

**NORAM VENTURES INC.**  
Suite 304, 700 West Pender Street  
Vancouver, British Columbia, V6C 1G8

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 13, 2018

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NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Noram Ventures Inc. (“**Noram**” or the “**Company**”) will be held at Suite 304, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8 on Tuesday, November 13, 2018 at 10:30 a.m. for the following purposes:

1. To receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended January 31, 2018;
2. To elect directors to hold office until the next annual general meeting;
3. To re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants and authorize the directors to fix the auditor’s remuneration;
4. To consider and, if deemed appropriate, to pass a resolution approving and ratifying the Company’s stock Option Plan pursuant to which the directors may authorize the issuance of options to directors, officers, employees, and consultants of the Company to a maximum of 10% of the issued and outstanding common shares at the time of grant; and
5. To consider and, if deemed appropriate, to pass, with or without variation, a resolution approving the acquisition of 25% of the Clayton Valley Lithium Project held by Alba Minerals Ltd. providing Noram with a 100% interest in the Project; and
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Shareholders who are unable to attend the Meeting are requested to complete sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of Odyssey Trust Company, Suite 835, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Canada, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

DATED at Vancouver, British Columbia, this 12<sup>th</sup> day of October, 2018

BY ORDER OF THE BOARD OF DIRECTORS:

“Mark Ireton”  
Mark Ireton  
President & Director

## INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of October 12, 2018.

**This Information Circular is being mailed by the management of Noram Ventures Inc. (“Noram” or the “Company”) to everyone who was a shareholder of record on October 12, 2018, which is the date that has been fixed by the directors of Noram as the record date to determine the shareholders who are entitled to receive notice of the meeting.** Noram is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of Noram’s management for use at the Annual General and Special meeting (the “**Meeting**”) of the shareholders that is to be held on Tuesday, November 13, 2018 at 10:30 a.m. at Suite 304, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8. The solicitation of proxies will be primarily by mail. Certain employees or directors of Noram may also solicit proxies by telephone or in person. The cost of solicitation will be borne by Noram.

Under Noram’s Articles, at least two shareholders must be present in person or by proxy who are entitled to vote at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

### **PART 1 – VOTING**

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#### **HOW A VOTE IS PASSED**

All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions.

The ordinary resolutions can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, and then the resolution is approved. In addition, the resolution approving the Company’s 10% rolling Stock Option Plan and grants thereunder is to be passed by a simple majority of the votes cast by persons who are not insiders or associates of insiders of Noram. The resolution approving the acquisition of the interest in the Clayton Valley Lithium Project from Alba Minerals Ltd. (“**Alba**”) is to be passed by a simple majority of the votes cast by persons who are not insiders or associates of insiders of either Noram or Alba. See Part 3 – The Business of the Meeting.

#### **WHO CAN VOTE?**

If you are a registered shareholder of Noram as at October 12, 2018, you are entitled to notice of and to attend the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer’s authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see “Voting By Proxy” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-registered Shareholders” set out below.

#### **VOTING BY PROXY**

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote, or you can let him or her decide for you. You can do this by completing a form of proxy.

**In order to be valid, you must return the completed form of proxy to Noram’s transfer agent, Odyssey Trust Company, Suite 835, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Canada (Facsimile: 1-800-517-4553) no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.**

### *What Is A Proxy*

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

### *Appointing A Proxyholder*

**You can choose any individual to be your proxyholder.** It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the person's name in the form of proxy will be deemed to be appointed to act as your proxyholder. Such persons are directors and/or officers of Noram (the "**Management Proxyholders**").

### *Instructing Your Proxy*

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

**If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:**

- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors for Noram;**
- ✓ **FOR the resolution to authorize the directors to fix the remuneration to be paid to the auditor;**
- ✓ **FOR the resolution to approve and ratify the Company's 10% rolling Stock Option Plan; and**
- ✓ **FOR the resolution approving the terms of the acquisition of the remaining 25% interest in the Clayton Valley Lithium Property held by Alba Minerals Ltd.**

For more information about these matters, see Part 3 – The Business of the Meeting. **The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting.** At the time of printing this Information Circular, the management of Noram is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the person's name on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

### *Changing Your Mind*

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to Noram at Suite 304, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8; or
- (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 (Vancouver time) in the afternoon on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commence. If you revoke your proxy and do not

replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person. **Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”)**

## **NON-REGISTERED SHAREHOLDERS**

If your shares are not registered in your own name, they are likely held in the name of a “nominee”, usually a bank, trust company, securities dealer or other financial institution. Your nominee must seek your instructions as to how to vote your shares.

Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders’ meetings, you will have received this Information Circular from your nominee, together with a form of proxy or voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

If your shares are not registered in your own name, we will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder, will have no knowledge of your entitlement to vote. If you wish to vote in person at the Meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. Please adhere strictly to the signing and returning instructions provided by your nominee. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person.

## **PART 2 – VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

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The authorized capital of Noram consists of an unlimited number of common shares. At the close of business on October 12, 2018; 31,746,209 common shares were outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on October 12, 2018, the date fixed by the Board of Directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

To the knowledge of the directors and officers of Noram, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the common shares on that date.

## **PART 3 – THE BUSINESS OF THE MEETING**

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### **FINANCIAL STATEMENTS**

The audited financial statements of Noram for the year ended January 31, 2018, will be placed before you at the Meeting. If requested, they will be mailed to those shareholders.

### **ELECTION OF DIRECTORS**

Directors of Noram are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next Annual General Meeting, unless he resigns or otherwise vacates office before that time. Under Noram’s Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors cannot be fewer than three. Noram currently has four directors.

The following are the nominees proposed for election as directors of Noram together with the number of common shares and stock options that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee. Each of the nominees has agreed to stand for election and

management of the Company is not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the Meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

<b>Name, Residence and Positions Held</b>	<b>Voting Shares</b>	<b>Director Since</b>	<b>Principal Occupation</b>
<b>Mark Ireton</b> Director <sup>(1)(2)</sup> British Columbia, Canada	955,000	Director since 2015	President & CEO of the Company
<b>Arthur Brown</b> Director <sup>(1)(2)</sup> British Columbia, Canada	1,000,000	Director since 2016	Businessman
<b>Cyrus Driver</b> Director <sup>(1)(2)</sup> British Columbia, Canada	500,000	Director since 2016	Accountant
<b>Glen Macdonald</b> Director British Columbia, Canada	N/A	Director since 2018	Businessman

**NOTES:**

(1) Information as to ownership of shares has been taken from the SEDI summary reports for Insider Information by Issuer or has been provided by the individual.

(2) Member of the Audit Committee.

Noram’s Management recommends that the shareholders vote in favour of the election of the proposed nominees as directors of Noram for the ensuing year. **Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the nominees name in this Information Circular.**

**CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES**

Except as noted below, no director or officer of Noram is, or has been within the past ten years, a director or executive officer of any Company (including Noram) that, while such person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. Furthermore, no director or officer of Noram has within the past ten years 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 has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Both Arthur Brown and Cyrus Driver were directors of Maxim Resources Inc. (“**Maxim**”) when it was halted from trading by the Exchange after a cease trade order was issued by the British Columbia Securities Commission on May 4, 2009. Maxim had not filed its annual financial statements and management’s discussion and analysis for the year ended December 31, 2008 within the required timeframe. This was the result of financial hardships of Maxim and this order was revoked on August 4, 2009 when Maxim filed the required documentation.

Anita Algie was a director and officer of Unity Energy Corp. (formerly Gold Key Capital Corp.) which received a suspension order from the Exchange on November 30, 2009 for failure to complete a Qualifying Transaction within the prescribed time period (by November 27, 2009) as per Policy 2.4. Gold Key Capital Corp. (“**Gold Key**”) had initially filed its documentation in November 2008, however was not able to raise the appropriate funds required under the concurrent financing due to the economic crisis. As a result of this

delay, Gold Key received a suspension on November 30, 2009. Gold Key filed the required documentation and received final approval for this transaction and the concurrent private placement on December 30, 2009, after which time the Company was brought back to trade on December 31, 2009 concurrent to the completion of its Qualifying Transaction.

Anita Algie was a director of Alderon Resource Corp. (“Alderon”) when it was halted from trading by the Exchange after a cease trade order was issued by the British Columbia Securities Commission on May 11, 2009. Alderon had not filed its annual financial statements and management’s discussion and analysis for the year ended December 31, 2008 within the required timeframe. This was the result of financial hardships of Alderon and this order was revoked in August 2009 when Alderon filed the required documentation.

Anita Algie was a director of Aroway Minerals Inc. (“Aroway”) when it was halted from trading by the Exchange after a cease trade order was issued by the British Columbia Securities Commission on November 5, 2009. Aroway had not filed its annual financial statements and management’s discussion and analysis for the year ended June 30, 2009 within the required timeframe. This was the result of financial hardships of Aroway and this order was revoked and Aroway was reinstated for trading on November 26, 2009 when Aroway filed the required documentation.

Anita Algie is currently director of Portia Exploration Ltd. (“Portia”) which received a suspension order on May 10, 2010 from the Exchange for failure to complete a Qualifying Transaction within the prescribed time period as per Policy 2.4. Portia had initially filed its documentation in April 2010, however was not able to raise the appropriate funds required under the concurrent financing. As a result of this delay, Portia received a suspension was transferred to the NEX effective as of August 19, 2010. As of February 26, 2013, Portia was given a notice to de-list due to outstanding NEX Listing Maintenance Fees. At present, the Company is dissolved.

#### **RE APPOINTMENT OF THE AUDITOR**

Unless otherwise directed, it is management’s intention to vote the proxies in favour of an ordinary resolution to re-appoint the firm of Dale Matheson Carr-Hilton Labonte, Chartered Professional Accountants, of Vancouver, British Columbia as auditors, to hold office until the next annual meeting or until their successor is appointed and to authorize the directors to fix their remuneration.

#### **APPROVAL AND RATIFICATION OF STOCK OPTION PLAN**

The Board of Directors of the Company implemented a stock option plan (the “**Plan**”) effective June 6, 2017, which was approved by the TSX Venture Exchange (the “**Exchange**”) and the shareholders of the Company. The number of common shares which may be issued pursuant to options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding common share at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. Under Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common share must be approved and ratified by shareholders on an annual basis.

The TSX Venture Exchange requires Issuers to obtain shareholder approval annually of a stock option plan. Therefore, at the Meeting, shareholders will be asked to pass a resolution to adopt the original 10% rolling stock option plan in the following form:

“UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the Plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the company to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company’s issued and outstanding shares being reserved to any one person on a yearly basis.”

The purpose of the Plan is to allow the Company to grant options to director, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange. Pursuant to the Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company or employee of companies providing management or consulting services to the Company. Other than options issued to consultants performing Investor Relations Activities which must vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period, the Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

The full text of the Plan will be available for review at the Meeting and may be obtained from the Corporation prior to the Meeting upon request.

**Unless such authority is withheld, the Management Proxyholders intend to vote FOR the approval and ratification of the Plan.**

#### **APPROVAL OF THE ACQUISITION OF THE 25% INTEREST IN THE CLAYTON VALLEY LITHIUM PROPERTY HELD BY ALBA MINERALS INC.**

Effective May 28, 2018, the Company entered into a property purchase agreement with Alba Minerals Ltd. ("**Alba Minerals**"), pursuant to which the Company proposes to acquire the 25% minority interest which Alba Minerals holds in the Company's Clayton Valley Lithium Property, located in the State of Nevada (the "**Transaction**"). In consideration for the interest, the Company proposes to issue 3,800,000 common shares to Alba Minerals and complete a one-time cash payment of \$400,000. In addition, the Company intends to grant to Alba Minerals a right of first refusal to participate in future equity financing's conducted by the Company in order to maintain its ownership interest in the Company.

The minority interest in the Clayton Valley Lithium Property was originally assigned by the Company to Alba Minerals on December 5, 2016, in consideration for a cash payment of \$255,000. Subsequently, the Company conducted an extensive exploration and drilling program on the property, which culminated in the establishment of a maiden resource estimate for the property. As a result of this investment in the property, the establishment of a resource, and general market conditions for exploration stage lithium extraction projects in the State of Nevada, management of the Company is of the view that the value and marketability of the property has increased significantly from when the minority interest was originally assigned to Alba Minerals.

Management of the Company has resolved to focus the capital and resource of the Company on further development of the Clayton Valley Lithium Property. The Company sees significant value in uniting ownership of the property once again, and is of the view that the consideration being offered to Alba Minerals for their minority interest is fair.

For further information regarding the Clayton Valley Lithium Property, and the resource estimate established on the property, readers should review the geological report prepared for the Company and Alba Minerals, entitled "Lithium Inferred Mineral Resource Estimate, Clayton Valley, Esmeralda County, Nevada", a copy of which is available under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)). For further information regarding the Transaction, readers should review the Company's news releases of May 28, 2018, and September 21, 2018.

Alba Minerals and the Company share a common director and as a result are considered non-arms' length parties in accordance with the Policies of the TSX Venture Exchange (the "**TSXV**"). Policy 5.3 — *Acquisitions and Dispositions of Non-Cash Assets* ("**Policy 5.3**") of the TSXV Corporate Finance Manual requires that, where a transaction results in the issuance of more than 10% of the outstanding share capital

to a non-arms' length party, the approval of shareholders is required, either by ordinary resolution passed at a meeting of shareholders or by the written consent of shareholders holding more than 50% of the Company's shares.

At the Meeting, shareholders will be asked to approve the following ordinary resolution authorizing the Company to proceed with the Transaction. The votes of any shares held by Alba Minerals, or any insiders, associates or affiliates of Alba Minerals, or the Company, will be excluded in determining whether the requisite approval has been met.

The TSXV has conditionally accepted the Transaction, subject to the receipt of the requisite shareholder approval to be obtained at the Meeting. The Company cannot proceed with completion of the Transaction until shareholder approval is obtained. Even if the requisite shareholder approval is obtained, there can be no guarantee that the Transaction will be completed as planned.

**"RESOLVED THAT:**

1. The Company is authorized to acquire from Alba Minerals the 25% interest in the Clayton Valley Lithium Project for consideration of 3,800,000 common shares and \$400,000 cash, subject to such modifications as are necessary or desirable in the sole discretion of the Board of Directors and as may be required by the TSX Venture Exchange.
2. Any one officer or director of the Corporation be and is hereby authorized to execute and deliver all documents and do all things as, in the opinion of such director or officer, is necessary or desirable to implement this resolution, including any filings with the TSX Venture Exchange that may be necessary to give effect to this resolution.
3. The Board of Directors may make such modifications to the property purchase agreement as necessary or desirable, in the discretion of the Board of Directors, to give effect to the resolution approved hereby and the Board of Directors, may in their sole discretion and without further approval from the shareholders, revoke this resolution or postpone the implementation of this resolution."

**To be approved, the affirmative vote of a majority of the votes cast on the resolution is required. The Board of Directors recommends that shareholders vote FOR the approval of the acquisition of the 25% interest in the Clayton Valley Lithium Property from Alba Minerals. The persons named in the accompanying form of proxy intend to vote FOR the resolution, unless otherwise instructed on a properly executed and validly deposited proxy.**

**PART 4 – EXECUTIVE COMPENSATION**

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**COMPENSATION OF DIRECTORS**

Noram has no arrangements, standard or otherwise, pursuant to which directors are compensated by Noram for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

Noram has a formalized stock option plan for the granting of incentive stock options to the officers, employees, consultants and Directors. During the most recently completed financial year, 1,940,000 stock options were granted to various directors of the Company.

**COMPENSATION OF NAMED EXECUTIVE OFFICERS**

The following table (presented in accordance with National Instrument 51-102 ("NI 51-102")) sets forth all annual and long-term compensation for services in all capacities to Noram during the financial year ended

January 31, 2018 and in the preceding two financial years, as applicable (to the extent required by NI 51-102) in respect of each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer as at October 12, 2018 (collectively the “**Named Executive Officers**”)

Name and Principal Position	Annual Compensation				Long-term Compensation	
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Shares under Options Granted (#)	All other Compensation (\$)
Mark Ireton CEO	2018	95,000	Nil	Nil	400,000	Nil
	2017	60,000	Nil	Nil	Nil	Nil
Kenneth Phillippe Former CFO	2018	Nil	Nil	Nil	25,000	Nil
	2017	Nil	Nil	Nil	Nil	Nil

#### LONG TERM INCENTIVE PLAN (LTIP) AWARDS

Noram does not have a LTIP, pursuant to which cash or non-cash compensation intended to serve as an incentive for performance over a period greater than one financial year whereby performance is measured by reference to financial performance or the price of Noram’s Securities, was paid to the Named Executive Officers during the most recently completed financial year.

#### OPTION/STOCK APPRECIATION RIGHTS (“SAR”) GRANTS DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

2,750,000 stock options were exercised by the CEO during the most recently completed financial year ended January 31, 2018. The value of unexercised in-the-money options as at October 12, 2018 was \$Nil.

The following table provides information for options exercised by Named Executive Officers during the year ended January 31, 2018.

#### Unexercised Options at Year End

Name	Options Exercised	Aggregate Value Realized (\$)	Number of Options		Value of in-the-Money Options <sup>(1)(2)</sup>	
			Exercisable (#)	Unexercisable (#)	Exercisable (\$)	Unexercisable (\$)
<b>Mark Ireton</b>	<b>275,000</b>	<b>137,500</b>	<b>N/A</b>	<b>N/A</b>	<b>Nil</b>	<b>N/A</b>
<b>Kenneth Phillippe</b>	<b>Nil</b>	<b>N/A</b>	<b>25,000</b>	<b>N/A</b>	<b>13,750</b>	<b>N/A</b>

Notes:

(1) The value of unexercised in-the-money options at year-end is based on the closing price of the common shares on the TSX Venture Exchange on January 31, 2018 that was \$0.055 per share.

(2) "In-the-money" means that the market value of the common shares underlying the options on that date exceeded the option exercise price.

As of the date of this information circular, the information for options exercised by Named Executive Officers is as follows:

Name	Options Exercised	Aggregate Value Realized (\$)	Number of Options		Value of in-the-Money Options <sup>(1)(2)</sup>	
			Exercisable (#)	Unexercisable (#)	Exercisable (\$)	Unexercisable (\$)
<b>Mark Ireton</b>	<b>Nil</b>	<b>N/A</b>	<b>400,000</b>	<b>N/A</b>	<b>69,000</b>	<b>N/A</b>
<b>Anita Algie</b>	<b>Nil</b>	<b>N/A</b>	<b>215,000</b>	<b>N/A</b>	<b>36,750</b>	<b>N/A</b>

(1) The value of unexercised in-the-money options at the date of this information circular is based on the closing price of the common shares on the TSX Venture Exchange on October 12, 2018 that was \$0.16 per share.

(2) "In-the-money" means that the market value of the common shares underlying the options on that date exceeded the option exercise price.

## **COMPENSATION OF DIRECTORS**

The Corporation does not currently pay compensation to non-management directors nor are they paid for attendance at board meetings. The directors are reimbursed for expenses incurred in carrying out their duties as directors and are granted stock options.

## **EMPLOYMENT CONTRACTS AND TERMINATION OF TERMINATION ARRANGEMENTS**

The Corporation does not have written employment agreements with the Named Executive Officers.

## **REPORT ON EXECUTIVE COMPENSATION**

The Board of Directors collectively has the responsibility to administer the compensation policies related to the executive management of the Company, including those named in the tables above. The Company's compensation structure is designed to reward performance and be competitive with the compensation arrangements of other Canadian resource companies of similar size and scope of operations. Each executive officer's position is evaluated to establish skill requirements and the level of responsibility and this evaluation provides a basis for internal and external comparisons of positions. In addition to industry comparables, the Board of Directors considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-term interests of the Company and its shareholders, overall financial and operating performance of the Company, and the Board of Directors' assessment of each executive's individual performance and contribution towards meeting corporate objectives.

Executive officers' compensation is currently composed of two components: base salary and stock options, with stock options being issued as an incentive for performance. Interested executives do not participate in reviews, discussions or decisions of the Board of Directors regarding this remuneration.

Base salaries are determined following a review of market data for similar positions in Canadian resource companies of comparable size and scope of operations. The salary for each executive officers' position is then determined having regard to the incumbent's responsibilities, individual performance factors, overall corporate performance, potential for advancement, and the assessment of the Board of Directors of such matters as are presented by management.

The second component of the director and executive officers' compensation is stock options. The Board of Directors may from time to time grant stock options to executive officers under the Company stock option plan. Grants of stock options are intended to align the interests of the executive officers and directors with those of the shareholders over the longer-term.

## **PART 5 – AUDIT COMMITTEE**

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### **AUDIT COMMITTEE CHARTER**

The text of Noram's Audit Committee Charter is attached as Appendix "A" to this Information Circular.

### **COMPOSITION OF AUDIT COMMITTEE**

Mr. Ireton, Mr. Brown and Mr. Driver are members of Noram's Audit Committee. At present, both Mr. Brown and Mr. Driver are considered "independent" as that term is defined in applicable securities legislation.

All three members of the Audit Committee have the ability to read and understand 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 Noram's financial statements.

#### **RELEVANT EDUCATION AND EXPERIENCE**

All of the Audit Committee members are senior level businesspersons with extensive experience in financial matters; each has a broad understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour. In addition, each of the members of the Audit Committee has knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public companies other than the Company.

#### **EXTERNAL AUDITOR SERVICE FEES**

##### *Audit and Audit Related Fees*

The aggregate fees billed by Dale Matheson Carr-Hilton Labonte, Chartered Professional Accountants in the year ended January 31, 2018 for audit services were \$10,200. The aggregate fees billed by MNP LLP in the year ended January 31, 2017 was \$17,120.

##### *Tax fees*

Aggregate fees billed by the Company's external auditor in each of the last two fiscal years for professional services rendered for tax compliance, tax advice and tax planning were \$Nil (2018) and \$Nil (2017) respectively. These services included the preparation of and filing of corporate tax returns.

#### **AUDIT COMMITTEE OVERSIGHT**

At no time since the commencement of the Company's most recent financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

#### **RELIANCE ON CERTAIN EXEMPTIONS**

At no time since the commencement of the Company's most recent financial year has the Company relied on the exemption in Section 2.4 of MI 52-110 (De Minimus Non-audit Services), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of the Multilateral Instrument 52-110.

#### **PRE-APPROVAL POLICIES AND PROCEDURES**

The Committee has not adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

#### **EXEMPTION IN SECTION 6.1 OF MI 52-110**

As Noram is a "Venture Issuer" pursuant to relevant securities legislation, the Company is relying on the exemption in Section 6.1 of MI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

#### **PART 6 – CORPORATE GOVERNANCE**

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National Instrument 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance guidelines which comply with all public companies.

## INDEPENDENCE OF THE MEMBERS OF THE BOARD

The Company's Board consists of four directors, two of whom are independent based upon the tests for independence set forth in Multilateral Instrument 52-110. Mr. Ireton is compensated for services by Company.

## MANAGEMENT SUPERVISION BY BOARD

Mr. Mark Ireton acts as Chairman of the Board. He will act as Chairman of meetings of the Board. The Board is satisfied that autonomy of the Board and its ability to function independently of management is protected by means such as through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members.

## PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

Certain of the Directors of Noram are also directors of other reporting issuers (or equivalent) in a Canadian jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or equivalent in a foreign jurisdiction)
Mark Ireton	N/A
Arthur Brown	Silver Spruce Resources Inc. (SSE-TSXV), Alba Minerals Ltd. (AA-TSXV), and Astorius Resources Ltd. (ASQ-TSXV)
Cyrus Driver	Power Metals Corp. (PWM-TSXV), Superior Mining International Corporation (SUI-TSXV), Cobra Venture Corporation (CBV-TSXV), OK2 Minerals Ltd. (OK-TSXV), BRS Resources Ltd. (BRS-TSXV), Tesoro Minerals Corp. (TES-TSXV), Far Resources Ltd.(FAT-CSE), Noram Ventures Inc. (NRM-TSXV), Wangton Capital Corp. (WT-TSXV), and Serrano Resources Ltd. (SC-TSXV)
Glen Macdonald	Razore Rock Resources Inc. (RZR-CSE), Engineer Gold Mines Ltd. (EAU-TSXV), Vinergy Resources Ltd. (VIN-CSE), ACGT DNA Technologies Corporation, Global Li-Ion Graphite Corp. (LION-CSE), Golden Cariboo Resources Ltd. (GCC-H.TSXV), Columbus Energy Limited (CEL.H-TSXV, True North Gems Inc. (TGX.TSXV), Starr Peak Exploration Ltd. (STE-TSXV), Westminster Resources Ltd. (WMR.TSXV), Blind Creek Resources Ltd. (BCK-TSXV), Shoshoni Gold Ltd. (SHJ.TSXV), Zanzibar Gold Inc. (ZBR.CSE), Pistol Bay Mining Inc. (PST-TSXV), Firebird Resources Inc. (FIX-TSXV), LeanLife Health Inc. (LLP-CSE), Glenmac Capital Inc., Nishal Capital Inc., Hybrid Minerals Inc. (HZ-TSXV), Real Difference Capital Inc., Priyanka Capital Inc., and Ravensden Capital Inc.

## PARTICIPATION OF DIRECTORS IN BOARD MEETINGS

In the financial year ended January 31, 2018, matters requiring board approval were able to be approved by directors' consent resolutions or by directors' board meetings. The directors do have regular ongoing informal discussions. When required, the independent directors may and are encouraged to hold meetings at which non-independent directors and members are not in attendance as often as necessary.

## BOARD MANDATE

The Board is responsible for approving long-term strategic plans and annual operation plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on Noram's business in the ordinary course, managing Noram's cash flow, evaluating new business opportunities recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

## **POSITION DESCRIPTIONS**

Given the small size of the Company's infrastructure and existence of only two officers and four directors, the Board does not feel that it is necessary at this time to formalize position descriptions or corporate objectives for either the President or the Chief Executive Officer of the Board, in order to delineate their respective responsibilities. The Board delineates the role and responsibilities of these individuals through reference to industry norms, past practice and in the case of the President, through reference to the terms of her employment with the Company.

The Board of Directors responds to and, if it considers appropriate, approves, with such revisions as it may require, corporate objectives and recommended courses of action which have been brought forward by the President and management. In addition to those matters which must be approved by the Board of Directors by law, significant business activities and actions proposed to be taken by the Company are subject to Board approval.

Annual capital and operating budgets and significant changes thereto, long range plans, major changes in the organizational structure of the Company, annual financial statements, major acquisition and disposal transactions, major financing transactions involving the issuance of shares, flow-through securities and the like, acquisitions of properties, long-term contracts with significant cumulative financial commitments, appointment of senior executive officers, directors' liability insurance, stock option plans, issuance of stock options and succession plans are all subject to approval of the Board of Directors, or where appropriate, a duly authorized committee of the Board of Directors.

In addition, the Board of Directors is responsible for overseeing the strategic direction of the Company, monitoring the performance of the Company's assets and assessing opportunities for and risks affecting the Company's business and assessing means to effectively deal with the Company's business.

## **ORIENTATION AND CONTINUING EDUCATION**

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

1. information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company; and
3. access to management;

to orient new Directors regarding the role of the Board, its committees and its Directors, and the nature and operations of the Company's business.

The Board ensures that its Directors maintain the skill and knowledge necessary to meet their obligations as Directors by encouraging Board members to: communicate with management, auditors and technical consultants; keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend industry related seminars and visit the Company's operations. Board members have full access to the Company's records.

## **ETHICAL BUSINESS CONDUCT**

The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

## **NOMINATION OF DIRECTORS**

The Company does not have a nominating committee because the Board fulfills these functions.

## **COMPENSATION OF DIRECTORS AND CEO**

The Company does not have a compensation committee as the Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the Chief Executive Officer of the Company and the directors, and for reviewing the Chief Executive Officer's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

## **COMMITTEES OF THE BOARD OF DIRECTORS**

The Board has appointed an Audit Committee the members of which are the following: Mr. Mark Ireton, Mr. Arthur Brown, and Mr. Cyrus Driver. A description of the function of the Audit Committee can be found in this Circular under Audit Committee.

## **ASSESSMENTS**

The Board does not consider that formal assessments of the Board, its committees and individual Directors would be useful at this stage of the Company's development, and thus conducts informal annual assessments of such individuals and bodies.

## **PART 7 – OTHER INFORMATION**

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### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

As at January 31, 2018, Noram's most recently completed financial year, the only equity compensation plan which the Company has in place is its stock option plan which was implemented by the Board of Directors of the Company on June 6, 2017.

As at October 12, 2018, the Company has 1,940,000 stock options outstanding.

There are 1,234,620 securities remaining available for future issuance under the stock option plan.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No one director or executive officer, former director or executive officer, or proposed nominee for election as a Director of the Company, or any associate or affiliate of the foregoing was indebted to Noram in the last completed financial year.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, no person who has been a director or officer of Noram at any time since the beginning of Noram's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of a beneficial ownership or otherwise in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Except as described below, no proposed nominee for election as a director, no director or executive officer of Noram [or of a person or company that is itself an “informed person” (as defined in NI 51-102) of the Company], and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of Noram’s outstanding common shares.

## **OTHER MATTERS**

Management of Noram is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this information circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

## **ADDITIONAL INFORMATION**

You may obtain the annual financial statements and the Management’s Discussion and Analysis for the year ended January 31, 2018 without charge upon request to Noram Ventures Inc. at Suite 304, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8 – Tel: (604) 761-9994, Fax: (604) 681-0014. You may also access Noram’s public disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

## **DIRECTORS’ APPROVAL**

The Board of Directors of Noram has approved the contents of this Information Circular and its distribution to shareholders entitled to receive notice of the Meeting.

Vancouver, British Columbia  
October 12, 2018

## **NORAM VENTURES INC.**

By: *Mark Ireton*

Mark Ireton, President & Director

## Schedule "A"

### AUDIT COMMITTEE CHARTER

#### NORAM VENTURES INC.

#### (the "Company")

(Implemented pursuant to Multilateral Instrument 52-110)

Multilateral Instrument 52-110 (the "Instrument") relating to the composition and function of audit committees was implemented for Alberta reporting companies effective March 30, 2004 and, accordingly, applies to every TSX Venture Exchange listed company, including the Company. The Instrument requires all affected issuers to have a written audit committee Charter which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Company wherein management solicits proxies from the security holders of the Company for the purpose of electing directors to the Board.

This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

#### PART I

##### **Purpose:**

The purpose of the Committee is to:

- a) ensure the quality of financial reporting;
- b) assist the Board to properly and fully discharge its responsibilities;
- c) provide an avenue of enhanced communication between the Board and external auditors;
- d) enhance the external auditor's independence;
- e) increase the credibility and objectivity of financial reports; and
- f) strengthen the role of the outside members of the Board by facilitating in-depth discussions between Members, management and external auditors.

##### **1.1 Definitions**

"accounting principles" has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"Affiliate" means a company that is a subsidiary of another company or companies that are controlled by the same entity;

"audit services" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"Board" means the board of directors of the Company;

"Charter" means this audit committee charter;

"Company" means NORAM VENTURES INC.

"Committee" means the committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;

"Control Person" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Company so as to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that the holder of those securities does not materially affect control of the Company;

"executive officer" means an individual who is:

- a) the chair of the Company;
- b) the vice-chair of the Company;
- c) the President of the Company;
- d) the vice-president in charge of a principal business unit, division or function including sales, finance or production;
- e) an officer of the Company or any of its subsidiary entities who performs a policy-making function in respect of the Company; or
- f) any other individual who performs a policy-making function in respect of the Company;

“financially literate” has the meaning set forth in Section 1.3;

"immediate family member" means a person’s spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person’s immediate family member) who shares the individual's home;

“independent” has the meaning set forth in Section 1.2;

“Instrument” means Multilateral Instrument 52-110;

"MD&A" has the meaning ascribed to it in National Instrument 51-102;

“Member” means a member of the Committee;

"National Instrument 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations*;

"non-audit services" means services other than audit services;

## **1.2 Meaning of Independence**

1. A Member is independent if the Member has no direct or indirect material relationship with the Company.
2. For the purposes of subsection 1, a material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
3. Despite subsection 2 and without limitation, the following individuals are considered to have a material relationship with the Company:
  - a) a Control Person of the Company;
  - b) an Affiliate of the Company; and
  - c) an employee of the Company.

**1.3 Meaning of Financial Literacy** -- For the purposes of this Charter, 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.

## **PART 2**

**2.1 Audit Committee** – The Board has hereby established the Committee for, among other purposes, compliance with the Instrument.

**2.2 Relationship with External Auditors** – The Company will henceforth require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

### **2.3 Committee Responsibilities**

1. The Committee shall be responsible for making the following recommendations to the Board:
  - a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

- b) the compensation of the external auditor.

2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:

- a) reviewing the audit plan with management and the external auditor;
- b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
- c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
- d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
- e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods;
- f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
- g) reviewing interim unaudited financial statements before release to the public;
- h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
- i) reviewing the evaluation of internal controls by the external auditor, together with management's response;
- j) reviewing the terms of reference of the internal auditor, if any;
- k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
- l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.

3. The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the issuer's external auditor.

4. The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

5. The Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and shall periodically assess the adequacy of those procedures.

6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31, and the planned steps for an orderly transition.

7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31, on a routine basis, whether or not there is to be a change of auditor.

6. The Committee shall, as applicable, establish procedures for:

- a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
- b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

7. As applicable, the Committee shall establish, periodically review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.

8. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

**2.4 De Minimus Non-Audit Services** – The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;

b) the Company or the subsidiary of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and

c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

**2.5 Delegation of Pre-Approval Function**

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).

2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

### **PART 3**

**3.1 Composition**

1. The Committee shall be composed of a minimum of three Members.

2. Every Member shall be a director of the issuer.

3. The majority of Members shall be independent.

4. Every audit committee member shall be financially literate.

### **PART 4**

**4.1 Authority** – Until the replacement of this Charter, the Committee shall have the authority to:

a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

b) to set and pay the compensation for any advisors employed by the Committee,

c) to communicate directly with the internal and external auditors; and

d) recommend the amendment or approval of audited and interim financial statements to the Board.

### **PART 5**

**5.1 Disclosure in Information Circular** -- If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to the Board, the Company shall include in its management information circular the disclosure required by Form 52-110F2 (*Disclosure by Venture Issuers*).

### **PART 6**

**6.1 Meetings**

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

2. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.

3. Minutes shall be kept of all meetings of the Committee.

**II. Composition of the Audit Committee**

The Audit Committee is comprised of Mr. Ireton, Mr. Brown and Mr. Driver. Mr. Brown and Mr. Driver are “*independent*” members and form the majority. All members are “*financially literate*” within the meanings given to those terms in the Charter.

**III. Audit Committee Oversight**

At no time since the commencement of the Company’s most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company’s external auditors not been adopted by the Board of Directors.

**IV. Reliance on Certain Exemptions**

At no time since the commencement of the Company’s most recently completed financial year has the Company relied of exemptions in relation to “*De Minimus Non-Audit Services*” or any exemption provided by Part 8 of Multilateral Instrument 52-110.

**V. Pre-Approval Policies and Procedures**

The Company has not adopted any specific policies in relation to the engagement of non-audit services.