

**JASPER MINING CORPORATION**  
**501, 888 - 4 Avenue SW**  
**Calgary, AB T2P 0V2**

**INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Jasper Mining Corporation (the "Corporation") for use at the Annual General and Special Meeting of the Shareholders of the Corporation (the "Meeting") to be held on Wednesday, the 18<sup>th</sup> day of December, 2019 at 10:00 a.m. (Calgary time) at The Ranchmen's Club, 710 - 13 Avenue SW, Calgary, AB and for the purposes set out in the accompanying Notice of Meeting. The solicitation of proxies is expected to be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Corporation. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Corporation ("Common Shares") pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of such solicitation will be borne by the Corporation.

**VOTING OF PROXIES**

All Common Shares represented at the Meeting by properly executed proxies will be voted and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the management designees, if named as proxy, will vote IN FAVOUR of all the matters set out herein.**

**The enclosed instrument of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. At the date hereof, the Corporation is not aware of any amendments to, or variations of, or other matters, which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the discretion of such management designees.**

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours prior to the time of the meeting (excluding Saturdays, Sundays and holidays) or any adjournment.

**APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are officers of the Corporation. **A shareholder has the right to designate a person (who need not be a shareholder of the Corporation) other than Gordon F. Dixon or Dena M. Dixon, the management designees, to attend and represent it and act on its behalf at the Meeting.** Such right may be exercised by inserting in the blank space provided, the name of the person to be designated and deleting therefrom the names of the management designees or by completing another proper instrument of proxy and, in either case, depositing the instrument of proxy with the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours prior to the time of the meeting (excluding Saturdays, Sundays and holidays) or any adjournment.

You may revoke your proxy at any time prior to a vote. If you attend personally at the Meeting, you may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation. To be effective the instrument in writing must be deposited either at the Corporation's head office, or with Computershare Trust Co. of Canada, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof.

### **Advice to Beneficial Holders of Common Shares on Voting Their Common Shares**

**The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the nominee of The Canadian Depository for Securities, which acts as depository for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting the Common Shares for the broker’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers seek voting instructions from Beneficial Shareholders in advance of a shareholders’ meeting. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a Voting Instruction Form (“**VIF**”) and mails the VIF to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIF to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that VIF to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its broker (or an agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

### **Request for Financial Statements**

National Instrument 51-102 “Continuous Disclosure Obligations” sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the financial statements.

### **Interests of Certain Persons and Companies in Matters To Be Acted Upon**

Management advises that a Director of the Corporation has a material interest, direct or indirect, by way of ownership of securities or otherwise, in matters to be acted on at the Meeting relating to conversion of debt to shares to Xon Office Condo Ltd., Gordon F. Dixon Professional Corporation doing business as Dixon Law, Gordon F. Dixon, and Calalta Amusements Ltd. All amounts owing to the parties are outlined in the Corporation’s Financial Statements, and represent payment for office space rental, office supplies, telephone and telecommunication services, fax machine, photocopier, postage machine and postage scale, use of computers and computer programs, kitchen supplies, janitorial services, administration and secretarial services to review claims, maintain claims, file regulatory documents and other documents and all other matters required to operate the business of the Corporation. Particulars are disclosed elsewhere in this management information circular.

### **Voting Shares and Principal Holders Thereof**

The Corporation has an authorized capital consisting of an unlimited number of Common Shares of which are issued and outstanding as of the date hereof. The holders of Common Shares are entitled to one vote for each Common Share held on all matters to be considered and acted upon at the Meeting. The Corporation does not have any other class of voting securities.

The Corporation has set **November 13, 2019** as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting. The Corporation will prepare a list of shareholders of record at the close of business on the record date. Holders of shares of the Corporation named on the list will be entitled to vote the shares then registered in their name at the Meeting, except to the extent that (a) the holder has transferred the ownership of any of his shares after that date, and (b) the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that he owns the shares, and demands not later than ten days before the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his shares at the Meeting.

The by-laws of the Corporation provide that a quorum for the transaction of business at any meeting of shareholders shall be: (a) where the Corporation has only one shareholder, or one shareholder holds a majority of the shares entitled to vote at the meeting, that shareholder, in person or represented by proxy; (b) in all cases two shareholders personally present and owning or representing by proxy 5% of the shares entitled to vote at the meeting.

The following table sets out as of **November 13, 2017** the only persons, firms or corporations, to the knowledge of the directors and senior officers of the Corporation, beneficially owning, directly or indirectly, or exercising control or discretion over voting securities carrying more than 10% of the voting rights attached to the Common Shares of the Corporation.

<b><u>Name</u></b>	<b><u>Number of Common Shares</u></b>	<b><u>Percent of Outstanding Shares</u></b>
CDS & Co.	7,094,803	43.11%
Gordon F. Dixon	7,265,313	44.15%

1. Gordon F. Dixon is the registered holder of 7,265,313 common shares which include registered broker held shares, Calalta Amusements Ltd., Stockwork Properties Ltd. and RRSP account held shares, all of which are owned or controlled by Mr. Dixon.

### **BUSINESS OF THE ANNUAL MEETING**

To the knowledge of the Corporation's directors, the matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting and relating to (1) the receipt of the audited financial statements for the financial year ended December 31, 2018 and the auditors' report thereon; (2) the election of the directors of the Corporation for the ensuing year; (3) the appointment of the auditors of the Corporation for the ensuing year; (4) the conversion of debt owed by the Corporation to Xon Office Condo Ltd. to shares; (5) the conversion of debt owed by the Corporation to Gordon F. Dixon Professional Corporation doing business as Dixon Law to shares; (6) the conversion of debt owed by the Corporation to Gordon F. Dixon to shares; and (7) the conversion of debt owed to by the Corporation to Calalta Amusement Ltd. to shares. **However, if any other matter properly comes before the Meeting, the management designees, if named as proxy, will vote on such matter in accordance with the best judgment of the person or persons voting the proxy.**

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below:

#### **(1) Financial Statements**

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the year ended December 31, 2018, together with the auditors' report thereon.

The 2018 and 2017 consolidated and comparative audited financial statements of the Corporation and the auditor's reports to the Corporation can be viewed at [www.sedar.com](http://www.sedar.com). The Corporation has also posted the audited financial statements and management's discussion and analysis on its website at [www.jaspermining.com](http://www.jaspermining.com).

## **(2) Election of Directors**

The Articles of the Corporation currently provide that the Corporation shall have not fewer than three and not more than nine directors. The board of directors presently consists of four and it is proposed that these directors be elected to serve until the next annual meeting or until their successors are duly elected or appointed.

It is proposed that the persons named below be nominated for election at the Meeting as management's nominees for election as directors. The persons designated in the enclosed proxy forms, unless instructed otherwise, intend to vote for the election of these nominees. Management does not contemplate that any of the nominees will be unable to serve as director, but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

The following table sets forth, for all persons proposed to be nominated for election as directors, all positions and offices with the Corporation now held by them, their present principal occupations and the number of voting shares of the Corporation beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction as of **November 6, 2019**.

<p><b>Gordon F. Dixon, Q.C.</b> <sup>(2)</sup> Not Independent          Calgary, AB          Chairman and President, Acting Secretary          Director since 1995          4,719,553 common shares</p>	<p>Gordon F. Dixon, Q.C. is in private legal practice at Dixon Law in Calgary, Alberta. He obtained a Bachelor of Arts from the University of Calgary in 1965 with majors in Political Science, History and English and a Bachelor of Laws from the University of Alberta in Edmonton in 1968. He was appointed a Queen's Counsel in 1992. From 1969 to 1994 he practiced law with the Macleod Dixon law firm in Calgary as a partner. He has been involved with the Calgary Centre for the Performing Arts and the Calgary Philharmonic Orchestra and he is a member of the Downtown Rotary Club. Mr. Dixon developed the San Antonio gold mine and was President of New Forty-Four Mines Ltd. and Portage Avenue Gold Mines Ltd. where he restored the property to gold production in 1980. He has been a director or an officer of several other publicly traded companies, which were mostly involved in the oil and gas business in Western Canada. During June 2014 he resigned as board chairman of PanTerra Resource Corporation (now Ikkuma Resources Corp.) Mr. Dixon has no other oil and gas public corporation board associations. Mr. Dixon owns and operates Calaway Park, Western Canada's largest amusement park. He has developed several hundred residential condominiums as a principal developer. For many years he was a director and part owner of the Fernie Ski Hill until its sale in 1999. Mr. Dixon has been involved in farming and ranching for over 40 years. Mr. Dixon has been active in mining and oil and gas exploration in Western Canada for more than 40 years.</p>
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<p><b>Jean-Pierre Pelletier</b> <sup>(3)</sup>  Paris, France  Director since 2000  31,250 common shares</p>	<p>Independent</p> <p>Jean-Pierre Pelletier has served on the boards of public and private companies in both oil and gas exploration and mining businesses in Canada for more than 20 years. He has been a director of New Forty-Four Mines Ltd., Portage Avenue Gold Mines Ltd., Canadian Fortune Resources Inc., Fortune Energy Inc. and Raider Resources Ltd., all of which were public companies whose shares were listed for trading on either the Alberta Stock Exchange or the Toronto Stock Exchange. Mr. Pelletier is a graduate of the University of Paris in Business Administration and Political Science (1972 - 1974). He is a Canadian citizen presently residing in France.</p>
<p><b>M. Blake Willard</b> <sup>(3)</sup>  Okotoks, AB  Director since 2009  37,437 common shares</p>	<p>Independent</p> <p>Blake Willard is a retired Captain of the Calgary Fire Department after 31 years of distinguished service. He devotes much of his time to local charitable foundations including the Alberta Children's Hospital, Children's Wish Foundation, Make A Wish Foundation, Firefighter Support Foundation, ALS, the Mustard Seed, Foothills Fetal Alcohol Society, Women in Need, Angels for Mexico, Four Directions Foster Parents, Calgary Stampede Foundation, Canadian Diabetes Association (Alberta Chapter), Alzheimer Society and William Roper Hull Foundation. Mr. Willard is the owner/operator of Quick Fire Fireplaces and First Class Carriages in Okotoks, AB. He is an investor in a private investment trust involved in private and public mining, oil and gas and real estate investments and he has a registered quarter horse breeding program.</p>

2. Represents shares held directly and indirectly and shares over which voting control is exercised and shares held by Stockwork Properties Ltd. and/or Calalta Amusements Ltd, and/or XON Office Condo Ltd. and Gordon F. Dixon Professional Corporation.
3. Members of the Audit Committee.

A TSX listed company must have each director elected by a majority of votes (50%) cast in respect of his or her election. This vote applies only to the shareholders entitled to vote at the shareholders' meeting.

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of resolutions to appoint Gordon F. Dixon, Q.C., Jean-Pierre Pelletier and M. Blake Willard as directors of the Corporation.** If elected, Gordon F. Dixon, Q.C., Jean-Pierre Pelletier and M. Blake Willard will hold office as directors of the Corporation until the next annual meeting of Shareholders or until their successor is duly elected or appointed pursuant to the by-laws of the Corporation, unless their position is earlier vacated in accordance with the provisions of the ABCA or the Corporation's by-laws.

### **Cease Trade Orders**

The Auditors failed to file the annual statements on time due to extenuating circumstances. The statements were prepared and filed 4 days late. This resulted in a cease trade order.

### **Bankruptcies**

To the knowledge of management, no proposed director of the Corporation is, as of the date of this Information Circular, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such 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 his its assets.

To the knowledge of management, no proposed director of the Corporation has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Penalties or Sanctions**

To the knowledge of management, no proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **(3) Appointment of Auditors**

The shareholders will be asked to vote for the appointment of Crowe MacKay LLP of 1700, 717 - 7 Avenue SW, Calgary, AB T2P 0Z3 as the auditors of the Corporation. Crowe MacKay LLP was appointed the auditors of the Corporation effective February 9, 2011.

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a resolution to appoint Crowe MacKay LLP as auditors of the Corporation, at a remuneration to be fixed by the Board of Directors.** If elected, Crowe MacKay LLP will hold office as auditors of the Corporation until the next annual meeting of Shareholders or until their successor is duly elected or appointed pursuant to the by-laws of the Corporation, unless their position is earlier vacated in accordance with the provisions of the ABCA or the Corporation's by-laws.

### **(4) Conversion of Debt to Shares - Xon Office Condo Ltd.**

The Corporation proposes to convert \$11,550.00 owing by the Corporation to Xon Office Condo Ltd. into common shares of the Corporation at \$0.10 per share for a total of 11,550 common shares. This debt relates to office rent charges commencing September 20, 2019. Xon Office Condo Ltd. is controlled by Gordon F. Dixon, the President and major shareholder of the Corporation.

### **PROPOSED RESOLUTION**

The Shareholders will be asked to consider and approve the following Special Resolution:

**"IT IS RESOLVED THAT,** subject to necessary regulatory approval, the directors of the Corporation and the Corporation are authorized to issue 115,550 common shares of the Corporation to Xon Office Condo Ltd. valued at a price of \$.10 per share."

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a special resolution to convert \$11,550.00 owing by the Corporation to Xon Office Condo Ltd. into common shares of the Corporation at \$0.10 per share for a total of 115,550 common shares.**

### **(5) Conversion of Debt to Shares - Gordon F. Dixon Professional Corporation doing business as Dixon Law**

The Corporation proposes to convert \$42,262.00 owing by the Corporation to Gordon F. Dixon Professional Corporation doing business as Dixon Law, into common shares of the Corporation at \$0.10 per share for a total of 422,620 common shares. This debt relates to secretarial and office administration charges commencing September 2019. Gordon F. Dixon Professional Corporation doing business as Dixon Law is controlled by Gordon F. Dixon, President and major shareholder of the Corporation.

### **PROPOSED RESOLUTION**

The Shareholders will be asked to consider and approve the following Special Resolution:

**"IT IS RESOLVED THAT,** subject to necessary regulatory approval, the directors of the Corporation and the Corporation are authorized to issue 422,620 common shares of the Corporation to Gordon F. Dixon Professional Corporation valued at a price of \$.10 per share."

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a special resolution to convert \$42,262.00 owing by the Corporation to Gordon F. Dixon Professional Corporation doing business as Dixon Law into common shares of the Corporation at \$0.10 per share for a total of 422,620 common shares.**

**(6) Conversion of Debt to Shares - Gordon F. Dixon**

The Corporation proposes to convert \$66,490.00 owing by the Corporation to Gordon F. Dixon into common shares of the Corporation at \$0.10 per share for a total of 664,900 common shares. This debt relates to expenses paid on behalf of the Corporation. Gordon F. Dixon is a director of the Corporation.

**PROPOSED RESOLUTION**

The Shareholders will be asked to consider and approve the following Special Resolution:

**"IT IS RESOLVED THAT,** subject to necessary regulatory approval, the directors of the Corporation and the Corporation are authorized to issue 664,900 common shares of the Corporation to Gordon F. Dixon valued at a price of \$.10 per share."

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a special resolution to convert \$66,490 owing by the Corporation to Gordon F. Dixon into common shares of the Corporation at \$0.10 per share for a total of 664,900 common shares.**

**(7) Conversion of Debt to Shares – Calalta Amusements Ltd.**

The Corporation proposes to convert \$73,000.00 owing by the Corporation to Calalta Amusements Ltd. into common shares of the Corporation at \$0.10 per share for a total of 730,000 common shares. This debt relates to expenses paid on behalf of the Corporation. Gordon F. Dixon is a director of the Corporation. Calalta Amusements Ltd. is controlled by Gordon F. Dixon, the President and major shareholder of the Corporation.

**PROPOSED RESOLUTION**

The Shareholders will be asked to consider and approve the following Special Resolution:

**"IT IS RESOLVED THAT,** subject to necessary regulatory approval, the directors of the Corporation and the Corporation are authorized to issue 730,000 common shares of the Corporation to Calalta Amusements Ltd. valued at a price of \$.10 per share."

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a special resolution to convert \$73,000 owing by the Corporation to Calalta Amusements Ltd. into common shares of the Corporation at \$0.10 per share for a total of 730,000 common shares.**

**EXECUTIVE COMPENSATION**

**Compensation of Executive Officers**

No compensation has been paid to the executives of the Corporation in this year. Employees and consultants are paid by the Corporation.

**Stock Options**

The Table below sets out the stock options granted by the Corporation to the directors, executives, employees or consultants **which have been** exercised during 2017 and 2018 to the date hereof.

<u>Name</u>	<u>Number of Common Shares Under Option</u>	<u>Exercise Price Per Common Share</u>	<u>Date Option Exercised</u>
<b>none</b>	<b>none</b>		

The Table below sets out the current outstanding options, the number of common shares reserved, the exercise price per share, and the expiry date of the options as at the date hereof. See note below.

<u>Name</u>	<u>Number of Common Shares Under Option</u>	<u>Exercise Price Per Common Share</u>	<u>Expiry Date</u>
Gordon F. Dixon	300,000 200,000 250,000	0.10 0.08 0.10	September 22, 2020 June 1, 2022 October 18, 2023
Jean-Pierre Pelletier	100,000 100,000	0.10 0.10	September 22, 2020 October 18, 2023
M. Blake Willard	100,000 100,000	0.10 0.10	September 22, 2020 October 18, 2023
Dena Dixon	75,000 75,000	0.10 0.10	September 22, 2020 October 18, 2023
Susan Lawrence	75,000 75,000	0.10 0.10	September 22, 2020 October 18, 2023
<b>TOTAL</b>	<b>1,450,000</b>		

**Compensation of Directors**

The Corporation has no standard arrangement pursuant to which Directors are compensated by the Corporation for their services in their capacity as Directors other than the unissued treasury shares reserved for the grant of Directors' Stock Options. There have been no other arrangements pursuant to which Directors were compensated by the Corporation in their capacity as Directors during the Corporation's financial year ended December 31, 2018.

**Indebtedness of Directors and Senior Officers**

There is no indebtedness to the Corporation by any Director or Senior Officer.

**INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS**

There were no material interests, direct or indirect, of any of the insiders, any proposed nominee for election as a director, or any associate or affiliate of such persons, in any transaction since the last completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of the subsidiaries, except as disclosed elsewhere in this management information circular.

**AUDIT COMMITTEE INFORMATION****Mandate of the Audit Committee**

The Mandate of the Corporation's audit committee charter is as follows:

**Role and Objective**

The Audit Committee (the “Committee”) is a committee of the board of directors of the Corporation to which the board has delegated its responsibility for oversight of the nature and scope of the annual audit, management’s reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for board of director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

1. To assist directors to meet their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. To provide better communication between directors and external auditors;
3. To enhance the external auditor’s independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

**Membership of Committee**

1. The Committee shall be comprised of at least three (3) directors of the Corporation, none of whom are members of management of the Corporation, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a member of the Committee.
2. The Board of Directors shall have the power to appoint the Committee Chairman.
3. All of the members of the Committee shall be financially literate. For the purpose of the Audit Committee Mandate, the definition “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

**Meetings**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
2. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the board.
3. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
4. The Committee shall forthwith report the results and minutes of meetings and reviews undertaken and any associated recommendations to the board.
5. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Audit Committee consider appropriate.

**Responsibilities of Committee**

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
2. It is the responsibility of the Committee to satisfy itself on behalf of the board with respect to the Corporation's internal control systems:
  - identifying, monitoring and mitigating business risks;
  - ensuring compliance with legal, ethical and regulatory requirements.
3. It is a primary responsibility of the Committee to review the annual financial statements of the Corporation prior to their submission to the board of directors for approval. The process should include but not be limited to:
  - reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
  - reviewing significant accruals, reserves or other estimates such as provisions against finance receivables;
  - reviewing accounting treatment of unusual or non-recurring transactions;
  - ascertaining compliance with covenants under loan agreements;
  - reviewing disclosure requirements for commitments and contingencies
  - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
  - reviewing unresolved differences between management and the external auditors; and
  - obtain explanations of significant variances with comparative reporting periods.
4. The Committee is to review the financial statements, prospectuses, management discussions and analysis (MD&A), annual information forms (AID) and all public disclosure containing audited or unaudited financial information before release and prior to board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the board, the Committee shall:
  - recommend to the board the appointment of the external auditors;
  - recommend to the board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
  - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
  - review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors; and
  - determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.
6. Review with external auditors their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.

7. With respect to the appointment of external auditors by the board, the Committee shall:
- recommend to the board the appointment of the external auditors;
  - recommend to the board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
  - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
  - review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors; and
  - determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.
8. Review with external auditors their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.
9. The Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the external auditors. The Committee may delegate to one or more members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.
10. The Committee shall review risk management policies and procedures of the Corporation (i.e. hedging, litigation and insurance).
11. The Committee shall establish a procedure for:
- the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
12. The Committee shall have the authority to investigate any financial activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
13. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at the expense of the Corporation without any further approval of the board.

## **CORPORATE GOVERNANCE**

### **Mandate of the Board of Directors**

The Board of Directors is responsible for the stewardship of the Corporation. It establishes the overall policies and standards for the Corporation. The Directors are kept informed of the Corporation's operations and meetings of the Board and Committees of the Board, through reports, analyses and discussions with management.

The Board of Directors is responsible not only for the adoption of a strategic planning process, but also for contributing to the development of strategic direction and for approving a strategic plan that takes into account the identification of business opportunities and business risks.

The Board of Directors of a listed corporation explicitly assume responsibility for the stewardship of the corporation, which includes (i) strategic planning (ii) identification of risk (iii) succession planning (iv) internal control, and (v) investor communication.

### **Composition of the Board of Directors**

Although the shares of the Corporation are listed for trading on the TSX Venture Exchange (“TSX”) the Toronto Stock Exchange (“TSE”) guidelines define an “unrelated” Director as a Director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the Director’s ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding.

Two of the Corporation’s current Directors are “unrelated” to the Corporation. They are Jean-Pierre Pelletier and M. Blake Willard.

The Corporation’s board consists of both related and unrelated directors. Equally important to a junior mining company are directors who know the Corporation’s business and can bring skill, judgment and experience to the board. All Directors have unfettered access to information regarding the Corporation’s activities and are able to engage outside advisors when required or necessary.

The Board of Directors has reviewed the size of the proposed Board and believes that its size will be appropriate to carry out its duties effectively and efficiently while presenting a diversity of view and experience.

### **Committees of the Board of Directors**

The Board of Directors has established two standing committees: the Audit Committee and the Governance Committee; and has delegated certain responsibilities to each of these committees to make recommendations and report to the Board of Directors.

#### **Governance Committee**

The Governance Committee is responsible for developing the Corporation’s approach to governance issues, for ensuring processes are in place to enhance and assess the effectiveness of the Board, its committees and the contribution of individual directors, for recommending nominees to the Board and for training, development and orientation of Board members, in accordance with the governance guidelines as recommended by the TSE. As at December 31, 2018 Gordon F. Dixon, M. Blake Willard and Jean-Pierre Pelletier are members of the Governance Committee.

The Governance Committee does not have specific procedures in place for recruiting new directors. Any future nominees will be recommended by the Committee to the Board of Directors having regard to the opportunities and risks facing the Corporation as well as the competencies, skills and personal qualities it should seek in new board members in order to add value to the Corporation.

### **Decisions Requiring Prior Approval by the Board of Directors**

The Board of Directors decides the course of action to be taken by the Corporation. The main objective of the Corporation is the exploration for and development of Lead, Zinc, Silver, Gold, Copper and Molybdenum properties in the Province of British Columbia. The Corporation is looking for and considering investments in other resources, such as oil and gas. The work is generally carried out by consultants and employees of the Corporation following policy which is set by the President as approved by the Board.

### **Shareholder Communications**

The Board of Directors reports quarterly and annually to shareholders. Inquiries from shareholders are always welcome and the Board gives them serious consideration.

### **OTHER MATTERS**

As of the date of this Information Circular, the Board of Directors does not know of any other matters to come before the Meeting other than those set forth in the Notice of the Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

**CERTIFICATE**

The foregoing contains no untrue statements of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

**DATED** at the City of Calgary, in the Province of Alberta, this 15<sup>th</sup> day of November, 2019.

"Gordon F. Dixon, Q.C".  
Director, Calgary, AB

"M. Blake Willard"  
Director, Okotoks, AB

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