



2023 MANAGEMENT INFORMATION CIRCULAR

(Information as at November 8, 2023)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 19, 2023

NOTICE IS HEREBY GIVEN that an annual general meeting of the holders ("**Shareholders**") of common shares of Mason Resources Inc. (the "**Company**" or "**Mason Resources**" or "**Mason**") will be held virtually by teleconference on Tuesday, December 19, 2023 at 10:00 a.m. (EST) (the "**Meeting**"), for the following purposes:

1. receiving the Company's consolidated audited financial statements for the fiscal year ended June 30, 2023, together with the report of the auditor thereon;
2. electing the Company's board of directors for the ensuing year;
3. appointing PricewaterhouseCoopers LLP as auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. to consider and, if deemed advisable, approve the adoption of a new rolling stock option plan for the Company, which is set forth in Schedule "A" to the accompanying management information circular (the "**Circular**"); and
5. other items of business that may be properly brought before the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular. The Circular is deemed to form part of this notice of Meeting. Mason is using the notice and access ("**Notice and Access**") method for delivering this notice and the Circular to Shareholders. As described in the Notice and Access notification mailed to Shareholders, this notice and the Circular will be available on the Mason website at <http://www.masonresourcesinc.com/annualmeeting2023/> and on SEDAR+ under Mason's profile at www.sedarplus.ca. Alternatively, you may request a copy of this notice and the Circular be mailed to you by calling the toll-free telephone in North American at 1-888-281-9937 or outside North American at 647-805-9493.

Mason will be conducting a Meeting. **Shareholders will not be able to attend the Meeting physically.** At the Meeting, registered shareholders, non-registered (or beneficial) shareholders, and their duly appointed proxyholders will be able to participate, ask questions, and vote. Non-registered shareholders must carefully follow the procedures set out in the Circular that accompanies this notice in order to vote at the Meeting. Non-registered shareholders who do not follow the procedures set out in the Circular will nonetheless be able to attend the Meeting but will not be able to ask questions or vote.

Please join the Meeting 5-10 minutes prior to scheduled start time. When prompted, provide the Conference ID. Dial-in particulars are as follows:

North American Toll-Free Dial-in Number:	+1 888-886-7786
Toll Dial-in Number:	+1 416-764-8658
Conference ID:	50937690

The Meeting gives all shareholders an equal opportunity to participate regardless of their geographic location. It should be noted that the majority of shareholders vote in advance of the meeting by proxy and are encouraged to continue to do so as outlined in the Circular. The Meeting does not change voting by proxy. However, those that wish to participate in the Meeting or to appoint a proxy to participate, are encouraged to carefully read the instructions in the Circular and in particular the procedure for appointing yourself or a proxy.

Shareholders registered on the books of the Company at the close of business on October 30, 2023, are entitled to notice, and to vote at the Meeting. To be effective, the form of proxy or voting instruction form must be received by 10:00 am (EST) on December 15, 2023, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

DATED at Toronto, Ontario as of the 8th day of November 2023.

By Order of the Board of Directors

(signed) "*Peter Damouni*"

Peter Damouni
Chief Executive Officer

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MANAGEMENT INFORMATION CIRCULAR

This management information circular (the "Circular") has been prepared for the holders of common shares ("Shareholders") in connection with the solicitation of proxies by the management of Mason Resources Inc. ("Mason" or the "Company") for use at the annual general meeting of the Shareholders of the Company to be held virtually (the "Meeting"), on Tuesday, December 19, 2023, at 10:00 a.m. (EST) via teleconference and at any adjournment(s) thereof, for the purposes set forth in the accompanying notice of meeting (the "Notice").

Please join the Meeting 5-10 minutes prior to scheduled start time. When prompted, provide the Conference ID. Dial-in particulars are as follows:

North American Toll-Free Dial-in Number:	+1 888-886-7786
Toll Dial-in Number:	+1 416-764-8658
Conference ID:	50937690

Unless otherwise stated, the information contained within this Circular is as at November 8, 2023. Unless otherwise stated, all dollar amounts in this Circular refer to Canadian dollars.

GENERAL PROXY INFORMATION

Solicitation of Proxies

Persons or Companies Making the Solicitation

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Circular.

MEETING AND VOTING INFORMATION

Registered shareholders (the "**Registered Shareholders**") of Common Shares of the Company (the "**Common Shares**") are entitled to receive notice of and vote at the Meeting, or any postponement or adjournment thereof, if they were a Registered Shareholder at the close of business on the record date of October 30, 2023.

Meeting Materials

Mason is using the notice and access process ("**Notice and Access**") provided under National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") for the delivery of the Notice and the Circular (collectively, the "**Meeting Materials**") to Registered Holders and Non-Registered Holders (beneficial shareholders) who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner ("**NOBO**") for the Meeting. If you are a NOBO, and the Company or its agent has sent the Notice and Access notification directly to you, your name and address and information about your holdings of Common Shares has been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. Mason has adopted the Notice and Access delivery process in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

In addition, the Company will have caused its agent to deliver a Notice and Access notification to the clearing agencies and intermediaries for onward distribution to those Non-Registered Holders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner ("**OBO**"). Intermediaries are required to forward the Notice and Access notification to OBOs at the cost of such Intermediary, unless an OBO has waived his or her right to receive such notification information.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a Notice and Access notification containing details of the Meeting date, teleconference particulars and purpose, as well as information on how to access the Meeting Materials electronically. The Company will not be using stratification, however, shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials.

The Meeting Materials can be accessed online at the Company's website at <http://www.masonresourcesinc.com/annualmeeting2023/> including the Company's audited financial statements and related management's discussion and analysis ("MD&A") for the year ended June 30, 2023, or on SEDAR+ at www.sedarplus.ca under the Mason Resources profile.

Shareholders may request printed copies of the Meeting Materials, the audited financial statements and/or the MD&A to be sent by mail for up to one year from the date this Circular is filed on SEDAR+. Requests for printed materials may be made by calling toll-free in North America at 1-888-281-9937 or outside of North America at 647-805-9493. To receive copies of the Meeting Materials in advance of the proxy deposit date and Meeting date, please allow at least ten business days in advance of the proxy deposit date and time.

Voting Process for Registered Holders

Voting by Proxy

Registered Shareholders who are unable to attend the Meeting or any adjournment thereof, may vote their shares by proxy. The form of proxy will accompany the Notice of Meeting or the Notice and Access notification sent to Registered Shareholders. Registered Shareholders at the close of business on October 30, 2023, may vote in person at the Meeting, or by proxy as follows:

Voting by Internet or Email

Registered Shareholders who are unable to attend the Meeting or any adjournment thereof, may vote their shares by Internet by visiting www.voteproxyonline.com or by Email to tsxtrustproxyvoting@tmx.com.

Voting by Fax or Regular Mail

Registered Shareholders please date, sign and return the form of proxy to the Company's transfer agent, TSX Trust Company by fax at 416-595-9593, or by regular mail at the address noted below:

TSX Trust Company
Attention: Proxy Department
Suite 301 - 100 Adelaide Street West
Toronto, Ontario M5H 4H1

not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting, in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Voting Shares at Meeting via Teleconference

Registered Shareholders: **Shareholders who own shares in their own name, may simply attend the Meeting to vote their shares at the Meeting via teleconference.** Registered shareholders have the ability to participate, ask questions, and vote at the Meeting using the following teleconference particulars:

Please join the Meeting 5-10 minutes prior to scheduled start time. When prompted, provide the Conference ID. Dial-in particulars are as follows:

North American Toll Free Dial-in Number:	+1 888-886-7786
Toll Dial-in Number:	+1 416-764-8658
Conference ID:	50937690

Beneficial Shareholders: **Shareholders who own shares through a brokerage company or intermediary and not registered in their own name may also vote their shares at the Meeting, however, they must also complete and send the voting instruction form by no later than 48 hours prior to the Meeting date, (by Friday, December 15, 2023 at 10:00 am (EST)), inserting their own name as the person to vote their shares at the Meeting. Beneficial or Non-Registered Shareholders should follow intermediaries procedures and the instructions found on the voting instruction form.**

Appointing another person to **A Shareholder can appoint another person to represent such shareholder at the Meeting by inserting that person's name in the blank space provided in the form of proxy (the "Appointed Proxyholder"). The Appointed Proxyholder**

attend in person:

need not be a shareholder. A Shareholder appointing a Proxyholder may indicate the manner in which the Appointed Proxyholder is to vote regarding any specific item by checking the space opposite the item on the proxy. If the shareholder gives the Appointed Proxyholder discretionary authority regarding any item of business, the space opposite the item should be left blank. The common shares represented by the proxy submitted by a shareholder will be voted or withheld from voting by the Appointed Proxyholder in accordance with the directions given by the shareholder, if any, given in the proxy.

Please date, sign AND print your name in the box found on the form of proxy (see below) and return your form of proxy to the Transfer Agent. You can then attend the Meeting to vote your shares.



Appointment of Proxyholder

I/We being holder(s) of MASON RESOURCES INC., hereby appoint Peter Damouni, CEO, or failing this person, Fahad Al-Tamimi, Chairman.

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Appointment and Revocation of Proxies

The persons named in the accompanying instrument of proxy are directors or officers of the Company. A Shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy. The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, TSX Trust Company, Suite 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The instrument of proxy must be signed by the Shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The chairman of the Meeting (the "**Chairman**") has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a Shareholder present "in person" (i.e. attending the conference call), whereupon such proxy shall be deemed to have been revoked.

Voting of Shares and Exercise of Discretion of Proxies

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the Shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing this Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

Advice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders who do not hold their shares in their own name. Only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting. If shares are listed in your account statement provided by your broker, then in almost all cases those shares will not be registered in your name on the Company's records. Such shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Shares registered in the name of your broker or its nominee can only be voted by the broker or nominee, and can only be voted by them in accordance with your written instructions. Without specific instructions, your broker or their nominee is prohibited from voting your shares.

Applicable regulatory policy requires your broker to seek voting instructions from you in advance of a Shareholders' meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your shares are voted at the Meeting. In some cases, a form of proxy is supplied by your broker that is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to other parties, who mail a scannable Voting Instruction Form in lieu of the form of proxy provided by the Company. The Voting Instruction Form will name the same persons as the proxy to represent the Shareholder at the Meeting. A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the Voting Instruction

Form, to represent the Shareholder at the Meeting. To exercise this right, the Shareholder should insert the name of the desired representative in the blank space provided in the Voting Instruction Form. You are asked to complete and return the Voting Instruction Form by mail or facsimile. Alternately, you can provide your voting instructions by telephone or internet by following the instructions contained in the Voting Instruction Form. The results of all voting instructions received are tabulated, and appropriate instructions are provided respecting the voting of shares to be represented at the Meeting. If you receive a Voting Instruction Form, it cannot be used as a proxy to vote shares directly at the Meeting. It must be returned in accordance with the instructions therein well in advance of the Meeting in order to have the shares voted, or to appoint an alternative representative to attend at the Meeting in person to vote such shares.

Interest of Certain Persons In Matters To Be Acted Upon

Other than as disclosed elsewhere in this Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons 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.

Voting Shares and Principal Holders

The authorized capital of the Company consists of an unlimited number of Common Shares. As of the Record Date, the Company had 141,292,585 Common Shares issued and outstanding.

At a general meeting of the Shareholders, on a show of hands, every Shareholder present in person has one vote and, on a poll, every Shareholder has one vote for each share of which he, she or it is the holder. Only Shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "**Appointment and Revocation of Proxies**" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

As at the date of this Circular, to the knowledge of the directors and senior officers of the Company, except as set out in the table below, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Company, on a non-diluted basis.

Name	Number of Common Shares Owned or Directed or Controlled or Directed	Percentage of Common Shares
Mr. Fahad Al-Tamimi	19,916,837	14.1%
Investissement Quebec	17,021,211	12.1%

As of the date of this Circular, the directors being proposed for election and executive officers of the Company, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 20,048,470 Common Shares, representing approximately 14.19% of the outstanding Common Shares.

2024 SHAREHOLDER PROPOSALS

Shareholders who wish to submit a proposal for consideration at the next annual meeting of Shareholders must do so by submitting same to the attention of the Corporate Secretary of the Company between July 22, 2024 and September 20, 2024 in the manner and subject to the limitations prescribed by the *Canada Business Corporations Act* (the "**CBCA**").

BUSINESS OF THE MEETING

Receiving the Audited Financial Statements

Mason's consolidated financial statements, including the auditor's report thereon, for the year ended June 30, 2023, will be placed before the Meeting. The audited consolidated financial statements are available on Mason's website at <http://www.masonresourcesinc.com> and SEDAR+ at www.sedarplus.ca. Printed copies will be mailed to registered shareholders who request them. For more information on how to request a printed copy of Mason's audited consolidated financial statements, please see section titled "Meeting Materials" within this Circular.

Election of Directors

Nominees for Election as Directors

The Company has nominated seven persons (the "**Nominees**") for election as directors of the Company, who will hold office until the next annual meeting of the Company or until his or her successor is elected or appointed. At the Meeting, Shareholders will be asked to elect these Nominees as directors of the Company. The persons in the enclosed form of proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director.

Majority Voting for Directors

The Board, through its Governance and Compensation Committee, has adopted a majority voting policy which requires nominees for election to the Board to agree to the terms and conditions of the policy before their names are put forward.

Forms of proxy for the vote at a shareholder meeting where directors are to be elected will enable each shareholder to vote in favour of or to vote against each individual nominee.

If any director nominee receives a greater number of votes "**against**" his or her election than votes "**for**" such election (a "**Majority Against Vote**"), the nominee shall be considered not to have been elected as a director of the Company. The Board, upon recommendation of the Governance and Compensation Committee, may allow the director to continue in office until the earlier of (i) the 90th day after the day of the election; and (ii) the day on which his or her successor is appointed or elected.

Advance Notice By-Law

The Company's By-Law No. 1 requires advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (a) a requisition of a meeting made pursuant to the provisions of the CBCA or (b) a Shareholder proposal made pursuant to the provisions of the CBCA (the "Advance Notice By-Law"). The Advance Notice By-Law was ratified by the Shareholders on December 11, 2013. Among other things, the Advance Notice By-Law fixes a deadline by which holders of record of Common Shares must submit director nominations

to the Company prior to any annual or special meeting of Shareholders and sets forth the information that a Shareholder must include in the notice to the Company. In the case of an annual meeting of Shareholders, notice to the Company must be provided not less than 30 days and not more than 65 days prior to the date of the annual meeting. In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Company must be provided no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. As of the date hereof, the Company has not received any notice pursuant to the Advance Notice By-Law.

The following nominee profiles set out the names and residences of the persons proposed to be nominated for election as directors, the positions, and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or exercises control or direction over as of the date of this Circular.

There are no contracts, arrangements or understandings between any director nominee and any other person, except the directors and officers of the Company acting solely in such capacity, pursuant to which a nominee has been nominated.

PETER DAMOUNI
PRESIDENT AND CEO



DIRECTOR SINCE FEBRUARY 2020
LONDON, UNITED KINGDOM
NON-INDEPENDENT DIRECTOR

MEMBER OF THE INVESTMENT COMMITTEE

OTHER PUBLIC DIRECTORSHIPS

BLACK SWAN GRAPHENE INC.	SINCE 2022
EMPIRE METALS LTD.	SINCE 2016
NORTHERN SUPERIOR RESOURCES INC.	SINCE 2023

PETER DAMOUNI HAS OVER 20 YEARS OF CORPORATE AND INVESTMENT BANKING EXPERIENCE AS A DIRECTOR OR AN OFFICER OF PUBLIC COMPANIES LISTED ON THE TSX, TSXV, LSE AND AIM. MR. DAMOUNI IS CURRENTLY CEO AND DIRECTOR OF MASON RESOURCES.

THROUGHOUT HIS CAREER, HE HAS SOURCED AND LED EQUITY AND DEBT FINANCINGS, DEVELOPED AND EXECUTED CORPORATE STRATEGIES, AND LED MERGERS AND ACQUISITIONS WHICH HAVE RESULTED IN CREATING SIGNIFICANT VALUE FOR SHAREHOLDERS.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	100,000	2,900,000	0	3,000,000
NOV 21, 2022	100,000	1,600,000	0	1,700,000
CHANGE	0	1,300,000	0	1,300,000

SECURITIES HELD

FAHAD AL-TAMIMI

CHAIRMAN



**DIRECTOR SINCE DECEMBER 2020
RIYAD, SAUDI ARABIA
INDEPENDENT DIRECTOR**

MEMBER OF THE GOVERNANCE AND
COMPENSATION COMMITTEE

OTHER PUBLIC DIRECTORSHIPS

SABRE GOLD

SINCE 2016

MR. AL-TAMIMI IS A SAUDI-BASED BUSINESSMAN WITH GLOBAL INVESTMENT ACTIVITIES. HE IS PRESIDENT AND CEO OF SAUDCONSULT, AN ENGINEERING FIRM IN SAUDI ARABIA RESPONSIBLE FOR MANY LARGE INFRASTRUCTURE AND CONSTRUCTION PROJECTS IN THE COUNTRY. PREVIOUSLY, HE WAS A 50% PARTNER OF WORLEY PARSONS ARABIA, WHICH UNDERTOOK MAJOR PROJECTS IN THE MINING, OIL & GAS AND ENERGY SECTORS, IN SAUDI ARABIA, IN THE U.A.E. AND IN BAHRAIN.

MR. AL-TAMIMI HAS A BSC IN CHEMICAL ENGINEERING AND MASTER OF SCIENCE IN PETROLEUM & CIVIL ENGINEERING FROM UNIVERSITY OF HOUSTON, TEXAS.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	19,916,837	2,900,000	0	22,816,837
NOV 21, 2022	13,517,337	1,600,000	0	15,117,337
CHANGE	6,399,500	1,300,000	0	7,699,500

SECURITIES HELD

TAYFUN ELDEM
LEAD DIRECTOR



DIRECTOR SINCE DECEMBER 2020
QUEBEC, CANADA
INDEPENDENT DIRECTOR

MEMBER OF THE AUDIT COMMITTEE AND
GOVERNANCE AND COMPENSATION COMMITTEE
(CHAIR)

MR. TAYFUN ELDEM BRINGS OVER 30 YEARS OF OPERATIONS, BUSINESS DEVELOPMENT AND STRATEGIC LEADERSHIP EXPERIENCE IN THE MINING AND MINERALS INDUSTRY. HE IS CURRENTLY THE GROUP EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER OF BAFFINLAND IRON MINES CORPORATION. HE WAS A DIRECTOR OF THE COMPANY FROM NOVEMBER 2012 TO FEBRUARY 2016, INCLUDING CHAIRMAN OF THE BOARD FROM FEBRUARY 2013. MORE RECENTLY, MR. ELDEM WAS PRESIDENT AND CHIEF EXECUTIVE OFFICER OF ALDERON IRON ORE CORP. AND MANAGING DIRECTOR OF IRON ORE & COAL FOR HATCH LTD., WHERE HE WAS RESPONSIBLE FOR BUSINESS DEVELOPMENT ACROSS FIVE REGIONS OF THE WORLD. MR. ELDEM IS A PROFESSIONAL ENGINEER AND HOLDS A BACHELOR OF ELECTRICAL ENGINEERING DEGREE FROM DALHOUSIE UNIVERSITY ALONG WITH OPERATIONS MANAGEMENT AND STRATEGIC LEADERSHIP CERTIFICATES FROM THE RICHARD IVEY SCHOOL OF BUSINESS AND THE LONDON BUSINESS SCHOOL, RESPECTIVELY.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	18,333	725,000	0	743,333
NOV 21, 2022	18,333	400,000	0	418,333
CHANGE	0	325,000	0	325,000

SECURITIES HELD

NAV DHALIWAL

DIRECTOR



**DIRECTOR SINCE DECEMBER 2020
BRITISH COLUMBIA, CANADA
INDEPENDENT DIRECTOR**

MR. NAV DHALIWAL IS A HIGH-PROFILE MINING EXECUTIVE AND CAPITAL MARKETS EXPERT WITH A LONG-RUNNING TRACK RECORD OF SUCCESS. MR. DHALIWAL WAS THE FOUNDING CHIEF EXECUTIVE OFFICER OF QUÉBEC-BASED BONTERRA RESOURCES INC., WHICH MADE THE AWARD-WINNING GLADIATOR DISCOVERY IN QUÉBEC. MR. DHALIWAL RAISED OVER \$140 MILLION FOR BONTERRA AND PLAYED A KEY ROLE IN THE COMPANY'S MARKET CAPITALIZATION GROWTH FROM \$10 MILLION TO OVER \$150 MILLION. HE HAS FOUNDED SEVERAL OTHER SUCCESSFUL COMPANIES IN THE RESOURCE SECTOR, INCLUDING GATLING EXPLORATION INC., PACTON GOLD INC. AND KANADARIO GOLD INC., WHICH IS CURRENTLY FOCUSED ON THE EXPLORATION AND DEVELOPMENT OF THE CAMERON LAKE PROPERTY LOCATED IN THE WEST-CENTRAL PART OF QUÉBEC. MR. DHALIWAL IS ALSO THE FOUNDER OF THE HIGHLY SUCCESSFUL RSD CAPITAL CORP., WHICH INVESTS IN, AND PROVIDES MANAGEMENT AND TECHNICAL EXPERTISE TO PUBLIC AND PRE-IPO COMPANIES.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	0	725,000	0	725,000
NOV 21, 2022	0	400,000	0	400,000
CHANGE	0	325,000	0	325,000

SECURITIES HELD

ROY MCDOWALL

DIRECTOR



**DIRECTOR SINCE DECEMBER 2020
QUEBEC, CANADA
INDEPENDENT DIRECTOR**

MEMBER OF THE AUDIT COMMITTEE AND
GOVERNANCE AND COMPENSATION COMMITTEE

OTHER PUBLIC DIRECTORSHIPS

BLACK SWAN GRAPHENE INC. SINCE 2022
LUCKY MINERALS INC. SINCE 2021

MR. MCDOWALL IS CURRENTLY VICE PRESIDENT CORPORATE DEVELOPMENT AT PYURE, A PRIVATE FLORIDA BASED MANUFACTURER OF COMMERCIAL AIR PURIFIERS. A CAPITAL MARKETS PROFESSIONAL WITH OVER 25 YEARS OF EXPERIENCE WITH CANADIAN BASED BOUTIQUE AND BANK OWNED INVESTMENT FIRMS, MR. MCDOWALL SERVED AS MANAGING DIRECTOR, HEAD OF EQUITY SALES FOR MACQUARIE CAPITAL MARKETS CANADA. HE ALSO HELD SIMILAR POSITIONS WITH ORION SECURITIES, CREDIT SUISSE, CIBC WORLD MARKETS AND NATIONAL BANK FINANCIAL. MR. MCDOWALL RECENTLY SERVED AS VICE PRESIDENT OF INVESTOR AND COMMUNICATIONS AT TURQUOISE HILL RESOURCES, A MONTREAL BASED MINING COMPANY OF APPROXIMATELY \$8 BILLION OF MARKET CAPITALIZATION LISTED ON THE TORONTO STOCK EXCHANGE AND THE NEW YORK STOCK EXCHANGE. OVER HIS CAREER, MR. MCDOWALL HAS BEEN INSTRUMENTAL IN OVER 500 FINANCINGS FOR COMPANIES GLOBALLY WITH A FOCUS ON THE MINING INDUSTRY, LEVERAGING SELF-ESTABLISHED RELATIONSHIPS WITH CANADIAN AND INTERNATIONAL INSTITUTIONAL INVESTORS.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	0	725,000	0	725,000
NOV 21, 2022	0	400,000	0	400,000
CHANGE	0	325,000	0	325,000

SECURITIES HELD

FRANÇOIS PERRON

DIRECTOR



**DIRECTOR SINCE JULY 2021
TORONTO, CANADA
INDEPENDENT DIRECTOR**

MEMBER OF THE AUDIT COMMITTEE (CHAIR) AND
INVESTMENT COMMITTEE (CHAIR)

OTHER PUBLIC DIRECTORSHIPS

LUCKY MINERALS INC.	SINCE 2021
NORTHERN SUPERIOR RESOURCES INC.	SINCE 2016

FRANÇOIS PERRON IS CURRENTLY PRESIDENT AND CHIEF EXECUTIVE OFFICER OF LUCKY MINERALS INC., A COMPANY LISTED ON THE TSX-V SINCE 2020, MR. PERRON IS ALSO A DIRECTOR OF NORTHERN SUPERIOR RESOURCES INC. SINCE 2016 (AND THE COMPANY'S CHAIRMAN UNTIL 2022) AND PRESIDENT AND DIRECTOR OF GOLDSTAR MINERALS INC. SINCE 2016, AND EACH OF WHICH IS A TSX-V-LISTED COMPANY ADVANCING ASSETS IN THE PROVINCE OF QUÉBEC. PRIOR TO HIS CORPORATE INVOLVEMENT, MR. PERRON WAS MANAGING RESOURCE-FOCUSED PORTFOLIOS FOR NATIONAL BANK ALTERNATIVE INVESTMENTS AND VARIOUS RESOURCE FUNDS FOR THE CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC FROM 2001 TO 2007. IN 2006, HE WAS RECOGNIZED BY BRENDAN WOODS INTERNATIONAL AS A "TOP GUN ASSET MANAGER" IN MINING.

MR. PERRON HOLDS A BACHELOR OF SCIENCE, COMPUTER SCIENCE, FROM MCMASTER UNIVERSITY, AND AN MBA FROM THE ÉCOLE DES HAUTES ÉTUDES COMMERCIALES IN MONTRÉAL.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	0	725,000	0	725,000
NOV 21, 2022	0	400,000	0	400,000
CHANGE	0	325,000	0	325,000

SECURITIES HELD

ADREE DELAZZER

DIRECTOR



**DIRECTOR SINCE DECEMBER 2022
TORONTO, CANADA
INDEPENDENT DIRECTOR**

ADREE DELAZZER IS A PROFESSIONAL GEOLOGIST WITH OVER 15 YEARS' EXPERIENCE IN GREENFIELD AND BROWNFIELD EXPLORATION WITH A FOCUS ON PRECIOUS METALS, RARE EARTH METALS (REE), URANIUM, AND DIAMOND EXPLORATION. IN SEPTEMBER 2021, MS. DELAZZER JOINED NORTHERN SUPERIOR RESOURCES INC. AS VICE PRESIDENT, EXPLORATION. PREVIOUSLY, MS. DELAZZER HELD THE POSITION OF SUPERINTENDENT OF GEOLOGY FOR KIRKLAND LAKE GOLD LIMITED IN NORTHEASTERN ONTARIO, THE SECOND LARGEST OPEN PIT GOLD PRODUCING MINE IN CANADA. SHE HAS ALSO HELD THE POSITION OF EXPLORATION MANAGER RESPONSIBLE FOR OVERSEEING SEVERAL MULTIMILLION-DOLLAR EXPLORATION CAMPAIGNS COVERING 1,000 KM² OF GREENSTONE BELT IN THE ABITIBI REGION OF QUÉBEC. CURRENTLY, MS. DELAZZER IS ALSO A TECHNICAL ADVISOR TO CANADIAN METALS INC. MS. DELAZZER HOLDS A B.SC. IN EARTH SCIENCE FROM SAINT MARY'S UNIVERSITY IN HALIFAX, NOVA-SCOTIA.

	SHARES	OPTIONS	WARRANTS	TOTAL SECURITIES
NOV 8, 2023	0	375,000	0	375,000
NOV 21, 2022	0	0	0	0
CHANGE	0	375,000	0	375,000

SECURITIES HELD

Other Information about the Nominees

No director or proposed director of the Company is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company is or has been, within the ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or 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 executive officer has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

No proposed director has been subject to (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

No director or executive officer of the Company is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to an order that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or was subject to an order that was issued after the director ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Appointment of Auditor

Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Company until the close of the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration. PricewaterhouseCoopers LLP, Chartered Accountants, were appointed as the auditors of the Company on November 12, 2013.

For additional information about the Company's auditors and the Audit Committee, please refer to the section "**Audit Committee**".

Approval of Rolling Stock Option Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the New Rolling Stock Option Plan, which will authorize the Board to grant Options to directors, senior officers, employees, consultants and other eligible service providers (or corporations controlled by such persons) of the Company and its subsidiaries, subject to the rules and regulations of applicable regulatory authorities, including those of the TSX-V, on which the Common Shares are listed and posted for trading. **A copy of the New Rolling Stock Option Plan is attached as Schedule "A" to this Circular.**

The New Rolling Stock Option Plan was approved by the Board on October 23, 2023, subject to the approval by the TSX-V and the Shareholders. The New Rolling Stock Option Plan will become effective on the date it is approved by the Shareholders (the "**Effective Date**"). The resolution to approve the New Rolling Stock Option Plan must be approved by a simple majority of the votes cast at the Meeting by Shareholders present or represented by proxy and entitled to vote at the Meeting. **The Board unanimously recommends that Shareholders vote FOR the New Rolling Stock Option Plan.**

If approved, the New Rolling Stock Option Plan will replace the existing stock option plan of the Company, as approved on October 26, 2016, as amended, and restated on January 12, 2021, and as further amended and restated on June 5, 2021 (the "**Legacy Stock Option Plan**"). The New Rolling Stock Option Plan will terminate the Legacy Stock Option Plan and will serve as the successor thereto after the Effective Date, no further awards will be made under the Legacy Stock Option Plan, and each Option granted under the Legacy Stock Option Plan will be governed by the terms and conditions of the New Rolling Stock Option Plan on the Effective Date.

The New Rolling Stock Option Plan is a "rolling" stock option plan under Policy 4.4 - *Security Based Compensation* of the TSX-V that allows for Options to be granted equal to up to 10% of the Common Shares issued and outstanding as at the date of grant. As of the Record Date, there were 13,497,000 Options outstanding under the Legacy Stock Option Plan, which represents approximately 9.55% of the issued and outstanding Common Shares.

Material Terms of the New Rolling Stock Option Plan

The following is a summary of the terms of the New Rolling Stock Option Plan, which is qualified in its entirety by the provisions of the New Rolling Stock Option Plan.

- (a) Persons who are Eligible Persons (as defined in the New Rolling Stock Option Plan) are eligible to receive grants of Options under the New Rolling Stock Option Plan.
- (b) Options granted under the New Rolling Stock Option Plan are exercisable for a maximum of ten years from the date of grant.
- (c) The exercise price of each Option will be set by the Board on the date such Option is granted, and will not be less than the Market Price (as defined in the New Rolling Stock Option Plan).
- (d) The Board has discretion to set the terms of any vesting schedule. However, if the holder of Options (the "**Optionee**") is an Employee, Consultant or Investor Relations Service Provider (as each such term is defined in the New Rolling Stock Option Plan), all Options

granted to such Optionee will vest in stages over a period of not less than 12 months with no more than 25% of the Options vesting in any three-month period.

- (e) The granting of Options under the New Rolling Stock Option Plan is subject to the following limitations:
 - (i) the maximum aggregate number of Common Shares that may be subject to grants of Options under the New Rolling Stock Option Plan and any other Security Based Compensation Plan (as defined in the New Rolling Stock Option Plan) of the Company to any one Optionee during any 12-month period shall be no greater than 5% of the issued and outstanding Common Shares on a non-diluted basis;
 - (ii) the maximum aggregate number of Common Shares issuable to Insiders (as defined in the New Rolling Stock Option Plan) (as a group), at any time, pursuant to the New Rolling Stock Option Plan and any other Security Based Compensation Plan of the Company shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis, unless the Company has obtained the requisite approval of disinterested Shareholders;
 - (iii) the maximum aggregate number of Common Shares that may be issued pursuant to Options to Insiders (as a group) during any 12-month period shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis calculated as at the date of grant, unless the Company has obtained the requisite approval of disinterested Shareholders;
 - (iv) the maximum aggregate number of Common Shares that may be issued pursuant to Options to any one Consultant during any 12-month period shall not exceed 2% of the issued and outstanding Common Shares on a non-diluted basis calculated as at the date of grant, unless the Company has obtained the requisite approval of disinterested Shareholders; and
 - (v) the maximum aggregate number of Common Shares that may be issued pursuant to Options to any one Investor Relations Service Provider during any 12-month period shall not exceed 2% of the issued and outstanding Common Shares on a non-diluted basis calculated as at the date of grant, unless the Company has obtained the requisite approval of disinterested Shareholders.
- (f) Except as permitted by applicable securities laws and the policies of the TSX-V, and except as provided below, Options granted under the New Rolling Stock Option Plan are non-assignable and non-transferable:
 - (i) if the employment, engagement or appointment of the Optionee is terminated by reason of such Optionee's death, any Options held by such Optionee shall pass to the Qualified Successor (as defined in the New Rolling Stock Option Plan) of the Optionee and shall be exercisable by such Qualified Successor until the earlier of (a) a period of not more than one year following the date of such death and (b) the expiry of the term of the Option; and
 - (ii) if the employment, engagement or appointment of the Optionee is terminated by reason of such Optionee's Disability (as defined in the New Rolling Stock Option Plan), any Options held by such Optionee that could have been

exercised immediately prior to such termination of employment, engagement or appointment shall be exercisable by such Optionee, or by his or her Guardian (as defined in the New Rolling Stock Option Plan), until the earlier of (a) a period of not more than six months following the termination of employment, engagement or appointment and (b) the expiry of the term of the Option. If such Optionee dies within six months after the termination of such employment, engagement or appointment, any Option held by such Optionee that could have been exercised immediately prior to his or her death shall pass to the Qualified Successor of such Optionee, and shall be exercisable by the Qualified Successor until the earlier of six months following the death of such Optionee and the expiry of the term of the Option.

No Option granted under the New Rolling Stock Option Plan shall be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by the holder thereof, whether voluntarily or by operation of law, otherwise than by testate succession, will or the laws of descent and distribution, and any attempt to do so will cause such Option to terminate and be null and void.

- (g) To the extent not earlier exercised or terminated by reason of an Optionee's death or Disability, an Option shall terminate at the earliest of the following dates:
- (i) the expiration of its term;
 - (ii) where the employment, engagement or appointment of the Optionee is terminated for Cause (as defined in the New Rolling Stock Option Plan), the date of such termination for Cause;
 - (iii) where the employment, engagement or appointment of the Optionee is terminated for a reason other than for Cause, death or Disability, not more than 90 days after such date of termination; and
 - (iv) the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of the provisions of the New Rolling Stock Option Plan.
- (h) In the event of an actual or potential Change of Control (as defined in the New Rolling Stock Option Plan), the Board may, in its discretion, permit and authorize the accelerated vesting and early exercise of all or any portion of the then outstanding Options in connection with the completion of such Change of Control. In addition, whether or not the Board determines to accelerate the vesting of any Options, the Company shall give written notice of any proposed Change of Control to each Optionee. Upon the giving of any such notice, the Optionees shall be entitled to exercise, at any time within the 21-day period following the giving of such notice, all or a portion of those Options granted to such Optionees which are then vested and exercisable in accordance with their terms, as well as any unvested Options which the Board has determined shall be immediately vested and exercisable in connection with the completion of such Change of Control. Unless the Board determines otherwise (in its discretion), upon the expiration of such 21-day period, all rights of the Optionees to exercise any outstanding Options, whether vested or unvested, shall terminate and all such Options shall immediately expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control. Notwithstanding the foregoing, no acceleration of the vesting

provisions on Options granted to Optionees who are Persons providing Investor Relations Activities is permitted without prior TSX-V approval.

Approval of the New Rolling Stock Option Plan

The Company is required to obtain the approval of any stock option plan that is a “rolling” plan annually at its annual meeting of Shareholders. Accordingly, at the Meeting, Shareholders will be asked to approve the following ordinary resolution approving the New Rolling Stock Option Plan:

“BE IT RESOLVED THAT:

1. Effective on the Effective Date (as defined in the management information circular dated November 8, 2023 (the “**Circular**”) of Mason Resources Inc. (the “**Company**”), the stock option plan substantially in the form attached as Schedule “A” to the Circular (the “**Stock Option Plan**”), be and is hereby approved and adopted as the stock option plan of the Company until the next annual meeting of the shareholders of the Company, with such modifications, if any, as may be required by the TSX Venture Exchange (the “**TSX-V**”); and
2. any director or officer of the Company, acting alone, be and is hereby authorized to do all such acts and execute and file all instruments and documents necessary or desirable to carry out this resolution, including making the appropriate filings with regulatory authorities, including the TSX-V.”

The Board recommends that Shareholders vote in favour of the approval of the New Rolling Stock Option Plan. **Proxies received by management will be voted FOR the approval of the New Rolling Stock Option Plan, unless a Shareholder has specified in the proxy that his, her or its Common Shares are to be voted against such ordinary resolution.**

STATEMENT OF EXECUTIVE COMPENSATION

The Company’s approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The Board, through its Governance and Compensation Committee (“GCC”), develops and manages the Company’s compensation philosophy and makes recommendations to the Board in consultation with the President and Chief Executive Officer (“CEO”) with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans. The GCC will review and approve the corporate goals and objectives relevant to CEO compensation, evaluate CEO performance in accordance with those goals and objectives and recommend to the Board the CEO’s compensation level based on this evaluation.

In determining compensation matters, the GCC may consider a number of other factors, including the Company’s performance, the value of similar incentive awards to officers performing similar functions at comparable companies, the awards given in past years and such other factors it considers relevant. The GCC did not retain a compensation consultant in 2023.

The GCC is multi-functional by nature of its composition and is comprised of three directors, all of whom are “independent” as defined in National Instrument 58-101 - Disclosure of Corporate Governance

Practices (“**NI 58-101**”). Collectively, the GCC has extensive compensation-related experience in the mining and finance sectors both as executives and on the boards of other public and private companies:

- Tayfun Eldem (Chair) (Independent) is a professional engineer and leader in business development and holds a Strategic Leadership certificate from the London Business School. Mr. Eldem has knowledge of human resources which gives him the skills and experience to make decisions on the suitability of the Company’s policies and practices.
- Fahad Al-Tamimi (Independent) is a professional civil engineer and businessman with global investment activities and offers compensation experience, human resource, and corporate communications.
- Roy McDowall (Independent) is a capital markets professional with over 25 years of experience with Canadian based boutique and bank owned investment firms and offers human resource and compensation experience.

Director Compensation

Non-executive directors may be compensated by director's fees in cash if approved by the Board and management of the Company. The granting of incentive stock options provides a link between director compensation and the Common Share price. Stock options may be awarded to directors when they are first elected by Shareholders or appointed by the Board and periodically thereafter. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board as a whole gives consideration to: (i) the number and terms of outstanding incentive stock options held by the director; (ii) current and expected future contributions of the director; (iii) the potential dilution to Shareholders and the cost to the Company; (iv) general industry standards; and (v) the limits imposed by the terms of the Company's stock option plan. The Company currently considers the granting of incentive stock options to be the best method of compensating directors as it allows the Company to reward each director's efforts to increase value for Shareholders without requiring the Company to use cash from its treasury. No directors received any compensation during the financial year ended June 30, 2023, other than the annual retainers and stock options noted below in the section "*Summary Compensation Tables*".

Incentives and Options

The GCC periodically reviews (such review to be performed at least annually) the status of the Company's equity incentive plans and is responsible for providing any proposals and recommendations to the Board concerning the setting and amendment of any equity incentive plan and individual grants, such as stock option grants, under any equity incentive plan. When proposing new stock option grants to directors, officers and consultants, the GCC takes into consideration previous grants made as well as the number of shares reserved for issuance under the Plan.

The table below sets out the outstanding options under the Stock Option Plan, being the Company's only compensation plan under which Common Shares are authorized for issuance, as of June 30, 2023.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	6,717,000	0.46	6,783,000
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	6,717,000	0.46	6,783,000

The number of options currently outstanding represents approximately 9.55% of the outstanding Common Shares.

If approved by the Board, the Shareholders at the Meeting and the TSX-V, the New Rolling Stock Option Plan will terminate the Legacy Stock Option Plan and will serve as the successor thereto after the Effective Date, no further awards will be made under the Legacy Stock Option Plan, and each Option granted under the Legacy Stock Option Plan will be governed by the terms and conditions of the New Rolling Stock Option Plan on the Effective Date.

Oversight of Director and Named Executive Officer Compensation

The Company has constituted a Governance and Compensation Committee of the Board which maintains oversight of:

- a) the nomination and succession planning processes,
- b) developing and managing the Company's compensation philosophy,
- c) reviewing and making recommendations to the Board on the CEO and non-CEO officer and director compensation levels, and
- d) leading the Company in corporate governance initiatives

The compensation of the NEOs and the Company's consultants and employees is reviewed annually, recommended and approved by the Board.

Summary Compensation Tables

Compensation Excluding Compensation Securities

The following table summarizes the compensation paid during the two (2) financial years ended June 30, 2023 and 2022 in respect of the individuals who were carrying out the role of Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company and the most highly compensated executive officers other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was individually more than \$150,000 for that financial year (collectively, the "Named Executive Officers" or "NEOs") and each director of the Company who is not a NEO.

For the financial year ended June 30, 2023, the Company had two (2) NEOs, namely Peter Damouni, CEO and Carmelo Marrelli, CFO.

COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Peter Damouni, President and CEO ⁽¹⁾	2023	250,000	150,000				
	2022	250,000	-				
Fahad Al-Tamimi, Chairman	2023			45,833		150,000 ⁽³⁾	
	2022			50,000		-	
Tayfun Eldem, Lead Director	2023			30,000		22,500 ⁽³⁾	
	2022			30,000		-	
Nav Dhaliwal, Director	2023			30,000		22,500 ⁽³⁾	
	2022			30,000		-	
Roy McDowall, Director	2023			30,000		22,500 ⁽³⁾	
	2022			30,000		-	
Francois Perron, Director ³	2023			30,000		22,500 ⁽³⁾	
	2022			20,000		-	
Adree DeLazzer, Director	2023			14,275		-	
	2022			-		-	
Carmelo Marrelli, CFO ⁽²⁾	2023	15,540				64,931 ⁽⁴⁾	
	2022	3,509				13,394 ⁽⁴⁾	

Notes:

- (1) Mr. Damouni was appointed President and CEO on October 26, 2022. He was the Executive Director of the Company from December 29, 2020 to October 26, 2022.
- (2) Mr. Marrelli was appointed CFO on March 14, 2022. Pascale Choquet stepped down as Interim Chief Financial Officer of the Company on March 15, 2022.
- (3) Compensation paid to directors for Board work.
- (4) Fees paid for bookkeeping services provided by the Marrelli Group.

Compensation Securities

The following tables sets forth details of all stock options and other compensation securities awarded to each Named Executive Officer and director of the Company during the most recently completed financial year.

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Peter Damouni, President, Chief Executive Officer, and Director	Stock Options	1,600,000	Jan 12, 2021	\$0.46	\$0.46		Jan 11, 2026
Fahad Al-Tamimi, Chairman	Stock Options	1,600,000	Jan 12, 2021	\$0.46	\$0.46		Jan 11, 2026
Tayfun Eldem, Director	Stock Options	400,000	Jan 12, 2021	\$0.46	\$0.46		Jan 11, 2026
Nav Dhaliwal, Director	Stock Options	400,000	Jan 12, 2021	\$0.46	\$0.46		Jan 11, 2026
Roy McDowall, Director	Stock Options	400,000	Jan 12, 2021	\$0.46	\$0.46		Jan 11, 2026
Francois Perron, Director	Stock Options	400,000	Sep 2, 2021	\$0.51	\$0.51		Sep 2, 2026

The following table sets forth each exercise by a Named Executive Officer or director of the Company of compensation securities during the most recently completed financial year.

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOS							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference Between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Nil							

Long-Term Incentive Plan

As of the date of this Circular, the Company does not currently have a long-term incentive plan, other than the Legacy Stock Option Plan. At the Meeting, Shareholders will be asked to approve the New Rolling Stock Option Plan. The New Rolling Stock Option Plan will terminate the Legacy Stock Option Plan and will serve as the successor thereto after the Effective Date, no further awards will be made under the Legacy Stock Option Plan, and each Option granted under the Legacy Stock Option Plan will be governed by the terms and conditions of the New Rolling Stock Option Plan on the Effective Date.

Defined Benefit or Actuarial Plan

The Company does not currently have a defined benefit or actuarial plan under which benefits are determined primarily by final compensation (or average final compensation) and years of service.

Employment, Consulting and Management Agreements

The Company had no employment contracts with any of its Named Executive Officers for the financial year ended June 30, 2023.

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

Termination and Change of Control Benefits

The following describes the respective consulting agreements entered into by the Company.

Name	Notice Period	Monthly Fees	Severance on Termination	Severance on Change of Control
Peter Damouni, President and Chief Executive Officer	12 months	\$20,833	\$250,000	Upon the occurrence of (a) a "change of control" (as defined in the consulting agreement) of the Company; and (b) the termination of Mr. Damouni's engagement with the Company at any time prior to the expiry of the 24-month period following such change of control (i) by the Company without just cause, or (ii) by Mr. Damouni for "good reason" (as defined in the consulting agreement), the Company shall pay to Mr. Damouni an amount equal to 24 months of the base fees payable under his consulting agreement. Without limiting the generality of the foregoing, Mr. Damouni shall be offered

				to remain in a similar position (including similar responsibilities and functions) with the Company or a successor thereto; provided that his base monthly fees shall be increased to \$27,083 per month.
Carmelo Marrelli, CFO	3 months	\$1,295	\$3,885	N/A

Summary of Termination Payments

The estimated incremental payments, payables and benefits that might be paid to the officers pursuant to the above noted agreements in the event of termination without cause or after a Change in Control (assuming such termination or Change in Control is effective as of June 30, 2023) are detailed below:

Named Executive Officer	Termination not for Cause (\$)	Termination on a Change of Control (\$) Approved by Board	Termination on a Change of Control (\$) Not Approved by Board
Peter Damouni			
Salary and Quantified Benefits	250,000	500,000	750,000
Bonus	150,000	150,000	150,000
Total	400,000	650,000	900,000
Carmelo Marrelli			
Salary and Quantified Benefits	3,885	0	0
Bonus	0	0	0
Total	3,885	0	0
TOTAL	403,885	650,000	900,000

The Company has not, as yet, adopted a policy restricting its directors or NEOs from purchasing 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 directors or NEOs.

In light of the Company's size, the Board does not deem it necessary to consider at this time the implications of the risks associated with its compensation policies and practices.

Pension Plan Benefits

No pension or retirement benefit plans have been instituted by the Company and none are proposed at this time.

Other Compensation Matters

Indebtedness of Directors and Executive Officers

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

Directors' and Officers' Insurance and Indemnification

The Company maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The Company's current insurance policy is in effect until July 17, 2024. An annual premium of \$17,000 has been paid by the Company. No portion of the premium is directly paid by any of the directors or officers of the Company. The aggregate insurance coverage under the policy for both directors and officers is limited to \$5,000,000 with a \$25,000 retention amount (which is paid by the Company). No claims have been made or paid to date under such policy.

CORPORATE GOVERNANCE PRACTICES

The following sets out the corporate governance practices of Mason Resources and describes Mason's coordinated approach to continuous improvement and overarching principal to the delivery of long-term oriented governance, transparency and corporate citizenship. The Company's corporate governance practices comply with National Policy 58-201 - Corporate Governance Guidelines ("**NP 58-201**"), National Instrument 58-101 - Disclosure of Corporate Governance Practices ("**NI 58-101**"), together with all other regulatory and statutory requirements.

Board of Directors

The Board of Directors (the "**Board**") has the oversight responsibility and stewardship for the conduct of business of Mason Resources Inc. (the "**Company**"). The Board's fundamental objectives are to maximize shareholder value by ensuring the Company meets its business objectives and operates in an ethical, safe and sustainable manner.

The Board operates by delegating certain authorities to Management and through constitution of committees of the Board and reserving certain powers to itself.

The majority of the Board is comprised of independent Directors. The Chairs of each Board committee are independent Directors.

The Board, through its GCC, engage in performance reviews for each of the CEO and the Chairman based on their respective roles and responsibilities.

Chairman of the Board

The Chairman, Mr. Al-Tamimi, is considered by the Board to be independent. He was elected a director on June 11, 2020, and subsequently appointed Chairman of the Board on December 29, 2020.

Mr. Al-Tamimi was nominated to stand as Chairman to act in the best interests of the Shareholders based on his project management experience in the mining, oil & gas and energy sectors.

Mr. Al-Tamimi provides leadership to the Directors in discharging their duties effectively and independently of Management by encouraging a Board culture of openness and debate. To create a cohesive Board, he encourages sharing of each Director's unique knowledge, experience, and perspective on the Company's business.

The Chairman's role includes setting the agenda in consultation with the CEO; ensuring all required business is brought before the Board, such that, the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Company.

The Chairman, together with the President and CEO, will ensure that the Board, the Committees of the Board, individual Directors and the senior officers, understand and discharge their corporate governance obligations.

President and CEO

Mr. Peter Damouni was elected to the Board of Directors on February 24, 2020, and subsequently became Executive Director of the Company on December 29, 2020. Mr. Damouni was appointed President and CEO on October 26, 2022. He is considered non-independent by the Board by virtue of being President and CEO of the Company.

Mr. Damouni offers sound business judgement, financial acumen and finance and investment experience to the Board together with unquestioned honesty, integrity and moral character. Mr. Damouni encourages open communications with all employees and is steadfast towards the best interests of the Company and all its stakeholders.

Mr. Damouni works collaboratively with the Board and is accountable for the performance of the Company by identifying business opportunities, related risks and risk mitigation strategies with the intent to enhance shareholder value through the discovery, acquisition, development and marketing of such business opportunities.

The CEO reports regularly to the Board in a spirit of openness and trust, on the progress of the business goals and objectives. He describes the potential impact on the Company's business goals and financial performance on material developments and the implementation of strategy. The CEO will set the budget and monitor the financial performance of the Company against such budget.

The CEO is accountable for the achievement of the Company's business goals and objectives in a socially and environmentally responsible manner which will guide the decisions and actions of the CEO.

Lead Director

Mr. Tayfun Eldem, Lead Director, is considered by the Board to be independent. He was elected a director on December 29, 2020.

Mr. Eldem was nominated to stand as Lead Director to act in the best interests of the Shareholders based on his over 30 years of operations, business development and strategic leadership experience.

Mr. Eldem aids the Chairman in discharging his duties effectively and independently of Management and acts as liaison between the Chairman, Committee Chairs and the independent directors, as required, particularly on sensitive issues.

The Lead Director is responsible for ensuring that the Board operates to the highest governance standards; that all Directors understand the Company's corporate governance philosophy and discharge their corporate governance obligations accordingly.

Responsibilities of the Board

The Board is responsible for establishing the overall policies and standards for the Company in the operation of its businesses and reviewing and approving the Company's strategic plans. In addition, the Board monitors and assesses overall performance and progress in meeting the Company's goals.

The Board consists of a majority of 'Independent' Directors as defined in National Instrument 52-110 – Audit Committees ("**NI 52-110**") including the Chairs of the Board Committees. Peter Damouni is considered a related Director by the Board because of his position President and CEO. The GCC reviews the independent status of each board member at annually. In accordance with NI 52-110, the Independence Status checklist confirms that no 'material relationship' exists with the members of the Board and the Audit Committee that would prevent those nominated from acting independently of Management including a review of current and past commercial, charitable, industrial, banking, consulting and legal relationships. Detailed information regarding each Director, including other directorships, can be found in this Circular.

The meeting frequency of the Board is determined by the business and affairs of the Company. The agenda is set by the Chairman in consultation with the CEO.

Committees of the Board

The permanent committees of the Board include the Audit Committee, Governance and Compensation Committee, and Investment Committee. All committees report directly to the Board. The following is a description of each committee:

Audit Committee

The Audit Committee is composed of three Directors all of whom are independent and all of whom meet the financial literacy and experience requirements of National Instrument 52-110 – Audit Committees and have the confidence to make responsible financial decisions on behalf of the Company. The Board, through its GCC, review the independent status of each of the members of the Audit Committee annually, and confirms their independence through the Company's Independence Status checklist. The following table sets out the current members of the Audit Committee:

Audit Committee

<i>Chair</i>	Francois Perron	Independent
<i>Members</i>	Tayfun Eldem	Independent
	Roy McDowall	Independent

At each quarterly meeting, the Audit Committee reviews the Company's interim financial statements and related Management, Discussion and Analysis as well as the annual audited financial statements of the Company and recommends approval of same by the Board. The Audit Committee reviews and recommends approval by the Board of any financing proposals the Audit Committee deems appropriate.

There is an annual review of the Company's internal control processes and procedures and accounting and disclosure principles and practices followed by Management in preparation of the financial statements and other publicly reported financial information. The Audit Committee reports to the Board on any deficiencies and material weaknesses identified. Risk Management systems and processes including significant financial risks or exposures are also reviewed by the Audit Committee presented to the Board for approval.

The Audit Committee maintains an action register for all Audit Committee actions including timeline and resolution of such actions which is reviewed at the beginning of each meeting. A copy of the Audit Committee Charter can be found at Schedule "B" hereto.

External Auditor

The audit scope and plan of the external auditor is reviewed annually including a report to the Board on the performance of the external auditor. The Audit Committee pre-approves any non-audit services to be completed by the external auditor and sets the compensation of such external auditor. The Audit Committee meets independently with the external auditor at least once per year without the presence of Management.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by PricewaterhouseCoopers LLP, Chartered Accountants, of Toronto, Ontario to the Company to ensure auditor independence. Fees incurred with PricewaterhouseCoopers LLP, Chartered Accountants, of Toronto, Ontario for audit and non-audit services in the last two fiscal years are outlined in the following table:

Financial Year Ending	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾
June 30, 2023	\$92,500	\$20,825	\$430	Nil
June 30, 2022	\$89,850	\$11,440	\$9,600	Nil

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Governance and Compensation Committee

The Governance and Compensation Committee (the "GCC") shall consist of at least three Directors, the majority of whom shall be independent. All three members of this Committee are independent. The CGG may convene meetings without the presence of any related Director or non-independent member, at the pleasure of the independent members of the GCC, and whom will be excused from attending meetings or voting on matters related to director nomination and compensation.

The GCC is responsible for overseeing the compensation program which is designed to reward such matters as investment portfolio success, market success, share performance and the ability to implement strategic plans, while providing its senior executives with a level of salary and benefits that is commensurate with other industry competitors. In determining compensation matters, the GCC may consider a number of factors, including the Company's performance, the value of similar incentive awards to officers performing similar functions at comparable companies, the awards given in past years and other factors it considers relevant. The GCC did not retain a compensation consultant in 2023. The following table sets out the current members of the GCC:

Governance and Compensation Committee

<i>Chair</i>	Tayfun Eldem	Independent
<i>Members</i>	Fahad Al-Tamimi	Independent
	Roy McDowall	Independent

Nomination and Succession Planning

The Board, through its GCC, manages the nomination process and succession planning process for the Company including appointing the CEO of the Company and shall determine the terms of such appointment and, together with the CEO, develop the roles and responsibilities of the CEO and set corporate goals and objectives; approve the appointment of executives reporting to the CEO and membership of the Executive Team, and approve material changes to the organizational structure involving direct reports to the CEO; develop succession plans for the Chairman and CEO and for direct reports to the CEO. The Board, together with the CEO, provide equal opportunity for the professional development and advancement of all employees of the Company; support innovation and continued learning opportunities including personal development.

A review of Board and committee composition will take place annually which includes the size and legal requirements of each Committee's composition including 'independent' status in accordance with NI 58-101. The GCC determines the appropriate number of directors to sit on the Board given the size of the Company, ensuring the Board operates in an efficient manner. The GCC will identify qualified individuals to serve as members of the Board and its committees, recommending such individuals to the Board for election by shareholders at the next annual meeting and maintaining a list of potential

directors. The GCC takes several factors into consideration for new directors including reviewing the skills and competencies of the current directors with a view to enhancement of the Board and establishes and assesses measurable diversity objectives.

The GCC will engage in a Skills and Competency Survey of the Board in 2024. The results of which will be collected by the Corporate Secretary with confidential and anonymous report provided to the GCC on the results of the survey and questionnaire. The GCC will review the Code of Business Conduct and Ethics Policy (the “**Code**”) and report to the board on compliance.

The GCC will do a comprehensive review of the Company’s compensation philosophy including CEO and non-CEO officer and director compensation levels, incentive-compensation plans and equity-based plans including awards of stock option grants and make recommendations to the Board. See Statement of Executive Compensation, within this Circular for more information about the compensation levels received by Directors in 2023. The Board, through the GCC, approves appointments of executives reporting to the CEO and membership of the Executive Team, and approves material changes to the organizational structure involving direct reports to the CEO.

All new directors receive a set of company policies and procedures for review including the Board mandate and committee charters, annual rolling calendar of meetings, and other relevant corporate and business information. Senior Management make regular presentations to the Board and outside advisors provide advice on a variety of corporate issues including Board practices, legal and regulatory compliance and liability.

The Governance and Compensation and Committee maintains an action register for all Committee actions including timeline and resolution of such actions which is reviewed at the beginning of each meeting of the Committee.

Investment Committee

The Investment Committee shall consist of at least three members, the majority of whom shall be independent. At least one member shall meet the independence, financial literacy and experience requirements of National Instrument 52-110 - Audit Committees (“NI 52-110”) and any other applicable regulatory bodies or security exchange of which the Company has listed securities. Financial literacy is the knowledge and skills to read and understand a set of financial statements generally comparable to the complexity of issues that can be reasonably expected in the Company’s financial statements and have the confidence to make responsible financial decisions on behalf of the Company. The purpose of the Investment Committee is twofold, (i) to assist the Board in fulfilling its duties and oversight responsibilities, and (ii) to consider potential Strategic Investments by the Company.

The Investment Committee will review and provide advice on proposed Strategic Investments, term sheets and commercial terms and if the Committee believes a Strategic Investment to be in the best interests of the Company as well as provide ongoing insight of Strategic Investment opportunities, planning and execution in line the with Company’s Investment Policy. In addition, investment risk tolerance will be evaluated on any particular investment, asset mix or portfolio.

As part of the Investment Committee’s mandate, there will be ongoing evaluation of Environmental, Social, and Governance (“ESG”) factors in pre-investment and post-investment process in connection with the Company’s ESG Policy.

The following table sets out the current members of the Investment Committee:

Investment Committee

<i>Chair</i>	Francois Perron	Independent
<i>Members</i>	Peter Damouni	Non-Independent
	Simon Marcotte	External Advisor, Independent

Investment Policy

The Company’s Investment Policy sets out the Investment Committee’s investment philosophy; to exercise ordinary business care and prudence in its investment of assets considering the long and short-term needs of the Company in carrying out its strategic objectives (including providing a risk-adjusted rate of return for its shareholders), its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

The evaluation process of potential investments considers a variety of factors:

Value: These companies are inexpensive based upon common valuation metrics. These investments are not usually high-quality long-term holds, but we can expect a reversion to the mean, possible multiple expansion and/or take-outs to provide above average returns.

High Quality: A high quality company usually has one or more of the following; a durable competitive advantage, is highly profitable, has attractive returns on incremental capital and/or good management teams/capital allocators. These businesses usually trade at a premium but are sometimes temporarily mispriced. An investment in a High-quality business has the potential to be held indefinitely, but these investments are very rare.

Environmental, Social and Governance (ESG): Mason’s investment strategy focuses on risk mitigation by integrating Environmental, Social, and Governance (ESG) business practices, which drives responsible behaviour and is inextricably linked to a more permanent shift towards sustainability.

Proactivity regarding environmental safeguarding is facilitated by the reduction of emissions as well as managing climate-related risks and opportunities. Furthermore, business-community connectivity is a vital instrument of success which effectively positions a company towards positive social reputation and engagement. Finally, policy and procedure should reflect a company’s ESG initiatives in order to facilitate transparency and communicate value to investors.

As part of our risk assessment, we review each company’s ESG program to ensure it demonstrates commitment to effective risk management and sustainable long-term performance.

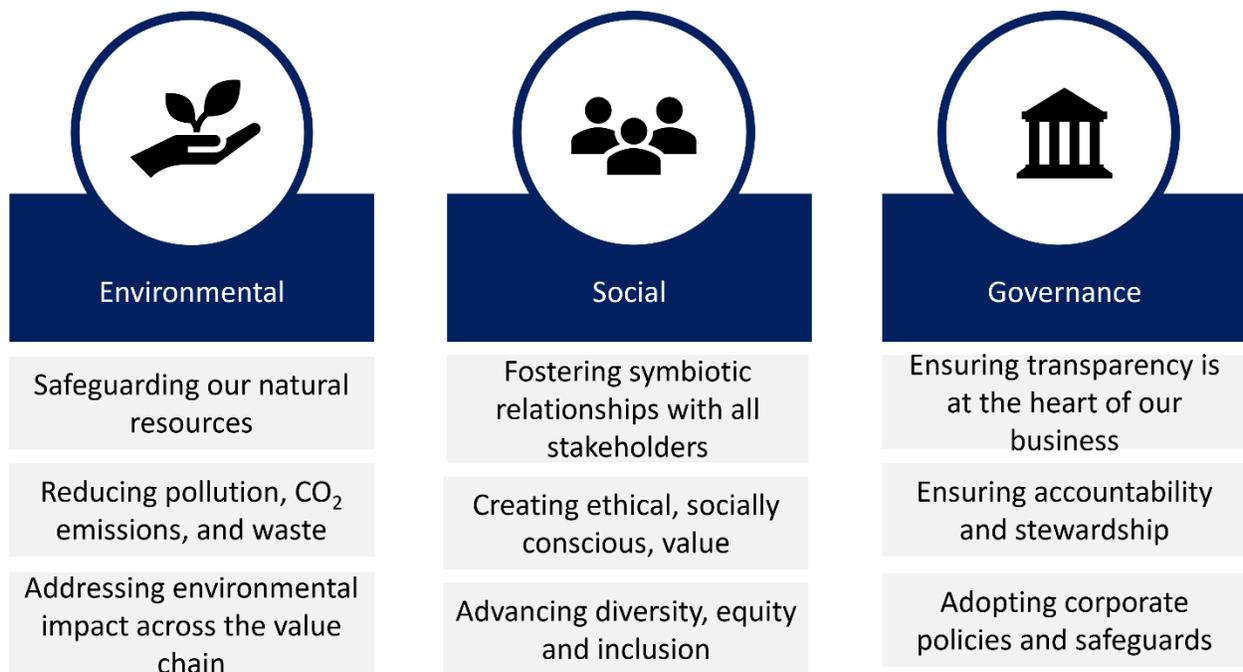
ESG Policy

In 2023, the Company implemented an Environmental, Social and Policy (“**ESG Policy**”). The ESG Policy outlines our approach to integrating ESG in our business and investment activities. To minimize risk in investment strategy, there is a need for collaboration and innovation that addresses climate change and

systemic barriers to equality and opportunity. Through integration of concentrated efforts, the Company’s commitment to sustainability will add value not only for investors, but also for their customers and society. To demonstrate our commitment to effective risk management and long-term resiliency, we believe in the development and staged integration of ESG plans in each of our investee companies. Our investment strategy is true to our identity while pursuing meaningful environmental and social impact. ESG gives an advantage - opportunity and responsibility.

Mason will evaluate each entity or asset and the ongoing asset management of ESG risk and opportunity. Our investee companies maintain their own individual ESG policies, which are aligned with our ESG Policy. Depending on their position in the corporate lifecycle, different companies within the same industry will have different ESG priorities.

The ESG factors that may be incorporated into our investment evaluation and monitoring processes include:



To view a copy of the ESG Policy please visit our website at www.masonresourcesinc.com.

Code of Business Conduct and Ethics

Mason has adopted a Code of Business Conduct and Ethics (the “Code”) which sets out the basic standards of ethical and legal business conduct and integrity to which we must hold ourselves accountable. The Code provides guidance for conducting our business activities and clearly explains the values and standards of behaviour expected from all employees, directors and officers of Mason.

We must hold ourselves accountable to the highest standard of business conduct and integrity; respecting the rights of others and acting responsibly is essential to achieving sustainable business practices in pursuit of our corporate goals. At Mason, we are committed to providing a workplace environment based on ethical business practices, mutual respect, honesty and integrity.

Conflicts of interest can arise in practically every area of our business. A 'conflict of interest' exists whenever an individual's personal interests interfere or conflict with the interests of Mason. We must strive to conduct ourselves, in an ethical and practical manner, whenever actual or apparent conflicts of interest may exist between personal and/or professional relationships. All decisions must be made in the best interests of Mason. As such we should avoid business, financial or other relationships with suppliers, customers or competitors that might impair or appear to impair how we exercise judgment.

Compliance with the Code is monitored by the Board through its GCC. A copy of the Code can be found on the Mason Resources' website at www.masonresourcesinc.com and on www.sedarplus.ca under the Mason Resources profile.

Risk Management

The Board, through its Audit Committee, reviews both economic and business risks for the Company annually.

The effectiveness of the Company's internal financial controls are reviewed annually to ensure the Company prepares timely financial statements in accordance with GAAP, and such financial statements are subject to an annual external independent audit. Management must seek Board approval for any transaction that would have a significant impact on the strategic plan.

Market Disclosure

We are committed to maintaining the highest standard of disclosure, ensuring that all investors and potential investors have the same access to timely, accurate, consistent and fair disclosure of information to enable them to make informed and orderly market decisions.

The Audit Committee manages compliance with market disclosure and is responsible for implementing reporting processes and controls for the release of information. The Audit Committee is responsible for monitoring all Company information placed on the website to ensure it is accurate, complete and up-to-date and in compliance with all relevant securities laws.

Insider Trading

To safeguard against insider trading, the Company intends to implement a Timely Disclosure and Insider Trading Policy which sets out the requirements and limitations for all directors, officers, employees and consultants of the Company in connection with the trading of securities. Each of whom are prohibited from purchasing or selling securities of the Company during the period of time beginning three (3) business days prior to the release of financial results for such fiscal quarter or such fiscal year end, until two (2) business days after they have been disclosed to the public. This is known as the "Blackout" period.

Treatment of Minority Shareholders

The Board engages and communicates with all shareholders at the annual shareholders meeting ensuring board representation is present and providing the opportunity for discussion. Key members of Management, including the CEO and Chairman, are also present at the annual shareholders meeting. The Board ensures minority shareholders have voting rights, including proxy access, and that all shareholders are provided fair disclosure and equal treatment including communication via the Company's website at www.masonresourcesinc.com and on SEDAR+ at www.sedarplus.ca.

Mason Resources' shares are listed on the TSX Venture Exchange (TSX.V: LLG) and the OTCQX (MGPHF) with disclosure of all major transactions and material events posted on SEDAR+ at www.sedarplus.ca.

Director Engagement/Election (Voting Standard)

The Board and Management continuously communicate with shareholders through timely information posted to the Company's website, regulator websites, and other forms of social media. Shareholders are encouraged to sign-up to receive automated updates at our website www.masonresourcesinc.com or communicate via email with the CEO.

The Board is represented by one Director (usually the Chairman) and two senior executives (CEO and Vice President, Corporate Development) at each annual meeting of shareholders. The Chairman communicates to the Board on key shareholder issues.

The Directors have unfettered access to Management including all CEO reports.

The Directors will be elected by majority voting. The voting results by ballot from the three previous years' elections can be found on the individual profile pages for director nominees within the Circular.

Board Renewal

In accordance with the constating documents of the Company, unless a director's office is vacated earlier, each director serves until the next annual meeting of shareholders, or until his or her successor is duly elected. The Company has not adopted term limits for the directors on its board or other mechanisms of Board renewal because the current board is composed of people that have unique skills and contacts that is considered appropriate for the Company at this stage of development.

Assembling a board of directors that has an appropriate mix of skills, experience and other qualities provides management with effective leadership and direction to support the Company's strategic growth. As a result, the Company does not impose term limits on its directors and has not adopted strict Board renewal criteria. While the Company recognizes the value of adding new and different perspectives to the Board from time to time, the Company also values the benefits to be achieved by continuity and the Company's directors having the opportunity to gain in-depth knowledge and experience with the Company's business and operations. The Company believes that the best means to achieve Board renewal is for it to happen organically, and in concert with a robust nomination process that considers a range of factors, including existing tenure and diversity, when identifying and selecting candidates for election and re-election to the Board. The Board assessment process helps the GCC determine Board effectiveness and identify areas it may need to enhance when recruiting new director candidates for nomination to the Board.

To identify new candidates for recommendation for appointment to the Board, the GCC considers all aspects of board diversity to ensure the Board has complimentary and diverse skillsets, background and experiences. Diversity, along its multiple dimensions, is reviewed including gender diversity, technical skill-base and financial acumen. Mason Resources recruits and promotes based on individual competence, experience, qualification and performance.

Diversity

Mason Resources recognizes the benefits of gender diversity. As of the date of this Circular, one of the Company's directors were women (14%), and one of the Company's officers (25%) were women. The Company, at its current size and state of development, has not found it necessary to create a diversity policy to annually report on measurable objectives with respect to gender diversity.

As the Company develops, the Board, through the GCC, intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a policy. The number of women and the overall diversity of the Board are specific factors the Company has and will continue to consider when it identifies and nominates candidates for election or re-election to the Board. Similarly, the Company also considers the representation of women and overall level of diversity when it identifies and appoints candidates for executive officer positions. The development and advancement of women within the Company is a goal that the Company is committed to.

Orientation and Continuing Education

Upon appointment, each new director receives orientation including a copy of the Code of Business Conduct and Ethics and other Company policies for acknowledgement signature. Each new director will receive committee charters and the rolling calendar of meetings.

The Board is continually educated on the Company's industry, board duties and obligations as well as benchmarked data and industry standard information. The committee charters and the Company policies are viewed annually and approved by the Board. Directors are encouraged to share experiences and to pursue educational opportunities to further their knowledge of directors' duties. Directors have full and unfettered access to officers and employees of the Company and may arrange meetings either directly or through the Chairman, the President and CEO or the Corporate Secretary. Management provides business and strategy objectives status updates at each meeting of the Board.

Board Assessments

Performance and effectiveness assessments will focus on creating shareholder value; how each Director contributes to the development of corporate strategy; understanding the major risks affecting the Company; commitment of time required to fulfil the role and responsibilities; respect of fellow Directors and Management opinions.

Board effectiveness is assessed through internal peer reviews. Each committee is to review and evaluate its performance and the performance of its members and will focus on the composition of each committee ensuring compliance with the Exchange and Securities Commission requirements and best practices.

To ensure the Board has members with complimentary and diverse skills, backgrounds and expertise, a Skills and Competencies Survey will be conducted annually to review its effectiveness with the results being provided to the Board. The Board, through its GCC, will engage in Board and committee performance and effectiveness assessments annually.

ADDITIONAL INFORMATION AND CONTACT INFORMATION

Additional information relating to the Company may be found under the profile of the Company on SEDAR+ at www.sedarplus.ca. Additional financial information is provided in the Company's audited financial statements and related management's discussion and analysis for the financial year ended June

30, 2023, which can be found on the Mason Resources website at www.masonresourcesinc.com and under the profile of the Company on SEDAR+. Shareholders may also request these documents from the Corporate Secretary of the Company by calling toll-free in North America at 1-888-281-9937 or outside of North America at 647-805-9493.

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

BY ORDER OF THE BOARD OF DIRECTORS

By: (signed) "Peter Damouni"
Name: Peter Damouni
Title: President, CEO and Director

Toronto, Ontario
November 8, 2023

SCHEDULE "A" **STOCK OPTION PLAN**

1. INTRODUCTION

1.1 **Establishment** - Mason Resources Inc. (the "**Corporation**") hereby establishes a stock option plan (as the same may be amended from time to time in accordance with its terms, the "**Plan**"). The Plan permits the grant of Options (as defined below). The Plan was approved by the Board (as defined below) on October 23, 2023, subject to the approval by the TSX-V (as defined below) and the Shareholders (as defined below). The Plan shall become effective on the date it is approved by the Board, the Shareholders and the TSX-V (the "**Effective Date**").

1.2 **Principal Purposes** - The principal purposes of the Plan are (i) to provide the Corporation with the advantages of the incentive inherent in share ownership on the part of Employees, officers, directors, Consultants and Investor Relations Service Providers responsible for the continued success of the Corporation; (ii) to create in such individuals a proprietary interest in, and a greater concern for, the welfare and success of the Corporation; (iii) to encourage such individuals to remain with the Corporation; and (iv) to attract new Employees, officers, directors, Consultants and Investor Relations Service Providers to the Corporation. The Plan replaces the existing stock option plan of the Corporation, as approved on October 26, 2016, as amended and restated on January 12, 2021, and as further amended and restated on June 5, 2021 (the "**Legacy Plan**").

1.3 **Successor Plan** - The Legacy Plan shall hereby be terminated and this Plan shall serve as the successor thereto, no further awards shall be made under the Legacy Plan from and after the Effective Date, and each Option granted under the Legacy Plan shall now be governed by the terms and conditions of this Plan.

2. INTERPRETATION

2.1 **Defined Terms** - For the purposes of this Plan, the following terms shall have the following meanings:

- (a) "**Act**" means the *Securities Act* (Ontario), as amended from time to time;
- (b) "**Associate**" shall have the meaning ascribed to such term in the Act;
- (c) "**Blackout Period**" means a period when the Optionee is prohibited from trading in the Corporation's securities pursuant to securities regulatory requirements or the Corporation's written policies then applicable;
- (d) "**Board**" means the board of directors of the Corporation, as constituted from time to time; provided, however, that, if the Board appoints the Governance and Compensation Committee or any other committee of the Board to perform some or all of the Board's administrative functions under the Plan, references in the Plan to the "Board" will be deemed to refer to the Governance and Compensation Committee or such other committee in connection with matters to be performed by the Governance and Compensation Committee or such other committee in accordance with such appointment;
- (e) "**Business Days**" means a day, other than a Saturday, a Sunday or a statutory holiday in Toronto, Ontario;

- (f) **"Cause"** as used in this Plan shall include, in addition to such meaning as shall have been or shall hereinafter be ascribed to such term from time to time by law, including the jurisprudence, the following: (a) the conviction of the Optionee for a criminal act or other offence pursuant to the provisions of the *Criminal Code* (Canada) or any other criminal or penal statute of any applicable jurisdiction; (b) habitual inability by the Optionee to carry out his or her functions due to alcohol or drug related causes; (c) any dishonest or fraudulent act by the Optionee relating directly or indirectly to the course of his or her employment, position or engagement with the Corporation; (d) a breach by the Optionee of, or a failure or refusal by the Optionee to perform, any of the Optionee's obligations under the agreement governing his or her employment, position or engagement with the Corporation if such breach, failure or refusal is not rectified by the Optionee within five Business Days following receipt of written notice from the Corporation specifying the nature of such breach, failure or refusal; (e) a failure or refusal by the Optionee to perform his or her duties for the Corporation in a loyal manner with a view to promoting the best interests of the Corporation; (f) the gross negligence or wilful conduct of the Optionee or any act of moral turpitude; or (g) the failure or refusal by the Optionee to comply with the policies of the Corporation if such failure or refusal is not rectified by the Optionee within five Business Days following receipt of written notice from the Corporation specifying the nature of such failure or refusal;
- (g) **"Change of Control"** has the meaning ascribed to such term in Section 10.3;
- (h) **"Consultant"** means an individual other than an Employee, senior officer or director of the Corporation or a Subsidiary of the Corporation, or a Consultant Corporation, who:
- (i) provides ongoing consulting, technical, management or other services to the Corporation or any of its Subsidiaries, other than services provided in relation to a distribution of the Corporation's securities;
 - (ii) provides the services under a written contract between the Corporation or a Subsidiary of the Corporation and the individual or Consultant Corporation;
 - (iii) in the reasonable opinion of the Corporation spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or a Subsidiary of the Corporation; and
 - (iv) has a relationship with the Corporation or any of its Subsidiaries that enables the individual or Consultant Corporation to be knowledgeable about the business and affairs of the Corporation;
- (i) **"Consultant Corporation"** means, for an individual Consultant, a company of which the individual is an employee or shareholder, or a partnership of which the individual is an employee or partner;
- (j) **"Corporation"** means Mason Resources Inc., and includes any successor and Subsidiary thereof;
- (a) **"Date of Grant"** means the date specified in the Option Agreement as the date on which the Option is effectively granted;
- (b) **"Disability"** means any disability with respect to an Optionee which the Board, in its sole

and unfettered discretion, considers likely to prevent permanently the Optionee from:

- (i) being employed or engaged by the Corporation, any of its Subsidiaries or another employer, in a position the same as or similar to that in which he was last employed or engaged by the Corporation or any of its Subsidiaries; or
 - (ii) acting as a director or officer of the Corporation or any of its Subsidiaries;
- (c) **"Disinterested Shareholder Approval"** means an ordinary resolution approved by a majority of the votes cast by all Shareholders at a Shareholders' meeting, excluding votes attaching to Shares beneficially owned by Insiders and Associates of such Insiders to whom such Options may be granted or amended;
- (d) **"Effective Date"** has the meaning ascribed to such term in Section 1.1;
- (e) **"Eligible Person"** means:
- (i) an Employee, senior officer or director of the Corporation or any Subsidiary of the Corporation;
 - (ii) a Consultant;
 - (iii) an Investor Relations Service Provider;
 - (iv) a company, all of the voting securities of which are beneficially owned by one or more of the Persons referred to in (i), (ii) or (iii) above
- (f) **"Employee"** means,
- (i) an individual who is considered an employee under the *Income Tax Act* (Canada);
 - (ii) an individual who works full-time for the Corporation or any of its Subsidiaries providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or a any of its Subsidiaries over the details and methods of work as an employee of the Corporation or any of its Subsidiaries, but for whom income tax deductions are not made at source; or
 - (iii) an individual who works for the Corporation or any of its Subsidiaries, on a continuing and regular basis for a minimum of 10 hours per week, providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or any of its Subsidiaries over the details and methods of work as an employee of the Corporation or any of its Subsidiaries, but for whom income tax deductions are not made at source;
- (g) **"Exercise Notice"** has the meaning ascribed to such term in Section 7.1;
- (h) **"Guardian"** means the guardian, if any, appointed for an Optionee;
- (i) **"Governance and Compensation Committee"** means the Governance and Compensation Committee of the Board, as constituted from time to time;

- (j) **"Insider"** means:
- (i) a director or an officer (including a senior officer) of the Corporation;
 - (ii) a director or an officer (including a senior officer) of a company that is itself an Insider or a subsidiary of the Corporation;
 - (iii) a Person that has:
 - (A) beneficial ownership of, or control or direction over, directly or indirectly; or
 - (B) a combination of beneficial ownership of, and control or direction over, directly or indirectly;

securities of the Corporation carrying more than 10% of the voting rights attached to all the Corporation's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the Person as underwriter in the course of a distribution; or
 - (iv) the Corporation if it has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security;
- (k) **"Investor Relations Activities"** means any activities by or on behalf of the Corporation or a Shareholder that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
- (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation:
 - (A) to promote the sale of products or services of the Corporation; or
 - (B) to raise public awareness of the Corporation,

that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
 - (ii) activities or communications necessary to comply with the requirements of:
 - (A) applicable securities laws;
 - (B) the rules and policies of the TSX-V, or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Corporation;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (A) the communication is only through the newspaper, magazine or publication; and

- (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (iv) activities or communications that may be otherwise specified by the TSX-V;
- (v) **"Investor Relations Service Provider"** means any Consultant that performs Investor Relations Activities and director, senior officer or Employee of the Corporation whose role and duties primarily consist of Investor Relations Activities;
- (vi) **"Legacy Plan"** has the meaning ascribed to such term in Section 1.2;
- (vii) **"Market Price"** of a Share at any date means the closing price of a Share on the TSX-V on the trading day immediately preceding such date or, if the Shares are not listed on any stock exchange, then on the over-the-counter market. The Market Price of a Share shall be rounded up to the nearest whole cent. In the event that such Shares are not listed and posted for trading on any stock exchange or traded on any over-the-counter market, the Market Price with respect to a Share shall be the fair market value of a Share as determined by the Board or the Governance and Compensation Committee, as applicable, in its discretion;
- (viii) **"Option"** means an option to purchase Shares granted pursuant to the terms of this Plan;
- (ix) **"Option Agreement"** means a written agreement between the Corporation and an Optionee specifying the terms of the Option being granted to the Optionee under the Plan;
- (x) **"Option Price"** means the exercise price per Share specified in an Option Agreement, adjusted from time to time in accordance with the provisions of Section 10.1;
- (xi) **"Optionee"** means an Eligible Person to whom an Option has been granted;
- (xii) **"Person"** means a natural person, company, government or political subdivision or agency of a government; and where two or more Persons act as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of an issuer, such syndicate or group shall be deemed to be a Person;
- (xiii) **"Plan"** has the meaning ascribed to such term in Section 1.1;
- (xiv) **"Plan Limit"** has the meaning ascribed to such term in Section 5.1(a);
- (xv) **"Qualified Successor"** means a Person who is entitled to the ownership of an Option upon the death of an Optionee, pursuant to a will or the applicable laws of descent and distribution upon death;
- (xvi) **"Security Based Compensation Plan"** has the meaning ascribed to such term in TSX-V Policy 4.4;
- (xvii) **"Shareholders"** means the holders of Shares;
- (xviii) **"Shares"** means the common shares in the capital of the Corporation;
- (xix) **"Subsidiary"** has the meaning ascribed thereto in the Act, provided that the term

"company" in the definition is deemed to be replaced by the term "Person" as used in the Plan;

- (xx) "**Term**" has the meaning ascribed to such term in Section 6.2(a);
- (xxi) "**TSX-V**" means the TSX Venture Exchange or any successor thereof;
- (xxii) "**TSX-V Policy 4.4**" means Policy 4.4 - *Security Based Compensation* of the TSX-V;
- (xxiii) "**Withholding Tax Amount**" has the meaning ascribed to such term in Section 7.5; and
- (xxiv) "**Withholding Tax Obligations**" has the meaning ascribed to such term in Section 7.1.

3. ADMINISTRATION

3.1 **Board or Committee** - The Plan shall be administered by the Board or the Governance and Compensation Committee, as determined by the Board from time to time.

3.2 **Powers of Board and Committee** - The Board or the Governance and Compensation Committee, as the case may be, is authorized, subject to the provisions of the Plan, to:

- (a) administer the Plan in accordance with its terms;
- (b) establish policies and adopt rules and regulations as it deems necessary for the proper administration of the Plan;
- (c) interpret and construe the Plan and determine all questions arising out of the Plan or any Option (including, without limitation, all questions relating to the value of the Shares), and any such interpretation, construction or determination made by the Board or the Governance and Compensation Committee shall be final and conclusive for all purposes and binding on all parties, absent manifest error;
- (d) determine the Persons (from among the Eligible Persons) to whom Options shall be granted;
- (e) determine the terms and conditions of each Option Agreement which shall be entered into with each Optionee (which need not be identical with the terms of any other Option Agreement) and which shall not be inconsistent with the term of this Plan;
- (f) determine the duration and purpose of leaves of absence from employment which may be granted to Optionees without constituting a termination of employment for purposes of the Plan, with respect to the granting of Options;
- (g) determine the nature and extent of any adjustment(s) to be made to Options pursuant to Section 10.1;
- (h) prescribe the form of the instruments used in conjunction with the Plan, including the form of Option Agreement and the form of instruments relating to the grant and exercise of Options;
- (i) amend the terms and provisions of an Option Agreement, provided the Board obtains the consent of the Optionee and, if required, approval of the Shareholders and the TSX-

V;

- (j) correct any defect, supply any necessary information or reconcile any inconsistency in the Plan in such a manner and to such an extent as shall be deemed necessary or advisable to carry out the purposes of the Plan; and
- (k) make other determinations necessary or advisable for administration of the Plan.

3.3 **Costs** - The Corporation will be responsible for all costs relating to the administration of the Plan.

3.4 **Indemnification of Directors in Relation to the Plan** - Every director of the Corporation will at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses whatsoever including any income tax liability arising from any such indemnification, that such director may sustain or incur by reason of any action, suit or proceeding, taken or threatened against the director, otherwise than by the Corporation, for or in respect of any act done or omitted by the director in respect of the Plan, such costs, charges and expenses to include any amount paid to settle such action, suit or proceeding or in satisfaction of any judgment rendered therein.

3.5 **Unfunded Obligations of the Corporation** - Unless otherwise determined by the Board, the Plan shall be unfunded and the Corporation will not secure its obligations under the Plan. To the extent any Optionee or his, her or its estate holds any rights under the Plan, such rights (unless otherwise determined by the Board in its discretion) shall be no greater than the rights of an unsecured creditor of the Corporation.

4. ELIGIBILITY

4.1 **Eligibility** - Options may be granted to any Eligible Person.

4.2 **Representations** - The Corporation represents that, and by his, her or its acceptance of an Option granted hereunder each of the Optionees shall be deemed to represent that, such Optionee shall be a *bona fide* director, senior officer, Employee, Consultant or Investor Relations Service Provider of the Corporation.

5. SHARES SUBJECT TO THE PLAN

5.1 **Total Shares Subject to the Plan**

(a) The maximum number of Shares issuable at any time under the Plan is that number of Shares as is equal to 10% of the number of issued and outstanding Shares on a non-diluted basis (the "**Plan Limit**").

(b) Any Share issued hereunder shall reduce the number of Shares reserved for issuance hereunder accordingly. Notwithstanding the foregoing, subject to applicable law or the requirements of the TSX-V or any other stock exchange upon which the Shares are listed and any Shareholder or other approval which may be required, including Disinterested Shareholder Approval, the Board may, in its discretion, amend this Plan to increase the Plan Limit without notice to Optionees.

(c) If any Options are expired, terminated or cancelled for any reason without having been exercised in full, the Shares covered by such Options shall again be available for the purposes of the Plan.

(d) The Corporation will at all times reserve for issuance and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan and the Plan Limit.

5.2 **Individual Optionees** - The maximum aggregate number of Shares that may be subject to grants of Options under this Plan and any other Security Based Compensation Plan of the Corporation to any one Optionee during any 12-month period shall be no greater than 5% of the issued and outstanding Shares on a non-diluted basis.

5.3 **Insiders** - The maximum aggregate number of Shares issuable to Insiders (as a group), at any time, pursuant to this Plan and any other Security Based Compensation Plan of the Corporation shall not exceed 10% of the issued and outstanding Shares on a non-diluted basis, unless the Corporation has obtained the requisite Disinterested Shareholder Approval. The maximum aggregate number of Shares that may be issued pursuant to Options to such Insiders (as a group) during any 12-month period shall not exceed 10% of the issued and outstanding Shares on a non-diluted basis calculated as at the Date of Grant, unless the Corporation has obtained the requisite Disinterested Shareholder Approval.

5.4 **Consultants** - The maximum aggregate number of Shares that may be issued pursuant to Options to any one Consultant during any 12-month period shall not exceed 2% of the issued and outstanding Shares on a non-diluted basis calculated as at the Date of Grant, unless the Corporation has obtained the requisite Disinterested Shareholder Approval.

5.5 **Investor Relations Service Providers** - The maximum aggregate number of Shares that may be issued pursuant to Options to any one Investor Relations Service Provider during any 12-month period shall not exceed 2% of the issued and outstanding Shares on a non-diluted basis calculated as at the Date of Grant, unless the Corporation has obtained the requisite Disinterested Shareholder Approval.

6. OPTION TERMS

6.1 **Option Agreement** - Subject to the other provisions of Article 5 and this Article 6, the Board or the Governance and Compensation Committee, as the case may be, shall determine the terms and conditions under which Options shall be granted to an Optionee. Each such Options shall be confirmed by the execution and delivery of an Option Agreement and the Board shall specify the following terms in each such Option Agreement:

- (a) the number of Shares subject to each Option;
- (b) the Date of Grant;
- (c) the Term;
- (d) the Option Price;
- (e) any vesting schedule upon which the exercise of an Option is contingent; and
- (f) such other terms and conditions as the Board deems advisable and are consistent with the purposes of this Plan.

6.2 **Term**

(a) Unless the Board or the Governance and Compensation Committee, as the case may be, otherwise determines in its discretion and subject to any accelerated termination in accordance with

the terms of this Plan, each Option shall expire on the tenth anniversary of the Date of Grant (the “**Term**”).

(b) Notwithstanding the foregoing, if the Term of an Option held by any Optionee would otherwise expire during a Blackout Period applicable to such Optionee, then the Term of such Option shall be extended to the close of business on the tenth Business Day following the expiration of the Blackout Period.

6.3 **Option Price** - The Option Price for the Shares which are the subject of any Option shall be determined on the Date of Grant and shall not in any circumstances be lower than the Market Price of the Shares on the Date of Grant of the Option.

6.4 **Vesting Schedule**

(a) The Board, as applicable, shall have discretion to set the terms of any vesting schedule of each Option granted, including:

- (i) permit partial vesting in stated percentage amounts based on the Term of such Option; and
- (ii) permit full vesting after a stated period of time has passed from the Date of Grant.

(b) Notwithstanding anything to the contrary in Section 6.4(a), if the Optionee is an Employee, Consultant or Investor Relations Service Provider, all Options granted to such Optionee will vest in stages over a period of not less than 12 months with no more than 25% of the Options vesting in any three-month period.

6.5 **Amendments to Options** - Amendments to the terms of previously granted Options are subject to regulatory approval, including TSX-V approval, if required. If required by the TSX-V, Disinterested Shareholder Approval shall be required for any reduction in the Option Price or extension to the Term of a previously granted Option if the Optionee is an Insider of the Corporation at the time of the proposed reduction in the Option Price or extension of the Term of an Option. For clarity, Options held by an Insider at any point in time that were granted to such Person prior to becoming an Insider of the Corporation shall be considered Options granted to an Insider irrespective of the fact that the Person was not an Insider at the time of the grant.

If Disinterested Shareholder Approval is required for any grant or amendment to Options, non-specific or blanket approval is not permitted. The management information circular of the Corporation sent to Shareholders will disclose the particulars of each grant or amendment. In the case of an amendment to decrease the Option Price of Options held by Insiders, the disclosure will provide the identities of the applicable Insiders, the number of Options held by each Insider and the current and proposed reduced Option Price.

6.6 **Uniformity** - Except as expressly provided herein, nothing contained in this Plan shall require that the terms and conditions of Options granted under the Plan be uniform.

7. EXERCISE OF OPTION

7.1 **Exercise and Payment** - Subject to any limitations or conditions imposed upon an Optionee pursuant to the Option Agreement or Article 7, an Optionee may exercise an Option by giving written notice thereof, specifying the number of Shares in respect of which the Option is exercised (the

"Exercise Notice"), to the Corporation at its principal place of business at any time after the Date of Grant until 4:00 p.m. (Toronto time) on the last day of the Term, such Exercise Notice to be accompanied by (i) payment in full of the aggregate Option Price to the extent the Option is so exercised, and (ii) where required by the Corporation in accordance with Section 7.5, payment in full of the amount of tax the Corporation is required to remit as a result of the exercise of the Option ("**Withholding Tax Obligations**"). Payment shall be made in lawful money (Canadian funds) by cash, cheque, bank draft or wire transfer. Payment by cheque made payable to the Corporation in the amount of the aggregate Option Price shall constitute payment of such Option Price unless the cheque is not honoured upon presentation, in which case the Option shall not have been validly exercised.

7.2 **Issuance of Shares** - Not later than the third Business Day after the actual receipt by the Corporation of an Exercise Notice and acceptable payment of the aggregate Option Price and any taxes relating thereto, the Corporation shall issue the Shares in respect of which the Option is exercised, and deliver to the Optionee a certificate or certificates evidencing such Shares (or such other acceptable evidence).

7.3 **Additional Terms and Conditions** - Notwithstanding any of the provisions contained in this Plan or in any Option or Option Agreement, the Corporation's obligation to issue Shares to an Optionee upon the exercise of an Option shall be subject to the following:

- (a) completion of such registration or other qualification of such Shares (or a confirmation of an exemption therefrom) and the receipt of any approvals of governmental authority or stock exchange as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the admission of such Shares to listing on any stock exchange(s) or over-the-counter market on which the Shares may then be listed or quoted; and
- (c) the receipt from the Optionee of such representations, agreements and undertakings, including as to future dealings in such Shares, as the Corporation or its counsel determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any applicable jurisdiction or the rules of the TSX-V.

In connection with the foregoing, the Corporation shall, to the extent necessary, take all steps determined by the Board, in its discretion, to be reasonable to obtain such approvals, registrations and qualifications (or such exemptions therefrom) as may be necessary for the issuance of such Shares in compliance with applicable securities laws and the rules of the TSX-V.

7.4 **Unvested Options** - Except as expressly provided herein, no unvested Options may be exercised.

7.5 **Taxes**

(a) Upon the exercise of an Option by an Optionee, the Corporation shall have the right to require the Optionee to remit to the Corporation an amount sufficient to satisfy any Withholding Tax Obligations relating thereto under applicable tax legislation. Unless otherwise prohibited by the Board or by applicable law, satisfaction of the amount of the Withholding Tax Obligations (the "**Withholding Tax Amount**") may be accomplished by any of the following methods or by a combination of such methods as determined by the Corporation in its sole discretion:

- (i) the tendering by the Optionee of cash payment to the Corporation in an amount less

than or equal to the Withholding Tax Amount;

- (ii) the withholding by the Corporation from the Shares otherwise due to the Optionee such number of Shares as have a Market Price not less than the Withholding Tax Amount and cause such withheld Shares to be sold on the Optionee's behalf to fund the Withholding Tax Amount, provided that any proceeds from such sale in excess of the Withholding Tax Amount shall be promptly paid over to the Optionee. By executing and delivering the Option Agreement, the Optionee shall be deemed to have consented to such sale and have granted to the Corporation an irrevocable power of attorney to effect the sale of such Shares and to have acknowledged and agreed that the Corporation does not accept responsibility for the price obtained on the sale of such Shares; or
- (iii) the withholding by the Corporation from any cash payment otherwise due by the Corporation to the Optionee, including salaries, directors fees, consulting fees and any other forms of remuneration, such amount of cash as is required to pay and satisfy the Withholding Tax Amount;

provided, however, in all cases, that the sum of any cash so paid or withheld and Market Price of any Shares so withheld is sufficient to satisfy the Withholding Tax Amount.

(b) The provisions of the Option Agreement shall provide that the Optionee (or his, her or its beneficiaries) shall be responsible for all taxes with respect to any Options granted under the Plan and an acknowledgement that neither the Board nor the Corporation shall make any representations or warranties of any nature or kind whatsoever to any person regarding the tax treatment of Options or payments on account of the Withholding Tax Amount made under the Plan and none of the Board, the Corporation, nor any of its Employees or representatives shall have any liability to an Optionee (or his, her or its beneficiaries) with respect thereto.

8. TRANSFERABILITY OF OPTIONS

8.1 **Non-Transferable** - Except as permitted by applicable securities laws and the policies of the TSX-V, and as provided otherwise in this Article 8, Options are non-assignable and non-transferable. No Option granted hereunder shall be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by the Optionee, whether voluntarily or by operation of law, otherwise than by testate succession, will or the laws of descent and distribution, and any attempt to do so will cause such Option to terminate and be null and void.

8.2 **Death of Optionee** - Subject to Section 8.3, if the employment of an Optionee as an Employee, the services of a Consultant or an Investor Relations Service Provider, the employment of an Optionee as an Investor Relations Service Provider, or the position of the Optionee as a director or senior officer of the Corporation or any of its Subsidiaries, terminates as a result of such Optionee's death, any Options held by such Optionee shall pass to the Qualified Successor of the Optionee and shall be exercisable by such Qualified Successor until the earlier of (a) a period of not more than one year following the date of such death and (b) the expiry of the Term of the Option.

8.3 **Disability of Optionee** - If the employment of an Optionee as an Employee, the services of a Consultant or an Investor Relations Service Provider, the employment of an Optionee as an Investor Relations Service Provider, or the position of the Optionee as a director or senior officer of the Corporation or any of its Subsidiaries, is terminated by reason of such Optionee's Disability, any Options held by such Optionee that could have been exercised immediately prior to such termination of employment or service shall be exercisable by such Optionee, or by his or her Guardian, until the earlier

of (a) a period of not more than six months following the termination of employment, engagement or appointment and (b) the expiry of the Term of the Option. If such Optionee dies within six months after the termination of such employment, engagement or appointment, any Option held by such Optionee that could have been exercised immediately prior to his or her death shall pass to the Qualified Successor of such Optionee, and shall be exercisable by the Qualified Successor until the earlier of six months following the death of such Optionee and the expiry of the Term of the Option.

8.4 **Vesting** - Options held by a Qualified Successor or exercisable by a Guardian shall, during the period prior to their termination, continue to vest in accordance with any vesting schedule to which such Options are subject. Any Option or portion thereof that is unvested as of such termination shall lapse and not be exercisable.

8.5 **Deemed Non-Interruption of Employment** - Employment shall be deemed to continue intact during any military or sick leave or other *bona fide* leave of absence if the period of such leave does not exceed 180 days or, if longer, for so long as the Optionee's right to reemployment with the Corporation or any of its Subsidiaries is guaranteed either by statute or by contract. If the period of such leave exceeds 180 days and the Optionee's reemployment is not so guaranteed, then the Optionee's employment shall be deemed to have terminated on the 181st day of such leave.

9. TERMINATION OF OPTIONS

9.1 **Termination of Options** - To the extent not earlier exercised or terminated in accordance with Article 8, an Option shall terminate at the earliest of the following dates:

- (a) the expiration of its Term;
- (b) where the Optionee's position as an Employee, a Consultant, a director or a senior officer of the Corporation or any of its Subsidiaries, or an Investor Relations Service Provider, is terminated for Cause, the date of such termination for Cause;
- (c) where the Optionee's position as an Employee, a Consultant, a director or a senior officer of the Corporation or any of its Subsidiaries or an Investor Relations Service Provider terminates for a reason other than the Optionee's Disability or death or for Cause, not more than 90 days after such date of termination; and
- (d) the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of Section 8.1.

9.2 **Exclusion from Severance Allowance, Retirement Allowance or Termination Settlement** -

If the Optionee retires, resigns or is terminated from employment or engagement with the Corporation or any of its Subsidiaries, the loss or limitation, if any, pursuant to the Option Agreement with respect to the right to purchase Shares which were not vested at that time or which, if vested, were cancelled, shall not give rise to any right to damages and shall not be included in the calculation of nor form any part of any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Optionee.

10. ADJUSTMENTS TO OPTIONS

10.1 **Alteration in Capital Structure** - If there is any change in the Shares through or by means of a declaration of stock dividends on the Shares or consolidations, subdivisions or reclassifications of the Shares, or otherwise, the number of Shares available under the Plan, the Shares subject to any Option and

the Option Price therefor shall be adjusted proportionately by the Board and, if required, approved by the TSX-V, and such adjustment shall be effective and binding for all purposes of the Plan.

10.2 **Effect of Amalgamation, Merger or Arrangement** - If the Corporation amalgamates, merges or enters into a plan of arrangement with or into another Corporation, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Optionee would have received upon such amalgamation, merger or arrangement if the Optionee had exercised the Option immediately prior to the record date applicable to such amalgamation, merger or arrangement, and the exercise price shall be adjusted proportionately by the Board and such adjustment, subject to prior approval by the TSX-V, shall be binding for all purposes of the Plan.

10.3 **Change of Control**

(a) Notwithstanding anything else contained in this Plan, if the Corporation proposes to amalgamate, merge or consolidate with any other corporation (otherwise than pursuant to an internal corporate reorganization that would not affect control of the Corporation) or to liquidate, dissolve or wind-up, or in connection with any proposed sale or conveyance of all or substantially all of the property or assets of the Corporation or any proposed offer to acquire all of the outstanding Shares or any other proposed transaction involving the Corporation (in each case, a “**Change of Control**”), the Board may, in its discretion, permit and authorize the accelerated vesting and early exercise of all or any portion of the then outstanding Options in connection with the completion of such Change of Control. Whether or not the Board determines to accelerate the vesting of any Options, the Corporation shall give written notice of any proposed Change of Control to each Optionee. Upon the giving of any such notice, the Optionees shall be entitled to exercise, at any time within the 21-day period following the giving of such notice, all or a portion of those Options granted to such Optionees which are then vested and exercisable in accordance with their terms, as well as any unvested Options which the Board has determined shall be immediately vested and exercisable in connection with the completion of such Change of Control. Unless the Board determines otherwise (in its discretion), upon the expiration of such 21-day period, all rights of the Optionees to exercise any outstanding Options, whether vested or unvested, shall terminate and all such Options shall immediately expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control.

(b) No acceleration of the vesting provisions on Options granted to Optionees who are Persons providing Investor Relations Activities is permitted without prior TSX-V approval.

10.4 **Market Fluctuations** - No amount will be paid to, or in respect of, an Optionee under the Plan to compensate for a downward fluctuation in the price of the Shares, nor will any other form of benefit be conferred upon, or in respect of, an Optionee for such purpose. The Corporation makes no representations or warranties to Optionees with respect to the Plan or the Options whatsoever. Optionees are expressly advised that the value of any Options will fluctuate as the trading price of the Shares fluctuates.

11. APPROVAL, TERMINATION AND AMENDMENT OF PLAN

11.1 **Shareholder Approval** - The Shareholders’ approval of an amendment, if required under applicable securities laws or the policies of the TSX-V shall be given by the approval of a majority of the Shareholders of the Corporation present in person or by proxy and entitled to vote at a duly called meeting of the Shareholders and shall, if and only to the extent required under applicable securities laws or the policies of the TSX-V, be subject to Disinterested Shareholder Approval. Options may be granted under the Plan prior to the approval of the amendment, provided that no Shares may be issued pursuant to the amended terms of the Plan until the requisite Shareholders’ approval of the amendment has been obtained. If the requisite Shareholders’ approval of the amendment is not obtained, Options granted will terminate and amendments will be of no force and effect.

11.2 **Power of Board to Terminate or Amend Plan** - Subject to the approval of the TSX-V, if required, the Board may terminate, suspend or discontinue the Plan at any time or amend or revise the terms of the Plan; provided, however, that, except as provided in Article 10, the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, approval of the Shareholders at a meeting duly held in accordance with the applicable corporate laws:

- (a) increase the maximum number of Shares which may be issued under the Plan;
- (b) materially modify the requirements as to eligibility for participation in the Plan; or
- (c) materially increase the benefits accruing to participants under the Plan,

however and notwithstanding Section 11.1, the Board may amend the terms of the Plan without obtaining the approval of the Shareholders to (i) comply with the requirements of any applicable regulatory authority, or as a result of changes in the policies of the TSX-V relating to director, officer and employee stock options, or (ii) make amendments of a "housekeeping" nature, which include amendments relating to the administration of the Plan or to eliminate any ambiguity or correct or supplement any provision herein which may be incorrect or incompatible with any other provision hereof.

11.3 **No Grant During Suspension of Plan** - No Option may be granted during any suspension, or after termination, of the Plan. Amendment, suspension or termination of the Plan shall not, without the consent of the Optionee, alter or impair any rights or obligations under any Option previously granted.

12. CONDITIONS PRECEDENT TO ISSUANCE OF SHARES

12.1 **Compliance with Laws** - Shares shall not be issued with respect to an Option unless the exercise of such Option and the issuance and delivery of such Shares shall comply with applicable laws and any regulations of a duly constituted regulatory authority, including, without limitation, any applicable Canadian securities laws and United States' state securities laws, the United States *Securities Act of 1933*, as amended, the United States *Securities Exchange Act of 1934*, as amended, the rules and regulations thereunder and the requirements of any TSX-V or automated interdealer quotation system of a registered national securities association upon which such Shares may then be listed or quoted, and such issuance shall be further subject to the approval of counsel of the Corporation with respect to such compliance, including the availability of an exemption from the prospectus requirements or from registration for the issuance and sale of such Shares. The inability of the Corporation to obtain from any regulatory body the authority deemed by the Corporation to be necessary for the lawful issuance and sale of any Shares under this Plan, or the unavailability of an exemption from the prospectus requirements or from registration for the issuance and sale of any Shares under this Plan, shall relieve the Corporation of any liability with respect to the non-issuance or sale of such Shares other than with respect to a refund of any Option Price paid.

13. USE OF PROCEEDS

13.1 **Use of Proceeds** - Proceeds from the sale of Shares pursuant to the Options granted and exercised under the Plan shall constitute general funds of the Corporation and shall be used for general corporate purposes, or as the Board otherwise determines.

14. NOTICES

14.1 **Notices** - All notices, requests, demands and other communications required or permitted to be given under this Plan and the Options granted under this Plan shall be in writing and shall be either delivered personally to the party to whom notice is to be given, in which case notice shall be deemed to have been duly given on the date of such personal delivery; emailed, in which case notice shall be deemed to have been duly given on the date the email is sent; or mailed to the party to whom notice is to be given, by first class mail, registered or certified, return receipt requested, postage prepaid, and addressed to the party at his or its most recent known address, in which case such notice shall be deemed to have been duly given on the tenth postal delivery day following the date of such mailing.

15. MISCELLANEOUS PROVISIONS

15.1 **No Shareholder Rights** - An Optionee shall not have any of the rights and privileges of a Shareholder in respect of any of the Shares purchasable upon the exercise of any Option, unless and until such Option has been exercised in accordance with the terms of this Plan (including tendering payment in full of the aggregate Option Price for the Shares and any other amounts payable pursuant to Section 7.5 in respect of which the Option is being exercised) and the Corporation has issued such Shares to the Optionee.

15.2 **Participation Voluntary and No Obligation to Exercise** - Participation by Eligible Persons in this Plan is voluntary and Optionees shall be under no obligation to exercise Options granted under this Plan.

15.3 **No Obligation to Retain Optionee** - Nothing contained in this Plan shall obligate the Corporation or any of its Subsidiaries to retain an Optionee as an Employee, senior officer, director or Consultant for any period, nor shall this Plan interfere in any way with the right of the Corporation or any of its Subsidiaries to reduce such Optionee's compensation.

15.4 **Assignment by the Corporation** - Rights and obligations under the Plan may be assigned by the Corporation to a successor in the business of the Corporation.

15.5 **Personal Information** - Each Optionee shall provide the Corporation with all information (including personal information) required by the Corporation in order to administer the Plan. Each Optionee acknowledges that information required by the Corporation in order to administer the Plan may be disclosed to the custodian and other third parties in connection with the administration of the Plan. Each Optionee consents to such disclosure and authorizes the Corporation to make such disclosure on the Optionee's behalf.

15.6 **Binding Agreement** - The provisions of this Plan and of each Option Agreement with an Optionee shall be binding upon such Optionee and the Qualified Successor or Guardian of such Optionee.

15.7 **Use of Terms** - Where the context so requires, references herein to the singular shall include the plural, and vice versa, and references to a particular gender shall include either or both genders.

15.8 **Headings** - The headings used in this Plan are for convenience of reference only and shall not in any way affect or be used in interpreting any of the provisions of this Plan.

15.9 **Severability** - If any provision of the Plan or any Option Agreement contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange or over the counter market having authority over the Corporation or the Plan (including, without limitation, TSX-V Policy 4.4), then such provision shall be deemed to be amended to the extent required to bring such provision into

compliance therewith.

15.10 **Conflict** - In the event of any conflict between the provisions of this Plan and an Option Agreement, the provisions of this Plan shall govern.

15.11 **Governing Law** - This Plan and each Option Agreement shall be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.

15.12 **Time of Essence** - Time is of the essence of this Plan and of each Option Agreement. No extension of time will be deemed to be, or to operate as, a waiver of the essentiality of time.

15.13 **Entire Agreement** - This Plan and the Option Agreement sets out the entire agreement between the Corporation and each Optionee relative to the subject matter hereof and supersedes all prior agreements, undertakings and understandings, whether oral or written.

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

1. PURPOSE

1.1 The primary functions of the Audit Committee of Mason Resources Inc. (the "Company") are to fulfill its responsibilities in relation to reviewing the integrity of the Company's financial statements, financial disclosures and internal controls over financial reporting; monitoring the system of internal control; monitoring the Company's compliance with legal and regulatory requirements; selecting the external auditors for shareholder approval; and reviewing the qualifications, independence and performance of the external auditors.

2. MEMBERSHIP AND ORGANIZATION

2.1 Composition - Subject to paragraph 2.6, the Audit Committee shall consist of not less than three independent members of the Board. At the invitation of the Audit Committee, members of the Company's management and others may attend Audit Committee meetings as the Audit Committee considers necessary or desirable.

2.2 Appointment and Removal of Audit Committee Members - Each member of the Audit Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of shareholders of the Company at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Audit Committee or from the Board. The Board may fill a vacancy in the membership of the Audit Committee.

2.3 Chair - At the time of the annual appointment of the members of the Audit Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee's compliance with this mandate, work with management to develop the Audit Committee's annual work-plan and provide reports of the Audit Committee to the Board. The Chair may vote on any matter requiring a vote and shall provide a second vote in the case of a tie vote.

2.4 Independence - Subject to paragraph 2.6, a majority of members of the Audit Committee are "independent" (as such term is used in National Instrument 52-110 – Audit Committees ("NI 52-110")).

2.5 Financial Literacy - Subject to paragraph 2.6, members of the Audit Committee shall be financially literate or agree to become financially literate within a reasonable period of time following the member's appointment. An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.6 Venture Issuer - For so long as the Company is a "venture issuer" as defined in NI 52-110, it is not required to comply with the provisions of paragraph 2.1 "Composition", 2.4 "Independence" or 2.5 "Financial Literacy" above. In the event the Company cannot comply with all or a part of these provisions, then the Committee shall be comprised of not less than three members of the Board, a majority of whom are not officers or employees of the Company or a subsidiary of the Company.

3. MEETINGS

3.1 Meetings - The members of the Audit Committee shall hold meetings as are required to carry out this mandate, and in any case no less than four meetings annually. The external auditors are entitled to attend and be heard at each Audit Committee meeting. The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board or the President and CEO may call a meeting of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a Chair from their number for a meeting.

3.2 Secretary and Minutes - The Secretary, his or her designate or any other person the Audit Committee requests, shall act as secretary at Audit Committee meetings. Minutes of Audit Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Audit Committee for approval.

3.3 Quorum - A majority of the members of the Audit Committee shall constitute a quorum. If a quorum cannot be obtained for an Audit Committee meeting, members of the Board who would qualify as members of the Audit Committee may, at the request of the Chair or the Chairman of the Board, serve as members of the Audit Committee for that meeting.

3.4 Access to Management and Outside Advisors - The Audit Committee shall have unrestricted access to management and employees of the Company, and, from time to time may hold meetings with the external auditor, the CFO or the President and CEO. The Audit Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any officer of the Company. The Company shall provide appropriate funding, as determined by the Audit Committee, for the services of these advisors.

3.5 Meetings Without Management - The Audit Committee shall hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management is not present.

4. FUNCTIONS AND RESPONSIBILITIES

The Audit Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Audit Committee by the Board. In addition to these functions and responsibilities, the Audit Committee shall perform the duties required of an audit committee by applicable corporate securities laws, the binding requirements of the stock exchanges on which the securities of the Company are listed, and all other applicable laws.

4.1 Financial Reports

(a) **General** - The Audit Committee is responsible for reviewing the integrity of the Company's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The external auditors are responsible for auditing the Company's annual consolidated financial statements and, if requested by the Company, for reviewing the Company's unaudited interim financial statements.

(b) **Review of Annual Financial Reports** - The Audit Committee shall review the annual consolidated audited financial statements of the Company, the external auditors' report thereon and the related management's discussion and analysis of the Company's financial condition and results of operation to determine whether they present fairly, in all material respects in accordance with International Financial Reporting Standards ("IFRS") in which the financial statements of the Company are prepared from time to time, the financial condition, results of

operations and cash flows of the Company. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.

- (c) **Review of Interim Financial Reports** - The Audit Committee shall review the interim consolidated financial statements of the Company, the external auditors review report thereon, if applicable, and the related MD&A to determine whether they present fairly, in all material respects in accordance with IFRS, the financial condition, results of operations and cash flows of the Company. After completing its review, if advisable, the Audit Committee shall, if so authorized by the Board, approve the interim financial statements and the related MD&A, or if not authorized by the Board, then approve and recommend for Board approval.
- (d) **Review Considerations** - In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee shall:
 - (i) meet with management and the external auditors to discuss the financial statements and MD&A;
 - (ii) review the disclosures in the financial statements;
 - (iii) review the audit report or review report prepared by the external auditors;
 - (iv) discuss with management, the external auditors and legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;
 - (v) review critical accounting and other significant estimates and judgments underlying the financial statements as presented by management;
 - (vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management;
 - (vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;
 - (viii) review management's report on the effectiveness of internal controls over financial reporting;
 - (ix) review results of the Company's whistleblowing program; and
 - (x) review any other matters, related to the financial statements, that are brought forward by the external auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or applicable law.

4.2 Approval of Other Financial Disclosures - The Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing financial results of the Company and any other material financial disclosure, including in Management Information Circulars and Annual Information Forms.

4.3 External Auditors

- (a) **General** -The Audit Committee shall be responsible for oversight of the work of the external auditors in auditing and reviewing the Company's financial statements and internal controls over financial reporting.
- (b) **Appointment and Compensation** - The Audit Committee shall review and, if advisable, select and recommend (i) for shareholder approval, the appointment of the external auditors and (ii) for shareholder or Board approval, as applicable, the compensation of the external auditors.
- (c) **Annual Review Report** - At least annually, the Audit Committee shall obtain and review a report by the external auditors describing: (i) their internal quality-control procedures and (ii) any material issues raised by their most recent internal quality-control review, peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors and any steps taken to deal with any of these issues.
- (d) **Audit Plan** - At least annually, the Audit Committee shall review a summary of the external auditors' annual audit plan. The Audit Committee shall consider and review with the external auditors any material changes to the scope of the plan.
- (e) **Quarterly Review Report** - If the external auditors review the Company's unaudited interim financial statements, then the Audit Committee shall review a quarterly review report prepared by the external auditors in respect of each of the interim financial statements of the Company.
- (f) **Independence of External Auditors** - At least annually, and before the external auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the external auditors a formal written statement describing all relationships between the external auditors and the Company, discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the external auditors, and obtain written confirmation from the external auditors that they are objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which it belongs.
- (g) **Evaluation and Rotation of Lead Partner** - At least annually, the Audit Committee shall review the qualifications and performance of the lead partners of the external auditors. The Audit Committee shall obtain a report from the external auditors annually verifying that the lead partner of the external auditors has served in that capacity for no more than five fiscal years of the Company and that the engagement team collectively possesses the experience and competence to perform an appropriate audit.
- (h) **Pre-Approval of Non-Audit Services** - The Audit Committee shall pre-approve any retainer of the external auditors for any non-audit service to the Company in accordance with applicable law and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.
- (i) **Hiring Practices** - The Audit Committee shall review and approve guidelines regarding the hiring of employees or former employees of the external auditors.

4.4 Internal Controls

- (a) **General** - The Audit Committee shall monitor the system of internal control.
- (b) **Establishment, Review and Approval** - The Audit Committee shall require management to implement and maintain appropriate systems of internal control in accordance with applicable laws, regulations, and guidance, including internal control over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the external auditors: (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions; (ii) any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings; (iii) any material issues raised by any inquiry or investigation by the Company's regulators; (iv) any related significant issues and recommendations of the external auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

4.5 Whistleblowing Procedures - The Audit Committee shall review and approve the establishment by management of procedures for the receipt, retention and treatment of complaints received by the Company from employees or others, regarding accounting, internal accounting controls, or auditing matters.

4.6 Succession Planning - In consultation with the Board, the Audit Committee shall review succession plans for the CFO and Controller of the Company. The Audit Committee shall review candidates for the position of CFO of the Company and make recommendations to the Board with respect to the appointment of a CFO.

4.7 Adverse Investments and Transactions - The Audit Committee shall review any investments and transactions that could adversely affect the well-being of the Company.

4.8 Audit Committee Disclosure - The Audit Committee shall review and approve any audit committee disclosures required by securities regulators in the Company's disclosure documents.

4.9 Assessment of Regulatory Compliance - The Audit Committee shall review management's assessment of compliance with laws and regulations as they pertain to responsibilities under this mandate, report its findings to the Board and recommend changes it considers appropriate.

4.10 Delegation - The Audit Committee may designate a sub-committee to review any matter within this mandate as the Audit Committee deems appropriate.

5. REPORTING TO THE BOARD

5.1 The Chair shall report to the Board, as required by applicable law or as deemed necessary by the Audit Committee or as requested by the Board, on matters arising at Audit Committee meetings and, where applicable, shall present the Audit Committee's recommendation to the Board for its approval.

