *Chief Financial Officer*

On January 24, 2018, the Company entered into an employment agreement with the Chief Financial Officer (the “**CFO Agreement**”). Upon the terms of the CFO Agreement, except where employment is terminated for just cause or by the Chief Financial Officer as prescribed in the CFO Agreement, the Chief Financial Officer will be entitled to receive 24 months of the Chief Financial Officer’s base salary plus an amount equal to twice the average annual bonus paid (collectively, the “**Total CFO Compensation**”). If there is a Change of Control (as defined in the CFO Agreement) and the Chief Financial Officer’s services are terminated within one year following a Change of Control, then the Chief Financial Officer will be entitled to receive the equivalent of the Total CFO Compensation.

#### *Chief Development Officer*

On July 26, 2017, the Company entered into an employment agreement with the Chief Development Officer (the “**CDO Agreement**”). Upon the terms of the CDO Agreement, except where employment is terminated for just cause or by the Chief Development Officer as prescribed in the CDO Agreement, the Chief Development Officer will be entitled to receive 24 months of the Chief Development Officer’s base salary plus an amount equal to twice the average annual bonus paid (collectively, the “**Total CDO Compensation**”). If there is a Change of Control (as defined in the CDO Agreement) and the Chief Development Officer’s services are terminated within one year following a Change of Control, then the Chief Development Officer will be entitled to receive the equivalent of the Total CDO Compensation.

Other than as disclosed above, the Company has no compensatory plan or arrangement in respect to compensation received or that may be received by Named Executive Officers in the Company’s most recently completed or current fiscal year to compensate such executive officers in the event of a termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change of control.

### **Director Compensation**

Other than compensation paid to the Named Executive Officers, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board of Directors or of a committee of the Board of Directors of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year.

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers during the most recently completed financial year ended June 30, 2018:

<b>Name<sup>(1)</sup></b>	<b>Fees Earned (\$)</b>	<b>Share-based awards</b>	<b>Option-based awards<sup>(2)</sup> (\$)</b>	<b>Non-equity incentive plan compensation</b>	<b>Pension value</b>	<b>All other compensation</b>	<b>Total (\$)</b>
Richard J. Meli	9,000	N/A	15,446	N/A	N/A	Nil	24,446
Kevin Puil	7,000	N/A	15,446	N/A	N/A	Nil	22,446
John F. Robinson	7,000	N/A	52,970	N/A	N/A	Nil	59,970

Notes:

- (1) The relevant disclosure for Walter H. Berukoff and Stephen T. Mann has been provided in the Summary Compensation Table above.
- (2) The fair value of option-based awards which are vested during fiscal 2018 is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company’s Shares and expected life of the options.

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

Name <sup>(1)</sup>	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(2)</sup> (\$)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Richard J. Meli	100,000 100,000	0.35 1.00	06.27.2019 06.30.2021	23,000 Nil	N/A	N/A	N/A
Kevin Puil	200,000 100,000	0.35 1.00	06.27.2019 06.30.2021	46,000 Nil	N/A	N/A	N/A
John F. Robinson	200,000	1.00	04.11.2022	Nil	N/A	N/A	N/A

Notes:

- (1) The relevant disclosure for Walter H. Berukoff and Stephen T. Mann has been provided in the Summary Compensation Table above.  
(2) The value of unexercised "in-the-money options" at the financial year end is the difference between the option exercise price and the market value of the underlying Shares on the TSX-V on June 30, 2018. Market price for this purpose \$0.58, being the closing price of the Shares on the TSX-V on June 30, 2018.

## Value Vested or Earned for Incentive Plan Awards during the most recent financial year

Name <sup>(1)</sup>	Option-based awards – Value vested during the year <sup>(2)</sup> (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Richard J. Meli	Nil	N/A	N/A
Kevin Puil	Nil	N/A	N/A
John F. Robinson	Nil	N/A	N/A

Notes:

- (1) The relevant disclosure for Walter H. Berukoff and Stephen T. Mann has been provided in the Summary Compensation Table above.  
(2) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is calculated by determining the difference between the market price of the underlying securities on the date of vest and the exercise price of the options under the option-based award multiplied by the number of options vested on the vesting date.

## Securities Authorized for Issuance under Equity Compensation Plans

The following table indicates the number of Shares issuable on exercise of outstanding options issued under the Stock Option Plan, the weighted average exercise price of such options, and the number of Shares available for issuance on exercise of options which remain under the Stock Option Plan as at June 30, 2018:

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 the security holders – Stock Option Plan	6,700,000	\$0.95	3,542,204
Equity compensation plans not approved by the security holders	Nil	Nil	Nil
<b>Total</b>	<b>6,700,000</b>	<b>\$0.95</b>	<b>3,542,204</b>

## **Statement of Corporate Governance Policies**

The Board of Directors of the Company is responsible for the corporate governance of the Company. The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. As the Company operates with a dual listing in Canada on the TSX-V and in Australia on the ASX, the regulatory requirements in both Australia and Canada have been taken into account in formulating its corporate governance framework.

Securities legislation in Canada requires all public companies to disclose their approach to corporate governance practices as compared to a specific set of guidelines adopted by the Canadian Securities Administrators. A summary of the Company's corporate governance practices is attached to this Information Circular as Schedule "A".

ASX Listing Rules also require ASX listed entities to disclose the extent to which they have followed the recommendations set by the ASX Corporate Governance Council. Disclosure of the extent of the Company's adoption of these recommendations is attached to this Information Circular as Schedule "B".

## **Audit Committee and Relationship with Auditors**

The Company is subject to National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which has been adopted by the Canadian Securities Administrators and which prescribes certain requirements in relation to audit committees. 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 auditors, which is set forth below.

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

The Company's Audit Committee is governed by an audit committee charter, the text of which is set out in Schedule "C" of this Information Circular.

### **Composition of the Audit Committee**

The Company's Audit Committee is currently comprised of three independent directors: Richard J. Meli, Kevin Puil and John F. Robinson. All are considered independent members of the Audit Committee pursuant to the meaning of "independent" provided in NI 52-110 and all members of the Audit Committee are considered financially literate as provided for in NI 52-110. Mr. Richard J. Meli acts as chair of the Audit Committee.

### **Relevant Education and Experience**

This section described the education and experience of the Company's Audit Committee members that is relevant to the performance of their responsibilities in that role.

#### *Richard J. Meli*

Mr. Meli earned a B.S. in Economics in 1969 and a M.S. in Accounting in 1971, both from the Wharton School at the University of Pennsylvania. Mr. Meli began his career with PricewaterhouseCoopers (formerly known as Price Waterhouse & Co.) in 1971, spending eight years in the firm's New York office, becoming a CPA and reaching the level of audit manager. Mr. Meli was President of La Mancha Resources Inc. from September, 2004 until May, 2006; President of Luzenac America, a subsidiary of Rio Tinto plc. from 1999 to 2001; Senior Executive Business Development of Rio Tinto plc from 1996 to 1999.

### *Kevin Puil*

Mr. Puil holds a degree in Economics from the University of Victoria in British Columbia, and is a Chartered Financial Analyst (CFA). He has held the positions of advisor and analyst with Goepel McDermid (now, Raymond James), and was a partner and portfolio manager at Bolder Investment Partners (now Haywood Securities), both located in Vancouver, British Columbia. From 2008 to 2014 he was a portfolio manager at Gissen & Associates, and the Senior Analyst at the Encompass Fund in San Francisco, focusing on the natural resources industry. He is currently Managing Partner at RIVI Capital LLC in San Francisco.

### *John F. Robinson*

Mr. Robinson's career as a CPA, CA includes over 23 years as a Tax Partner with PricewaterhouseCoopers ("PwC") in Vancouver from 1991 to 2014, where he specialized in mergers and acquisitions and international tax planning with a focus on the natural resource sector. Mr. Robinson was the senior representative for the BC Region on the firm's National Quality and Risk Management Committee, providing operational oversight for PwC tax partners. He also served on PwC's Canadian Innovation Committee, focused on developing new business channels for the firm. Effective June 30, 2014 Mr. Robinson retired from PwC and continues to serve PwC clients in a consulting role. Since 2014, Mr. Robinson, serves as a director of and in a leadership position as Chief Executive Officer with a Vancouver-based financial institution, Truvera Trust Corporation ("Truvera"). In addition, Mr. Robinson serves as a director of Truvera's parent company, GCR Capital Inc., as well as, its affiliated company, Truvera Mortgage Company. Mr. Robinson earned his Bachelor of Commerce degree from the University of British Columbia and spent many years teaching tax courses to Chartered Professional Accountants of BC students. He continues to be a member in good standing with the CPA Institute of British Columbia as well as the Canadian Tax Foundation.

Specific to the mining resource sector, Mr. Robinson has led and assisted on a number of high profile acquisitions as well as being the lead service provider to a number of medium and large international mining companies. Outside of the mining sector, Mr. Robinson has directed numerous high profile initial public offerings for Canadian corporations and has also acted as lead acquisition strategist for various US corporations investing in Canada.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year ended June 30, 2018, the Company's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year ended June 30, 2018, the Company has not relied on the exemptions contained in sections 2.4 "De Minimis Non-Audit Services" or 8 "Exemptions" of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulator authority for an exemption from the requirements of NI 52-110, in whole or in part.

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

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

## **Exemptions**

The Company is not currently relying on any of the exemptions to the requirement to have all audit committee members be financially literate (as contained in section 3.8 of NI 52-110) or the exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Mining Tenements – ASX Listing Rule 4.10.15**

Pursuant to ASX Listing Rule 4.10.15, the Company has included a list of its interests in mining tenements, where the tenements are situated and the percentage interest it holds in each at Schedule “D” of this Information Circular.

### **Use of Proceeds – ASX Listing Rule 4.10.19**

The Company confirms that it has used the Company’s cash and assets in a form readily convertible to cash consistently with its business objectives from the date of admission to the ASX on June 6, 2013 to June 30, 2018.

### **Indebtedness of Directors, Executive Officers and Senior Officers**

No director, executive officer or employee and no former director, executive officer or employee of the Company or any of its subsidiaries is currently, as of October 29, 2018 indebted to the Company or any of its subsidiaries nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries. During the last completed financial year, no director or executive officer, no nominee for election as a director of the Company nor any of associate or affiliate of any of the foregoing has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

At no time during the year ended June 30, 2018, was a director, executive officer or senior officer of the Company or any proposed nominee for election as a director of the Company, or any associate of any such director, officer or proposed nominee indebted to the Company or any of its subsidiaries.

### **Management Contracts**

Except as disclosed herein, the business of the Company is managed by its directors and officers and the Company has no management agreements with persons who are not officers or directors of the Company.

### **Interest of Informed Persons in Material Transactions**

To the knowledge of management of the Company, no director or executive officer of the Company, no person who beneficially owns, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company (each of the foregoing being an “Informed Person”), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Company, no proposed director of the Company, and no associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the beginning of the Company’s last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

### **Interest of Certain Persons or Companies in Matters to be Acted Upon**

To the knowledge of management of the Company, other than as described herein, no director or executive officer of the Company at any time since the beginning of the last completed financial year of the Company, no nominee for election as a director of the Company and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the re-approval of the Stock Option Plan.

### **Other Matters**

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

### **Additional Information**

Additional information relating to the Company may be found under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information relating to the Company is provided in the Company's comparative financial statements for year ended June 30, 2018 and related management discussion and analysis (the "**Financial Statements and MD&A**"). The Financial Statements and MD&A will be presented to Shareholders at the Meeting, and are also available from the Company's head office at #306 – 267 West Esplanade, North Vancouver, British Columbia, V7M 1A5, Canada. Copies of the Financial Statements and MD&A may be requested by contacting the Company at [info@liononemetals.com](mailto:info@liononemetals.com).

### **Approval of this Information Circular**

The Board of Directors has approved the content of this Information Circular and its delivery to the Shareholders.

By Order Of the Board of Directors,

*"Walter Berukoff"*

**Walter Berukoff**  
Chief Executive Officer & Director

## SCHEDULE "A"

### LION ONE METALS LIMITED CORPORATE GOVERNANCE COMPLIANCE TABLE

The following table sets out the corporate governance practices of the Company with respect to NI 58-101. The Company constantly monitors evolving best practices for corporate governance.

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 43-101</b>	<b>COMMENTS</b>										
1.	<b>Board of Directors</b>											
	(a) Disclose the identity of the directors who are independent.	The Board of Directors currently is comprised of five directors, three of the directors are independent and two are not independent. The Board of Directors considers that Richard J. Meli, Kevin Puil, and John F. Robinson are independent Directors.										
	(b) Disclose the identity of the directors who are not independent, and describe the basis for that determination.	<p>The Board of Directors considers that Walter H. Berukoff and Stephen T. Mann are not independent directors.</p> <p>Walter H. Berukoff is not an independent director because he is the Chief Executive Officer of the Company. Stephen T. Mann is not an independent director because he is the Managing Director of the Company.</p> <p>The Board of Directors is responsible for determining whether or not each director is an independent director. To do this, the Board of Directors analyzes all the relationships of the directors with the Company and its subsidiaries. Those directors who do not meet the meaning of independence as provided in NI 58-101 were deemed to not be independent directors.</p> <p>More information about each director can be found on pages 8 to 9 f this Information Circular.</p>										
	(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgement in carrying out its responsibilities.	The Company currently has a majority of independent directors.										
	(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	<p>The following directors currently serve on the board of the reporting issuer(s) (or equivalent) listed below:</p> <table style="margin-left: 20px;"> <tr> <td>Walter H. Berukoff:</td> <td>Nil</td> </tr> <tr> <td>Stephen T. Mann:</td> <td>Nil</td> </tr> <tr> <td>Richard J. Meli:</td> <td>Nil</td> </tr> <tr> <td>Kevin Puil:</td> <td>Golden Dawn Minerals Inc. Choom Holdings Inc.</td> </tr> <tr> <td>John F. Robinson:</td> <td>Nil</td> </tr> </table>	Walter H. Berukoff:	Nil	Stephen T. Mann:	Nil	Richard J. Meli:	Nil	Kevin Puil:	Golden Dawn Minerals Inc. Choom Holdings Inc.	John F. Robinson:	Nil
Walter H. Berukoff:	Nil											
Stephen T. Mann:	Nil											
Richard J. Meli:	Nil											
Kevin Puil:	Golden Dawn Minerals Inc. Choom Holdings Inc.											
John F. Robinson:	Nil											
	(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	<p>The independent directors, pursuant to the Mandate, will hold regular meetings at which members of management are not present. During the year ended June 30, 2018 the independent directors did not hold any meetings.</p> <p>In camera meetings are offered to the Audit Committee at quarterly financial meetings. The Company underwent an audit of its June 30, 2018 audited consolidated financial statements. The auditors were present at the meeting; an in camera meeting was not requested by the auditors or the Audit Committee.</p> <p>The attendance record of each director for all Board of Directors meetings held since the beginning of the fiscal year ended June 30, 2018 is included on pages 8 to 9 of this Information Circular.</p>										
	(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.	<p>The current Chairman, Mr. Walter H. Berukoff is not independent. Given the size and nature of the Company, the Board of Directors considers that the composition of the Board of Directors is appropriate at this stage.</p> <p>The Company's Board of Directors reviews its composition and nominates directors with experience that will enhance the functions of the Board of Directors. Chairs of committees are held by independent directors to put independent directors in clear leadership roles.</p>										

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 43-101</b>	<b>COMMENTS</b>
	(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.	Walter H. Berukoff: 4 out of 4 Richard J. Meli: 4 out of 4 Stephen T. Mann: 4 out of 4 Kevin Pull: 4 out of 4 John F. Robinson: 4 out of 4
2.	<b>Board Mandate</b> Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	The Board of Directors has adopted a Mandate which is found at the following webpage: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a>
3.	<b>Position Descriptions</b> (a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	The Audit Committee Charter and Compensation Committee Charter provide for specific responsibilities of the Chairperson for the committee. The Charters detail the responsibilities of the committee as a whole.
	(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	The Board of Directors has not adopted a written position description for the Chief Executive Officer, which sets out specific duties and responsibilities of the Chief Executive Officer. Generally, the Board of Directors of Directors considers the Chief Executive Officer, who must be appointed by the Board of Directors, to be directly accountable to the Board of Directors and responsible for management of the day to day operation of the business of the Company and has primary accountability for the productivity and growth of the Company.
4.	<b>Orientation and Continuing Education</b> (a) Briefly describe what measures the board takes to orient new directors regarding:  (i) the role of the board, its committees and its directors, and (ii) the nature and operation of the issuer's business.	Currently, the Board of Directors does not have a formal orientation or education program for its members. The Board of Directors' practice it to recruit individuals with extensive experience in the mining and mining exploration business and in public company matters. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's business and affairs and plans prior to obtaining their consent to act as a director.
	(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	When new directors are appointed, the Board of Directors provides training courses as needed, to ensure that the Board of Directors is complying with current legislative and business requirements.
5.	<b>Ethical Business Conduct</b> (a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:  (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	The Board of Directors encourages and promotes a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility. In addition, the Board of Directors has adopted a Corporate Conduct and Code of Ethics Policy which provides a set of ethical standards to guide each director, officer, employee, consultant and contractor in the conduct of their business and constitutes the conditions of employment for each director, officer and employee and constitutes conditions of providing services for each consultant and contractor. A copy of the Corporate Conduct and Code of Ethics Policy can be found at the following webpage: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a>  The Board of Directors monitors compliance with the Corporate Conduct and Code of Ethics Policy through quarterly Audit Committee discussions which review management's assessment of its internal control processes. Informally, the Board of Directors is involved with day to day management of the Company and is in observation of activities and behaviors on an ongoing basis.  There have been no material change reports filed with respect to the conduct of a director or executive officer or deviation from the Corporate Conduct and Code of Ethics Policy.

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 43-101</b>	<b>COMMENTS</b>
	<p>(b) Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p> <p>(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>In the event of a conflict of interest, the Board of Directors will impose an abstention upon the conflicted party in the approval process. Conflicted members recuse themselves from discussion and participation in deliberation on the matter in question.</p> <p>The Board of Directors works to encourage ethical business conduct by demonstrating strong 'tone at the top'. The Company's internal control systems are affected with the purpose of providing a framework of operations which encourages positive behaviour.</p>
6.	<p><b>Nomination of Directors</b></p> <p>(a) Describe the process by which the board identifies new candidates for board nomination.</p> <p>(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.</p> <p>(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The Board of Directors identifies new candidates by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects and timing. Prospective directors are not approached until consensus is reached. The Board of Directors does not have a nominating committee, and these functions are currently performed by the Chairman and a majority of the non-executive directors.</p> <p>The Board of Directors members request nominations from the group based on desired skill sets and knowledge needed to complement the Company's objectives and developments. The Company's objectives are well known to the Board of Directors; therefore, persons who would facilitate those objectives are more readily identified.</p>
7.	<p><b>Compensation</b></p> <p>(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.</p> <p>(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.</p> <p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The Compensation Committee is a committee comprised of two directors whose 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 of Directors 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. In exercising its mandate, the Compensation Committee sets the standards for the compensation of directors, employees and officers based on industry data and with the goal to attract, retain and motivate key persons to ensure the long term success of the Company. For more information regarding compensation paid to directors and executives officers, see pages 11 to 18 of this Information Circular.</p>
8.	<p><b>Other Board Committees</b></p> <p>If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>In addition to the Audit Committee, the Board of Directors has a Compensation Committee and a Governance Committee.</p> <p>The current members of the Compensation Committee are Richard J. Meli and Kevin Puil.</p> <p>The current members of the Governance Committee are Walter H. Berukoff, Richard J. Meli and Stephen T. Mann.</p> <p>The Company entrusts the functions of nomination and corporate governance to the Board of Directors at large. This approach is considered appropriate for the size and structure of the Company's corporate governance framework.</p>
9.	<p><b>Assessments</b></p> <p>Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>Currently, the Board of Directors reviews its own performance and effectiveness as well as monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board of Directors' decision making processes and quality and adequacy of information provided by management.</p>

## SCHEDULE “B”

### LION ONE METALS LIMITED ASX CORPORATE GOVERNANCE COUNCIL RECOMMENDATIONS

The Company’s compliance with the ASX Corporate Governance Principles and the corresponding recommendations as published by the ASX Corporate Governance Council (the “**Recommendations**”) is discussed below. Where the Company has not complied with a Recommendation, discussion is provided.

	ASX RECOMMENDATION	COMMENTS
1.1	<p><b>Oversight by Board of Directors</b> Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.</p>	<p>The day-to-day management of the Company’s business and operation has been delegated by the Board of Directors to executive directors, senior management and Board of Directors committees. These parties are required to perform their respective responsibilities in accordance with any business plans of the Company adopted by the Board of Directors.</p> <p>Notably, the Board of Directors has adopted a Mandate for the Board of Directors which establishes the roles and responsibilities for the Board of Directors which include:</p> <ul style="list-style-type: none"> <li>• adopting a strategic planning process;</li> <li>• risk identification and ensuring that procedures are in place for the management of those risks;</li> <li>• review and approve annual operating plans and budgets;</li> <li>• corporate social responsibility, ethics and integrity;</li> <li>• succession planning, including the appointment, training and supervision of management;</li> <li>• delegations and general approval guidelines for management;</li> <li>• monitoring financial reporting and management;</li> <li>• monitoring internal control and management information systems;</li> <li>• corporate disclosure and communications;</li> <li>• adopting measures for receiving feedback from stakeholders; and</li> <li>• adopting key corporate policies designed to ensure that the Company, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.</li> </ul> <p>A copy of the Mandate for the Board of Directors is available at the following page on the Company’s website at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p>
1.2	<p>Disclose the process for evaluating the performance of senior executives.</p>	<p>The Board of Directors has entrusted the functions of setting performance objectives and evaluation of performance of the senior executives to the Compensation Committee. Pursuant to the Compensation Committee Charter, the Compensation Committee must evaluate, at least annually, the performance of the Chief Executive Officer and the Chief Financial Officer.</p>
2.1	<p><b>Composition of the Board</b> A majority of the Board should be independent of Directors.</p>	<p>Currently the Board of Directors is structured as follows:</p> <ul style="list-style-type: none"> <li>• Mr. Walter H. Berukoff – Chairman and Chief Executive Officer;</li> <li>• Mr. Richard J. Meli – Director;</li> <li>• Mr. Stephen T. Mann – Managing Director;</li> <li>• Mr. Kevin Puil – Director; and</li> <li>• Mr. John F. Robinson – Director.</li> </ul> <p>The Board of Directors considers that Mr. Richard J. Meli, Mr. Kevin Puil, and Mr. John F. Robinson are independent as defined in section 1.4 of National Instrument 52-110.</p> <p>Three of the Company’s five directors on the current Board of Directors are independent. Given the size and nature of the Company, the Board of Directors considers that the composition of the Board of Directors is appropriate at this stage.</p>
2.2	<p>The chair should be an independent Director.</p>	<p>The current Chairman, Mr. Walter H. Berukoff is not independent.</p> <p>Given the size and nature of the Company, the Board of Directors considers that the composition of the Board of Directors is appropriate at this stage.</p>
2.3	<p>The roles of Chair and Chief Executive Officer should not be exercised by the same individual.</p>	<p>The Company’s Chairman and Chief Executive Officer is the same person, being Mr. Walter H. Berukoff.</p> <p>Given the size and nature of the Company, the Board of Directors considers that the composition of the Board of Directors is appropriate at this stage.</p>

	<b>ASX RECOMMENDATION</b>	<b>COMMENTS</b>						
2.4	The Board should establish a nomination committee.	<p>The oversight of succession and nominations is a function of the Board of Directors at large in accordance with the Mandate for the Board of Directors.</p> <p>In addition, the Board of Directors has adopted a Compensation Committee Charter ("<b>Compensation Charter</b>") which provides for (amongst other things) the Compensation Committee to review and recommend management succession plans for Board of Directors Approval. The Compensation Committee is comprised of two directors, both of whom are independent.</p> <p>Refer to Mandate for the Board of Directors and Compensation Committee Charter for further details which can be found on the following page on the Company's website, at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p>						
2.5	Companies should disclose the process for evaluating the performance of the Board, its committees and individual Directors.	The performance evaluation of the Board of Directors, committee members and directors is conducted by the Board of Directors in accordance with its Mandate. There is no formal appraisal system in place for Board of Directors performance on a director by director basis. The performance of all directors is assessed through review by the Board of Directors as a whole of a director's attendance at, and involvement in, Board of Directors meetings, his performance and other matters identified by the Board of Directors or other directors. Significant issues are actioned by the Board of Directors. Due the Board of Directors' assessment of the effectiveness of these processes, the Board of Directors has not otherwise formalized measures of a director's performance.						
3.1	<p><b>Ethical and Responsible Decision Making</b> Establish a code of conduct and disclose the code for a summary of the code as to:</p> <ul style="list-style-type: none"> <li>▪ the practice necessary to maintain confidence in the Company's integrity;</li> <li>▪ the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and</li> <li>▪ the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</li> </ul>	<p>The Board of Directors has adopted a Code of Business Conduct and Ethics ("<b>Code</b>"), a copy of which can be found on the following page on the Company's website at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p> <p>The Code provides a summary of the expected ethical and business standards expected of each Director.</p> <p>Each director is requested to sign a copy of the Code acknowledging that they have read and understood the Code.</p>						
3.2	Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurably objectives for achieving gender diversity for the Board to assess annually both the objectives and the progress in achieving them.	<p>The Company has established a Diversity Policy which provides a framework in support of a work environment that values and utilizes the contributions of employees' backgrounds, experiences, and perspectives, irrespective of gender, age, ethnicity and cultural background.</p> <p>The Diversity Policy provides a positive statement with respect to the Company's intentions with respect to staffing at all levels. Given the size of the Company and the limited number of positions to staff, the Company has not determined a need to set objectives with respect to gender.</p>						
3.3	Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the Diversity Policy.	Please see item 3.2 above.						
3.4	Disclose in each annual report the proportion of women employees in the whole organization, women in senior positions and women on the Board.	<table border="0"> <tr> <td>Women employed at the Board of Directors level</td> <td style="text-align: right;">0%</td> </tr> <tr> <td>Women employed at the Senior Management level</td> <td style="text-align: right;">33%</td> </tr> <tr> <td>Women employed by the Company in whole</td> <td style="text-align: right;">40%</td> </tr> </table>	Women employed at the Board of Directors level	0%	Women employed at the Senior Management level	33%	Women employed by the Company in whole	40%
Women employed at the Board of Directors level	0%							
Women employed at the Senior Management level	33%							
Women employed by the Company in whole	40%							
4.1	<p><b>Safeguard Integrity in Financial Reporting</b> The Board should establish an audit committee.</p>	<p>The Board of Directors has adopted an Audit Committee Charter, establishing the Audit Committee.</p> <p>The role of the Audit Committee is:</p> <ul style="list-style-type: none"> <li>• Overseeing the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits;</li> <li>• Overseeing the Company's compliance with legal and regulatory requirements associated with financial reporting and disclosure;</li> <li>• Overseeing the registered public accounting firm's (independent auditor's) qualifications and independence;</li> <li>• Overseeing the performance of the Company's independent auditor; and</li> <li>• Overseeing the Company's systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Company.</li> </ul> <p>A copy of the Audit Committee Charter can be found on the following page on the Company's website at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p>						
4.2	<p>The audit committee should be structured so that it:</p> <ul style="list-style-type: none"> <li>• consists only of non-executive Directors;</li> <li>• consists of a majority of independent Directors;</li> <li>• is chaired by an independent chair, who is not chair of the Board;</li> <li>• has at least 3 members.</li> </ul>	<p>The current members of the Audit Committee are:</p> <ul style="list-style-type: none"> <li>• Mr. Richard J. Meli – independent non-executive Director (committee chair)</li> <li>• Mr. Kevin Puil – independent non-executive Director</li> <li>• Mr. John F. Robinson – independent non-executive Director</li> </ul>						

	<b>ASX RECOMMENDATION</b>	<b>COMMENTS</b>
4.3	The audit committee should have a formal charter.	<p>The Audit Committee has a formal charter. See item 4.1 above.</p> <p>In performance of its duties, the Audit Committee has regard to the approved accounting and auditing standards for Canadian reporting issuers (such as the Company) set out in National Instrument 52-107.</p>
5.1	<p><b>Make Timely and Balanced Decisions</b> Establish written policies and procedures designed to ensure compliance with ASX Listing Rules disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.</p>	<p>The Company has adopted a Corporate Disclosure Policy with the objective to:</p> <ul style="list-style-type: none"> <li>reinforce the Company's commitment to compliance with the continuous disclosure obligations imposed by Canadian and Australian securities law and regulations and the rules of the TSX-V and the ASX with an aim to ensuring that all communications to the investing public about the business and affairs of the Company are: informative, timely, factual and accurate, and consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements;</li> <li>confirm in writing the Company's existing disclosure policies, guidelines and procedures;</li> <li>ensure that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of material information;</li> <li>promote effective communication with shareholders and encourage their participation at general meetings; and</li> <li>establish a disclosure committee to help achieve the above objectives.</li> </ul> <p>The Corporate Disclosure Policy is administered by the Chief Executive Officer, Chief Financial Officer, Vice President and is linked to the Board of Directors by an independent director member. A copy of the policy is available on the following page on Company's website at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p>
6.1	<p><b>Respect the Rights of Shareholders</b> Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.</p>	<p>The Company has adopted a Corporate Disclosure Policy which governs the accurate, complete and timely release of information to shareholders. Further, the Company adheres to a Code of Conduct and Business Ethics which includes provisions for compliance with inside information, securities trading, confidentiality and disclosure of information requirements.</p> <p>As a disclosing entity, the Company complies with the continuous disclosure obligations as set out in National Instrument 51-102, and the obligations for communications with beneficial owners of securities as set out in National Instrument 54-101.</p> <p>The Company considers the governance policies and disclosure practices in place adequately address effective communication with shareholders. The Company seeks to provide its shareholders with clear and accessible information on its operations. The Company's officers and management make themselves available to address shareholder queries. Further, shareholders or the public may make enquires to the Company via its website, <a href="http://www.liononemetals.com">http://www.liononemetals.com</a>.</p> <p>Shareholder queries are dealt with on an individual basis and any requested information is provided where possible. Significant shareholder queries are brought to the attention of management or the Board of Directors.</p>
7.1	<p><b>Recognize and Manage Risk</b> Establish policies for the oversight and management of material business risk and disclose a summary of those policies.</p>	<p>The Board of Directors has adopted:</p> <ul style="list-style-type: none"> <li>the Audit Committee Charter, which provides for oversight and management of financial and other material risks to the Company;</li> <li>an Environmental, Health, Safety and Social Responsibility Mission Statement, which provides for (amongst other things) recognition and management of environmental, health, safety and other risks to the Company, as well as compliance with all applicable laws, regulations and international guidelines; and;</li> <li>the Code of Business Conduct and Ethics, which seeks to ensure compliance with local laws and regulations by Directors, senior management and other decision makers in the Company.</li> </ul> <p>The above policies provide for the establishment of systems and procedures to ensure legal compliance and to minimize risks to the Company.</p> <p>A copy of these policies can be found on the following page on the Company's website at: <a href="http://www.liononemetals.com/corporate/governance">http://www.liononemetals.com/corporate/governance</a></p>
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	Refer to item 7.1 above.

	<b>ASX RECOMMENDATION</b>	<b>COMMENTS</b>
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the <i>Corporations Act 2001</i> (Cth) ( <b>Corporations Act</b> ) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	In accordance with National Instrument 52-109, the Chief Executive Officer and Chief Financial Officer certify, in conjunction with the filing of the quarterly financial statements and management's discussion and analysis, that they have overseen the design and implementation of effective disclosure controls & procedures (" <b>DC&amp;P</b> ") and internal control over financial reporting (" <b>ICFR</b> ").  As a foreign registered company, the Company is not required to comply with section 295A of the Corporations Act.
8.1	<b>Remunerate Fairly and Responsibly</b> The Board should establish a remuneration committee.	The Board of Directors has adopted the Compensation Charter, which establishes the Compensation Committee.  The purpose of the Compensation Committee is to enable the Company to recruit, retain and motivate employees, and ensure conformity between compensation and other corporate objectives.
8.2	The remuneration committee should be structured so that it: <ul style="list-style-type: none"> <li>▪ consists of a majority of independent Directors;</li> <li>▪ is chaired by an independent Director; and</li> <li>▪ has at least 3 members.</li> </ul>	The current members of the Compensation Committee are: <ul style="list-style-type: none"> <li>• Mr. Richard J. Meli – independent non-executive Director</li> <li>• Mr. Kevin Puil – independent non-executive Director</li> </ul> The two members of the Compensation Committee are non-executive independent Directors. Given the size and nature of the Company, the Board of Directors considers that the composition of the Compensation Committee is appropriate at this stage.
8.3	Clearly distinguish the structure of non-executive Directors' remuneration from that of executive Directors and senior executives.	The Compensation Committee reviews compensation and remuneration for executive Directors.  Executive Directors remuneration arrangements are based on amounts determined between the Executive Director in question and Compensation Committee, with remuneration that is both cash and securities based.  The Chief Executive Officer makes recommendations as to the remuneration to be paid to executive Directors and other executive personnel, to the Compensation Committee for review and to the Board of Directors for approval.  Non-executive Directors are compensated a nominal amount for their contributions to the Company based on their contributions to committees and the Board of Directors at large.

## SCHEDULE "C"

### **LION ONE METALS LIMITED AUDIT COMMITTEE CHARTER**

#### **1.0 Purpose and Authority**

The Audit Committee is established by and among the Board of Directors for the primary purpose of assisting the Board in:

- (a) Overseeing the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits;
- (b) Overseeing the Company's compliance with legal and regulatory requirements associated with financial reporting and disclosure;
- (c) Overseeing the registered public accounting firm's (independent auditor's) qualifications and independence;
- (d) Overseeing the performance of the Company's independent auditor; and
- (e) Overseeing the Company's systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Company.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures, and practices at all levels. The Audit Committee should also provide for open communication among the independent auditor, financial and senior management, the internal audit function, and the Board of Directors.

The Audit Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities

In carrying out its duties and responsibilities, the Audit Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties.

The Company will provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor, to any advisors that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section 3.0 of this charter.

#### **2.0 Composition and Meetings**

The Audit Committee will comprise three or more directors as determined by the Board. Each Audit Committee member will meet the applicable standards of independence and the determination of independence will be made by the Board.

All members of the committee must comply with all financial-literacy requirements of the Securities Exchange(s) on which the Company is listed. To help meet these requirements, the Audit Committee will provide its members with annual continuing education opportunities in financial reporting and other areas as relevant to the Audit Committee.

Committee members will be appointed by the Board at the annual organizational meeting of the Board to serve until their successors are elected. Unless a chairperson is elected by the full Board, the members of the committee may designate a chairperson by majority vote. The committee chairperson shall not be the Chairman of the Company.

The Committee will meet at least quarterly, or more frequently as circumstances dictate. The Committee Chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practicable.

Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, the director of the internal audit function, and the independent auditor in separate executive sessions.

In addition, the Committee will meet with the independent auditor and management to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

### **3.0 Responsibilities and Duties**

To fulfill its responsibilities and duties, the Audit Committee will:

#### **3.1. Documents/Reports/Accounting Information Review**

- (a) Review this charter at least annually and recommend to the Board of Directors any necessary amendments or modifications.
- (b) Meet with management and the independent auditor to review and discuss the Company's annual financial statements as well as all internal control reports (or summaries thereof). Review other relevant reports or financial information submitted by the Company to any governmental body or the public and relevant reports rendered by the independent auditor (or summaries thereof).
- (c) Recommend to the Board whether the financial statements should be included in the annual report.
- (d) Discuss earnings press releases, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP information. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
- (e) Discuss financial information and guidance provided to analysts. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
- (f) Review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management's response.

#### **3.2 Independent Auditor**

- (a) Appoint (and recommend that the Board submit for shareholder ratification, if applicable), compensate, retain, and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or related work. Review the performance and independence of the independent auditor and remove the independent auditor if circumstances warrant. The independent auditor will report directly to the Audit Committee and the Audit Committee will oversee the resolution of disagreements between management and the independent auditor if they should occur.
- (b) Consider whether the auditor's provision of permissible non-audit services is compatible with the auditor's independence.
- (c) Review with the independent auditor any problems or difficulties and management's response.
- (d) Review the independent auditor's report on the Company's assessment of internal control over financial reporting.
- (e) Hold timely discussions with the independent auditor regarding the following:
  - i. All critical accounting policies and practices.
  - ii. All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, implications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.

- iii. Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
- (f) At least annually, obtain and review a report by the independent auditor describing:
- i. The independent auditor's internal quality-control procedures.
  - ii. Any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues.
  - iii. All relationships between the independent auditor and the Company.

This report should be used to evaluate the independent auditor's qualifications, performance, and independence. Further, the Committee will review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The committee will also consider whether there should be rotation of the independent auditor itself.

- (g) Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the outside auditor.
- (h) Review and preapprove both audit and nonaudit services to be provided by the independent auditor. The authority to grant preapprovals may be delegated to one or more designated members of the Audit Committee, whose decisions will be presented to the full Audit Committee at its next regularly scheduled meeting.
- (i) Set policies, consistent with governing laws and regulations, for hiring personnel of the independent auditor.

### **3.3 Financial Reporting Processes, Accounting Policies, and Internal Control Structure**

- (a) In consultation with the independent auditor and the internal audit function, review the integrity of the Company's financial reporting processes (both internal and external).
- (b) Periodically review the adequacy and effectiveness of the Company's disclosure controls and procedures and the Company's internal control over financial reporting, including any significant deficiencies and significant changes in internal controls.
- (c) Understand the scope of the internal and independent auditors' review of internal control over financial reporting and obtain reports on significant findings and recommendations, together with management responses.
- (d) Receive and review any disclosure from the Company's CEO or CFO made in connection with the certification of the company's quarterly and annual reports of:
  - i. significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize, and report financial data; and
  - ii. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls.
- (e) Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- (f) Review analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial

statements, including analyses of the effects of alternative IFRS methods on the financial statements.

- (g) Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
- (h) Review and approve all related-party transactions.
- (i) Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by Company employees regarding questionable accounting or auditing matters.

### **3.4 Ethical Compliance, Legal Compliance, and Risk Management**

- (a) Oversee, review, and periodically update the Company's Code of Business Conduct and Ethics and the Company's system to monitor compliance with and enforce this code.
- (b) Review, with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.
- (c) Discuss policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them.
- (d) Consider the risk of management's ability to override the Company's internal controls.
- (e) Oversee, review and periodically update the Company's whistleblower policy and the Company's internal systems relating thereto.

### **3.5 Reporting**

- (a) Report regularly to the Board regarding the execution of the Audit Committee's duties and responsibilities, activities, any issues encountered and related recommendations.
- (b) Review and approve the report that the regulators require be included in the Company's annual proxy statement.

### **3.6 Other Responsibilities**

- (a) Review, with the independent auditor, the internal audit function, and management, the extent to which changes or improvements in financial or accounting practices have been implemented.
- (b) Review, with management, the Company's finance function, including its budget, organization, and quality of personnel.
- (c) Conduct an annual performance assessment relative to the audit committee's purpose, duties, and responsibilities outlined herein.
- (d) Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Audit Committee determines are necessary or appropriate.

**SCHEDULE "D"**

**LION ONE METALS LIMITED  
TENEMENT LISTING**

<b>TENEMENT DESCRIPTION</b>	<b>TENEMENT NUMBERS <sup>(1)</sup></b>	<b>PERCENTAGE INTEREST</b>	<b>CHANGES IN THE QUARTER</b>
<b>FIJI</b>			
<b>TUVATU GOLD PROJECT, VITI LEVU</b>			
Tuvatu	SML 62	100%	
Tuvatu	SPL 1283	100%	
Yavuna	SPL 1296	100%	
Nagado	SPL 1465	100%	
Navilawa	SPL 1412	100%	
<b>SOUTH AUSTRALIA</b>			
Olary Creek	EL 5928	51% <sup>(2)</sup>	
<b>ARGENTINA</b>			
<b>SIERRA CUADRADA JOINT VENTURE</b>			
Mamuny 1	15888/10	100%	
Mamuny 2	15889/10	100%	
Mamuny 3	15890/10	Under application	
Mamuny 4	15891/10	Under application	

<sup>(1)</sup> Tenured ground held in Fiji is held under Special Prospecting Licenses (SPL's) and a Special Mining License (SML), those held in Australia are held under an Exploration License (EL), and those held in Argentina are held as Manifestations.

<sup>(2)</sup> Under the Olary Creek Farm-In and Joint Venture Agreement ("**Olary Creek JV**"), the Company maintains a 51% ownership of the tenement. The Company has a 47% interest in the Olary Creek JV which consists of a 25% free carried interest to the decision to mine and a 22% contributing interest. Refer to the audited consolidated financial statements for the year ended June 30, 2018 for additional information as filed under the Company's profile at [www.sedar.com](http://www.sedar.com).