REGENCY SILVER

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of **Regency Silver Corp.** (the "Company") will be held at Suite 1100 – 570 Granville Street, Vancouver, BC and also via video conference on **Thursday, June 8, 2023** at 10:00 am (PST) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended December 31, 2022 together with the report of the auditor thereon;
2. to re-appoint Manning Elliott LLP as auditors for the ensuing year;
3. to fix the number of directors of the Company for the ensuing year at four (4);
4. to elect Bruce Bragagnolo, Gijsbert Groenewegen, Michael Thomson and Michael Tucker as directors of the Company for the ensuing year;
5. to approve by ordinary resolution, the Company's stock option plan, (the "Option Plan") as more fully set out under the heading the "Stock Option Plan" in the attached Information Circular; and
6. to approve the transaction of such other business as may properly come before the Meeting.

Registered shareholders and validly appointed proxyholders may attend the Meeting using the below web link:

Link: https://us06web.zoom.us/j/85625070808?pwd=dzhCL091V28rNHJtb3R1aURqamxDUT09
Meeting ID: 856 2507 0808
Passcode: 466552

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

The Company's financial statements will be presented at the Meeting. Please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and send the Instrument of Proxy to the Company's transfer agent, Computershare Investor Services Inc. at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 by mail or fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

The Instrument of Proxy must be signed by the shareholder or by his or her attorney authorized in writing, or, if the shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of the Company at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

We strongly encourage Shareholders to attend the Meeting via video conference and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. (PST) on Tuesday, June 6, 2023, as voting will not be available via telephone on the day of the Meeting.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the name of the management proxyholder shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 21st day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Bruce Bragagnolo"

Bruce Bragagnolo
Executive Chairman and Director

MANAGEMENT INFORMATION CIRCULAR

(containing information as at April 21, 2023 unless otherwise stated)

For the Annual General and Special Meeting of Shareholders to be held on Thursday, June 8, 2023

SOLICITATION OF PROXIES

This Information Circular (this "**Circular**") is furnished in connection with the solicitation of proxies by the Management of Regency Silver Corp. (the "**Company**"), for use at the annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of the Company to be held at 10:00 a.m. (PST) on **Thursday, June 8, 2023**, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

The enclosed instrument of proxy (the "**Proxy**") is solicited by the management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

Impact of COVID-19

Shareholders will have the opportunity to participate at the Meeting via video conference regardless of their geographic location by dialing in to the link, meeting ID and passcode provided in the attached Notice.

The Company reserves the right to take any precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including changing the Meeting date, time, location and/or means of holding the Meeting. Such changes will be announced by way of news release. Shareholders are advised to monitor the Company's SEDAR profile at www.sedar.com where copies of such news releases, if any, will be posted. The Company does not intend to prepare an amended Circular in the event of changes to the Meeting format.

We strongly encourage Shareholders to attend the Meeting via video conference and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. (PST) on Tuesday, June 6, 2023, as voting will not be available via telephone on the day of the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of April 21, 2023 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. **Shareholders will not be able to vote at the meeting via telephone conference call. Therefore, in order to vote, registered shareholders of the Company need to complete, date and sign the form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services inc., 510 Burrard Street, 2nd Floor, Vancouver, BC V6C 3B9 by mail or fax, no later than forty eight (48) hours (excluding Saturday, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.**

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED

NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**") at their offices located at 510 Burrard St., 2nd Floor, Vancouver, BC, V6C 3B9 by mail or fax not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney- in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarial certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING BY PROXY

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may**

be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Voting Thresholds Required for Approval

In order to approve a motion proposed at the Meeting, the affirmative vote of not less than one-half of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a special resolution (a "**Special Resolution**"), in which case the affirmative vote of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name of CDS & Co., being the registration name for The Canadian Depository for Securities Limited (which acts as nominee for many Canadian brokerage firms and in the United States, under the name Cede & Co., as nominee for The Depository Trust Company which acts as depository for many U.S. brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

Regulatory polices require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or "NOBOs") or objecting to their

Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or "OBOs").

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and a request for voting instructions (a "**VIF**"), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the "**Meeting Materials**") directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs.

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on the Beneficial Shareholder's behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting. Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your

proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Stock Option Plan.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, April 21, 2023, a total of 83,861,095 common shares were issued and outstanding. Each common share 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.

To the knowledge of the directors and executive officers of the Company, 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 of the Company.

NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4). The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at four (4).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed Form of Proxy will be voted for the nominees listed in the Form of Proxy, all of whom are presently members of the Board of Directors (the "**Board**").

We currently have four (4) directors, all of whom are standing for re-election at the Meeting.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name Province, Country of Residence and Position(s) with the Company	Periods During which Nominee has Served as a Director and/or Officer	Principal Occupation, Business or Employment for Last Five Years	Number of Common Shares Owned [1]
Bruce Bragagnolo BC, Canada Executive Chairman and Director	Director since March 23, 2017; Executive Chairman since March 23, 2017	Mr. Bragagnolo is the Executive Chairman of Regency Silver Corp. He was the co-founder and past CEO of both Timmins Gold Corp., a company listed on the NYSE-MKT and TSX and Silvermex Resources Inc., a company formerly listed on the TSX. Most recently, Mr. Bragagnolo has been the Executive Chairman of Pharmex Life Sciences Inc and the CEO of Great Southern Gold Corp., both of which are private companies. He was the CEO of CobalTech Mining Inc., a company formerly listed on the Exchange which completed a merger with First Cobalt Corp., in December 2017.	7,611,501
Gijsbert Groenewegen[2] Florida, US President, Chief Executive Officer and Director	Director since October 26, 2017; President since January 1, 2020; CEO since September 28, 2020	Mr. Groenewegen is the President and Chief Executive Officer of Regency Silver Corp. He is the managing director of Silver Arrow Partners, a London/Amsterdam based consulting firm focusing on the mining sector. He was a co-founder of the Gold Arrow Fund (2006-2011), which was a London/New York based hedge fund focusing on gold/silver companies. Mr. Groenewegen was also the co-founder of The Europe Company, an agency brokerage firm, founded in 1991, that was sold to Jefferies Inc in 2000. Before co-founding The Europe Company between 1989-1991, he was the head of Benelux research for Baring Securities in London, U.K.	5,000,000
Michael Thomson[2] Alberta, Canada Director	Director since May 15, 2020	Mr. Thomson is the President of Independent Capital Partners Inc., a corporate finance advisory firm that focuses on IPO or "going public" transactions. He is a former lawyer and investment banker with two Canadian Securities Dealers. He is a past member of the Exchange's Listings Advisory Committee (Calgary).	2,000,000
Michael Tucker[2] BC, Canada Director	Director since November 25, 2020	Mr. Tucker has been the VP-Exploration for Kore Mining Ltd. since September 2020. He was the Exploration Manager for Balmoral Resources Limited from 2015 to May 2020. Since May 2020 he has been the Senior Geological Consultant to Wallbridge Mining Ltd.	250,000

Notes:

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at April 21, 2023
(2) Member of the Audit Committee.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

Other than as disclosed below, no director or executive officer of the Company, is or has been, within the ten years preceding the date of this Information Circular, a director, chief executive officer, chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer 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 director or executive officer 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.

For the purposes of this Information Circular, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Penalties or Sanctions

To the knowledge of management of the Company, no director or officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a

securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the knowledge of management of the Company, no director or officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 a director or officer.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Circular:

"**CEO**" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**Director**" means an individual who acted as a director of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-Based Payments*;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"), for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

Statement of Executive Compensation

The following information regarding executive compensation is presented in accordance with *National*

Instrument Form 51-102F6V – Statement of Executive Compensation and sets forth compensation for each of the NEOs and Directors of the Company for each of the two most recently completed financial years as December 31, 2022 and 2021. Unless otherwise noted, all dollar figures are expressed Canadian dollars.

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 ($)**	**Total compensation ($)**
Gijsbert Groenewegen(1) President, CEO and Director	2022	102,500	35,000	-	-	111,391	281,891
	2021	100,000	6,000	-	-	-	106,000
Bruce Bragagnolo (2) Executive Chairman and Director	2022	122,500	50,000	-	-	111,391	332,391
	2021	120,000	30,000	-	-	-	130,000
Michael Thomson (3) Director	2022	32,500	7,500	-	-	111,391	151,391
	2021	30,000	-	-	-	-	30,000
Michael Tucker (4) Director	2022	79,500	15,000	-	-	42,968	137,468
	2021	-	-	-	-	-	-
Mathew Lee (5) CFO	2022	45,500	7,500	-	-	33,432	86,432
	2021	30,000	-	-	-	-	30,000

Notes:

(1) Mr. Groenewegen was appointed as the CEO of the Company on September 28, 2020. Mr. Groenewegen is also the President of the Company since January 1, 2020. He has been a director of the Company since October 16, 2017.

(2) Mr. Bragagnolo was appointed as the Executive Chairman and director of the Company on March 23, 2017.

(3) Mr. Thomson was appointed a director of the Company on May 15, 2020.

(4) Mr. Tucker was appointed a director of the Company on November 25, 2020.

(5) Mr. Lee was appointed as the CFO of the Company on July 29, 2020.

Stock Options and other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and Director by the Company during the financial year ended December 31, 2022.

Compensation Securities							
Name and Position	**Type of compensation security**	**Number of compensation securities, number of underlying securities and percentage of class**	**Date of issue or grant** (mm/dd/yy)	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date** (mm/dd/yy)
Gijsbert Groenewegen President, CEO and Director	Stock Options	500,000	07/04/2020	$0.25	N/A	$0.29	04/26/27
		250,000	01/16/2023	$0.30	$0.26	$0.29	01/16/28
Bruce Bragagnolo Executive Chairman and Director	Stock Options	500,000	07/04/2020	$0.25	N/A	$0.29	04/26/27
		250,000	01/16/2023	$0.30	$0.26	$0.29	01/16/28

Compensation Securities							
Name and Position	**Type of compensation security**	**Number of compensation securities, number of underlying securities and percentage of class**	**Date of issue or grant** (mm/dd/yy)	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date** (mm/dd/yy)
Michael Thomson Director	Stock Options	500,000	07/04/2020	$0.25	N/A	$0.29	04/26/27
		250,000	01/16/2023	$0.30	$0.26	$0.29	04/26/27
Michael Tucker Director	Stock Options	250,000	08/11/2020	$0.25	N/A		04/26/27
		250,000	07/15/2022	$0.07	$0.065	$0.29	07/15/27
		200,000	01/16/2023	$0.30	$0.26	$0.29	01/16/28
Mathew Lee CFO	Stock Options	250,000	08/11/2020	$0.25	N/A	$0.29	04/26/27
		100,000	07/15/2022	$0.07	$0.065	$0.29	07/15/27
		100,000	01/16/2023	$0.30	$0.26	$0.29	01/16/28

Exercise of Compensation Securities by Directors and NEOs

There are presently 7,690,000 Options outstanding under the Option Plan, 3,400,000 of which are held directly and indirectly by NEOs or directors of the Company. NEO and Directors of the Company did not exercise any compensation securities of the Company during the year ended December 31, 2022.

Stock Option Plan

The Company has adopted a stock option plan (the "**Option Plan**") pursuant to which the Board may grant options (the "**Options**") to purchase Common Shares of the Company to NEOs, directors and employees of the Company or affiliated corporations and to consultants retained by the Company.

The purpose of the Option Plan is to attract, retain, and motivate NEOs, directors, employees and other service providers by providing them with the opportunity, through options, to acquire an interest in the Company and benefit from the Company's growth. Under the Option Plan, the maximum number of Common Shares reserved for issuance, including Options currently outstanding, is equal to 10% of the Shares outstanding from time to time (the "**10% Maximum**"). The 10% Maximum is an "evergreen" provision, meaning that, following the exercise, termination, cancellation or expiration of any Options, a number of Common Shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future Option grants.

The number of Common Shares which may be the subject of Options on a yearly basis to any one person cannot exceed 5% of the number of issued and outstanding Shares at the time of the grant. Options may be granted to any employee, officer, director, consultant, affiliate or subsidiary of the Company exercisable at a price which is not less than the market price of common shares of the Company on the date of the grant. The directors of the Company may, by resolution, determine the time period during which any option may be exercised (the "**Exercise Period**"), provided that the Exercise Period does not contravene any rule or regulation of such exchange on which the Common Shares may be listed. All Options will terminate on the earliest to occur of (a) the expiry of their term; (b) the date of termination of an optionee's employment, office or position as director, if terminated for just cause; (c) 90 days (or such other period of time as permitted by any rule or regulation of such exchange on which the Common Shares may be listed) following

the date of termination of an optionee's position as a director or NEO, if terminated for any reason other than the optionee's disability or death; (d) 30 days following the date of termination of an optionee's position as a consultant engaged in investor relations activities, if terminated for any reason other than the optionee's disability, death, or just cause; and (e) the date of any sale, transfer or assignment of the Option.

Options are non-assignable and are subject to early termination in the event of the death of a participant or in the event a participant ceases to be a NEO, director, employee, consultant, affiliate, or subsidiary of the Company, as the case may be. Subject to the foregoing restrictions, and certain other restrictions set out in the Option Plan, the Board is authorized to provide for the granting of Options and the exercise and method of exercise of options granted under the Option Plan.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company.

On June 1, 2020 the Company entered into a management consulting agreement with Bruce Bragagnolo pursuant to which Mr. Bragagnolo agreed to provide management services to the Company (the "**Bragagnolo Agreement**"). The Bragagnolo Agreement provides for the payment of $10,000 per month commencing June 1, 2020 for services provided. The Company is required to reimburse Mr. Bragagnolo for reasonable expenses incurred by him in connection with providing the services under the Bragagnolo Agreement. In the event of termination of the Bragagnolo Agreement without cause or a change of control of the Company, Mr. Bragagnolo will be entitled to receive a severance payment equal to 12 months of management fees.

On July 1, 2020, the Company entered into a management consulting agreement with Gijsbert Groenewegen pursuant to which Mr. Groenewegen agreed to provide management services to the Company (the "**Groenewegen Agreement**"). The Groenewegen Agreement provides for the payment of $8,000 per month for services provided. The Company is required to reimburse Mr. Groenewegen for reasonable expenses incurred by him in connection with providing the services under this agreement. In the event of termination of the Groenewegen Agreement without cause or a change of control of the Company, Mr. Groenewegen will be entitled to receive a severance payment equal to 12 months of management fees.

On July 27, 2020, the Company entered into an independent consultant agreement with Manning Lee Management Ltd. ("**Manning**") and Mathew Lee for the provision of financial consulting services to the Company (the "**Lee Agreement**"). The Lee Agreement provided for the payment of $2,500 per month. On June 1, 2022, the Lee Agreement was amended to provide for the payment of $4,000 per month. Manning will be entitled to a severance payment of 4 months of consulting fees in the event of early termination of the Lee Agreement without cause.

Mr. Michael Tucker is paid $10,000 per month for providing geological services and acting as the Company's qualified person.

There are no other employment or management contracts between the Company and the above-named executive officers other than disclosed herein or in the financial statements.

NEO Compensation

As discussed above, the Company provides an Option Plan to motivate NEOs by providing them with the opportunity, through Options, to acquire an interest in the Company and benefit from the Company's growth.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2022:

Equity Compensation Plan Information			
Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights**	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)**
	(a)	(b)	©
Equity compensation plans approved by securityholders(1)	5,500,000	$0.21	1,916,766
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
TOTAL			

(1) *Represents the Option Plan of the Company, which reserves a number of common shares equal to 10% of the then outstanding common shares from time to time for issue pursuant to stock options or incentive securities. For further information on the Option Plan, refer to the heading "Approval of Stock Option Plan".*

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

Manning Elliott LLP, Chartered Professional Accountants ("**Manning Elliott**") is the Company's Auditor.

Management is recommending the re-appointment of Manning Elliott as Auditor for the Company, to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the Board of Directors. Management recommends the appointment, and the persons named in the enclosed form of Proxy intend to vote in favour of such appointment.

MANAGEMENT CONTRACTS

Except as disclosed herein, the Company is not a party to a Management Contract whereby management functions are to any substantial degree performed other than by the directors or executive officers of the Company.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practice*s, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board of Directors is currently comprised of four (4) members. The definition of independence used by the Board of Directors is that used by the Canadian Securities Administrators. A director is independent if he has no "material relationship" with the Company. A "material relationship" is a relationship which could, in view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgement. Certain types of relationships are by their nature considered to be material relationships. The Board of Directors has determined that Mr. Thomson and Mr. Tucker are independent directors.

Directorships

The following current directors of the Company are directors and/or officers of other reporting issuers:

Name of Director	Name of Other Reporting Issuer	Exchange
Bruce Bragagnolo	Inca One Gold Corp.	TSXV
Michael Thomson	Panorama Capital Corp.	TSXV

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors 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 applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new directors and recommending new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors conducts reviews with regard to the compensation of the directors and the Chief Executive Officer once a year. To make its recommendations on such compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

Assessments

The Board of Directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the Board and its committees.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The audited consolidated financial statements of the Company for the year ended December 31, 2022 (the "**Financial Statements**"), together with the auditor's report (the "**Auditor's Report**") thereon will be presented to Shareholders at the Meeting, but no vote thereon is required. The Financial Statements, Auditor's Report and management's discussion and analysis (the "**MD&A**") for the year ended December 31, 2022 are available under the Company's profile on SEDAR at www.sedar.com. The Notice of Meeting to Shareholders, this Circular, Request for Financial Statements and form of proxy will be available from Computershare Investor Services Inc. located at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, or the Company's head office located at Suite 1100 – 570 Granville Street, Vancouver, British Columbia, V6C 3P1.

Appointment and Remuneration of Auditor

Shareholders will be asked to approve the re-appointment of Manning Elliott LLP as the auditor of the Company to hold office until the next Annual General Meeting of the Shareholders at remuneration to be fixed by the Board of Directors.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR appointing Manning Elliott LLP as the Company's independent auditor for the ensuing year, and FOR authorizing the Board to fix the auditor's pay.

Fixing the Number of Directors

The Board of Directors presently consists of four directors and Management proposes, and the persons named in the accompanying form of proxy intend to vote in favour of fixing the number of directors for the ensuing year at four. Although Management is nominating four individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR fixing the number of Directors at four for the ensuing year.

Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to consider, and if deemed appropriate, approve with or without variation an ordinary resolution to approve the Company's incentive stock option plan attached hereto as Schedule "A" (the "**Option Plan**").

In accordance with the rules and policies of the TSX Venture Exchange (the "**TSX-V**"), shareholders must each year approve the Option Plan. On November 24, 2021, the TSX-V made amendments to its Policy 4.4 "Security Based Compensation ("**Policy 4.4**") which apply to every such plan that is put to Shareholders for approval following November 24, 2021. Accordingly, the Company has revised the Option Plan to comply with Policy 4.4.

Summary of Stock Option Plan

The number of Common Shares reserved for issuance under the Option Plan at any time is equal to 10% of the number of common shares issued and outstanding at any time. Directors, officers, employees and consultants of the Company and its subsidiaries are eligible to participate in the Option Plan. Options granted to these participants shall have an expiry date not exceeding ten years from the date of grant, after which they cease to be exercisable.

Subject to the conditions disclosed in the Plan, the Board determines the manner in which an option shall vest and become exercisable. The Option Plan provides that the number of Common Shares reserved for issuance:

(a) to any one person, within any 12 month period, will not exceed 5% of the issued and outstanding Common Shares at the time of the grant;

(b) to any one consultant, within any 12 month period, will not exceed 2% of the issued and outstanding Common Shares at the time of the grant;

(c) in aggregate to persons conducting investor relations activities, within any 12 month period, will not exceed 2% of the issued and outstanding Common Shares at the time of the grant; and

(d) in aggregate to insiders will not exceed 10% of the issued and outstanding Common Shares at the time of the grant and in aggregate will not exceed, within any 12 month period, 10% of the issued and outstanding Common Shares at the time of the grant.

Options are exercisable only by the participant to whom they are granted and may not be assigned or transferred. Notwithstanding this restriction, upon the death of a participant, the participant's legal representatives, heirs, executors and administrators may exercise the participant's options for a period

ending no later than the earlier of the option expiry date and 12 months after the participant's death.

Subject to the discretion of the Board, where a person ceases to be an eligible participant under the Option Plan, other than by reason of death or in the event of termination for cause, options granted to participants shall cease to be exercisable on the earlier of the expiry date and 90 days after the date of termination or, if the participant was involved in investor relations activities, the options shall cease to be exercisable on the earlier of the expiry date and 30 days after the date of termination. Subject to the discretion of the Board, if a participant is terminated for cause, all options received shall terminate and cease to be exercisable upon such termination. Subject to obtaining any required approval from the Exchange, shareholders or participants, as the case may be, the Company may amend the Option Plan or the terms of any option granted thereunder in accordance with the terms of the Option Plan. Disinterested shareholder approval is required for certain amendments, including any reduction in the exercise price of an option held by a participant.

The Board is of the view that it is in the best interests of the Company to approve the Option Plan, which will enable the Board to grant options to Eligible Persons as a means of rewarding positive performance and providing incentive to attract and retain personnel to effectively manage the affairs of the Company.

Recommendation

The Company is of the view that the Option Plan provides the Company with the flexibility necessary to attract and maintain the services of senior management and other employees in competition with other companies in the mining industry and recommends that shareholders vote in favour of the Option Plan.

Shareholder Approval

The Company is asking its Shareholders to vote affirmatively on the following ordinary resolution to approve the renewal of the Option Plan (the "**Option Plan Resolution**"):

"**BE IT RESOLVED THAT**, subject to regulatory approval, the Option Plan be and it is hereby approved, together with all options granted thereunder as at the date hereof, and that the Board of Directors be and they are hereby authorized, without further shareholder approval, to carry out the intent of this resolution."

If this resolution is approved by shareholders, it is expected that the Board will in due course grant further options under the Option Plan as the Board deems fit in light of the overall compensation program and the relative efforts and contributions of the eligible participants under the Option Plan.

The Board recommends that shareholders vote for the Option Plan Resolution. In the absence of contrary instructions, the persons named in the enclosed form of proxy intend to vote for the Option Plan Resolution.

The discretionary authority granted by the enclosed proxy will be used by management to approve any amendments to the above resolution acceptable to it.

OTHER MATTERS

As of the date of this circular, management knows of no other matters to be acted upon at this Annual General and Special Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

AUDIT COMMITTEE DISCLOSURE

The Charter of the Company's audit committee and other information required to be disclosed by Form 52-110F2 is attached to the Information Circular as Schedule "A".

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company's office located at Suite 1100 - 570 Granville Street, Vancouver, British Columbia, V6C 3P1.

APPROVAL OF THE BOARD

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

DATED this 21st day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Bruce Bragagnolo"

Bruce Bragagnolo
Executive Chairman and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

A. OVERVIEW AND PURPOSE

The Audit Committee (the Committee) is responsible to the Board of Directors (the Board). The Committee approves, monitors, evaluates, advises or makes recommendations to the Board, in accordance with this charter, on matters affecting the external audit and the financial reporting and accounting control policies and practices of the Company. In addition, the Committee has oversight responsibility with respect to management's duties regarding financial risks encountered by the Company as set out in subparagraph C.2. (a) below.

B. MEMBERSHIP AND ATTENDANCE AT MEETINGS

1. The members of the Committee shall consist of a minimum of three "financially literate" (as defined by National Instrument 52-110, *Audit Committees*) directors, appointed by the Board.

2. Unless exempted by National Instrument 52-110, *Audit Committees* or other applicable securities legislation, a majority of the members of the Committee shall be "independent" (as defined by National Instrument 52-110, *Audit Committees*).

3. The Board will designate the chair of the Committee (the "Chair").

4. Attendance by invitation at all or a portion of Committee meetings is determined by the Chair or its members and would normally include the Chief Financial Officer of the Company, the auditor, and such other corporate officers, advisors, or support staff as may be deemed appropriate.

C. DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

1. **Financial Accountability**

   a. To review, and recommend to the Board for approval, the annual audited financial statements.

   b. To review, and recommend to the Board for approval, the following public disclosure documents:

      i. the financial content of the annual report, if applicable;

      ii. the annual management information circular and proxy materials;

      iii. the annual information form, if applicable; and

      iv. management's discussion and analysis section of the Company's quarterly and annual reports.

   c. To review, and recommend to the Board for approval, the quarterly financial statements and the quarterly press release, if applicable, on earnings of the Company, which require approval by the Board prior to public disclosure thereof.

   d. To review, and recommend to the Board for approval, all financial statements, reports of a financial nature, and the financial content of prospectuses or any other reports which require

approval by the Board prior to submission thereof to the shareholders, any regulatory authority, or the public.

e. To review any report of management which accompanies published financial statements (to the extent such a report discusses the financial position or operating results) for consistency of disclosure with the financial statements themselves.

f. To review and assess, in conjunction with management and the external auditor:

   i. the appropriateness of accounting policies and financial reporting practices used by the Company;

   ii. any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Company;

   iii. any new or pending developments in accounting and reporting standards that may affect or impact on the Company;

   iv. identification of the Company's principal financial risks and uncertainties and the systems to manage such risks and uncertainties;

   v. the integrity (including without limitation, the effectiveness) of the Company's disclosure controls and procedures, internal control and management information systems; and

   vi. the key estimates and judgments of management that may be material to the financial reporting of the Company.

g. To periodically assess and be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the Company's financial statements, MD&A and annual and interim earnings press releases, as applicable.

h. To assess the performance and consider the annual appointment of external auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, for recommendation to the Board for ultimate recommendation for appointment by the shareholders.

i. To recommend to the Board the compensation of external auditors.

j. To review the terms of the annual external audit engagement including, but not limited to, the following:

   i. staffing;

   ii. objectives and scope of the external audit work;

   iii. materiality limits;

   iv. audit reports required;

   v. areas of audit risk;

vi. timetable; and

vii. the proposed fees.

k. To pre-approve all non-audit services to be provided to the Company or its subsidiary entities by its external auditors or the external auditors of the Company's subsidiary entities. If and when applicable, to delegate to one or more independent members of the Committee the authority to pre- approve non–audit services provided that such pre-approval by one or more independent members with such authority, shall be presented to the Committee at its first scheduled meeting following such pre-approval. All pre-approvals shall be made according to the pre-approval policies and procedures specified for each particular non-audit service.

l. To review the fees paid to the external auditors or its affiliates for non-audit services, and consider the impact on the independence of the external audit work.

m. To oversee the work of the external auditors engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.

n. To review with the external auditors the results of the annual audit examination including, but not limited to the following:

i. any difficulties encountered, or restrictions imposed by management, during the annual audit;

ii. any significant accounting or financial reporting issues;

iii. the auditor's evaluation of the Company's system of internal accounting controls, procedures and documentation;

iv. the post-audit or management letter containing any findings or recommendations of the external auditor including management's response thereto and the subsequent follow-up to any identified internal accounting control weaknesses; and

v. any other matters which the external auditors should bring to the attention of the Committee.

o. To meet with the external auditors, at least annually or as requested by the auditors, without management representatives present; and to meet with management, at least annually, without the external auditors present.

p. To obtain reasonable assurance, by discussions with and reports from management and the external auditors, that the accounting systems are reliable and that the system of internal controls is effectively designed and implemented.

q. To annually request the external auditor to provide its views on the quality (not just the acceptability) of the Company's annual and interim financial reporting. Such quality assessment should encompass judgments about the appropriateness, aggressiveness or conservatism of estimates and elective accounting principles, or methods and judgments about the clarity of disclosures.

r. When there is to be a change in auditor, review all issues related to the change, including the information to be included in the notice of change of auditor called for under applicable securities legislation and the rules and policies of applicable exchanges, and the planned steps for an orderly transition.

s. To review any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Company, and the manner in which these matters have been disclosed in the financial statements.

t. To review the internal control and approval policies and practices concerning the expenses of the officers of the Company, including the use of the Company's assets.

u. To review any claims of indemnification pursuant to the Articles of the Company.

v. To review, and recommend to the Board for approval, the management report to be included in the annual report to shareholders.

w. To request such information and explanations in regard to the accounts of the Company as the Committee may consider necessary and appropriate to carry out its duties and responsibilities.

x. To request that the Chief Executive Officer and Chief Financial Officer or persons who perform functions similar to them, report on issues which are the subject of any Certificates to be signed and filed in accordance with applicable securities regulations by the Chief Executive Officer and Chief Financial Officer or persons who perform functions similar to them; and to review such report.

y. To establish procedures for:

   i. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

   ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

z. To review and approve the Company's hiring policies regarding employees and former employees of the present and former external auditors of the Company.

2. **Risk Management**

a. To oversee the Company's management to ensure that management discharges its responsibility to identify and mitigate financial risks faced by the Company.

3. **General Responsibilities**

a. To consider any other matters which, in the opinion of the Committee or at the request of the Board, would assist the directors to meet their responsibilities.

b. To review annually the terms of reference for the Committee and to recommend any required changes to the Board.

c. To provide reports and minutes of meetings to the Board.

D. MEETINGS

1. Regular meetings of the Committee are held at least four times each year.

2. Meetings may be called by the Chair or by a majority of the Committee members, and usually in consultation with the management of the Company.

3. Meetings are chaired by the Committee Chair or, in the Chair's absence, by a member chosen by the Committee from among themselves.

4. A quorum for the transaction of business at any meeting of the Committee is a majority of Committee members.

5. The Secretary of the Company shall provide for the delivery of notices, agendas and supporting materials to the Committee members at least five (5) days prior to the date of the meeting, except in unusual circumstances.

6. Meetings may be conducted with members present, or by telephone or other communications facilities which permit all persons participating in the meeting to hear or communicate with each other.

7. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee is as valid as one passed at a Committee meeting.

8. The Secretary of the Company shall be the secretary for the Committee and keep a record of minutes of all meetings of the Committee.

9. Minutes of the meetings of the Committee, prepared in draft, shall be distributed by the Secretary of the Company to all members of the Committee within seven (7) working days of each meeting, and shall be submitted for approval at the next regular meeting of the Committee.

E. AUTHORITY OF THE AUDIT COMMITTEE

1. The Audit Committee shall have the authority to:

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

    b. to set and pay the compensation for any advisors employed by the Committee; and

    c. to communicate directly with the internal (if any) and external auditors.