



MOON RIVER CAPITAL LTD.
217 Queen Street West, Suite 401
Toronto, Ontario M5V 0R2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **Moon River Capital Ltd.** (the "**Company**") will be held on **Monday, December 18, 2023**, at the hour of 2:00 p.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial years ended December 31, 2021, and December 31, 2022, and the report of the auditors thereon;
2. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company;
4. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying and approving the Company's amended stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution of disinterested shareholders of the Company ratifying the grant, and authorizing, approving and permitting the exercise of certain outstanding stock options, as more particularly described in the accompanying management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution in the form attached as Exhibit "A" to this notice of Meeting to amend the articles of the Company to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario), as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company (the "**Transfer Agent**"), at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 or by fax at (416) 595-9593 not later than 2:00 p.m. (Eastern time) on Thursday, December 14, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on November 6, 2023, as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedarplus.ca. Shareholders may contact the Transfer Agent at 1-866-600-5869 or tsxtis@tmx.com to obtain more information relating to the Meeting.

DATED this 17th day of November, 2023.

BY ORDER OF THE BOARD

"Paul Parisotto" (signed)

President, Chief Executive Officer and Director

EXHIBIT "A"

SPECIAL RESOLUTIONS OF THE SHAREHOLDERS

OF

MOON RIVER CAPITAL LTD. (THE "COMPANY")

AMENDMENT TO ARTICLES – NAME CHANGE

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Company be amended to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario);
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby, authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."



MOON RIVER CAPITAL LTD.
217 Queen Street West, Suite 401
Toronto, Ontario M5V 0R2

MANAGEMENT INFORMATION CIRCULAR
As at November 17, 2023

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF MOON RIVER CAPITAL LTD. (the "**Company**") of proxies to be used at the annual and special meeting of shareholders of the Company to be held on **Monday, December 18, 2023**, at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 at the hour of 2:00 p.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the enclosed notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Company's proxy solicitation materials (the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, not later than 2:00 p.m. (Eastern time) on December 14, 2023, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	TSX Trust Company Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1
Facsimile:	416-595-9593
By Internet:	www.voteproxyonline.com You will need to provide your 12-digit control number (located on the form of proxy accompanying this Management Information Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the *Business Corporations Act* (Ontario), by electronic signature, to (i) the registered office of the Company, located at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and for the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting.

Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting 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.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and return it in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder.

A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominee's name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of Registered Shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of special shares, issuable in series. As of November 6, 2023 (the "**Record Date**"), there were a total of 11,960,000 Common Shares issued and outstanding and no special shares issued and outstanding. As of the date of this Circular, there are a total of 32,960,000 Common Shares issued and outstanding and no special shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as set forth below:

Name	Number of Common Shares	Percentage
Generation Mining Limited	9,000,000	27.30%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading "*Particulars of Matters to be Acted Upon*" below, and as disclosed elsewhere in this Circular, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the years ended December 31, 2021, and December 31, 2022, and the report of the auditors thereon will be placed before the shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available under the Company's profile at www.sedarplus.ca. Receipt at the Meeting of the auditor's report and the Company's audited annual financial statements will not constitute approval or disapproval of any matters referred to therein.

2. APPOINTMENT OF AUDITOR

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF WASSERMAN RAMSAY, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Wasserman Ramsay, Chartered Professional Accountants were first appointed as the auditors of the Company in August 2019.

3. ELECTION OF DIRECTORS OF THE COMPANY

The Board currently consists of four (4) directors to be elected annually. At the Meeting, it is proposed to elect a Board consisting of five (5) directors. The following table states the names of the persons nominated by management for election as directors, their municipality of residence, any offices with the Company currently held by them, their principal occupations or employment during the past five years, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof. The term of office of each director will be from the date of the meeting at which he or she is elected until the next annual meeting, or until his successor is elected or appointed.

Name, Province or State and Country of Residence	Principal Occupation	Position with the Company	Served as a Director of the Company since	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽¹⁾	Percentage of Common Shares Owned or Controlled ⁽¹⁾
Paul Parisotto Oakville, Ontario	President, Chief Executive Officer and director of the Company ⁽²⁾	President, Chief Executive Officer and director	November 15, 2023	1,040,000	3.15%
Ian McDonald ⁽³⁾⁽⁴⁾ Toronto, Ontario	Chairman and director of the Company	Chairman and director	August 6, 2019	2,944,000	8.93%
Jamie Levy ⁽³⁾ Toronto, Ontario	President and Chief Executive Officer of Generation Mining Limited	Director	August 6, 2019	2,400,000 ⁽⁵⁾	7.28%
Gordon Reid ⁽³⁾⁽⁴⁾ New Braunfels, Texas	Director of the Company ⁽⁶⁾	Director	November 15, 2023	100,000 ⁽⁷⁾	0.30%
Alice Murphy, FCPA, FCA ⁽⁴⁾ Toronto, Ontario	Managing Director of BHT Asset Management ⁽⁸⁾	Nominee Director	Nominee	100,000	0.30%

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually. The number of Common Shares and corresponding percentage is provided as of the date of this Circular. As of the date of this Circular, there were 32,960,000 issued and outstanding Common Shares.
- (2) The principal occupation of Mr. Parisotto, a director who was not previously elected by the shareholders of the Company, during the past five years is as follows: Chairman of Noront Resources Ltd from June 2008 to April 2022, President and CEO, Chantrell Ventures from December 2010 to July 2019, and President & CEO of Coniston Investment Corp. from September 1999 to present.
- (3) Current member of the Audit Committee.
- (4) Proposed member of the Audit Committee.
- (5) 2,000,000 Common Shares held by JB Levy Corp., a corporation beneficially owned and controlled by Mr. Levy.
- (6) The principal occupation of Mr. Reid, a director who was not previously elected by the shareholders of the Company, during the past five years is as follows: Appointed as a Director of the Company on November 15, 2023. Retired from December 31, 2019 to November 15, 2023. Chief operating officer of Centerra Gold Inc. from January 1, 2013, to December 31, 2019.
- (7) 50,000 Common Shares held by Ms. Mona Reid, Mr. Reid's spouse.

- (8) *The principal occupation of Alice Murphy, a nominee director who was not previously elected by the shareholders of the Company, during the past five years is as follows: Managing Director of BHT Asset Management and board chair and audit committee chair of Eve & Co. from April 2019 to April 2020.*

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below with respect to Mr. McDonald, none of the proposed directors, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an "Order") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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.

None of the proposed directors of the Company, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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.

Mr. McDonald was a director of Canada Lithium Corp. ("**Canada Lithium**") when it completed a Plan of Arrangement on January 31, 2014, to acquire Sirocco Mining Inc. ("**Sirocco**"). The final step in the transaction was the amalgamation of Canada Lithium and Sirocco to form RB Energy Inc. ("**RBI**"). In October 2014, RBI commenced proceedings under the Companies' Creditors Arrangement Act ("**CCAA**") and, in November 2014, the TSX delisted RBI's common shares for failure to meet its continued listing requirements. Mr. McDonald was a director of RBI when it sought court protection under the CCAA and was granted such protection by an order of the Québec Superior Court on October 14, 2014. Pursuant to court orders made on May 8, 2015, the CCAA proceedings were terminated.

Personal Bankruptcies

None of the proposed directors of the Company have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

As of the date of this Management Information Circular, no director proposed to be nominated for election at the Meeting has been subject to any:

- (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) other penalties or sanctions imposed by a court or regulatory body that would be likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

4. RATIFICATION AND APPROVAL OF AMENDED STOCK OPTION PLAN

On November 24, 2021, the TSX Venture Exchange (the “TSXV”) revised its policy (the “**Revised Policy**”) on security-based compensation, including stock option plans. On October 31, 2023, the Board adopted an amended stock option plan (the “**Plan**”) of the Company to comply with the requirements of the Revised Policy.

The purpose of the Plan is to encourage Common Share ownership by directors, officers, employees and consultants of the Company.

The Plan is a “rolling” plan as the number of Common Shares reserved for issuance pursuant to the grant of Options will increase as the Company’s issued and outstanding share capital increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for grant for the purpose of the Plan. The principal features of the Plan are described in more detail below in the section entitled “*Statement of Executive Compensation – Stock Option Plan and other Incentive Plans*”.

Under the Revised Policy, the Company must obtain shareholder approval of the Plan at the Meeting. In addition, because the Plan is a “rolling” 10% plan under the Revised Policy, the Company’s shareholders must approve the Plan at each subsequent annual meeting of the shareholders. Accordingly, shareholders will be asked to approve the following resolution: Should the Company fail to obtain shareholder approval of the Plan, the Plan, and any Options granted thereunder will be terminated.

"BE IT RESOLVED THAT:

1. the amended stock option plan of the Company as described in the management information circular dated November 17, 2023, be and it is hereby ratified and approved;
2. the Company be and is hereby authorized to grant stock options in the aggregate for up to 10% of the common shares of the Company outstanding from time to time pursuant and subject to the terms and conditions of the stock option plan; and
3. any one director or officer of the Company be and is hereby authorized and directed to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in his or her opinion may be necessary or desirable in connection with the foregoing."

In accordance with the policies of the TSXV, the Plan must be approved by a majority of votes cast at the Meeting on the resolution.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE RATIFICATION AND APPROVAL OF THE AMENDMENTS TO THE PLAN. PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

5. APPROVE GRANT AND EXERCISE OF OUTSTANDING STOCK OPTIONS

At the Meeting, shareholders of the Company will be asked to consider, and if deemed advisable, to pass, with or without variation, a resolution of disinterested shareholders of the Company (the “**Options Resolution**”) ratifying the grant, and authorizing, approving and permitting the exercise of 2,820,000 Options issued under the amended Plan concurrently with the closing of the Qualifying Transaction (as defined in *Statement of Executive Compensation* below) on November 15, 2023 to certain officers, directors and consultants of the Company.

A total of 2,350,000 Options were issued to certain officers and directors and a total of 470,000 Options to arm’s length consultants of the Company.

Each such Option is exercisable for one (1) Common Share at an exercise price of \$0.25 per Common Share for a period of ten (10) years until November 15, 2033. The Options vest as follows: 1/3 on the date of grant; and (ii) 1/3 on each of the subsequent two anniversaries following the date of grant.

Pursuant to Section 5.2(h) of the Revised Policy, the Company may grant Options under the amended Plan prior to obtaining the requisite shareholder approval provided that the Company also obtains specific shareholder approval for such grants and no such Options are exercised prior to the meeting of shareholders to approve the grants. Therefore, in order to complete the issuance of the above-noted Options to the officers, directors and consultants, such Options were issued with a restriction on exercise until shareholder approval for the grant and exercise thereof is obtained.

Disinterested shareholders of the Company will therefore be asked at the Meeting to consider the following resolution relating to the ratification of the grant of, and the approval to exercise, the 2,820,000 Options. The aggregate number of shares held by the recipients of the Options as of the Record Date and therefore excluded from voting for the purposes of the approval of the Option Resolution is 4,200,000. All 2,820,000 Options will be terminated if the required shareholder approval is not obtained.

The Board recommends that shareholders vote in favour of the Options Resolution to approve the grant and exercise of the Options as set out above.

“BE IT RESOLVED THAT:

1. the grant of 2,820,000 stock options, as more fully described in the Company’s management information circular dated November 17, 2023, to certain officers, directors and consultants of the Company on November 15, 2023, is hereby authorized, ratified and approved;
2. the exercise of the above-noted stock options by the holders thereof, and upon the terms and conditions of such stock options, is hereby authorized and approved; and
3. any director or officer of the Company be, and each of them is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute all such documents, agreements and instruments as are necessary or advisable to give effect to the foregoing resolution, and to perform or cause to be performed all such other acts and things as in such person’s opinion may be necessary or advisable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such acts or things, including compliance with all Canadian securities laws and regulations.”

6. AMENDMENT TO ARTICLES OF INCORPORATION – NAME CHANGE

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the text of which is attached as Exhibit “A” to the Notice of Meeting (the “**Name Change Resolution**”), which would authorize the Company to amend the articles of incorporation to change its name to such name as the Board, in its sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporation Act* (Ontario) (the “**Name Change**”).

The Company believes that the Name Change is in the best interests of the Company in order to reflect contemplated changes in the business activities of the Company pursuant to its Qualifying Transaction (as defined below).

In order to pass the Name Change Resolution, at least two-thirds of the votes cast by the shareholders present at the Meeting in person or by proxy must be voted in favour of the Name Change Resolution. If the Name Change Resolution does not receive the requisite shareholder approval, the Company will continue under its present name.

The Board recommends that shareholders vote in favour of the Name Change Resolution to approve the Name Change as set out above.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE NAME CHANGE RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of (a) the Chief Executive Officer, (b) the Chief Financial Officer, (c) the most highly compensated executive officer of the Company as at the end of the most recently completed financial year of the Company whose total compensation was more than \$150,000, and (d) each individual who would fit the description under paragraph (c) above but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year (collectively the "**Named Executive Officers**") and for the directors of the Company.

During the financial year of the Company ended December 31, 2022, the Company had one Named Executive Officer: Jamie Levy, former Chief Executive Officer, Chief Financial Officer and Treasurer of the Company.

Compensation Discussion and Analysis

As a capital pool company, the Company was prohibited from payments of any kind, directly or indirectly, to its Named Executive Officers or directors until the completion of a qualifying transaction unless otherwise permitted by TSXV's Policy 2.4 – *Capital Pool Companies*. Accordingly, the Company did not provide any cash or incentive compensation to the Named Executive Officers during the financial year of the Company ended December 31, 2022.

The Company completed its qualifying transaction on November 15, 2023 (the "**Qualifying Transaction**").

The following discussion provides information about the Company's philosophy, objectives and processes regarding compensation for the Company's executive officers. Compensation for the Named Executive Officers is determined by the Board. The Company's executive compensation is predominantly based on prevailing industry compensation practices for companies of similar size and scope operating in the same industry and the Company's performance in achieving certain goals.

It is the responsibility of the Board as a whole, to make decisions regarding executive compensation matters. The Company's compensation program supports its commitment to delivering strong performance for the Company's Shareholders. The Company's overall objective of its compensation philosophy is the attraction, motivation and retention of quality, experienced people to achieve the Company's strategic objectives and to align the interests of its executive officers and employees with the long-term interest of the Company's Shareholders.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years of the Company to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jamie Levy ⁽¹⁾ Director and former Chief Executive Officer, Chief Financial Officer and Treasurer	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Kerry Knoll ⁽²⁾ Former Director and Secretary	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Ian McDonald ⁽³⁾ Director and Chairman	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

- (1) Mr. Levy resigned as Chief Executive Officer, Chief Financial Officer and Treasurer of the Company on September 13, 2023. Mr. McDonald was appointed in his stead.
- (2) Mr. Knoll resigned as Secretary of the Company on September 13, 2023. Mr. McDonald was appointed in his stead. Mr. Knoll further resigned as a director of the Company on November 15, 2023.
- (3) Mr. McDonald was appointed as Interim Chief Executive Officer, Interim Chief Financial Officer, Interim Secretary and Interim Treasurer on September 13, 2023. He resigned from those positions on November 15, 2023, and was appointed Chairman.

Following completion of the Qualifying Transaction, the directors of the Company will determine if, and to what extent, compensation will be paid to directors for services rendered to the Company in their capacity as directors. It is anticipated that non-management directors will be reimbursed for transportation and other out-of-pocket expenses incurred for attendance at Board meetings and in connection with discharging their director functions. It is currently anticipated that any additional incentives paid to directors will be in the form of monthly director fees or through security-based compensation. In addition, the Company entered into consulting agreements with certain members of management. Please refer to *Employment, Consulting and Management Agreements* below for more details.

Stock Options and Other Compensation Securities

The Company did not grant or issue any compensation securities to the Named Executive Officers or directors of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company. None of the Named Executive Officers or directors of the Company exercised any compensation securities during the most recently completed financial year of the Company. As at December 31, 2022, the Named Executive Officers and directors of the Company who had such positions with the Company at such date held compensation securities as set out in the table below:

COMPENSATION SECURITIES							
Name and position ⁽¹⁾	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on the date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Jamie Levy Director and former Chief Executive Officer, Chief Financial Officer and Treasurer	Options	100,000 exercisable for 100,000 Common Shares representing 0.86% of the outstanding number of Common Shares	March 20, 2020	\$0.10	\$0.15	\$0.235	March 20, 2025
Kerry Knoll Former Director and Secretary	Options	100,000 exercisable for 100,000 Common Shares representing 0.86% of the outstanding number of Common Shares	March 20, 2020	\$0.10	\$0.15	\$0.235	March 20, 2025
Ian McDonald Director and Chairman	Options	100,000 exercisable for 100,000 Common Shares representing 0.86% of the outstanding number of Common Shares	March 20, 2020	\$0.10	\$0.15	\$0.235	March 20, 2025

Notes:

- (1) See notes in the "Table of Compensation Excluding Compensation Securities" above with respect to the positions of Messrs. Levy, Knoll and McDonald.
- (2) As of December 31, 2022, there were 11,660,000 Common Shares issued and outstanding.

Subsequent to the financial year of the Company ended December 31, 2022, the following compensation securities were granted and issued to the Named Executive Officers and directors of the Company:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on the date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Paul Parisotto ⁽¹⁾ President, Chief Executive Officer and Director	Options ⁽¹⁾	800,000 exercisable for 800,000 Common Shares representing 2.42% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033
Ian McDonald Director and Chairman	Options ⁽¹⁾	600,000 exercisable for 600,000 Common Shares representing 1.82% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033
Jamie Levy Director	Options ⁽¹⁾	250,000 exercisable for 250,000 Common Shares representing 0.75% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033
Gordon Reid Director	Options ⁽¹⁾	250,000 exercisable for 250,000 Common Shares representing 0.75% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on the date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Tong Yin Chief Financial Officer	Options ⁽¹⁾	225,000 exercisable for 225,000 Common Shares representing 0.68% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033
Alice Murphy Director Nominee	Options ⁽¹⁾	250,000 exercisable for 250,000 Common Shares representing 0.75% of the outstanding number of Common Shares	November 15, 2023	\$0.25	\$0.255 ⁽²⁾	Not applicable.	November 15, 2033

Notes:

- (1) The Options shall vest according to the following schedule: 1/3 on the date of grant and 1/3 on each of the two anniversaries following the date of grant. Please see "Approve Grant and Exercise of Outstanding Stock Options" above for details on the restrictions to exercise the Options.
- (2) At the time of grant, the Common Shares were halted from trading in connection with the Company's Qualifying Transaction.

Subsequent to the financial year of the Company ended December 31, 2022, the following compensation securities were exercised by Named Executive Officers and directors of the Company:

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NAMED EXECUTIVE OFFICERS							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Jamie Levy Director and former Chief Executive Officer, Chief Financial Officer and Treasurer	Options	100,000 Common Shares	\$0.10	October 24, 2023	\$0.255 ⁽¹⁾	\$0.155	\$10,000
Kerry Knoll Former Director and Secretary	Options	100,000 Common Shares	\$0.10	October 24, 2023	\$0.255 ⁽¹⁾	\$0.155	\$10,000
Ian McDonald Director and Chairman	Options	100,000 Common Shares	\$0.10	October 24, 2023	\$0.255 ⁽¹⁾	\$0.155	\$10,000

Notes:

- (1) At the time of exercise, the Common Shares were halted from trading in connection with the Company's Qualifying Transaction.

Stock Option Plan

On November 24, 2021, the TSXV adopted the Revised Policy governing security-based compensation. The changes to the Revised Policy generally relate to the expansion of the policy to cover a number of types of security-based compensation in addition to Options. In order to comply with the Revised Policy, the Board is recommending that certain amendments be made to the Plan.

Currently, the only type of security-based compensation that has been granted by the Company and that remain outstanding is Options, of which there are 2,820,000 issued and outstanding, the exercise of which is subject to approval and ratification of the Plan by the shareholders of the Company.

The purpose of the Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares. The Plan is administered by the Board, which has full and final authority with respect to the granting of all Options thereunder.

The Plan provides that the aggregate number of securities reserved for issuance under the Plan, combined with any other compensation securities of the Company will not exceed 10% of the number of Common Shares issued and outstanding from time to time. Options may be granted under the Plan to a person who is a bona fide director, officer, employee, management company employee, consultant or consultant company of the Company and its affiliates (“**Service Provider**”), as the Board may from time to time designate. The exercise price of each Option shall be determined by the Board in its sole discretion, at the time such Option is allocated under the Plan, and cannot be less than the Discounted Market Price (as defined in the policies of the TSXV). All Options granted under the Plan will expire no later than the date that is ten (10) years from the date that such Options are granted.

The Plan provides for the following restrictions: (a) no Service Provider of the Company may be granted an Option if that Option would result in the total number of Options granted to the participant in the previous 12 months, exceeding 5% of the issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval in accordance with Exchange policies; (b) the aggregate number of Options granted to Service Providers of the Company conducting Investor Relations Activities (as defined in the policies of the Exchange) in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant; and (c) the aggregate number of Options granted to any one consultant in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant, without prior consent of the TSXV.

If a holder of Options (the “**Optionee**”) ceases to be a director or officer of the Company or ceases to be employed by the Company (other than by reason of death), or ceases to be a consultant of the Company as the case may be, Options may be exercised after the Optionee has left his/her employment/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows: (a) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one (1) year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option; (b) an Option granted to any Service Provider will expire ninety (90) days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date of termination, and only to the extent that such Option was vested at the date of termination; and (c) in the case of an Optionee being dismissed from employment or service for cause, such Optionee’s Options, whether or not vested at the date of dismissal, will immediately terminate on the date of termination without right to exercise same.

Vesting of Options shall be at the discretion of the Board and, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Vesting of Options will generally be subject to: (a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or (b) the Service Provider remaining as a director of the Company or any of its Affiliates during the vesting period.

Options granted to any Service Provider conducting Investor Relations Activities will vest such that: (a) no more than 25% of the Options vest no sooner than three months after the Options were granted; (b) no more than another 25% of Options vest no sooner than six months after the Options were granted; (c) no more than 25% of Options vest no sooner than nine months after the Options were granted; and (d) the remainder of the Options vest no sooner than 12 months after the Options were granted.

Optionees may elect to exercise an Option, in whole or in part, on a “cashless exercise” (“**Cashless Exercise**”) basis or a “net exercise” (“**Net Exercise**”) basis. In connection with a Cashless Exercise of Options, a brokerage firm will loan money to an Optionee to purchase Common Shares underlying the Options, and will sell a sufficient number of Common Shares to cover the exercise price of the Options in order to repay the loan made to the Optionee and the Optionee retains the balance of the Common Shares. In connection with a Net Exercise of Options, an Optionee would receive such number of Common Shares equal in value to the difference between the Option price and the fair market value of the Common Shares on the date of exercise, computed in accordance with the terms of the Plan.

The foregoing information is intended to be a brief description of the Plan and is qualified in its entirety by the full text of the Plan. The Company has no equity compensation plans other than the Plan.

Employment, Consulting and Management Agreements

There were no employment, consulting or management agreements in place with any of the Named Executive Officers or the directors of the Company under which compensation was provided during the most recently completed financial year of the Company ended December 31, 2022.

Subsequent to the financial year of the company ended December 31, 2022, and following the completion of the Qualifying Transaction, the Company entered into the following consulting agreements with the Named Executive Officers of the Company:

Paul Parisotto – *President, Chief Executive Officer and Director*: In consideration for his services as an officer of the Company, Mr. Parisotto will receive a consulting fee in the aggregate amount of \$144,000 yearly for the first 12 months following his appointment and \$96,000 annually thereafter. The consulting agreement with Mr. Parisotto will be for an indefinite term, and may be terminated by the Company on one year’s notice or by Mr. Parisotto on three month’s notice.

Tong Yin – *Chief Financial Officer*: In consideration for her services as an officer of the Company, Ms. Yin will receive a consulting fee in the aggregate amount of \$66,000 yearly. The consulting agreement with Ms. Yin will be for an indefinite term, and may be terminated by the Company on one year’s notice or by Ms. Yin on three month’s notice.

Ian McDonald – *Director and Executive Chairman*: Following the Meeting, it is expected that Mr. McDonald will be appointed as Executive Chairman of the Company. The Company may enter into a consulting agreement with Mr. McDonald in connection with his role as Executive Chairman.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Compensation paid to the officers and directors of the Company is determined by the Board. Compensation paid by the Company to the executive officers is based on, and consistent with, the recommendations of the Board. In addition, the Board recommends the compensation, if any, to be paid to directors for services rendered in that capacity. Directors are entitled to participate in the Plan of the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

The Company believes in linking an individual’s compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company’s executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company’s executive compensation program:

- (a) base fee;
- (b) bonuses and other incentives; and
- (c) long-term incentive in the form of Options.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers within the constraints of the agreements described under "*Employment, Consulting and Management Agreements*" above. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on an assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company, at its discretion, may award annual bonuses in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officer's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to the needs of the Company that arise on a day-to-day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than Options granted from time to time by the Board under the provisions of the Plan.

Pension Disclosure

There are no pension or retirement plans in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company has not provided compensation, monetary or otherwise during the preceding fiscal year to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Other than as described herein, the Company is not a party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company's shareholders and all equity plans not approved by the Company's Shareholders as at the end of the period ended December 31, 2022:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options (#)	Weighted Average Exercise Price of Outstanding Options (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#) ⁽²⁾
Equity compensation plans approved by securityholders	300,000 ⁽¹⁾	0.10	866,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	300,000	0.10	866,000

Notes:

- (1) 300,000 Options were exercised on October 24, 2023 subsequent to the financial year of the Company ended December 31, 2022.
- (2) As of December 31, 2022, there were 11,660,000 Common Shares issued and outstanding.

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company's shareholders and all equity plans not approved by the Company's Shareholders as at the date of this Circular:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options (#)	Weighted Average Exercise Price of Outstanding Options (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#) ⁽¹⁾
Equity compensation plans approved by securityholders	2,820,000	0.25	476,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	2,820,000	0.25	476,000

Notes:

- (1) As of the date of this Circular, there were 32,960,000 Common Shares issued and outstanding.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year-end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines.

In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Company's approach to governance and outlines the procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board is currently composed of four (4) directors. Following the Meeting, it is expected that the Board will be composed of five (5) directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination.

National Instrument 52-110 ("**NI 52-110**") provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer.

Of the proposed nominees, Paul Parisotto, President and Chief Executive Officer and Jamie Levy, former Chief Executive Officer, Chief Financial Officer and Treasurer of the Company are considered not "independent". Each of Gordon Reid, Ian McDonald and Alice Murphy are considered by the Board to be "independent", within the meaning of NI 52-110. Following the Meeting, it is expected that Mr. McDonald will be appointed as Executive Chairman of the Company, and thus will no longer be independent in accordance with NI 52-110. In assessing Form 58-101F1 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

The mandate of the Board is to act in the best interests of the Company and to supervise management. The Board will be responsible for approving long-term strategic plans and annual operating budgets recommended by management. The Boards' consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The Board meets on a regular basis consistent with the state of the Company's affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
Jamie Levy	Montero Mining and Exploration Ltd., Northway Resources Corp., Generation Mining Limited, Kenorland Minerals Ltd. and Conquest Resources Limited
Gordon Reid	Green Light Metals Inc.

Orientation and Continuing Education

When new directors are appointed, they will receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by the applicable corporate legislation on an 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 Board considers its size when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board will determine the compensation for the directors and Named Executive Officers of the Company. A summary of the compensation received by the Named Executive Officers and directors of the Company for the fiscal years ended December 31, 2020, and December 31, 2021, is provided in this Circular under the heading: "Statement of Executive Compensation". Other than the Audit Committee described in this Circular under the heading "Audit Committee", the Board has no other committees.

Other Board Committees

The Board has established an Audit Committee. Following the Meeting, it is expected that the Company will establish a Compensation, Corporate Governance and Nomination Committee (the "CCGN Committee") and an Environmental, Social and Governance Committee (the "ESG Committee").

Audit Committee

The operation of the Audit Committee is described in the section entitled “*Audit Committee Information Required in The Information Circular of a Venture Issuer*” in this Management Information Circular.

Compensation, Corporate Governance and Nomination Committee

The members of the CCGN Committee will be appointed by the Board to assist in fulfilling its corporate governance responsibilities under applicable laws, to promote a culture of integrity throughout the Company, to assist the Board in the nomination of members of the Board, and setting director and senior executive compensation, and to develop and submit to the Board recommendations with respect to other employee benefits as the CCGN Committee sees fit. In the performance of its duties, the CCGN Committee will be guided by the following principles:

- a) establishing sound corporate governance practices that are in the interests of shareholders and that contribute to effective and efficient decision-making;
- b) ensuring the sufficiency of the skill sets and competency of the Board as a whole;
- c) offering competitive compensation to attract, retain and motivate the very best qualified executives in order for the Corporation to meet its goals; and
- d) acting in the interests of the Corporation and its shareholders by being fiscally responsible.

Environmental, Social, and Governance Committee

The ESG Committee will be established for the purpose of assisting the Board in fulfilling its oversight responsibilities with respect to the Company’s social responsibility and sustainability management. Consistent with this function, the ESG Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures, and practices at all levels. The ESG Committee’s primary roles and responsibilities will be to:

- a) serve as an independent and objective party to monitor the integrity and quality of the Company’s environmental, social and governance strategy;
- b) ensure that the Company’s environmental, social and governance strategy is integrated into its business plan, corporate values and objectives and serves to foster a culture of responsibility and transparency;
- c) review and approve the Corporation’s sustainability reporting; and
- d) review and approve the qualifications, independence, engagement, compensation and performance of any external party chosen to provide assurance on the Corporation’s sustainability reporting.

Assessments

The Board monitors but does not formally assess the effectiveness and contribution of the Board, the Audit Committee and individual Board members. To date, the Board has satisfied itself, through informal discussions that the Board, the Audit Committee and individual Board members are performing effectively.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE CIRCULAR OF A VENTURE ISSUER

NI 52-110 requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Schedule "A".

Composition of the Audit Committee

The Audit Committee members are currently Ian McDonald, Jamie Levy and Gordon Reid, each of whom is a director and financially literate. Gordon Reid and Ian McDonald are independent in accordance with NI 52-110. Jamie Levy is not independent by virtue of his former management position with the Company. Following the Meeting, it is expected that the Audit Committee members will be Alice Murphy (Chair), Gordon Reid and Ian McDonald. Following the Meeting, it is also expected that Mr. McDonald will be appointed as Executive Chairman of the company, and thus will no longer be independent in accordance with NI 52-110.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

Ian McDonald, Chairman and Director

Mr. McDonald was most recently President and CEO of Stonegate Agricom Ltd. from August 2008 to July 2017, which was developing a phosphate project in Idaho when it was acquired by Itafos, a publicly traded (TSXV: IFOS) vertically integrated phosphate fertilizers and specialty products company. Over his career, he has co-founded several mining companies, including Wheaton River Minerals Ltd. (merged with Goldcorp Inc.), Blue Pearl Mining Ltd. (later Thompson Creek Metals Company Inc., which was acquired by Centerra Gold Inc.) and Glencairn Gold Corp. (acquired by B2Gold Corp.). Mr. McDonald holds a diploma from Ryerson Polytechnical Institute.

Jamie Levy, Director

Mr. Levy is President and CEO of Generation which is developing a palladium deposit in northern Ontario. Previous to that he was President and CEO of Pine Point (formerly Darnley Bay Resources Limited) from January 2013 to February 2018, which was developing a zinc project in the Northwest Territories before it was acquired by Osisko Metals Incorporated in February 2018. Previous to that, he was vice-president of Pinetree Capital Ltd., an investment and merchant banking firm focused on the technology sector. Mr. Levy holds a bachelor's degree from Concordia University.

Gordon Reid, Director

Mr. Reid is a seasoned mining executive with decades of development and operations experience. During his career, Mr. Reid has been involved in mining projects at all phases of project life from exploration through to mine closure. In the 15 years prior to his retirement, Mr. Reid was at Centerra Gold Inc. where he was employed in various positions, including VP of Business Development, President of Kumtor Operating Company, and, from January 1, 2013, through December 31, 2019, Chief Operating Officer of Centerra Gold Inc. He graduated from Michigan Technological University in 1981 with a BS in Mining Engineering degree and obtained an MBA (accounting/finance) in 1994 at the University of Manitoba.

Alice Murphy, Director (proposed member of the Audit Committee)

Ms Murphy, FCPA, FCA, is a senior finance, governance and mining professional. Ms. Murphy was the Chief Financial Officer, Financial Advisory Services, of PricewaterhouseCoopers for 6 years ending 2003, Chief Financial Officer of Harry Winston from 2003 to 2008 and Chief Financial Officer of Wahta Mohawks from 2014 to 2016. Ms. Murphy was elected Mayor of the Township of Muskoka Lakes and served the community from 2010 to 2014. Ms. Murphy holds a bachelor's degree from the University of Toronto and in 2016 was recognized as a Fellow of the Institute of Chartered Professional Accountants.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of (i) the Company; (ii) an affiliate of the Company if an Audit Committee member becomes a control person of the Company; or (iii) an affiliate of the Company for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

As the Company is listed on the TSXV, it is a “venture issuer” and may avail itself of exemptions from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110, which require the independence of each member of an audit committee, subject to limited exceptions and the disclosure of audit committee information in an annual information form, respectively. It is expected that the Company will rely on the exemption in Part 3 because not all the members of its Audit Committee will be independent, and it is expected that it also will rely on the exemption in Part 5 because, as a venture issuer, it is not required to file an annual information form.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

Audit Fees

The following table provides details in respect of audit and tax fees billed by the external auditor of the Company for professional services rendered to the Company during the years ended December 31, 2022, and 2021:

Year	<u>Audit Fees⁽¹⁾</u> (\$)	<u>Audit Related Fees⁽²⁾</u> (\$)	<u>Tax Fees⁽³⁾</u> (\$)	<u>All Other Fees⁽⁴⁾</u> (\$)
Year ended December 31, 2021	7,500	nil	nil	nil
Year ended December 31, 2022	7,000	Nil	900	1,100

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include aggregate 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, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include fees for services that are traditionally performed by the auditor. These audit-related services include aggregate fees for employee benefit audits, due diligence assistance, accounting consultations on the Transaction, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes aggregate fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services, in the aggregate.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Securityholders may contact the Company in order to request copies of (i) this Management Information Circular; and (ii) the Company’s consolidated financial statements and the related management’s discussion and analysis (the “MD&A”) which will be sent to the shareholder without charge upon request. Financial information is provided in the Company’s consolidated financial statements and MD&A for its financial years ended December 31, 2022, and 2021.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Toronto, Ontario, this 17th day of November, 2023.

BY ORDER OF THE BOARD

"Paul Parisotto" (signed)

President, Chief Executive Officer and Director

SCHEDULE "A"

MOON RIVER CAPITAL LTD.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

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

2. MEMBERSHIP AND ORGANIZATION

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

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

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

2.4 Independence - Subject to paragraph 2.6, each member of the Audit Committee shall be an "independent" (as such term is used in National Instrument 52-110 - Audit Committees ("**NI 52-110**").

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

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

3. MEETINGS

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

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

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

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

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

4. FUNCTIONS AND RESPONSIBILITIES

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

4.1 Financial Reports

- (a) **General** - The Audit Committee is responsible for reviewing the integrity of the Company's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The external auditors are responsible for auditing the Company's annual consolidated financial statements and, if requested by the Company, for reviewing the Company's unaudited interim financial statements.
- (b) **Review of Annual Financial Reports** - The Audit Committee shall review the annual consolidated audited financial statements of the Company, the external auditors' report thereon and the related management's discussion and analysis of the Company's financial condition and results of operation to determine whether they present fairly, in all material respects in accordance with Canadian generally accepted accounting principles, or any other generally accepted accounting principles in which the financial statements of the Company are prepared from time to time, the financial condition, results of operations and cash flows of the Company. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.
- (c) **Review of Interim Financial Reports** - The Audit Committee shall review the interim consolidated financial statements of the Company, the external auditors review report thereon, if applicable, and the related MD&A to determine whether they present fairly, in all material respects in accordance with IFRS, the financial condition, results of operations and cash flows of the Company. After completing its review, if advisable, the Audit Committee shall, if so authorized by the Board, approve the interim financial statements and the related MD&A, or if not authorized by the Board, then approve and recommend for Board approval.
- (d) **Review Considerations** - In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee shall:

- (i) meet with management and the external auditors to discuss the financial statements and MD&A;
- (ii) review the disclosures in the financial statements;
- (iii) review the audit report or review report prepared by the external auditors;
- (iv) discuss with management, the external auditors and legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;
- (v) review critical accounting and other significant estimates and judgments underlying the financial statements as presented by management;
- (vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management;
- (vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;
- (viii) review management's report on the effectiveness of internal controls over financial reporting;
- (ix) review results of the Company's whistleblowing program; and
- (x) review any other matters, related to the financial statements, that are brought forward by the external auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or applicable law.

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

4.3 External Auditors

- (a) **General** -The Audit Committee shall be responsible for oversight of the work of the external auditors in auditing and reviewing the Company's financial statements and internal controls over financial reporting.
- (b) **Appointment and Compensation** - The Audit Committee shall review and, if advisable, select and recommend (i) for shareholder approval, the appointment of the external auditors and (ii) for shareholder or Board approval, as applicable, the compensation of the external auditors.
- (c) **Annual Review Report** - At least annually, the Audit Committee shall obtain and review a report by the external auditors describing: (i) their internal quality-control procedures and (ii) any material issues raised by their most recent internal quality-control review, peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors and any steps taken to deal with any of these issues.
- (d) **Audit Plan** - At least annually, the Audit Committee shall review a summary of the external auditors' annual audit plan. The Audit Committee shall consider and review with the external auditors any material changes to the scope of the plan.
- (e) **Quarterly Review Report** - If the external auditors review the Company's unaudited interim financial statements, then the Audit Committee shall review a quarterly review report prepared by the external auditors in respect of each of the interim financial statements of the Company.

- (f) **Independence of External Auditors** - At least annually, and before the external auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the external auditors a formal written statement describing all relationships between the external auditors and the Company, discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the external auditors, and obtain written confirmation from the external auditors that they are objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which it belongs.
- (g) **Evaluation and Rotation of Lead Partner** - At least annually, the Audit Committee shall review the qualifications and performance of the lead partners of the external auditors. The Audit Committee shall obtain a report from the external auditors annually verifying that the lead partner of the external auditors has served in that capacity for no more than five fiscal years of the Company and that the engagement team collectively possesses the experience and competence to perform an appropriate audit.
- (h) **Pre-Approval of Non-Audit Services** - The Audit Committee shall pre-approve any retainer of the external auditors for any non-audit service to the Company in accordance with applicable law and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.
- (i) **Hiring Practices** - The Audit Committee shall review and approve guidelines regarding the hiring of employees or former employees of the external auditors.

4.4 Internal Controls

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

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

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

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

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

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

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

5. REPORTING TO THE BOARD

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

