



2024 MANAGEMENT INFORMATION CIRCULAR

(Information as at October 30, 2024)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 19, 2024

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Mason Resources Inc. (the “**Company**”) will be held via teleconference on Thursday, December 19, 2024 at 10:00 a.m. (Eastern time), for the following purposes:

1. to receive the Company’s consolidated audited financial statements as at and for the fiscal year ended June 30, 2024, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”);
2. to elect the directors of the Company who will serve for the ensuing year;
3. to appoint McGovern Hurley LLP as auditors of the Company for the ensuing fiscal year and authorize the directors to set their remuneration;
4. to consider and, if deemed advisable, re-approve the adoption of the stock option plan for the Company, which will authorize the board of directors of the Company (the “**Board**”) to grant options to purchase Common Shares 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, the full text of which is set forth in Schedule “A” to the accompanying management information circular (the “**Circular**”); and
5. to consider such other items of business that may be properly brought before the Meeting or any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular and is deemed to form part of this notice of Meeting (this “**Notice of Meeting**”).

The Meeting will be held via teleconference only. To access the Meeting, Shareholders and their duly appointed proxyholders must use the following dial-in details:

Guest Dial-in Numbers:

Local - Toronto **(+1) 416 764 8658**

Toll Free - North America **(+1) 888 886 7786**

Conference ID: 68193716

Attendees are encouraged to dial into the Meeting at least 15 minutes before the Meeting starts. The Company is hosting the Meeting via teleconference in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location or the particular constraints or circumstances that they may face.

Registered shareholders are entitled to vote at the Meeting by proxy with each Common Share entitling the holder thereof to one vote at the Meeting. The Board has fixed October 30, 2024 as the record date for determining Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the register of the Company as at the close of business on such date will be entitled to receive notice of and vote at the Meeting.

Your vote is important regardless of how many Common Shares you own. Whether or not you are able to attend the Meeting, Shareholders are encouraged to vote as soon as possible electronically, by email, facsimile or in writing, by following the instructions set out on the form of proxy or voting instruction form (“**VIF**”), as applicable, which accompanies this Notice of Meeting. Proxies must be received by the Company’s transfer agent and registrar for the Common Shares, TSX Trust Company (“**TSX Trust**”), not

later than 10:00 a.m. (Eastern time) on December 17, 2024 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed). Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may also be waived or extended by the Chairman of the Meeting at his discretion, without notice. If you hold your Common Shares through a broker, investment dealer, bank, trust company or other intermediary (an “**Intermediary**”), as an objecting beneficial owner and received a VIF from your Intermediary or Broadridge Financial Solutions, Inc. (“**Broadridge**”), you should follow the instructions provided by your Intermediary to ensure your vote is counted at the Meeting

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators and pursuant to exemptions obtained by the Company under the *Canada Business Corporations Act*, you are receiving this notification as the Company has decided to use the “notice-and-access” mechanism for delivery to Shareholders of this Notice of Meeting, the Circular and other proxy-related materials (together, the “**Meeting Materials**”), as well as the Financial Statements and related management’s discussion and analysis (together, the “**Financial Materials**”). The Company has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR+ (www.sedarplus.ca) and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive a proxy form or VIF enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and of the Financial Materials, Shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Materials online and how to request paper copies of such documents. The use of notice-and-access will directly benefit the Company by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use.

You can access the Meeting Materials and the Financial Materials electronically by visiting the Company’s website at www.masonresourcesinc.com/agm and under the Company’s profile on SEDAR+ at www.sedarplus.ca. Shareholders are reminded to review the Circular and other proxy-related materials prior to voting.

The Company will provide a paper copy of the Meeting Materials or the Financial Materials to any Shareholder, free of charge, for a period of one year from the date the Circular is filed on SEDAR+. You may request a paper copy at any time before the Meeting by contacting the Company at info@masonresourcesinc.com in which case your request will be processed within three business days and the requested documents will be sent by first-class mail, courier or equivalent. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 p.m. (Eastern time) on December 1, 2024. Please note that you will not receive another form of proxy or VIF, so please keep the one you received with this notice. After the Meeting, requests may be made by calling the same numbers, and each request will be processed within ten calendar days.

If you have any questions regarding this Notice of Meeting, the notice-and-access mechanism or the Meeting, whether you are a registered or non-registered Shareholder, please contact the Company at info@masonresourcesinc.com

DATED at Toronto, Ontario as of the 30th day of October, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Peter Damouni*”
President, Chief Executive Officer and Director

VOTE USING THE FOLLOWING METHODS PRIOR TO THE MEETING

Voting Method	Registered Shareholders and Non-Objecting Beneficial Owners If your Common Shares are held in your name and are represented by a physical certificate or DRS Advice Or if you received a form of proxy from TSX Trust	Objecting Beneficial Owners If your Common Shares are held with a broker and you received a VIF from Broadridge or your broker
Internet	www.voteproxyonline.com	www.proxyvote.com
Facsimile	1-416-595-9593	Complete, date and sign the VIF and fax it to the number listed therein.
Return of proxy or VIF by email	tsxtrustproxyvoting@tmx.com	N/A
Return of proxy or VIF by regular mail	TSX Trust Company Attention: Proxy Department Suite 301 – 100 Adelaide Street West Toronto, Ontario M5H 4H1	Complete, date and sign the VIF and mail it to the address listed therein.

MANAGEMENT INFORMATION CIRCULAR

INTRODUCTION

This management information circular (this “**Circular**”) is furnished in connection with the solicitation of proxies by and on behalf of management of Mason Resources Inc. (“**Mason**” or the “**Company**”) for use at the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of the Company (“**Common Shares**”) to be held via teleconference at 10:00 a.m. (Eastern time), on Thursday, December 19, 2024, or any adjournment or postponement thereof.

INFORMATION CONCERNING THE MEETING

Matters to be Voted on at the Meeting

At the Meeting, Shareholders will be asked to receive the audited financial statements of the Company as at and for the fiscal year ended June 30, 2024, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”), and to vote on the following matters:

- (i) the election of the directors of the Company for the ensuing year;
- (ii) the appointment of McGovern Hurley LLP as auditors of the Company for the ensuing fiscal year and the authorization for the directors to set their remuneration;
- (iii) the re-approval of the stock option plan for the Company, which will authorize the board of directors of the Company (the “**Board**”) to grant options to purchase Common Shares (“**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, the full text of which is set forth in Schedule “A” to this Circular (the “**Stock Option Plan**”); and
- (iv) any such other item of business that may be properly brought before the Meeting or any adjournment or postponement thereof

(each, a “**Resolution**”, and collectively, the “**Resolutions**”).

Each of the Resolutions requires the approval of a simple majority of the votes cast at the Meeting by Shareholders present or represented by proxy and entitled to vote at the Meeting. At the date of this Circular, the Board and management of the Company know of no other matter expected to come before the Meeting, other than the vote on the Resolutions.

Meeting Information

The Meeting will be held via teleconference at 10:00 a.m. (Eastern time) on December 19, 2024. The Company is hosting the Meeting via teleconference in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of their geographic location or the particular constraints or circumstances that they may face. The dial-in particulars for the Meeting are as follows:

North American Toll-Free Dial-In Number:	1-888-886-7786
International Toll Dial-in Number:	1-416-764-8658
Conference ID:	68193716

Shareholders are encouraged to dial into the Meeting at least 15 minutes before the Meeting starts.

It is anticipated that Registered Shareholders (as defined below) and duly appointed proxyholders who attend the Meeting will have the opportunity to ask questions on matters of business before the

Meeting. Such questions, if any, are expected to be addressed in the question-and-answer section of the Meeting, and will be raised by the Registered Shareholder or duly appointed proxyholder wishing to ask the question and responded to by a representative of the Company. To ensure fairness for all attendees, the Chairman of the Meeting will decide on the amount of time allocated to each question and will have the right to limit or consolidate questions and to reject questions that do not relate to the business of the Meeting or which are determined to be inappropriate or otherwise out of order.

Only Shareholders of record on October 30, 2024 (the “**Record Date**”) will be entitled to receive notice of, attend, be heard and vote at the Meeting. No Shareholder who becomes a Shareholder after the Record Date shall be entitled to vote at the Meeting.

Registered Shareholders and Beneficial Shareholders

How you may attend and vote at the Meeting depends on whether you are a Registered Shareholder or a Beneficial Shareholder.

You are a “**Registered Shareholder**” if you have a share certificate or DRS Advice for Common Shares and they are registered in your name or if you hold Common Shares through direct registration with the Company’s transfer agent and registrar for the Common Shares, TSX Trust Company (“**TSX Trust**”).

You are a “**Beneficial Shareholder**” if your Common Shares are held in the name of a broker, investment dealer, bank, trust company or other intermediary (an “**Intermediary**”) or in the name of a clearing agency (such as CDS). A Beneficial Shareholder may either be an “**Objecting Beneficial Owner**”, that is a Beneficial Shareholder who objects to the Intermediary disclosing the Beneficial Shareholder’s ownership information to the Company, or a “**Non-Objecting Beneficial Owner**”, that is a Beneficial Shareholder who does not object to the Intermediary disclosing the Beneficial Shareholder’s ownership information to the Company.

Attending the Meeting

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Registered Shareholders and duly appointed proxyholders who participate in the Meeting will be able to listen to the Meeting, ask questions and vote, all in real time, provided they have telephonic connectivity and comply with all of the requirements set out below under “*Voting Instructions – Registered Shareholders – Voting at the Meeting*”. It is important that Registered Shareholders and duly appointed proxyholders maintain telephonic connectivity at all times during the Meeting in order to vote when balloting commences.

Beneficial Shareholders who have not duly appointed themselves as proxyholders may still attend only the Meeting as guests. Guests will be able to listen to the Meeting but will not be able to vote at the Meeting. See “*Voting Instructions – Beneficial Shareholders – Voting at the Meeting*”.

Registered Shareholders, duly appointed proxyholders and guests, including Beneficial Shareholders who have not duly appointed themselves as proxyholder, can dial into the Meeting as set out below. Guests can listen to the Meeting but are not able to vote.

- Regardless of whether you are a Registered Shareholder, duly appointed proxyholder or Beneficial Shareholder who has not duly appointed yourself as proxyholder, dial 1-888-886-7786 (North American Toll Free Dial-In Number) or 1-416-764-8658 (International Toll Dial-In Number), and enter the conference ID “68193716”. It is recommended that you dial into the Meeting at least 15 minutes before the Meeting starts.

Voting Instructions

Registered Shareholders can vote your Common Shares by proxy or at the Meeting. Please follow the instructions below based on whether you are a Registered Shareholder or a Beneficial Shareholder.

If you have any questions about the information contained in this Circular or require assistance in completing the form of proxy or voting instruction form (“VIF”), please contact the Company at info@masonresourcesinc.com.

Registered Shareholders

How to Vote

In order for your vote to be counted, your voting instructions must be received by no later than 10:00 a.m. (Eastern time) on December 17, 2024 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed).

You may vote by proxy using one of the following methods:

- by Internet at www.voteproxyonline.com;
- by facsimile to 1-416-595-9593;
- by email, at tsxtrustproxyvoting@tmx.com; or
- by mail, using the envelope accompanying your proxy.

Voting by Proxy

Voting by proxy means you are giving the person or persons named in your form of proxy the authority to attend the Meeting, or any adjournment or postponement thereof, and vote your Common Shares for you. Please mark your vote, sign, date and follow the return instructions provided in the enclosed form of proxy. By doing this, you are giving the directors or executive officers of the Company who are named in the form of proxy the authority to vote your Common Shares at the Meeting, or any adjournment or postponement thereof.

You can choose another person to be your proxyholder, including someone who is not a Shareholder. You can do so by following the instructions set out below under “Appointment of Proxies”.

The Common Shares represented by any proxy received by management of the Company will be voted for or against the Resolutions, as the case may be, by the persons named in the enclosed form of proxy in accordance with the direction of the Shareholder appointing them. In the absence of any direction to the contrary, the Common Shares represented by proxies received by management of the Company will be voted on any ballot FOR each of the Resolutions.

Voting at the Meeting

You do not need to complete or return your form of proxy if you plan to vote at the Meeting. Simply follow the instructions set out under “*Information Concerning the Meeting – Attending the Meeting*” above and vote during the Meeting.

Changing your Vote

A Registered Shareholder who has submitted a proxy may revoke such proxy by: (a) completing and signing a proxy bearing a later date and depositing it with TSX Trust in accordance with the instructions

set out above, or (b) depositing an instrument in writing executed by the Registered Shareholder or by such Shareholder's personal representative authorized in writing (i) at the office of TSX Trust no later than 10:00 a.m. (Eastern time) on December 17, 2024 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed), (ii) with the scrutineers of the Meeting, addressed to the attention of the Chairman of the Meeting, prior to the commencement of the Meeting on the day of the Meeting, or where the Meeting has been adjourned or postponed, prior to the commencement of the reconvened or postponed Meeting on the day of such reconvened or postponed Meeting, or (iii) in any other manner permitted by applicable laws. In addition, once a Registered Shareholder dials in to the Meeting and accepts the terms and conditions, such Registered Shareholder may (but is not obliged to) revoke any and all previously submitted proxies by voting by poll on the matters put forth at the Meeting. If a Registered Shareholder attends the Meeting but does not vote, his, her or its previously submitted proxy will remain valid.

The revocation of a proxy does not, however, affect any matter on which a vote has been taken prior to the revocation.

Beneficial Shareholders

Unless you instruct your Intermediary or Broadridge Financial Solutions, Inc. ("**Broadridge**") to vote in accordance with their request for voting instructions, they are generally prohibited from voting your Common Shares, as such Common Shares should only be voted upon instructions of the Beneficial Shareholder. You may vote your Common Shares at the Meeting or through your Intermediary or TSX Trust by following the instructions provided to you by them if you are an Objecting Beneficial Owner or Non-Objecting Beneficial Owner, respectively. Please contact your Intermediary should you wish to vote at the Meeting.

Voting at the Meeting

Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will only be able to participate as a guest. This is because the Company does not have unrestricted access to the names of its Beneficial Shareholders.

Should a Beneficial Shareholder wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should follow the instructions for voting at the Meeting that are provided on the form of proxy and refer to the instructions set out below under "*Appointment of Proxies*".

How to Vote by Voting Instruction Form

If you are a Non-Objecting Beneficial Owner, and were mailed a VIF by TSX Trust, in order for your vote to be counted, your voting instructions must be received by no later than 10:00 a.m. (Eastern time) on December 17, 2024 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed).

You may vote by proxy using one of the following methods:

- by Internet at www.voteproxyonline.com;
- by facsimile to 1-416-595-9593; or
- by mail, using the envelope accompanying your VIF.

In the case of Objecting Beneficial Owners, applicable regulations in Canada require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy or voting instruction supplied to you by your Intermediary will be similar to the proxy provided to

Registered Shareholders. However, its purpose is limited to instructing the Intermediary on how to vote your Common Shares on your behalf. In order for such proxy to be valid, it must be properly executed by the Intermediary holding the Common Shares and returned to TSX Trust prior to the proxy deposit deadline of 10:00 a.m. (Eastern time) on December 17, 2024 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed).

Most Intermediaries delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically mails a scannable VIF in lieu of a proxy form to Beneficial Shareholders who are Objecting Beneficial Owners and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **For your Common Shares to be voted, you must follow the instructions on the VIF that is provided to you.** You can complete the VIF by: (i) calling the phone number listed thereon; (ii) mailing the completed VIF in the envelope provided; or (iii) using the Internet at www.proxyvote.com. Beneficial Shareholders who have questions about deciding how to vote or who have additional questions about this Circular or the matters described in this Circular, please contact your professional advisors. The Company may utilize Broadridge's QuickVote™ service to assist Beneficial Shareholders with voting their Common Shares over the telephone. Broadridge then tabulates the results of all the instructions received and then provides the appropriate instructions with respect to the Common Shares to be represented at the Meeting.

Beneficial Shareholders who receive voting instructions from their Intermediary other than those contained in the VIF sent by Broadridge should carefully follow the instructions provided by their Intermediary to ensure their vote is counted.

Subject to the terms of your VIF, if you do not specify how you want your Common Shares voted, they will be voted FOR each of the Resolutions.

Changing your Vote

If you have already sent your completed VIF to your Intermediary and you change your mind about your voting instructions, or want to vote at the Meeting, contact your Intermediary to find out whether this is possible and what procedure to follow.

Exercise of Discretion by Proxies

If you do not specify on your proxy form how you want a proxyholder appointed by you (other than the management nominees) to vote your Common Shares, then your proxyholder can vote your Common Shares as he or she sees fit. Common Shares represented by properly executed proxies appointing the management nominees of the Company as designated in the proxy will be voted for or against the Resolutions in accordance with the instructions contained in the proxy. **If a proxy appointing management nominees does not contain voting instructions, the Common Shares represented by such proxies will be voted FOR each of the Resolutions.**

Appointment of Proxies

Shareholders have the right to appoint a person (a “**third-party proxyholder**”) other than the management nominees identified in the form of proxy or VIF, as applicable, as proxyholder. The following applies to such Shareholders who wish to appoint a third-party proxyholder, including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend and vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to attend at the Meeting as their proxyholder and vote their Common Shares MUST insert that person's name in the blank space provided in the form of proxy or VIF and follow the instructions for submitting such form of proxy or VIF. If you are a Beneficial Shareholder and wish to vote at the Meeting, you must insert your own name in the space provided on the VIF sent to you by your Intermediary or TSX Trust and follow all of the applicable instructions provided by your Intermediary. By doing so, you are instructing your Intermediary or TSX Trust to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your Intermediary or TSX Trust.

How the Votes are Counted

TSX Trust counts and tabulates the votes. It does this independent of the Company to make sure that the votes of individual Shareholders are confidential. TSX Trust refers proxy forms to the Company only when:

- it is clear that a Shareholder wants to communicate with management;
- the validity of the form is in question; or
- applicable laws require it.

Solicitation of Proxies

Whether or not you plan to attend the Meeting, management of the Company, with the support of the Board, requests that you fill out your proxy or VIF to ensure your votes are cast at the Meeting. **This solicitation of your proxy is made on behalf of management of the Company.** The costs incurred in the preparation and mailing of this Circular and the solicitation will be borne directly and indirectly by the Company. The Company may also reimburse brokers and other persons holding Common Shares in their name or in the name of nominees for their costs incurred in sending proxy material to their principals in order to obtain their proxies.

Shareholders Entitled to Vote

The Board has fixed the close of business on October 30, 2024, as the Record Date for determining Shareholders who are entitled to receive notice of and vote at the Meeting. The authorized capital of the Company consists of an unlimited number of Common Shares. As of the Record Date, there were 141,292,585 Common Shares issued and outstanding.

Shareholders are entitled to vote at the Meeting either by telephonic means or by proxy. Quorum for the Meeting shall be met if at least two individuals, each of whom is a Shareholder or a proxyholder representing a Shareholder, holding or representing by proxy together not less than 5% of the total number of outstanding Common Shares are present or represented by proxy. Shareholders whose names have been entered in the register of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting. Common Shares held through a broker, investment dealer, bank, trust company or other Intermediary, will be voted by the registered holder thereof, in accordance with the instructions given by the Beneficial Shareholder to such Intermediary. No other security holders are entitled to vote at the Meeting other than Shareholders.

To the knowledge of the Company, as at the Record Date, no person other than the following persons beneficially owns, or exercises control or direction over, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Company.

Name of Shareholder	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Common Shares
Fahad Al-Tamimi	19,916,837	14.10%
Investissement Québec	17,021,211	12.05%

2025 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, 2025 and September 20, 2025 in the manner and subject to the limitations prescribed by the *Canada Business Corporations Act* (the “**CBCA**”).

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

Other than as disclosed in this Circular, no director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate 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 other than the election of the directors of the Company.

BUSINESS OF THE MEETING

1. Receiving the Audited Financial Statements

The Financial Statements will be placed before the Meeting. Receipt at the Meeting of the Financial Statements will not constitute approval or disapproval of any matters referred to therein.

The Financial Statements and the management’s discussion and analysis of the Company for the year ended June 30, 2024 (the “**MD&A**”, and, together with the Financial Statements, the “**Financial Materials**”) are available upon request to the Company or on the Company’s website at www.masonresourcesinc.com/agm or under the Company’s profile on SEDAR+ at www.sedarplus.ca.

2. Election of Directors

The articles of the Company provide that the Board shall consist of a minimum of three and a maximum of ten directors. The Board currently consists of seven directors. Each director of the Company is elected to hold such office until the next annual meeting of Shareholders or until his or her successor is duly elected, unless his or her office is earlier vacated in accordance with the by-laws of the Company.

The Company has nominated the seven persons (each, a “**Nominee**”) listed below for election as directors of the Company. All such Nominees are currently directors of the Company and have been since the dates indicated below.

At the Meeting, Shareholders will be asked to elect these Nominees as directors of the Company. Unless otherwise indicated, proxies given pursuant to this solicitation by the management of the Company will be voted FOR the election of the Nominees listed below. If any of the Nominees should for any reason be unable to serve as a director of the Company, the persons named in the enclosed form of proxy reserve the right to nominate and vote for another nominee in their discretion.

Majority Voting

Pursuant to the CBCA, any nominee for election as director who receives a greater number of votes “against” than votes “for” with respect to his or her election will not be elected as a director. However, if an incumbent director (such as all of the Nominees) is not elected by a majority of votes “for” at the Meeting, he or she will still be permitted to remain as a director until the earlier of: (a) the 90th day after the day of the election; or (b) the day on which his or her successor is appointed or elected. Majority voting pursuant to the CBCA applies only to uncontested elections, which are elections in which the number of nominees for director is equal to the number of positions available on the Board.

The Company has implemented a majority voting policy in 2013, as amended in November 2022 (the “**Majority Voting Policy**”). Pursuant to the Majority Voting Policy, an incumbent director who has not received a majority of votes “for” at a meeting and who is permitted to remain as a director of the Company in accordance with the CBCA will remain as a director until such time as the Board will determine, upon the recommendation of an advisory committee established for such purpose.

Advance Notice for Nominations of Directors

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 of this Circular, the Company has not received any notice pursuant to the Advance Notice By-Law.

No Nomination Rights Agreement

There are no contracts, arrangements or understandings between any 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.

Nominee Profiles

The table below indicates, for each Nominee, his or her name, province (or state) and country of residence, the period during which he or she has served as a director of the Company and the committees of the Board of which he or she is a member. The table below also indicates whether the candidate is independent, the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, by the Nominee, and the number of Options held by such Nominee, in each case as of the date of this Circular.

As of the date of this Circular, the directors of the Company, as a group, beneficially owned, or exercised control or direction over, directly or indirectly, approximately 20,035,170 Common Shares, representing approximately 14.18% of the issued and outstanding Common Shares.

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Riyad, Saudi Arabia

Non-Independent

Executive Chairman of the Board

Director since:
June 2020

Common Shares:
19,916,837 (14.10%)

Options:
1,300,000

FAHAD AL-TAMIMI

Principal Occupation: President and CEO of SaudConsult

Member of the Following Committee: Governance and Compensation Committee

Other Public Directorship:

Sabre Gold Mines Corp......Since 2015

Fahad 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-Tamini has a B.Sc in Chemical Engineering and Master of Science in Petroleum & Civil Engineering from University of Houston, Texas.



London, United Kingdom

Non-Independent

Director since:
February 2020

Common Shares:
100,000 (0.07%)

Options:
1,300,000

PETER DAMOUNI

Principal Occupation: President and Chief Executive Officer (“CEO”) of the Company

Member of the Following Committee: Investment Committee

Other Public Directorships:

Black Swan Graphene Inc.....Since 2022
Luca Mining Corp.Since 2024
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 Toronto Stock Exchange (the “**TSX**”), the TSX Venture Exchange (the “**TSX-V**”), the London Stock Exchange and the Alternative Investment Market.

Throughout his career, Mr. Damouni 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.



Québec, Canada

Independent

Lead Director

Director since:
December 2020

Common Shares:
18,333 (0.01%)

Options:
325,000

TAYFUN ELDEM

Principal Occupation: Chief Operating Officer of Baffinland Iron Mines Corporation

Member of the Following Committees: Audit Committee and Governance and Compensation Committee (Co-Chair)

Other Public Directorships: Nil

Tayfun Eldem brings over 35 years of operations, business development and strategic leadership experience in the mining and minerals industry. He is currently the 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 CEO 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 Ivey School of Business and the London Business School, respectively.



British Columbia, Canada

Independent

Director since:
December 2020

Common Shares:
Nil

Options:
325,000

NAV DHALIWAL

Principal Occupation: President and Chief Executive Officer of Renegade Gold Ltd

Member of the Following Committees: Nil

Other Public Directorships:

Badlands Resources Inc.....	Since 2023
Lithium One Metals Inc.....	Since 2023
Renegade Gold Ltd..	Since 2023

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 CEO 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.



Québec, Canada

Independent

Director since:
December 2020

Common Shares:
Nil

Options:
325,000

ROY MCDOWALL

Principal Occupation: Vice President Corporate Development of the Pyure Company

Member of the Following Committee: Audit Committee and Governance and Compensation Committee (Co-Chair)

Other Public Directorships:

Black Swan Graphene Inc.....Since 2022

Roy 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 TSX 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.



Ontario, Canada

Independent

Director since:
July 2021

Common Shares:
Nil

Options:
325,000

FRANÇOIS PERRON

Principal Occupation: President and CEO of Lucky Minerals Inc.

Member of the Following Committees: Audit Committee (Chair) and Investment Committee (Chair)

Other Public Directorships:

Lucky Minerals Inc..... Since 2017
Northern Superior Resources Inc..... Since 2016

François Perron is currently President and CEO 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), 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 Montreal.



Ontario, Canada

Independent

Director since:
December 2022

Common Shares:
Nil

Options:
375,000

ADREE DELAZZER

Principal Occupation: Vice President, Exploration of Northern Superior Resources Inc.

Member of the Following Committee: Investment Committee

Other Public Directorships:

NorthX Nickel Corp.....Since 2024

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.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as otherwise indicated herein below, to the best of the Company's knowledge, after having made due inquiry, the Company confirms that no proposed director:

- (a) is, as at the date of this Circular, or has been, within ten years before the date of this Circular, a director, CEO or chief financial officer ("**CFO**") of any 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, in each case, that was issued for a period of more than 30 consecutive days (each an "**order**"), while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO;
- (b) is, as at the date of this Circular, or has been within ten years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

3. Appointment of Auditors

McGovern Hurley LLP, Chartered Accountants, were appointed as the auditors of the Company on February 16, 2024, when they replaced the former auditor PriceWaterhouseCoopers LLP. For additional information about the Company's auditors, including the fees billed (or estimated) by the Company's auditors for the years ended June 30, 2024, and 2023, please refer to the section titled "*External Auditors*".

Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the appointment of McGovern Hurley LLP as auditors of the Company until the next annual meeting of Shareholders and the authorization for the directors of the Company to set their remuneration. The proposal requires the approval of a majority of the votes cast by the Shareholders present or represented by proxy at the Meeting.

4. Re-Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, re-approve the 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 Stock Option Plan is attached as Schedule “A” to this Circular.

The Stock Option Plan has been approved by the Board and was last approved by Shareholders on December 19, 2023. The Stock Option Plan will remain effective on the date it is re-approved by the Shareholders at the Meeting (the “**Effective Date**”). The resolution to re-approve the 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 Stock Option Plan.**

The 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 6,300,000 Options the Stock Option Plan, which represents approximately 4.46% of the issued and outstanding Common Shares.

Material Terms of the Stock Option Plan

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

- (a) Persons who are Eligible Persons (as defined in the Stock Option Plan) are eligible to receive grants of Options under the Stock Option Plan.
- (b) Options granted under the 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 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 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 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 Stock Option Plan and any other Security Based Compensation Plan (as defined in the 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 Stock Option Plan) (as a group), at any time, pursuant to the 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 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 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 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 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 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 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 Stock Option Plan.

- (h) In the event of an actual or potential Change of Control (as defined in the 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.

Re-approval of the 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 re-approve the following ordinary resolution approving the Stock Option Plan:

“BE IT RESOLVED THAT:

1. Effective on the Effective Date (as defined in the management information circular dated October 30, 2024 (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 Stock Option Plan. **Proxies received by management will be voted FOR the approval of the 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.**

5. Other Matters

The Company knows of no other matter to come before the Meeting other than those referred to in the notice of meeting accompanying this Circular. However, if any other matters which are not known to the management should properly come before the Meeting, **the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.**

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 (the “**GC Committee**”), develops and manages the Company’s compensation philosophy and makes recommendations to the Board in consultation with the CEO with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans. The GC Committee reviews and approves the corporate goals and objectives relevant to CEO compensation, evaluates CEO performance in accordance with those goals and objectives and recommends to the Board the CEO’s compensation level based on this evaluation.

In determining compensation matters, the GC Committee 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 GC Committee did not retain any compensation consultant in the fiscal year ending June 30, 2024.

The GC Committee is multi-functional by nature of its composition and is comprised of three directors, a majority of whom are “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). Mr. Fahad Al-Tamimi is not independent due to his position as Executive Chairman of the Company. Collectively, the members of the GC Committee have 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** (Co-Chair) 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** is a professional civil engineer and businessman with global investment activities and offers compensation experience, human resource, and corporate communications.
- **Roy McDowall** (Co-Chair) 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.

For more information on the GC Committee, please refer to the section titled “*Corporate Governance Practices – Committees of the Board – GC Committee*”.

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 Options provides a link between director compensation and the Common Share price. 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 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 Options held by the director; (ii) the 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 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 director received any compensation during the financial year ended June 30, 2024, other than the annual retainers and Options noted below in the section “*Summary Compensation Tables*”.

Incentives and Options

The GC Committee periodically reviews 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 Option grants, under any equity incentive plan. When proposing new Option grants to directors, officers and consultants, the GC Committee takes into consideration previous grants made as well as the number of Common Shares reserved for issuance under any stock option plan then in effect.

The table below sets out the outstanding Options under the Stock Option Plan, being the Company's only equity incentive plan under which Options could be granted as of June 30, 2024:

	Number of securities to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options [NTD: to be confirmed]	Number of securities remaining available under equity compensation plans (excluding securities reflected in column (a)) as of June 30, 2024
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	13,000,000	\$0.34	1,129,259
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	13,000,000 ¹	\$0.34	1,129,259

1. As of the Record Date, there are 6,300,000 options outstanding exercisable for \$0.23.

The number of Options currently outstanding as of the Record Date represents approximately 4.46% of the outstanding Common Shares.

Oversight of Director and Named Executive Officer Compensation

The Company has constituted the GC Committee 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 Named Executive Officers (as defined below) 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, 2024 and 2023 in respect of the individuals who were carrying out the role of CEO and 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**”) and each director of the Company who is not a Named Executive Officer. For the financial year ended June 30, 2024, the Company had two Named Executive Officers, namely Peter Damouni, President and CEO of the Company and Carmelo Marrelli, CFO of the Company.

COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission ⁽¹⁾ (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites ⁽²⁾ (\$)	Value of all other compensation (\$)	Total compensation (\$)
Peter Damouni President, CEO and Director	2024	250,000	—	—	—	—	250,000
	2023	250,000	150,000	—	—	—	400,000
Fahad Al-Tamimi Executive Chairman of the Board	2024	—	—	58,333	—	—	58,333
	2023	—	—	45,833	—	150,000 ⁽³⁾	195,833
Tayfun Eldem Lead Director	2024	—	—	21,250	—	—	21,250
	2023	—	—	30,000	—	22,500 ⁽³⁾	52,500
Nav Dhaliwal Director	2024	—	—	21,250	—	—	21,250
	2023	—	—	30,000	—	22,500 ⁽³⁾	52,500
Roy McDowall Director	2024	—	—	21,250	—	—	21,250
	2023	—	—	30,000	—	22,500 ⁽³⁾	52,500
Francois Perron Director ⁽⁵⁾	2024	—	—	28,750	—	—	28,750
	2023	—	—	30,000	—	22,500 ⁽³⁾	52,500
Adree DeLazzer Director ⁽⁵⁾	2024	—	—	21,250	—	—	21,250
	2023	—	—	14,275	—	—	—
Carmelo Marrelli CFO	2024	15,540	—	—	—	59,278 ⁽⁴⁾	74,818
	2023	15,540	—	—	—	64,931 ⁽⁴⁾	80,471

Notes:

- (1) Executive officers who also act as directors do not receive any additional compensation for services rendered in their capacity as director.
- (2) “**Perquisites**” means benefits that are provided to a Named Executive Officer or director that are not generally available to all the employees and that, in aggregate, are greater than the following amounts for the financial year: (a) \$15,000, if the Named Executive Officer’s or director’s total salary is \$150,000 or less; (b) 10% of the Named Executive Officer’s or director’s salary, if the Named Executive Officer’s or director’s total salary is greater than \$150,000 but less than \$500,000; or (c) \$50,000, if the Named Executive Officer’s or director’s total salary is \$500,000 or greater.
- (3) Compensation paid to directors for Board Work.
- (4) Fees paid for bookkeeping services and other professional services provided by the Marrelli Group.

Options and Other Compensation Securities

For the financial year ending on June 30, 2024, the Company did not have any incentive plans under which compensation securities could be awarded other than the Stock Option Plan.

The following table provides information regarding the incentive plan awards for each Named Executive Officer and Director outstanding as of the Record Date. None of the Directors and Named

Executive Officers of the Company exercised any options during the fiscal year ended June 30, 2024.

Outstanding Share-Based Awards¹ and Option-Based Awards

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ²
Peter Damouni President, CEO and Director	1,600,000	\$0.23	July 31 2028	n/a
Fahad Al-Tamimi Executive Chairman of the Board	1,600,000	\$0.23	July 31 2028	n/a
Tayfun Eldem Lead Director	400,000	\$0.23	July 31 2028	n/a
Nav Dhaliwal Director	400,000	\$0.23	July 31 2028	n/a
Roy McDowall Director	400,000	\$0.23	July 31 2028	n/a
Francois Perron Director(5)	325,000	\$0.23	July 31 2028	n/a
Adree DeLazzer Director(5)	375,000	\$0.23	July 31 2028	n/a
Carmelo Marrelli CFO	NIL	n/a	n/a	n/a

1. The Company does not have any outstanding Share-Based Awards.
2. Based on the closing market price of \$0.105 of the Common Shares on the TSXV on June 28, 2024, being the last trading date of the fiscal year.

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 Stock Option Plan. At the Meeting, Shareholders will be asked to re-approve the Stock Option Plan.

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 services.

Employment, Consulting and Management Agreements

The Company had no employment contracts with any of its directors or Named Executive Officers for the financial year ended June 30, 2024. A description of the consulting agreements entered into between the NEO's as well as one Director and the Company can be found below under the heading "Summary of Material Terms".

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

Summary of Material Terms

The following describes the material terms of each agreement or arrangement under which compensation was provided during the financial year ended June 30, 2024 or is payable as of the date of this Circular in respect of services provided to the Company by the Named Executive Officers and the Executive Chair.

Name and Position	Notice Period	Monthly Fees	Severance on Termination	Payment related to Change of Control
Peter Damouni President and CEO	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
Fahad Al-Tamimi Executive Chairman of the Board	60 days	\$4,166.67	\$50,000	Upon the occurrence of (a) a Change of Control (as defined in the consulting agreement) of the Company; and (b) the termination of M. Tamimi's engagement with the Company at any time prior to the expiry of the twenty-four (24) month period following a Change of Control (i) by the Company without just cause, or (ii) by the Consultant for good reason (as defined in the consulting agreement), the Company shall pay M. Tamimi CAD\$250,000. Upon the occurrence of a Change of Control of the Company, all of the unvested options granted to M. Tamimi in accordance with the Stock Option Plan and the other incentive securities of the Company issued to M. Tamimi will automatically vest as of the date of the Change of Control.

Summary of Termination Payments

The estimated incremental payments, payables and benefits that might be paid to Named Executive Officers pursuant to the above noted agreements in the event of termination without cause or after a Change of Control (assuming such termination or Change of Control is effective as of June 30, 2024) are detailed below:

Named Executive Officer		Termination not for Cause (\$)	Termination on a Change of Control (\$)
Peter Damouni President and CEO	Salary and Quantified Benefits	250,000	500,000
	Bonus	n/a	
	Total	250,000	500,000
Carmelo Marrelli CFO	Salary and Quantified Benefits	3,885	3,885
	Bonus	—	—
	Total	3,885	3,885
Fahad Al-Tamimi Executive Chairman of the Board	Salary and Quantified Benefits	50,000	250,000
	Bonus		
	Total	50,000	250,000
TOTAL		303,885	753,885

The Company has not, as yet, adopted a policy restricting its directors or Named Executive Officers from purchasing instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the directors or Named Executive Officers.

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.

CORPORATE GOVERNANCE PRACTICES

The following sets out the corporate governance practices of the Company and describes the Company'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 NI 58-101, National Policy 58-201 – *Corporate Governance Guidelines*, together with all other regulatory and statutory requirements.

Board of Directors

The Board has the oversight responsibility and stewardship for the conduct of business of 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 of the Company 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 committee of the Board are independent directors.

The Board, through its GC Committee, 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 not considered by the Board to be independent due to his position as Executive Chairman of the Board. He was appointed as a director on June 11, 2020, and subsequently appointed Executive Chairman of the Board on December 29, 2020.

Mr. Al-Tamimi was appointed as Chairman of the Board 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 the management of the Company 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, ensures 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 appointed to the Board 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 due to his position as 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 sets the budget and monitors 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 not considered to be an independent director by the Board due to his position as President and CEO of the Company. Fahad Al-Tamimi is not considered to be an independent director by the Board due to his position as Executive Chairman of the Board. The GC Committee reviews the independent status of each Board member annually. In accordance with NI 52-110, the independence status checklist confirms that no “material relationship” exists with the members of Board and the Audit Committee that would prevent those nominated from acting independently of management of the Company, including a review of current and past commercial, charitable, industrial, banking, consulting and legal relationships. Detailed information regarding each director, including other public 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 (as defined below), the GC Committee, and the Investment Committee. All committees report directly to the Board. The following is a description of each committee:

Audit Committee

The audit committee of the Board (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 NI 52-110 and have the confidence to make responsible financial decisions on behalf of the Company. The Board, through its GC Committee, 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		
Chair	François Perron	Independent
Other Member	Tayfun Eldem	Independent
Other Member	Roy McDowall	Independent

At each quarterly meeting, the Audit Committee reviews the Company’s interim financial statements and related management’s 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 of the Company 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.

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 of the Company.

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, 2024	\$55,000	Nil	Nil	Nil
June 30, 2023	\$92,500	\$20,825	\$430	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.

GC Committee

The GC Committee consists of at least three directors, the majority of whom shall be independent. All three members of the GC Committee are independent. The GC Committee may convene meetings without the presence of any related director or non-independent member, at the pleasure of the independent members of the GC Committee, and whom will be excused from attending meetings or voting on matters related to director nomination and compensation.

The GC Committee 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 GC Committee 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 GC Committee did not retain a compensation consultant during the fiscal year ended June 30, 2024. The following table sets out the current members of the GC Committee:

GC COMMITTEE		
Chair	Tayfun Eldem	Independent
Other Member	Fahad Al-Tamimi	Non-Independent
Other Member	Roy McDowall	Independent

Nomination and Succession Planning

The Board, through its GC Committee, 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 GC Committee 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 GC Committee 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 GC Committee 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 GC Committee plans to engage in a Skills and Competency Survey of the Board before the end of 2025. The results of which will be collected by the Corporate Secretary with confidential and anonymous report provided to the GC Committee on the results of the survey and questionnaire. The GC Committee will review the Code of Business Conduct and Ethics Policy (the "**Code**") and report to the board on compliance.

The GC Committee 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 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 the fiscal year ended June 30, 2024. The Board, through the GC Committee, 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 and financial literacy requirements of 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 as of the Record Date:

INVESTMENT COMMITTEE		
Chair	François Perron	Independent
Other Member	Peter Damouni	Non-Independent
Other Member	Adree DeLazzer	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:

- (a) **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.
- (b) **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.
- (c) **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.

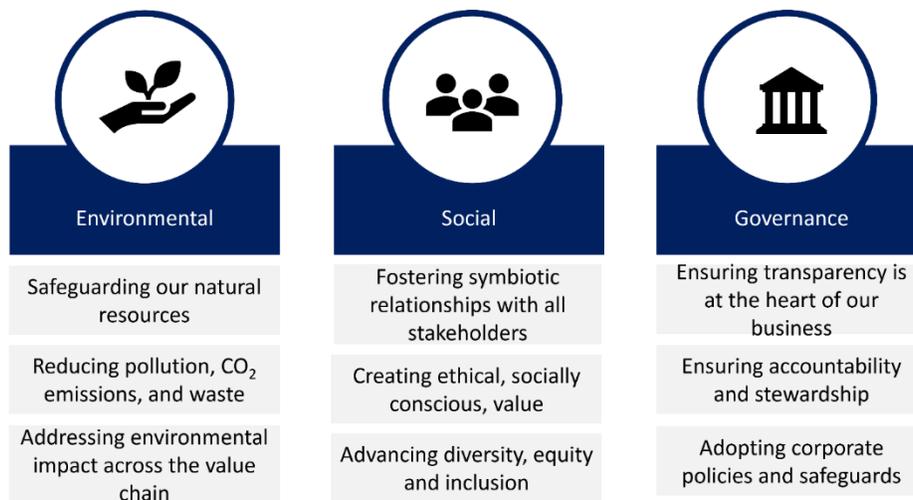
As part of our risk assessment, we review each company's ESG program to ensure it demonstrates commitment to effective risk management and sustainable long-term performance.

ESG Policy

In 2023, the Company implemented an ESG Policy (the “**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 GC Committee. A copy of the Code can be found on Mason's website at www.masonresourcesinc.com and under Mason's profile on SEDAR+ at www.sedarplus.ca.

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 International Financial Reporting Standards (IFRS), 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 will set out the requirements and limitations for all directors, officers, employees and consultants of the Company in connection with the trading of securities.

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 under the Company's profile on SEDAR+ at www.sedarplus.ca.

Director Engagement/Election (Voting Standard)

The Board and management of the Company 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 GC Committee 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 GC Committee 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 recruits and promotes based on individual competence, experience, qualification and performance.

Diversity

Corporations governed by the CBCA with publicly traded securities, such as the Company, are required to provide shareholders with information on the corporation's policies and practices related to diversity on the board of directors and within senior management and the number and percentage of members of the board and of senior management who are women, Indigenous peoples (First Nations, Inuit and Métis) ("**Indigenous peoples**"), members of visible minorities and persons with disabilities (collectively, the "**Designated Groups**").

The Company recognizes the benefits of diversity within its Board, at the senior management level and all levels of the organization. Due to its size, industry sector and the number of members of the Board and management, the Company has not adopted a formal written policy on the search for and selection of members of Designated Groups as directors or members of management. The Company does not believe that a formal policy would enhance the representation of Designated Groups on the Board and the management beyond the current recruitment and selection process.

The Company evaluates the necessary competencies, skills, experience, and other qualifications of each candidate as a whole and beneficial ownership of, or considers the representation of Designated Groups as one of many factors in the recruitment and selection of candidates for Board and management positions. The Company recognizes the value of individuals with diverse attributes on the Board and in management positions. However, the Board has not adopted formal targets regarding members of Designated Groups being represented on the Board or holding management positions. The representation of Designated Groups is one of many factors considered in the overall recruitment and selection process in respect of the Board and management positions at the Company. The Board does not believe that formal targets would enhance the representation of Designated Groups on the Board or in management positions beyond the current recruitment and selection process. As of the date of this Circular, there are two (2)

members of the Designated Groups on the Board (~29%) and there are no members of management of the Company who is a member of the Designated Groups.

As the Company develops, the Board, through the GC Committee, intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a policy. The number of members of the Designated Groups 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 the Designated Groups and overall level of diversity when it identifies and appoints candidates for executive officer positions. The development and advancement of members of Designated Groups within the Company is a goal that the Company is committed.

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 requirements under Canadian securities laws 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 GC Committee, will engage in Board and committee performance and effectiveness assessments annually.

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 has purchased in respect of directors and officers and aggregate of \$5,000,000 in coverage. The approximate amount of premiums paid by the Company during the financial year ended June 30, 2024, in respect of such insurance was **\$15,000**. No

claims have been made or paid during the financial year ended June 30, 2024.

ADDITIONAL INFORMATION AND CONTACT INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca. Additional financial information is provided in the Financial Materials, which can be found on the Company's website at www.masonresourcesinc.com and under the Company's profile on SEDAR+ at www.sedarplus.ca. Shareholders may also request these documents from the Company by email at info@masonresourcesinc.com.

APPROVAL OF THE BOARD

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

Toronto, Ontario, October 30, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Peter Damouni*"

President, Chief Executive Officer and Director

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 first approved by Shareholders on December 19, 2023. 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.

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 an 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) **"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;

- (vii) “**Option**” means an option to purchase Shares granted pursuant to the terms of this Plan;
- (viii) “**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;
- (ix) “**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;
- (x) “**Optionee**” means an Eligible Person to whom an Option has been granted;
- (xi) “**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;
- (xii) “**Plan**” has the meaning ascribed to such term in Section 1.1;
- (xiii) “**Plan Limit**” has the meaning ascribed to such term in Section 5.1(a);
- (xiv) “**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;
- (xv) “**Security Based Compensation Plan**” has the meaning ascribed to such term in TSX-V Policy 4.4;
- (xvi) “**Shareholders**” means the holders of Shares;
- (xvii) “**Shares**” means the common shares in the capital of the Corporation;
- (xviii) “**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;
- (xix) “**Term**” has the meaning ascribed to such term in Section 6.2(a);
- (xx) “**TSX-V**” means the TSX Venture Exchange or any successor thereof;
- (xxi) “**TSX-V Policy 4.4**” means Policy 4.4 – *Security Based Compensation* of the TSX-V;
- (xxii) “**Withholding Tax Amount**” has the meaning ascribed to such term in Section 7.5; and
- (xxiii) “**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.

