

**SEGO RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the Annual General Meeting of Sego Resources Inc. (hereinafter called the "Company") will be held at Suite 620 - 744 West Hastings Street, in the City of Vancouver, in the Province of British Columbia, on the 16th Day of October, 2019 at the hour of 10:00 o'clock in the morning (Vancouver time), for the following purposes:

- a) To receive the financial statements of Sego Resources Inc. for the year ended June 30, 2018, together with the report of the auditors thereon;
- b) To fix the number of directors at eight (8);
- c) To elect directors (either by single resolution or separate votes as the Meeting decides);
- d) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
- e) To approve the updated Stock Option Plan 2019;
- f) To ratify, confirm and approve all acts, deeds and things done by and the proceedings of the directors and officers of the Company on its behalf since the last Annual General Meeting of the Company;

AND

To transact such further and other business as may properly come before the Meeting or any adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular and Proxy Instrument. Shareholders who are unable to attend the Meeting in Person are requested to complete and to date and sign the enclosed form of Instrument of Proxy. If a shareholder desires to be represented at the Meeting by Proxy, the Instrument of Proxy duly completed must be deposited at the Company's offices, Suite 310 - 744 West Hastings Street, Vancouver, BC V6C 1A5, not later than 10 AM on October 11, 2019.

The directors of the Company have previously fixed and advertised September 11, 2019 as the record date for the determination of shareholders entitled to receive this Notice.

DATED at the City of Vancouver, Province of British Columbia, this 17th day of September, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

**SEGO RESOURCES INC.**  
Suite 310 - 744 West Hastings Street  
Vancouver, BC V6C 1A5

**INFORMATION CIRCULAR**

INFORMATION PROVIDED as at September 17th, 2019 FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON October 16th, 2019 (THE “MEETING”).

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This Information Circular is furnished in connection with the solicitation of proxies by management of Sego Resources Inc. (“Sego” or the “Company”) for use at the Meeting (or any adjournment thereof), at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or arms-length third parties appointed by Sego. Management is unable at this time to accurately estimate what the cost of such solicitation may be.

All costs of this solicitation will be borne by Sego. Sego will also pay the broker-dealers, banks or other nominee shareholders of record of Sego their reasonable expenses in mailing copies of the foregoing material to beneficial owners of shares.

All dollar amounts in this Information Circular are in Canadian currency unless otherwise specified.

This document is on SEDAR at [www.sedar.com](http://www.sedar.com) and, upon request, a copy of this document will be provided free of charge to any security holder of Sego.

**RECORD DATE**

Sego directors have set September 11, 2019 as the record date for determining which shareholders shall be entitled to receive notice of the Meeting. Only shareholders of record at the close of business on September 11, 2019 who either attend the Meeting personally or complete and deliver the form of proxy in the manner and subject to the provisions discussed below, will be entitled to vote or to have their shares voted at the Meeting.

**APPOINTMENT OF PROXYHOLDERS AND REVOCATION OF PROXIES**

The persons named in the form of proxy as proxyholders are directors of Sego. A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so, either by striking out the printed names and inserting the desired person’s name in the blank space provided in the form of proxy or by completing another proper form of proxy. In either case, the completed proxy must be delivered to the office of Computershare Investor Services, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed or any adjournment thereof at which the form of proxy is to be used.

A shareholder who has given a proxy may revoke it by an instrument in writing, duly executed by the shareholder or where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered to Sego’s office, Suite 310 – 744 West Hastings Street, Vancouver, BC V6C 1A5, at any time up to and including the last business day that precedes the day of the Meeting or, if adjourned, the day that precedes any reconvening thereof, or in any manner provided by law.

## VOTING OF PROXIES

If the form of proxy is completed, signed and delivered as prescribed above, the persons named as proxyholders in the form of proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them. The form of proxy confers discretionary authority upon the proxyholders with respect to all other matters or variations to matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Information Circular, management of Sego knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. If other matters should properly come before the Meeting, however, the form of proxy will be voted on such matters in accordance with the best judgement of the person or persons voting the proxy.

If no choice is specified by a shareholder in the form of proxy with respect to a matter identified in the form of proxy or any amendment or variations to such matters, it is intended that the person designated by management will vote the shares therein represented in favour of each matter identified on the form of proxy and for the nominees of management for directors and auditors.

## BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their shares in their own name (“Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of Sego 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 Beneficial Shareholder by a broker, then in almost all cases those common shares will not be registered in the Beneficial Shareholder’s name on the records of Sego. Such common shares will more likely be registered under the name of the Beneficial Shareholder’s broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholders. Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. 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 similar to the form of proxy provided to registered shareholders by Sego; 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 Investor Communication Services (“Broadridge”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“Objecting Beneficial Owners”, or “OBOs”) and those who do not object to their identity being made known to the issuers of the securities they own (“Non-Objecting Beneficial Owners”, or “NOBOs”). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Issuers (“NI 54-101”) issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and Sego or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Sego has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, Sego (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of Sego, you can expect to receive a scannable Voting Instruction Form (“VIF”) from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from Sego’s NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Sego’s NOBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or 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 instrument 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.

#### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As at September 11, 2019, the record date, there were a total of 106,310,327 shares outstanding. Each common share entitles the holder thereof to one vote.

To the knowledge of Sego’s directors and executive officers, only two persons and no company beneficially owns, controls or directs, directly or indirectly, voting shares carrying 10% or more of the voting rights attached to Sego’s issued and outstanding common shares, that being the Sego’s CEO, J. Paul Stevenson who owns 10.9% and Mr. Elliot Strashin who owns 11.38% of the issued and outstanding shares.

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

Except as otherwise disclosed in this Information Circular, no director, executive officer, proposed management nominee, or any associate or affiliate thereof has any material interest, direct or indirect, by way of beneficial ownership of shares of Sego or otherwise in the matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

## FIXING THE SIZE OF THE BOARD OF DIRECTORS

It is intended that the number of directors to be elected by the shareholders be established at eight (8). This requires the approval of the shareholders of Sego by an ordinary resolution which approval will be sought at the Meeting.

### ELECTION OF DIRECTORS

At the Meeting, shareholders will be called upon to elect eight (8) directors for the ensuing year or until their successors are duly elected or appointed, unless the director's office is earlier vacated in accordance with the Articles of Sego, or unless that person becomes disqualified to act as a director. While management does not contemplate that any of its nominees will be unable to serve as a director, if any management nominee should become unavailable, the form of proxy will be voted for substitute nominees as may be nominated by management. Set forth below is information regarding each management nominee for election at the Meeting as a director of Sego:

Name, Residence and Present Position with Sego	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years <sup>(1)</sup>	Director Since	No. of Shares Beneficially Owned Directly or Indirectly as of the Date Hereof <sup>(1)</sup>
John Paul Stevenson <sup>(2)</sup> BC Canada Director, CEO and Secretary	Prospector and owner of J. Paul Stevenson & Associates, a private company which provides geological and management consulting.	July 11, 2005	11,199,801 direct 90,910 indirect
Shelley Hallock <sup>(2)(3)</sup> BC Canada Director	Administrative Assistant Interior Health	August 23, 2005	333,000
James Allan Hilton BC Canada Director	President of Hiltec Exploration and Development Ltd.	August 23, 2005	3,414,300 direct 375,500 jointly
Brent Petterson BC Canada Director and CFO	Self-employed Accountant	February 1, 2015	1,315,000
Selina Tribe BC Canada Director	Geologist and President of Carta Exploration Ltd.	February 1, 2015	312,900
Gordon K. Willington <sup>(2)(3)</sup> BC Canada Director	Retired since 2009; Broker/trader for Northern Securities from 2007 to 2009	January 7, 2013	362,335
Jean-Pierre Colin Ontario Canada Director	Corporate Strategy Consultant	April 16, 2018	Nil
David Speck Ontario Canada Director	President of 3D Imaging Partners	April 16, 2018	Nil

Notes:

- (1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors and officers.
- (2) Member of the Audit Committee.
- (3) Member of the nominating and corporate governance committee.

### *Board of Directors*

The Board currently consists of eight (8) directors: John Paul Stevenson, Shelley Hallock, James Allan Hilton, Brent Petterson, Gordon K. Willington, Jean-Pierre Colin, David Speck and Selina Tribe.

### Cease Trade Orders and Bankruptcies

No proposed director of the Company is, as of the date of this Information Circular, or has been, within the 10 years prior to the date hereof, a director or chief executive officer or chief financial officer of any company (including the Company) that: (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

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

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

## **STATEMENT OF CORPORATE GOVERNANCE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “Guidelines”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by Sego in adopting its corporate governance practices. Sego’s approach to corporate governance is set out below.

The guidelines suggest that the Board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under section 1.4 of NI 52-110 which provides that a director is independent if he or she has no direct or indirect “material relationship” with Sego. A “material relationship” is a relationship which could, in the view of Sego’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgement. Of the current Board, the following members are independent: Shelley Hallock, David Speck, and Gordon K Willington, and the following members are not independent: John Paul Stevenson, James Allan Hilton, Selina Tribe, Jean-Pierre Colin and Brent Petterson are not independent. John Paul Stevenson is not independent as he is the Chief Executive Officer of Sego. Brent Petterson is not independent as he is the Chief Financial Officer of Sego. James Allan Hilton is not independent as, from time to time, he provides geological consulting services on a fee for service basis to Sego. Selina Tribe is not independent as, from time to time, she provides geological consulting services on a fee for service basis to Sego. Jean-Pierre Colin is not independent as, he contributes management consulting on a fee basis to Sego.

The independent directors do not hold regular meetings but Sego does endeavor to create a culture of independence and willingness to share new ideas and new information. Sego has no Chairperson but does endeavor to encourage its directors, particularly new directors to assume leadership roles and to bring its

experiences to bear on Sego's business and goals. The Board of Directors holds very few formal meetings but the Company's officers hold frequent discussions with all its members to keep them abreast of corporate developments.

Sego's Board of Directors does not have a written mandate. Sego delineates its roles and responsibilities based on project needs. For all day to day functions, it relies upon the experience and training of its officers with periodic discussions and

#### *Directorships*

The following table sets forth the proposed directors of Sego who currently serve as directors and/or officers of other reporting issuers:

Name of Director	Name of Reporting Issuer	Position
Brent Petterson	Nevada Sunrise Gold Corporation	CFO
Jean-Pierre Colin	DynaCert Inc.	Director
	White Metal Resources Corp.	Director

#### *Nominating and Corporate Governance Committee*

Sego has appointed a Nominating and Corporate Governance Committee, the primary purposes of which are to:

1. develop and recommend to the Board corporate governance guidelines for Sego and make recommendations to the Board with respect to corporate governance practices;
2. identify individuals qualified to become members of the Board consistent with criteria approved by the Board and to recommend to the Board nominees for election to the Board at each annual meeting of shareholders or to fill vacancies on the Board; and
3. develop and oversee the annual Board and Board Committee evaluation process.

The Committee is composed of Gordon K. Willington and Shelley Hallock.

#### *Nomination of Directors*

The Nominating and Corporate Governance Committee is responsible for considering, recruiting and recommending candidates for board nomination.

#### *Orientation and Continuing Education*

Sego does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with Sego, the current directors and members of management. The Nominating and Corporate Governance Committee also encourages and provides opportunities for directors to pursue continuing education opportunities relating to their role as directors.

#### *Compensation Committee*

The Board has not, to date, constituted a compensation committee. The Board, as a whole, determines compensation; however, a formal process has not been adopted.

### *Assessments*

The Nominating and Corporate Governance Committee assumes the responsibility of assessing the effectiveness of the Board, the committees of the Board and the contribution and effectiveness of individual directors on an annual basis.

### *Ethical Business Conduct*

The Board has adopted a written Code of Business Conduct and Ethics applicable to directors, officers, employees and consultants of Sego to promote integrity and to deter wrongdoing with respect to issues including conflicts of interest; protection and proper use of corporate assets; confidentiality of corporate information; compliance with laws, rules and regulations; and reporting of illegal or unethical behaviour.

### *Other Board Committees*

Sego only has the Audit Committee and Nominating and Corporate Governance Committee. Sego does not have an executive committee of the Board of Directors. For additional information concerning the Audit Committee, please refer to the “Audit Committee” section of this Information Circular.

### *Assessments*

The Board does not have written descriptions of the responsibilities of its officers, relying on traditional business definitions associated with the roles and their responsibilities. Sego is relatively small and direct communication between directors and officers is encouraged. The Board has not taken any additional measures to assess the effectiveness of the Board.

## **STATEMENT OF EXECUTIVE COMPENSATION**

This disclosure is intended to communicate the compensation provided to Sego's President, Chief Executive Officer (the “CEO”) and Secretary, Chief Financial Officer (the “CFO”) and three other most highly compensated officers of Sego (if they individually received more than \$150,000 of total compensation during the most recently completed financial year) during the year ended June 30, 2018 (collectively, the “Named Executive Officers”) and the directors of Sego. For the year ended June 30, 2018, Sego's Named Executive Officers were John Paul Stevenson, President, CEO and Secretary and Brent Petterson, CFO.

### *Compensation Discussion and Analysis*

Sego relies solely on the board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis, and reviews of compensation are conducted on a periodic basis. As Sego is still in the exploration stage as a junior mining company, Sego's compensation program consists primarily of stock options. The Company has not retained any compensation consultants.

The long-term incentive program is intended to align the interests of the Named Executive Officers, directors, consultants and employees with those of Sego's shareholders over the longer term and to provide a retention incentive for each Named Executive Officer. This component of the compensation package consists of grants of options to purchase common shares (“Options”) as permitted under the Stock Option Plan of Sego (the “Stock Option Plan”) and applicable stock exchange rules. Numerous factors and taken into consideration by the Board of Directors in determining grants of Options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

*Summary Compensation*

The following table sets forth a summary of all compensation paid during the years ended June 30, 2018, June 30, 2017 and June 30, 2016 to the Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
John Paul Stevenson, President, CEO, Secretary and director	2018	36,000 <sup>(1)</sup>	18,083	Nil	N/A	N/A	N/A	46,800 <sup>(1)</sup>	100,883
	2017	36,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	N/A	4,200 <sup>(1)</sup>	40,200
	2016	36,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	N/A	Nil	36,000
Brent Petterson, CFO and director	2018	24,000	18,083	Nil	N/A	N/A	N/A	Nil	42,083
	2017	24,000	Nil	Nil	N/A	N/A	N/A	Nil	24,000
	2016	24,000	Nil	Nil	N/A	N/A	N/A	Nil	24,000

- (1) Pursuant to an agreement between Sego and J. Paul Stevenson & Associates (“JPS”), a company owned by J. Paul Stevenson, JPS provides managerial services to Sego for a fee of \$3,000 per month. In addition, JPS provides other administrative and geological services on an as needed basis.

*Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth information in respect of all outstanding share-based awards and option-based awards outstanding by Sego to each of the Named Executive Officers at the end of Sego’s most recently completed financial year ended June 30, 2018.

	Option-based Awards	Share-based Awards
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Name	Number of Securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
	(#)	(\$)	(m/d/y)	(\$)	(#)	(\$)
John Paul Stevenson, CEO <sup>(1)</sup>	498,000	0.15	07/25/18	Nil		
	800,000	0.10	04/16/23	Nil	600,000	Nil
Brent Petterson CFO <sup>(1)</sup>	800,000	0.10	04/16/23	Nil	600,000	Nil

(1) On April 16, 2018, the Company granted and the TSX Venture Exchange approved grants of 800,000 options to each of Brent Petterson and John Paul Stevenson. Each option enables the holder to purchase a common share of the Company at \$0.10 per share for five years from the date of issuance. The terms of the Options are governed by the Company's Stock Option Plan.

*Incentive Plan Awards – value vested or earned during the year*

The following table sets forth for each Named Executive Officer, the value of option-based awards and share-based awards which vested during the year ended June 30, 2018 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2018.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John Paul Stevenson	\$18,083	N/A	N/A
Brent Petterson	\$18,083	N/A	N/A

*Pension Plan Benefits*

*Sego does not have a pension plan or provide any benefits following or in connection with retirement.*

*Termination and Change of Control Benefits*

*Sego does not have any contracts, agreements, plans or arrangements that provide for payment to a NEO at, following or in connection with any termination, resignation, retirement, a change in control of Sego or a change in an NEO's responsibilities.*

*Director Compensation*

The following table sets forth all amounts of compensation provided to each of our directors other than directors who are also Named Executive Officers, for the year ended June 30, 2018.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Shelley Hallock	Nil	12,319	Nil	N/A	N/A	Nil	12,319
James Allan Hilton <sup>(1)</sup>	9,000	18,083	Nil	N/A	N/A	Nil	27,083
Selina Tribe <sup>(1)</sup>	6,200	18,083	Nil	N/A	N/A	Nil	24,283
Gordon K. Willington	Nil	16,953	Nil	N/A	N/A	Nil	16,953
Jean-Pierre Colin <sup>(1)</sup>	30,000	18,083	Nil	N/A	N/A	Nil	48,083
David Speck	Nil	18,083	Nil	N/A	N/A	Nil	18,083

(1) Consulting fees

*Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, all option-based awards and share-based awards outstanding at the end of the year ended June 30, 2018.

Name	Option-based Awards				Share-based Awards	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m/d/y)	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Shelley Hallock <sup>(1)</sup>	103,815	0.15	07/25/18	Nil	Nil	Nil
	545,000	0.10	04/16/23	Nil	408,750	Nil
James Allan Hilton <sup>(1)</sup>	299,610	0.15	07/25/18	Nil	Nil	Nil
	800,000	0.10	04/16/23	Nil	600,000	Nil
Selina Tribe <sup>(1)</sup>	800,000	0.10	04/16/23	Nil	600,000	Nil

Gordon K. Willington <sup>(1)</sup>	400,000	0.15	07/25/18	Nil	Nil	Nil
	750,000	0.10	04/16/23	Nil	562,500	Nil
Jean-Pierre Colin <sup>(1)</sup>	800,000	0.10	04/16/23	Nil	600,000	Nil
David Speck <sup>(1)</sup>	800,000	0.10	04/16/23	Nil	600,000	Nil

(1) On April 16, 2018, the Company granted and the TSX Venture Exchange approved grants of 800,000 options to James Allan Hilton, 545,000 options to Shelley Hallock, 800,000 options to Selina Tribe, 800,000 options to Jean-Pierre Colin, 800,000 options to David Speck, and 750,000 options to Gordon K. Willington. Each option enables the holder to purchase a common share of the Company at \$0.10 per share for five years from the date of issuance. The terms of the Options are governed by the Company’s Stock Option Plan.

*Incentive Plan Awards – value vested or earned during the year*

The following table sets forth for each of SeGo’s directors, other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended June 30, 2018 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2018.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Shelley Hallock <sup>(1)</sup>	12,319	N/A	N/A
James Allan Hilton <sup>(1)</sup>	18,083	N/A	N/A
Selina Tribe <sup>(1)</sup>	18,083	N/A	N/A
Gordon K. Willington <sup>(1)</sup>	16,953	N/A	N/A
Jean-Pierre Colin <sup>(1)</sup>	18,083	N/A	N/A
David Speck <sup>(1)</sup>	18,083	N/A	N/A

(1) On April 16, 2018, the Company granted and the TSX Venture Exchange approved grants of 800,000 options to James Allan Hilton, 545,000 options to Shelley Hallock, 800,000 options to Selina Tribe, 800,000 options to Jean-Pierre Colin, 800,000 options to David Speck, and 750,000 options to Gordon K. Willington. Each option enables the holder to purchase a common share of the Company at \$0.10 per share for five years from the date of issuance. The terms of the Options are governed by the Company’s Stock Option Plan.

SeGo has no plans to compensate its directors for services in their capacity as directors other than through the granting of stock options.

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

The following table sets out, as of the end of the Sego’s financial year ended June 30, 2018, all information required with respect to compensation plans under which equity securities of Sego are authorized for issuance:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	9,876,425	\$0.11	3,078,140
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	<b>9,876,425</b>	<b>\$0.11</b>	<b>3,078,140</b>

As at June 30, 2018, 3,078,140 shares remained available for issuance under Sego’s Stock Option Plan, which provides that the maximum number of shares which may be reserved for issuance under the plan at 12,954,565. Please note that management of the Company elected not to file the amended and revised Stock Option Plan to preserve capital.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the executive officers, directors, employees and former executive officers, directors and employees of Sego or any of its subsidiaries had amounts outstanding in connection with (a) a purchase of securities; and (b) all other indebtedness.

No person who is, or at any time during the most recently completed financial year was, a director or executive officer of Sego, a proposed nominee for election as a director of Sego, or an associate of any of the foregoing individuals, has been indebted to Sego at any time since the commencement of Sego’s last completed financial year.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed herein or in the Financial Statements, no informed person of Sego, any proposed director of Sego, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of its most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Sego or any of its subsidiaries. An “informed person” means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, directly or indirectly, voting shares of a reporting issuer or who exercises control or direction over shares of a reporting issuer, or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of a reporting issuer and could include a reporting issuer if the reporting issuer has purchased, redeemed or otherwise acquired any of its own securities, for so long as it hold any of its securities.

**MANAGEMENT CONTRACTS**

Management functions of Sego are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of Sego and not, to any substantial degree, by any other person with whom Sego has contracted.

## APPOINTMENT OF AUDITORS

The persons named as proxyholders in the form of proxy intend to vote for the continued appointment of Smythe Ratcliffe, Chartered Accountants as Sego’s auditors until the next annual general meeting at a rate of remuneration to be fixed by the Board.

## AUDIT COMMITTEE

### *The Audit Committee Charter*

A copy of Sego’s Audit Committee Charter is attached as Schedule “C” to this Information Circular.

### *Composition of the Audit Committee*

The following directors are members of the Audit Committee:

	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>
John Paul Stevenson	N	Y
Shelley Hallock	Y	Y
Gordon K Willington	Y	Y

Sego is relying on the exemption provided under Section 6.1 of NI 52–110 for venture issuers which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

### *Relevant Education and Experience*

John Paul Stevenson: Mr. Stevenson has 17 years’ experience serving as a member of audit committees of public companies and has 54 years’ experience in the mineral exploration business.

Gordon K. Willington: Retired since 2009; Broker/trader for Northern Securities from 2007 to 2009. Mr. Willington was involved in securities and banking for many years prior to his retirement.

Shelley Hallock: Ms. Hallock has served on the audit committee of the Company since inception and previously served on the audit committee of the publicly traded company Pacific Booker Minerals from 1995 – 2005.

### *Audit Committee Oversight*

At no time since the commencement of Sego’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### *Reliance on Certain Exemptions*

At no time since the commencement of Sego’s most recently completed financial year has Sego relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 enumerates other methods by which an audit committee can satisfy the pre-approval requirements of section 2.3(4) of all non-audit services to be provided to Sego or its subsidiary entities by Sego’s external auditor. Part 8 permits the securities regulatory authority or regulator to grant an exemption from NI 52-110, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

*Pre-Approval Policies and Procedures*

The Audit Committee for Sego has not adopted specific policies and procedures for the engagement of non-audit services.

*External Auditor Service Fees (By Category)*

The aggregate fees billed by Sego's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
2018	\$18,410	NIL	\$2,500	NIL
2017	\$15,840	NIL	\$1,500	NIL

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of Sego's consolidated financial statements and fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services. These services involved the preparation of Canadian Corporation Income Tax Returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

**PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

**Stock Option Plan**

Management is seeking shareholder approval to adopt a new stock option plan (the "2019 Stock Option Plan") for Sego in accordance with, and subject to, the policies of the TSX Venture Exchange (the "Exchange"). Sego's incentive stock option plan (the "Current Plan") was approved by its shareholders at the annual general meeting held on January 9, 2012. Sego wishes to adopt the 2019 Stock Option Plan which will amend the Current Plan to increase the number of share purchase options eligible to be issued, clarify the definition of Discounted Market Price to reflect the Exchange policies, and to further clarify that amendments to the options require disinterested shareholder approval. As a result, shareholders are being asked to approve the 2019 Stock Option Plan. Sego also proposes to increase the number of shares issuable under the Current Stock Option Plan from 12,954,565 (approximately 20% of its issued and outstanding shares as of the date of the annual general meeting held on January 9, 2012 on a post consolidated basis) to the number equal to 20% of Sego's issued and outstanding shares on October 16, 2019,

The purpose of the 2019 Stock Option Plan will remain the same: namely, to encourage ownership of the common shares of Sego by persons ("Eligible Persons") who are directors, senior officers and employees of, as well as consultants and employees of management companies providing services to Sego. These individuals are primarily responsible for the management and profitable growth of Sego's business. It is hoped that the 2019 Stock Option Plan will continue to advance the interests of Sego by providing additional incentive for superior performance by all eligible recipients. Given the competitive environment in which Sego operates its business, the 2019 Stock Option Plan will assist Sego to attract and retain valued directors, senior officers, employees, consultants and management company employees. Under the 2019 Stock Option Plan, which will be subject to both shareholder and regulatory approval, a total equal to 20% of Sego's issued and outstanding shares on October 16, 2019 (which includes all existing stock options) will be allotted and reserved for future issuance.

## Terms of the 2019 Stock Option Plan

The following summary is a brief description of the 2019 Stock Option Plan and is qualified in its entirety by the full text of the 2019 Stock Option Plan:

1. The maximum number of shares that may be issued upon the exercise of stock options granted under the 2019 Stock Option Plan may not exceed the number equal to 20% of Segos issued and outstanding shares on October 16, 2019.
2. Stock options can be issued to persons who are directors, senior officers, employees and consultants of, or employees of management companies providing services to, Segos or any of its subsidiaries.
3. The option price of any common share in respect of which an option may be granted under the 2019 Stock Option Plan shall be fixed by the Board of Directors but shall be not less than the minimum price permitted by the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
4. In the case of options issued to consultants performing investor relations activities, the vesting schedule shall provide for a vesting period of at least 12 months with no more than ¼ of the options vesting in any three-month period.
5. The number of options granted to any one consultant in any 12-month period may not exceed 2% of the issued shares.
6. Upon expiry of an option, or if an option is otherwise terminated for any reason without having been exercised in full, the number of shares in respect of the expired or terminated option shall again be available for the purpose of the 2019 Stock Option Plan.
7. All options granted under the 2019 Stock Option Plan may not have an expiry date exceeding ten years from the date such options are granted.
8. If an optionee ceases to be (other than by reason of death or a change of control or management of Segos) an eligible recipient of options, then the option granted shall expire on the later of the date with is (i) within a reasonable period of time following the date that the optionee ceased to be an eligible recipient of options, such reasonable period to be determined by the Board of Directors, and (ii) 30 days after the date the optionee ceases to be an eligible recipient of options.
9. If an optionee ceases to be an eligible recipient of the options by reason of death, an optionee's heirs or administrators shall have until the earlier of:
  - (a) One year from the death of the option holder; and
  - (b) The expiry date of the options

In which to exercise any portion of vested options outstanding at the time of death of the optionee.

10. If an optionee ceases to be an eligible recipient of options by reason of a change of control or management of Segos all options, subject to regulatory approval, will immediately become vested. Provided the optionee is not providing investor relations activities, any vested option will be exercisable for a period ending on the earlier of (i) 90 days from the date the optionee ceased to be an eligible recipient and (ii) the expiry date of the options.
11. The 2019 Stock Option Plan will be administered by the Board of Directors of Segos who will have the full authority and sole discretion to grant options under the 2019 Stock Option Plan to any eligible recipient, including themselves.
12. The options are not assignable or transferable by an optionee except as permitted under the 2019 Stock Option Plan.
13. Segos shall have the authority to deduct and withhold, or require the Optionee to remit to Segos, the amount of any taxes or other required source deductions which Segos is required by law or regulation of any governmental authority whatsoever to remit in connections with any issuance of shares upon the exercise of options.
14. The Board of Directors may from time to time, and subject to regulatory approval, amend or revise the terms of the 2019 Stock Option Plan.

A copy of the 2019 Stock Option Plan will be available for shareholders to review at the Meeting.

## Disinterested Shareholders Approval of the 2019 Stock Option Plan

The TSX Venture Exchange requires shareholder approval of any stock option plan that, together with all of an issuer's other previously established stock option plans or grants, could result at any time in the number of listed shares reserved for issuance under stock options exceeding 10% of the outstanding listed shares. An issuer is also required to obtain disinterested shareholder approval of stock options if, among other things, a stock option plan, together with all of an issuer's previously established or proposed stock option grants could result at any time in:

1. The number of shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued shares;
2. The grant to insiders within a 12-month period, of a number of options exceeding 10% of the issued shares; or
3. The issuance to any one optionee, within a 12-month period, of a number of shares exceeding 5% of the issued shares.

In such case, a stock option plan must be approved by a majority of the votes cast by all shareholders at a general meeting, excluding votes attaching to shares beneficially owned by (i) insiders to whom options may be issued under the stock option plan; and (ii) associates of insiders to whom options may be issued under the stock option plan. The people who are allowed to vote are referred to as "Disinterested Shareholders". The term insider is defined in the Securities Act (British Columbia) and includes among other persons, directors and senior officers of Sego and its subsidiaries and shareholders owning more than 10% of the voting securities of Sego. The term "associate" includes among other persons, (a) an insider's spouse or child or any relative of the insider or the insider's spouse who has the same residence as that insider; and (b) an issuer of which the insider beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer.

As the 2019 Stock Option Plan, as amended, together with all of Sego's previously established or proposed stock option grants, could result in the circumstances described above, Sego must obtain the approval of its Disinterested Shareholders for the adoption of the 2019 Stock Option Plan. For the purposes of the vote, all of the directors and officers of Sego and their associates will be considered insiders, such that they and their associates may not vote on the matter.

Accordingly, Disinterested Shareholders will be asked to consider and, if thought appropriate, to pass with or without amendment, the Stock Option Plan Resolution set out in Schedule "A" to this Information Circular.

### **ADDITIONAL INFORMATION**

Additional information concerning Sego is available on SEDAR at [www.sedar.com](http://www.sedar.com). Sego will provide a copy of its financial statements and MD&A free of charge to any security holder of Sego upon written request. Financial information concerning Sego is provided in Sego's comparative financial statements and Management's Discussion and Analysis for the financial year ended June 30, 2017 are also available on SEDAR.

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING; HOWEVER, SHOULD ANY OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE FORM OF PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

THIS INFORMATION CIRCULAR HAS BEEN APPROVED BY SEGO'S BOARD OF DIRECTORS.

BY ORDER OF THE BOARD

A handwritten signature in purple ink, appearing to read "John Paul Stevenson", with a long horizontal flourish extending to the right.

John Paul Stevenson  
CEO

## **SCHEDULE "A"**

### **SEGO RESOURCES INC.**

#### **STOCK OPTION PLAN RESOLUTION**

"BE IT RESOLVED that:

1. The Stock Option Plan as set forth in the Information Circular dated September 17, 2019 be ratified, confirmed and approved and that the Board of Directors of Segco be authorized in their absolute discretion to establish and administer the Stock Option Plan in accordance with its terms and conditions:
2. The Board of Directors be authorized on behalf of Segco to make any amendments to the Stock Option Plan as may be required by changes to TSXV policies or as may be required by any regulatory authorities, without further approval of Segco's Shareholders, in order to ensure regulatory approval and adoption of the Stock Option Plan; and
3. Any one director of Segco be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

**SCHEDULE “B”****SEGO RESOURCES INC.****2019 STOCK OPTION INCENTIVE PLAN****1. PURPOSE**

The purpose of this Stock Option Incentive Plan is to provide an incentive to Eligible Persons to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

**2. DEFINITIONS**

In this Plan, the following words have the following meanings:

- a) “Board” means the Board of Directors of the Company;
- b) “Common Shares” means the Common Shares of the Company;
- c) “Company” means Segor Resources Inc.;
- d) “Consultant” has the meaning set out in the policies of the TSX Venture Exchange;
- e) “Effective Date” means the day following the date upon which the Plan has been approved by the last to approve of the shareholders of the Company, the Board, the Exchange and any other regulatory authority having jurisdiction over the Company’s securities;
- f) “Eligible Person” means any director, Executive officer, employee, consultant or management company employee and their permitted assigns (as those terms are defined by the policies of the TSX Venture Exchange and /or National Instrument 45-106 as amended or replaced from time to time of the Company or any affiliate of the Company);
- g) “Exchange” means the TSX Venture Exchange and any other stock exchange or stock quotation system on which the Common Shares trade;
- h) “Fair Market Value” means, as of any date the value of the Common Shares determined as follows:
  - i. If the Common Shares are listed on the TSX Venture Exchange, the Fair Market Value shall be the last closing sales price for such shares as quoted on such Exchange for the market trading day immediately prior to the date of grant of the Option, less any discount permitted by the TSX Venture Exchange;
  - ii. If the Common Shares are listed on an Exchange other than the TSX Venture Exchange, the fair market value shall be the closing sales price of such shares (or the closing bid, if no sales were reported) as quoted on such Exchange for the market trading day immediately prior to the time of determination less any discount permitted by such Exchange; and

- iii. If the Common Shares are not listed on an Exchange, the Fair Market Value shall be determined in good faith by the Board;
- i) “Discounted Market Price” means the market price for the Common Shares less the discounts laid out in the TSX Venture Exchange Corporate Finance Policies as such definitions and policies may be revised from time to time.

### 3. ADMINISTRATION

The Plan shall be administered by the Board, and subject to the rules of the Exchange from time to time and except as provided for herein, the Board shall have full authority to:

- a) determine and designate from time to time those Eligible Persons to whom Options are to be granted and the number of Option Shares to be optioned to each such Eligible Person;
- b) determine the time or times when, and the manner in which, each Option shall be exercisable and the duration of the exercise period;
- c) determine from time to time the Option Price provided such determination is not inconsistent with this Plan; and
- d) interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management.

### 4. OPTIONEES

Optionees must be Eligible Persons who, by the nature of their jobs or their participation in the affairs of the Company, in the opinion of the Board, are in a position to contribute to the success of the Company.

### 5. EFFECTIVENESS AND TERMINATION OF PLAN

The Plan shall be effective as of the Effective Date and shall terminate on the earlier of:

- a) The date which is ten years from the Effective Date; and
- b) Such earlier date as the Board may determine.

Any option outstanding under the Plan at the time of termination of the Plan shall remain in effect in accordance with the terms and conditions of the Plan and the Option Agreement.

### 6. THE OPTION SHARES

The aggregate number of Option Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed in aggregate 21,000,000 Common Shares.

### 7. GRANTS, TERMS AND CONDITIONS OF OPTIONS

Options may be granted by the Board at any time and from time to time prior to the termination of the Plan. Options granted pursuant to the Plan shall be contained in an Option Agreement and, except as hereinafter provided, shall be subject to the following terms and conditions:

a) Option Price

The Option Price shall be determined by the Board, provided that such price shall not be less than the Discounted Market Price of the Option Shares on the date of grant of the Option.

b) Duration and Exercise of Options

Except as otherwise provided elsewhere in this Plan, the Options shall be exercisable for a period, to be determined in each instance by the Board, not exceeding ten years from the Option Date. The Options must be exercised in accordance with this Plan and the Option Agreement.

Except as contemplated in (c) below, no Option may be exercised by an Optionee who was an Eligible Person at the time of grant of such Option unless the Optionee shall have been an Eligible Person continuously since the Option Date. Absence on leave, with the approval of the Company, shall not be considered an interruption of employment for the purpose of the Plan.

c) Termination

All rights to exercise Options shall terminate upon the earliest of:

- i. the expiration date of the Option.
- ii. the end of the period of time permitted for exercise of the Option (such period of time to not be in excess of six months), to be determined by the Board at the time of the grant of an Option, after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause;
- iii. the 30<sup>th</sup> day after the Optionee who is engaged in Investor Relations Activities for the Company ceases to be employed to provide Investor Relations Activities;
- iv. the date on which the Optionee ceases to be an Eligible Person by reason of termination of the Optionee as an employee or consultant of the Company for cause (which in the case of a consultant, includes any breach of an agreement between the Company and the consultant);
- v. the first anniversary of the date on which the Option ceases to be an Eligible Person by reason of termination of the Optionee as an employee or consultant on account of disability; or
- vi. the first anniversary of the date of death of the Optionee.

d) Re-issuance of Option

Options which are cancelled or expire prior to exercise may be re-issued under the Plan without shareholder approval.

e) Transferability of Option

Options are non-transferable and non-assignable.

f) Other Terms and Conditions

The Option Agreement may contain such other provisions as the Board deems appropriate, provided such provisions are not inconsistent with the Plan and the requirements of the TSX Venture Exchange.

In addition, for as long as the Common Shares of the Company are listed on the TSX Venture Exchange, the Company shall comply with the following requirements:

- i. Options to acquire more than 2% of the issued and outstanding Common Shares of the Company may not be granted to any one consultant in any 12-month period;
- ii. Options to acquire more than an aggregate of 2% of the issued and outstanding Common Shares of the Company may not be granted to persons employed to provide Investor Relations Activities in any 12-month period;
- iii. Options issued to Eligible Persons performing Investor Relations Activities must vest in stages over 12 months with no more than one-quarter of the Options vesting in any three-month period;
- iv. Without disinterested shareholder approval, the Company shall not:
  - A. grant Options to any one individual in any 12-month period to acquire more than 5% of the issued and outstanding Common Shares of the Company;
  - B. make any amendment to or reduction in the exercise price of the Option if the Optionee is an insider of the Company at the time of the amendment; and
  - C. grant Options, if a stock option plan, together with all of the Company's previously established and outstanding stock option plans or grants, could result at any time in the number of shares reserved for issuance under stock options granted to Insiders exceeding 10% of the Company's issued shares.

For the purposes of this subsection, the term "insider" has the meaning assigned in the securities legislation applicable to the Company; and
- v. for Options granted to the employees, consultants or management company employees of the Company, the Company will represent that the Optionee is a *bona fide* employee, consultant or management company employee of the Company, as the case may be.

8. ADJUSTMENT OF AND CHANGES IN THE OPTION SHARES

- a) If the Option Shares are at any time to be listed or quoted on any stock exchange or stock quotation system other than the TSX Venture Exchange, to the extent that there are any Options which are outstanding and unexercised at the time of such application for listing, the Option Price, the aggregate number of Option Shares, the exercise

period, and any other relevant terms of such Options, and the Option Agreements in relation thereto, shall be amended in accordance with the requirements of any applicable securities regulation or law or any applicable governmental or regulatory body (including the Exchange). Subject to the requirements of the Exchange, any such amendment shall be effective upon receipt of Board approval of it, and the approval of any of the shareholders of the Company or any of the Optionees is not required to give effect to such amendment.

- b) If the Option Shares, as presently constituted, are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another Company (whether by reason of merger, consolidation, amalgamation, recapitalization, reclassification, split, reverse split, combination of shares, or otherwise) or if the number of such Option Shares are increased through the payment of a stock dividend, then there shall be substituted for or added to each Option Share subject to or which may become subject to an Option under this Plan, the number and kind of shares or other securities into which each outstanding Option Share is so changed, or for which each such Option Share is exchanged, or to which each such Option Share is entitled, as the case may be. Outstanding Options under the Option Agreements shall also be appropriately amended as to price and other terms as may be necessary to reflect the foregoing events. In the event that there is any other change in the number or kind of the outstanding Option Shares or of any shares or other securities into which such Option Shares are changed, or for which they have been exchanged, then, if the Board shall, in its sole discretion, determine that such change equitably requires an adjustment in any Option theretofore granted or which may be granted under the Plan, such adjustment shall be made in accordance with such determination.
- c) Fractional shares resulting from any adjustment in Options pursuant to this Section 8 will be cancelled. Notice of any adjustment shall be given by the Company to each holder of an Option which has been so adjusted and such adjustment (whether or not such notice is given) shall be effective and binding for all purposes of the Plan.

## 9. PAYMENT

Subject as hereinafter provided, the full purchase price for each of the Option Shares shall be paid by certified cheque in favour of the Company upon exercise thereof. An Optionee shall have none of the rights of a shareholder in respect of the Option Shares until the shares are issued to such Optionee.

## 10. SECURITIES LAW REQUIREMENTS

No Option shall be exercisable in whole or in part, nor shall the Company be obligated to issue any Option Shares pursuant to the exercise of any such Option, if such exercise and issuance would, in the opinion of counsel for the Company, constitute a breach of any applicable laws from time to time, or the rules from time to time of the Exchange. Each Option shall be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Option Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body

(including the Exchange), is necessary as a condition of, or in connection with, the issue of the Option Shares hereunder, such Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

#### 11. AMENDMENT OF THE PLAN

- a) The Board may amend, suspend or terminate the Plan or any portion thereof at any time, but an amendment may not be made without shareholder approval if such approval is necessary to comply with any applicable regulatory requirement.
- b) The Board shall have the power in the event of:
  - i. Any disposition of substantially all of the assets of the Company, dissolution or any merger, amalgamation or consolidation of the Company, with or into any other Company, or the merger, amalgamation or consolidation of any other Company with or into the Company; or
  - ii. Any acquisition pursuant to a public tender offer of a majority of the then issued and outstanding Common Shares;

but subject to compliance with the rules of the Exchange, to amend any outstanding Options to permit the exercise of all such Options prior to the effectiveness of any such transaction, and to terminate such Options as of such effectiveness in the case of transactions referred to in subsection i. above, and as of the effectiveness of such tender offer or such later date as the Board may determine in the case of any transaction described in subsection ii. above. If the Board exercises such power, all Options then outstanding and subject to such requirements shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Board prior to the effectiveness of such transaction and such Options shall also be deemed to have terminated as provided above.

#### 12. POWER TO TERMINATE OR AMEND PLAN

Subject to the approval of any stock exchange on which the Company's securities are listed, the Board may terminate, suspend or amend the terms of the Plan; provided, that the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required by the TSX Venture Exchange or other regulatory authority, disinterested shareholder approval (as defined by the TSX Venture Exchange or other applicable regulatory authority), or by the written consent of the disinterested shareholders holding a majority of the securities of the Company entitled to vote;

- a) increase the aggregate number of Common Shares which may be issued under the Plan;
- b) materially modify the requirements as to the legibility for participation in the Plan which would have the potential of broadening or increasing Insider participation;
- c) add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the Plan;

- d) add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the Plan reserve; and
- e) materially increase the benefits accruing to participants under the Plan.

However, the Board may amend the terms of the Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

- f) amendments of a housekeeping nature to the Plan;
- g) a change to the vesting provisions of a security or the Plan;
- h) a change to the termination provisions of a security or the Plan which does not entail an extension beyond the original expiry date; and
- i) any other change required to ensure compliance of the Plan with the policies or requirements of the TSX Venture Exchange or other regulatory authority.

### 13. SHAREHOLDER APPROVAL

This Plan is subject to the approval of the shareholders of the Company.

Schedule "A"  
 SEGO RESOURCES INC.  
 STOCK OPTION PLAN OPTION AGREEMENT

This Option Agreement is entered into between Se-go Resources Inc. (the "Company") and the Optionee named below pursuant to the Se-go Resources Inc. Stock Option Plan (the "Plan"), a copy of which is attached hereto, and confirms that:

1. \_\_\_\_\_ (the "Grant Date");
2. \_\_\_\_\_ (the "Optionee");
3. Was granted the option (the "Option") to purchase \_\_\_\_\_ Common shares (the "Option Shares") of the Company;
4. For the price (the "Option Price") of \$ \_\_\_\_\_ per share;
5. Which shall be exercisable ("Vested") in whole or in the following amounts on or after the following dates:
  - 25% on approval by TSX Venture Exchange;
  - 25% every six months thereafter.
6. Terminating on the \_\_\_\_\_ (the "Expiry Date");

all on the terms and subject to the conditions set out in the Plan. For greater certainty, once Option Shares have become Vested the shares continue to be exercisable until the termination or cancellation thereof s provided in this Option Agreement and the Plan.

By signing this Option Agreement, the Optionee acknowledges that the Optionee has read and understands the Plan and agrees to the terms and conditions of the Plan and this Option Agreement.

IN WITNESS WHEREOF the parties hereto have executed this Option Agreement as of the

\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

OPTIONEE

SEGO RESOURCES INC.

\_\_\_\_\_

\_\_\_\_\_

Authorized signatory

**SCHEDULE “C”****SEGO RESOURCES INC.****AUDIT COMMITTEE CHARTER****MANDATE**

The audit committee (the “Committee”) will assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reporting process, the system of internal control and the audit process.

**COMPOSITION**

The Committee shall be comprised of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term “financially literate” means 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.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate and an independent director as defined in Section 1.4 of National Instrument 52-110 *Audit Committees*.

**MEETINGS**

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours’ advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The external auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company’s annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the external auditor, the Chair shall call a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member may participate in a meeting of the Committee by a communications medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications

medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the external auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the external auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

## RESPONSIBILITIES AND DUTIES

### *Financial Accounting and Reporting Process and Internal Controls*

The Committee is responsible for reviewing the Company's financial accounting and reporting process and system of internal control. The Committee shall:

- (a) Review the annual audited financial statements to satisfy itself that they are presented in accordance with international financial reporting standards ("IFRS") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements.
- (b) With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditor and have meetings with the Company's auditor without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
- (c) Review any internal control reports prepared by management and the evaluation of such report by the external auditor, together with management's response.
- (d) Review the Company's financial statements, management's discussion and analysis and annual and interim profit or loss, and any press releases related thereto before the Company publicly discloses this information.
- (e) Review and satisfy itself 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, other than the public disclosure referred to in paragraph (d) above, and periodically assess the adequacy of those procedures.
- (f) Meet no less frequently than annually with the external auditor and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee or Chief Financial Officer deem appropriate.

- (g) Inquire of management and the external auditor about significant financial risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.
- (h) Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
- (i) Review the post-audit or management letter containing the recommendations of the external auditor and management's response and subsequent follow-up to any identified weaknesses.
- (j) Establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### *Audit*

#### External Auditor

The Committee has primary responsibility for the selection, appointment, dismissal and compensation and oversight of the external auditor, subject to the overall approval of the Board of Directors. In carrying out this duty, the Committee shall:

- (a) Require the external auditor to report directly to the Committee.
- (b) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the external auditor for the ensuing year for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company and the compensation for the external auditor, or, if applicable, the replacement of the external auditor.
- (c) Review, annually, the performance of the external auditor.
- (d) Review and confirm the independence of the external auditor.
- (e) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the external auditor and former independent external auditor of the Company.
- (f) Pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor.

### Audit and Review Process and Results

The Committee is directly responsible for overseeing the work by the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall:

- (a) Review the external auditor's audit plan, including the scope, procedures and timing of the audit.
- (b) Review the results of the annual audit with the external auditor, including matters related to the conduct of the audit.
- (c) Obtain timely reports from the external auditor describing critical accounting policies and practices, alternative treatments of information with IFRS that were discussed with management, their ramifications, and the external auditor's preferred treatment.
- (d) Ensure that all material written communications between the Company and the external auditor are sent to the Committee.
- (e) Review fees paid by the Company to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.
- (f) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

### *Other*

- (a) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
- (b) Report regularly and on a timely basis to the Board of Directors on matters coming before the Committee.
- (c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

### AUTHORITY

The Committee is authorized to:

- (a) to seek any information it requires from any employee of the Company in order to perform its duties;
- (b) to engage, at the Company's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;
- (c) to set and pay the compensation for any advisors engaged by the Committee; and
- (d) to communicate directly with the internal and external auditor of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee