



ANNUAL GENERAL & SPECIAL MEETING  
TO BE HELD ON THURSDAY,  
SEPTEMBER 21, 2023

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING  
AND  
INFORMATION CIRCULAR

AUGUST 14, 2023

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## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

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Notice is hereby given that the Annual General & Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **Pan Global Resources Inc.** (the "**Company**") will be held at Suite 1150 – 355 Burrard Street, Vancouver, British Columbia, V6C 2G8, on Thursday, September 21, 2023 at the hour of 10:00 a.m. (local time in Vancouver, B.C.).

Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release which would be filed on SEDAR. Please monitor the Company's press releases for updated information up until the date of the Meeting. We do not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

The Meeting will be held for the following purposes:

1. To receive the audited annual financial statements of the Company for its fiscal year ended January 31, 2023;
2. To fix the number of directors at six (6)
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP the auditors for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. To re-approve, ratify and confirm the Company's Omnibus Equity Incentive Compensation Plan for the ensuing year, as set forth in the Information Circular accompanying this Notice; and
6. To approve the transaction of such other business as may properly come before the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular. Only shareholders of record as of the close of business on August 14, 2023 are entitled to receive notice of and to vote by proxy at the Meeting or any adjournment or adjournments thereof.

To assure your representation at the Meeting as a registered Shareholder (a "**Registered Shareholder**"), please complete, sign, date and return the enclosed proxy, whether or not you plan to attend the Meeting in person. All proxies completed by Registered Shareholders must be received by the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), not later than **Tuesday, September 19, 2023 at 10:00 a.m. (Vancouver Time)**. A Registered Shareholder must return the completed proxy to Computershare as follows:

- (a) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (b) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Attention: Investor Services Division, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, BC V6C 3B9

Non-registered Shareholders ("**Non-Registered Shareholders**") whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed

description on returning proxies by Non-Registered Shareholders can be found beginning on page [2] of the attached Circular.

**If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provide voting instructions on your behalf.**

An Information Circular and a form of Proxy accompany this Notice.

DATED at Vancouver, British Columbia, this 14<sup>th</sup> day of August, 2023.

**BY ORDER OF THE BOARD**

*"Tim Moody"*

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**Tim Moody**  
**President & CEO**

## INFORMATION CIRCULAR

**PAN GLOBAL RESOURCES INC.**  
Suite 1150-355 Burrard Street  
Vancouver, British Columbia  
Canada V6C 2G8

(all information as at August 14, 2023 unless otherwise noted)

### SOLICITATION OF PROXIES

This information circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of **PAN GLOBAL RESOURCES INC.** (the “Company”). The form of proxy which accompanies this Circular (the “Proxy”) is for use at the Annual General & Special Meeting of the shareholders of the Company to be held on Thursday, September 21, 2023 (the “Meeting”), at the time and place set out in the accompanying notice of meeting (the “Notice of Meeting”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone. Advance notice of the Meeting was filed on SEDAR on July 10, 2023.

### APPOINTMENT, REVOCATION AND VOTING OF PROXIES

#### Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

#### Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

### **Registered Shareholders**

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by:

(a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to Attention: Investor Services Division, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, BC V6C 3B9;

(b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or

(c) using the Internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the meeting or the adjournment thereof at which the proxy is to be used.

### **Beneficial Shareholders**

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

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 the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from beneficial shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

The Company is taking advantage of the provisions of National Instrument 54-101 of the Canadian Securities Administrators, which permit it to directly deliver Proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (a "**VIF**") from Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. 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 your request for voting instructions.

Beneficial Shareholders who are OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The form of Proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a similar voting information form (the "**Broadridge VIF**") in lieu of a Proxy provided by the Company. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

## **Voting in Person**

If you plan to vote in person at the Meeting:

- nominate yourself as proxyholder by printing your name in the space provided on the enclosed voting instruction form. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the form , following the instructions provided by your nominee; and
- register with the Scrutineer when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the “Appointee” section on the electronic ballot.

If you bring your voting instruction form to the Meeting, your vote will not count. Your vote can only be counted if you have followed the instructions above and attend the Meeting and vote in person.

## **Your Voting Instructions**

If you do not specify how you want to vote, the appointed proxyholders will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf, he or she can vote as they see fit.

If you submit your voting instructions and later wish to change them, you may re-submit your instructions prior to the cut-off time noted above. The latest instructions will be recognized as the only valid ones.

## **Provisions Relating to Voting of Proxies**

The shares represented by proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the shareholder appointing him. If there is no direction by the shareholder, those shares will be voted for all proposals set out in the Proxy as set out in this Circular. The Proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

## **APPROVAL OF MATTERS**

Unless otherwise noted, approval of matters to be placed before the Meeting is by an “ordinary resolution” which is a resolution passed by a simple majority (50%+1) of the votes cast by shareholders of the Company present and entitled to vote in person or by proxy.

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

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

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, during the fiscal year ended January 31, 2023, no informed person of the Company, proposed nominee for director or any associate or affiliate of an informed person or proposed nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, except as follows:

- (a) The amount of \$92,350 was paid or accrued to Max Pinsky Personal Law Corporation, the sole director of which is an officer of the Company, for legal fees during the fiscal year ended January 31, 2023; and
- (b) The amount of \$91,950 (€63,414) was paid or accrued to JT Global, the members of which include a director of the Company and a senior officer of the Company, for equipment rental during the fiscal year ended January 31, 2023.

An “informed person” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Company; (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

## FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended January 31, 2023, together with the auditor’s report on those statements (the “Financial Statements”), will be presented to the shareholders at the Meeting.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding 212,394,500 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company also has authorized an unlimited number of Class “A” shares and an unlimited number of Class “B” shares, none of which have been issued or are outstanding. **The Company has no other outstanding voting securities other than 212,394,500 Common shares.**

Any shareholder of record at the close of business on August 14, 2023 who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to have such shareholder’s shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Company, as at the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding shares of each class of the Company:

Member	Number of Common Shares	Percentage of Issued Common Share Capital (of 212,394,500)
CDS & CO. <sup>(1)</sup>	206,812,667	97.37%

- (1) The beneficial owners of common shares held by depositories and brokerage firms are not known to the directors or executive officers of the Company.

As at August 14, 2023, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 19,256,151 common shares, representing 9.1% of the total issued and outstanding common shares.

## ELECTION OF DIRECTORS

Management of the Company is seeking shareholder approval of an ordinary resolution to set the number of directors of the Company at six (6) for the ensuing year. The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia) ("Corporations Act").

The following table sets out the names of the nominees for election as directors, the country in which each is ordinarily resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name , Present Position(s) with the Company <sup>(1)</sup> and Place of Residence <sup>(3)</sup>	Principal Occupation <sup>(2)</sup> <sup>(3)</sup>	Date(s) Served as a Director Since	Ownership or Control Over Voting Shares Held <sup>(3)</sup>
Patrick Evans <i>Arizona, U.S.A.</i>	Chairman of the Board of Pan Global Resources Inc., February 2019 to present; President and CEO of Mayfair Gold Corp., August 2020 to present. Executive Chairman of Mirasol Resources Inc., August 2020 to present. President and CEO of Dominion Diamond Corp., November 2017 to December 2018.	January 14, 2019	4,126,031
Tim Moody <i>Bristol United Kingdom</i>	President, CEO and Director of Pan Global Resources Inc., April 2017 to present; Director of Prism Resources Inc., January 2016 to present; Director of Indico Resources Ltd., July 2016 to present; Director of Xiana Mining Inc., January 2018 to present.	April 18, 2017	5,915,500

Brian Kerzner <i>Burnaby, BC Canada</i>	President of Immaculate Confection Ltd., October 1987 to present; Director of Pan Global Resources Inc., February 1, 2006 to present; Director of Prism Resources Inc., May 2012 to present; Director of Indico Resources Ltd., October 18, 2012 to present; Director of Xiana Mining Inc., January 2018 to present.	February 1, 2006	5,534,120
Patrick Downey <i>North Vancouver, BC Canada</i>	Professional Engineer; President and CEO of Orezone Gold Corporation 2017 to present; Director of GFG Resources Inc., 2017 to present; Director of Victoria Gold Corp., August 2016 to September, 2018.	January 11, 2008	3,026,000
Robert Parsons <i>Coquitlam, BC Canada</i>	Chartered Accountant; Chartered Professional Accountant; Independent Consultant since September 1, 2002; Director of Pan Global Resources Inc., September 13, 2016 to present; Director of Kennady Diamonds Inc., March 9, 2014 to April 13, 2018; Director of Indico Resources Ltd., 2012 to present; Director of Prism Resources Inc., 2012 to present.	September 13, 2016	151,500
Corinne Smit <i>Denver, Co USA</i>	Chartered Accountant; Chartered Professional Accountant; Senior Director – Concentrate & Dore, Newmont Corporation, January 2020 to present; Director of Marketing, Nevada Copper Corp., August 2019 to January 2020; Senior Marketing Director, Nevsun Resources Ltd., February 2018 to January, 2019.	May 23, 2023	Nil

- (1) For the purposes of disclosing positions held in the Company, "Company" includes the Company and any parent or subsidiary thereof.
- (2) Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least five years.
- (3) The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

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

No proposed director of the Company has, within the past 10 years, become 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 the assets of the proposed director.

No proposed director of the Company is, or was within 10 years before the date of this Circular, a director, CEO or Chief Financial Officer ("CFO") of any company (including Pan Global Resources Inc.), that: (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation (collectively, an "Order"), that was in effect for a period of more than 30 consecutive days and that was issued while the Nominee was acting in the capacity as director, CEO or CFO; or (ii)

was subject to an order that was in effect for a period of more than 30 consecutive days and that was issued after the Nominee ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officer"):

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's 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 Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer 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.

The NEOs who are the subject of this Compensation Discussion and Analysis are: Tim Moody, President and CEO, Andrew Marshall, CFO, Christina Cepeliauskas, former CFO (May 7, 2009 to October 16, 2022), Jason Mercier, Vice-President of Investor Relations and Communications, and Jim Royall, Vice-President of Exploration.

### Compensation Discussion and Analysis

The Company's executive compensation program is comprised of base salary, annual cash bonuses, indirect compensation (benefits) and long-term incentives in the form of stock options. The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's executives for the ultimate achievement of the Company's goals. The Company makes use of complementary short-term and long-term incentive programs intended to provide fair, competitive and motivational rewards in the short-term while ensuring that executive's long-term objectives remain aligned with those of the shareholders. The base salaries for all executives are paid within salary ranges established for each position based on scope and level of responsibility. Individual salaries within the range are determined by that executive's competence, skill level, and experience and market influences. Annual cash bonuses may be given based on subjective criteria, including the Company's ability to pay such bonuses, individual performance, the executive's contributions to achieving the Company's objectives and other competitive considerations.

### Option-Based Awards

The Company has adopted an Omnibus Equity Incentive Compensation Plan (the "**Plan**") to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the

Company. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive plan and amendments to the existing Plan are the responsibility of the Company's Board of Directors. In determining the number of stock options, restricted share units (“RSUs”), deferred share units (“DSUs”) and performance units to award to directors, officers, employees and consultants of the Company, the Board takes into consideration the awards that were previously granted, and other factors that would affect internal equity.

During fiscal year ended January 31, 2023, the Company granted the following stock options:

- 1) 250,000 stock options to a consultant of the Company with an exercise price of \$0.40 per option with an expiry date of July 5, 2027;
- 2) 750,000 stock options to an officer of the Company with an exercise price of \$0.47 per option with an expiry date of August 16, 2027;
- 3) 350,000 stock options to an officer of the Company with an exercise price of \$0.405 per option with an expiry date of November 7, 2027; and
- 4) 2,160,000 stock options to directors, other officers, employees and other consultants of the Company with an exercise price of \$0.44 per option with an expiry date of January 30, 2028.

During the fiscal year ended January 31, 2023, the Company granted the following RSUs:

- 1) 200,000 RSUs to an officer of the Company with a market price of \$0.47 on the date of grant and an expiry date of February 16, 2024;
- 2) 100,000 RSUs to an officer of the Company with a market price of \$0.405 on the date of grant and an expiry date of November 7, 2024; and
- 3) 550,000 RSUs to directors, other officers, employees and consultants of the Company with a market price of \$0.44 on the date of grant and an expiry date of January 30, 2025.

During the fiscal year ended January 31, 2023, the Company granted 650,000 DSUs to directors of the Company with a market price of \$0.44 on the date of grant and an expiry date of January 30, 2025.

During the fiscal year ended January 31, 2023, the Company did not grant any performance units.

At the Meeting, shareholders will be asked to consider and, if thought fit, to re-approve the Omnibus Equity Incentive Compensation Plan adopted by the Company's Board of Directors. For details and a full description of the Omnibus Equity Incentive Compensation Plan, see Particulars of Other Matters to be Acted Upon – Re-approval of Omnibus Equity Incentive Compensation Plan on page 20.

## **Employment / Consulting Agreements of NEOs**

### *CEO Compensation*

The Company entered into a Management Services Agreement with a corporation controlled by Tim Moody, to provide the services of Mr. Moody as President and CEO, effective April 18, 2017 (the “**Management Services Agreement**”). The Management Services Agreement provides for an annual consulting fee of \$300,000. In the fiscal year ended January 31, 2023, the Company paid or accrued a total of \$450,000 in monthly consulting fees and bonuses under the Management Services Agreement. Under the Management Services Agreement, Mr. Moody is entitled to receive a severance payment equal to 12 months of his annual compensation in the event that the Management Services Agreement is terminated without cause by the Company (as defined in the Management Services Agreement). In the event of termination as a result of change in control of the Company (as defined in the Management Services Agreement), Mr. Moody will receive a severance payment equal to 24 months of his total annual

compensation, benefits and full incentive bonus compensation for the same period, all payable within 30 days of termination.

#### *CFO Compensation*

The Company entered into an Employment Agreement with Andrew (Andy) Marshall dated May 18, 2022 with effective date August 16, 2022 to serve as Senior Vice President and Chief Financial Officer (“**CFO**”) of the Company. The Employment Agreement provides for an annual salary of \$240,000 plus annual bonus of up to 75% of annual salary. The Employment Agreement further provides for an initial grant of 750,000 incentive stock options and 200,000 RSUs. The Employment Agreement provides for a severance payment of six months’ annual salary plus annual bonus (to the date of termination) plus benefits in the event the Employment Agreement is terminated without cause by the Company (as defined in the Employment Agreement) should such termination occur within the first year of service; 12 months’ Annual Salary at the time of termination plus the Additional Termination Compensation should such termination occur within the second year of service; and 12 months’ Annual Salary at the time of termination plus one additional month of Annual Salary per year of service completed (pro-rated for any partial year of service) plus the Additional Termination Compensation should such termination occur after completion of the second year of service. In the event of termination as a result of change in control of the Company (as defined in the Employment Agreement), Mr. Marshall will receive a severance payment equal to 24 months of his total annual compensation, benefits and full incentive bonus compensation for the same period, all payable within 30 days of termination.

#### *VP Investor Relations and Communications Compensation*

The Company entered into an Employment Agreement with Jason Mercier dated November 7, 2022 to serve as Vice President, Investor Relations and Communications (“**VPIR**”) of the Company. The Employment Agreement provides for an annual salary of \$180,000 plus annual bonus of up to 50% of annual salary. The Employment Agreement further provides for an initial grant of 350,000 incentive stock options and 100,000 RSUs. The Employment Agreement provides for a severance payment of six months’ annual salary plus annual bonus (to the date of termination) plus benefits in the event the Employment Agreement is terminated without cause by the Company (as defined in the Employment Agreement) should such termination occur within the first year of service; plus one additional month of Annual Salary per year of service completed (pro-rated for any partial year of service) plus the Additional Termination Compensation should such termination occur after completion of the second year of service, to a maximum of 12 months Additional Termination Compensation. Such severance shall be paid to the Employee within 10 business days of termination. In the event of termination as a result of change in control of the Company (as defined in the Employment Agreement), Mr. Mercier will receive a severance payment equal to one month of his total annual compensation, benefits and full incentive bonus compensation for each year of service with the Company, to a maximum of 12 months, all payable within 30 days of termination.

#### *VP Exploration*

The Company entered into a Consulting Agreement with Jim Royall dated January 1, 2018 to serve as Vice President, Exploration of the Company. The Consulting Agreement provides for an annual salary of \$120,000 per annum. The annual salary has since been increased to €127,200 per annum, effective January 1, 2022 and further increased to €133,560 in 2023. The Consulting Agreement further provides for an initial grant of 250,000 incentive stock options.

### **Summary of Compensation Table**

The following table sets forth details of all compensation paid to the Named Executive Officers during the Company’s financial year ended January 31, 2023:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Tim Moody President, CEO & Director	2023	\$300,000	\$132,000	\$108,000	\$150,000	N/A	N/A	Nil	\$690,000
	2022	\$245,000	Nil	\$456,720	\$120,000	N/A	N/A	Nil	\$821,720
	2021	\$240,000	Nil	\$242,637	N/A	N/A	N/A	Nil	\$482,637
Christina Cepeliauskas <sup>(2)</sup> Former CFO	2023	\$22,000	N/A	N/A	N/A	N/A	N/A	\$24,000	\$46,000
	2022	\$24,000	Nil	\$28,545	N/A	N/A	N/A	Nil	\$52,545
	2021	\$24,000	Nil	\$30,330	N/A	N/A	N/A	Nil	\$54,330
Andrew Marshall <sup>(3)</sup> SVP & CFO	2023	\$110,000	\$90,000	\$295,000	\$59,000	N/A	N/A	Nil	\$554,000
	2022	N/A	Nil	N/A	N/A	N/A	N/A	Nil	N/A
	2021	N/A	Nil	N/A	N/A	N/A	N/A	Nil	N/A
Jason Mercier <sup>(4)</sup> VP Investor Relations & Communications	2023	\$42,000	\$40,500	\$171,000	\$11,000	N/A	N/A	Nil	\$264,000
	2022	N/A	Nil	N/A	N/A	N/A	N/A	Nil	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jim Royall <sup>(5)</sup> VP Exploration	2023	\$188,000	\$44,000	\$54,000	\$37,000	N/A	N/A	Nil	\$304,000
	2022	\$184,000	Nil	\$114,180	\$42,000	N/A	N/A	Nil	\$340,180
	2021	\$195,000	Nil	\$60,659	Nil	N/A	N/A	Nil	\$255,659

(1) The fair value of option-based awards in 2023 is calculated using a Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	3.19%
Expected dividend yield	0%
Expected stock price volatility	116%
Expected life of options in years	5

Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which employee options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an employee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

(2) Christina Cepeliauskas resigned as CFO on October 16, 2022.

(3) Andrew Marshall was appointed CFO on August 16, 2022.

(4) Jason Mercier was appointed Vice-President Investor Relations & Communications on November 7, 2022.

(5) Jim Royall was appointed Vice-President Exploration on December 1, 2017.

## Incentive Plan Awards

### Outstanding option-based awards and share-based awards

The following table sets out the outstanding option-based awards and share-based awards held by the Named Executive Officers as at January 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>Tim Moody</b> President and CEO	600,000 300,000 800,000 800,000 300,000	\$0.20 \$0.10 \$0.31 \$0.60 \$0.44	December 1, 2027 April 16, 2029 July 31, 2030 August 18, 2031 January 30, 2028	\$138,000 \$99,000 \$96,000 \$Nil \$Nil	300,000	\$129,000
<b>Christina Cepeliauskas</b> <sup>(2)</sup> Former CFO	50,000 100,000 50,000 50,000 50,000	\$0.10 \$0.20 \$0.10 \$0.31 \$0.60	April 18, 2027 December 1, 2027 April 16, 2029 July 31, 2030 August 18, 2031	\$16,500 \$23,000 \$16,500 \$6,000 \$Nil	N/A	N/A
<b>Andrew Marshall</b> <sup>(3)</sup> SVP & CFO	750,000 150,000	\$0.47 \$0.44	August 16, 2027 January 30, 2028	\$Nil \$Nil	200,000	\$86,000
<b>Jason Mercier</b> <sup>(4)</sup> VP Investor Relations	350,000 150,000	\$0.41 \$0.44	November 7, 2027 January 30, 2028	\$Nil \$Nil N/a	100,000	\$43,000
<b>Jim Royall</b> <sup>(5)</sup> VP Exploration	250,000 200,000 200,000 150,000	\$0.20 \$0.31 \$0.60 \$0.44	December 1, 2027 July 31, 2030 August 18, 2031 January 30, 2028	\$57,500 \$24,000 \$Nil \$Nil	100,000	\$43,000

(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on January 31, 2023. The closing market price of the Company's common shares on January 31, 2023 was \$0.43.

(2) Christina Cepeliauskas resigned as CFO on October 16, 2022.

(3) Andrew Marshall was appointed SVP & CFO on August 16, 2022

(4) Jason Mercier was appointed Vice-President Investor Relations & Communications on November 7, 2022.

(5) Jim Royall was appointed Vice-President Exploration on December 1, 2017.

The following table sets out the value vested or earned in incentive plan awards held by the Named Executive Officers during the financial year ended January 31, 2023:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Tim Moody President and CEO	N/A	N/A	N/A
Andrew Marshall <sup>(1)</sup> SVP & CFO	N/A	N/A	N/A
Jason Mercier <sup>(2)</sup> VP Investor Relations & Communications	N/A	N/A	N/A
Jim Royall <sup>(3)</sup> VP Exploration	N/A	N/A	N/A

(1) Andrew Marshall was appointed SVP & CFO on August 16, 2022.

(2) Jason Mercier was appointed Vice-President Investor Relations & Communications on November 7, 2022.

(3) Jim Royall was appointed Vice-President Exploration on December 1, 2017.

## Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits at, following, or in connection with the retirement of the Named Executive Officers.

## Termination of Employment, Change in Responsibilities and Employment Contracts

The Company has no plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company's most recently completed financial year or current financial year in respect of compensating such officer in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control, other than as stated above. See **Employment / Consulting Agreements of NEOs** on page 9.

## Compensation of Directors

Directors are compensated by the Company for their services in their capacity as Directors in the sum of \$18,000 per annum. The Chair of the Audit Committee is compensated for his services as a Director and Chair of the Audit Committee in the aggregate sum of \$22,000. The Chairman of the Board of Directors is compensated for his services as a Director and Chairman of the Board of Directors in the aggregate sum of \$24,000. The Company has no other arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended January 31, 2023 or subsequently, up to and including the date of this Information Circular.

## Director Compensation Table

The following table sets out the compensation provided to all directors of the Company, who are not Named Executive Officers, for the Company's financial year ended January 31, 2023:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Patrick Evans	2023	\$24,000	\$88,000	\$72,000	N/A	N/A	N/A	N/A	\$184,000
	2022	\$24,000	Nil	\$399,630	N/A	N/A	N/A	Nil	\$423,630
	2021	\$24,000	Nil	\$212,308	N/A	N/A	N/A	Nil	\$236,308
Brian Kerzner	2023	\$18,000	\$66,000	\$54,000	N/A	N/A	N/A	Nil	\$138,000
	2022	\$18,000	Nil	\$285,450	N/A	N/A	N/A	Nil	\$303,450
	2021	\$18,000	Nil	\$151,648	N/A	N/A	N/A	Nil	\$169,648
Patrick Downey	2023	\$18,000	\$66,000	\$54,000	N/A	N/A	N/A	Nil	\$138,000
	2022	\$18,000	Nil	\$399,630	N/A	N/A	N/A	Nil	\$417,630
	2021	\$18,000	Nil	\$212,308	N/A	N/A	N/A	Nil	\$230,308
Robert Parsons	2023	\$22,000	\$66,000	\$54,000	N/A	N/A	N/A	Nil	\$142,000
	2022	\$22,000	Nil	\$285,450	N/A	N/A	N/A	N/A	\$307,450
	2021	\$22,000	Nil	\$151,648	N/A	N/A	N/A	N/A	\$173,648
Robert Baxter <sup>(2)</sup> (Former Director)	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2022	\$2,036	Nil	Nil	N/A	N/A	N/A	N/A	\$2,036
	2021	\$18,000	Nil	\$151,648	N/A	N/A	N/A	N/A	\$169,648

<b>Corinne Smit<sup>(3)</sup></b>	2023	N/A							
	2022	N/A							
	2021	N/A							

(1) The fair value of option-based awards in 2023 is calculated using a Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	3.19%
Expected dividend yield	0%
Expected stock price volatility	116%
Expected life of options in years	5

Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which employee options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an employee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

(2) Robert Baxter passed away on February 10, 2021.

(3) Corinne Smit was appointed a director on May 23, 2023. 500,000 stock options with an exercise price of \$0.35 were granted to Ms. Smit on her appointment.

## Incentive Plan Awards

### Outstanding share-based awards and option-based awards

The following table sets out the outstanding share-based awards and option-based awards held by the directors of the Company, who are not Named Executive Officers as at January 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Patrick Evans	300,000	\$0.10	April 16, 2029	\$99,000	200,000	\$86,000
	700,000	\$0.31	July 31, 2030	\$84,000		
	700,000	\$0.60	August 18, 2031	\$Nil		
	200,000	\$0.44	January 30, 2028	\$Nil		
Brian Kerzner	1,000,000	\$0.10	April 18, 2027	\$330,000	150,000	\$64,500
	400,000	\$0.20	December 1, 2027	\$92,000		
	200,000	\$0.10	April 16, 2029	\$66,000		
	500,000	\$0.31	July 31, 2030	\$66,000		
	500,000	\$0.60	August 18, 2031	\$Nil		
	150,000	\$0.44	January 30, 2028	\$Nil		
Patrick Downey	500,000	\$0.10	April 18, 2027	\$165,000	150,000	\$64,500
	400,000	\$0.20	December 1, 2027	\$92,000		
	200,000	\$0.10	April 16, 2029	\$66,000		
	700,000	\$0.31	July 31, 2030	\$84,000		
	700,000	\$0.60	August 18, 2031	\$Nil		
	150,000	\$0.44	January 30, 2028	\$Nil		
Robert Parsons	300,000	\$0.10	April 18, 2027	\$99,000	150,000	\$64,500
	400,000	\$0.20	December 1, 2027	\$92,000		
	200,000	\$0.10	April 16, 2029	\$66,000		
	500,000	\$0.31	July 31, 2030	\$60,000		
	500,000	\$0.60	August 18, 2031	\$Nil		
	150,000	\$0.44	January 30, 2028	\$Nil		

<b>Corinne Smit</b> <sup>(2)</sup>	500,000	\$0.35	May 23, 2028	N/A	N/A	N/A
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(1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on January 31, 2023. The closing market price of the Company's common shares on January 31, 2023 was \$0.43.

(2) Corinne Smit was appointed a director on May 23, 2023. 500,000 stock options with an exercise price of \$0.35 were granted to Ms. Smit on her appointment.

### Value vested or earned during the year

The following table sets out the value vested or earned in incentive plan awards by the directors of the Company who are not Named Executive Officers, during the financial year ended January 31, 2023:

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Patrick Evans	Nil	N/A	N/A
Brian Kerzner	Nil	N/A	N/A
Patrick Downey	Nil	N/A	N/A
Robert Parsons	Nil	N/A	N/A
Corinne Smit <sup>(1)</sup>	N/A	N/A	N/A

(1) Corinne Smit was appointed a director on May 23, 2023.

### **Equity Compensation Plans**

The following table provides information regarding the Company's equity compensation plans which were in effect as at the fiscal year end January 31, 2023:

<b>Plan Category</b>	<b># of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b># of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity Compensation Plans Approved By Shareholders	18,070,000	\$0.35	3,144,450
Equity Compensation Plans Not Approved By Shareholders	None	N/A	N/A
Total	18,070,000	\$0.35	3,144,450

### **MANAGEMENT CONTRACTS**

There are no management functions of the Company which are to any substantial degree performed by a person other than the directors or executive officers of the Company.

### **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

The Company's Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

The fundamental responsibility of the Board of Directors is to appoint a competent executive team and to oversee the management of the business, with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal controls.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices.

The following report by the Board of Directors describes the analysis and disclosure of corporate governance practices of the Company.

## **CORPORATE GOVERNANCE DISCLOSURE**

### **1. Board of Directors**

The Board is comprised of six (6) directors: Patrick Evans, Tim Moody, Brian Kerzner, Patrick Downey, Robert Parsons and Corinne Smit. Five (5) of these directors are independent for the purposes of NI 58-101.

Tim Moody is not independent as he serves as President and CEO of the Company.

The Board of directors of the Company consists of a majority of independent directors.

The following directors are presently directors of other reporting issuers:

Patrick Evans	Mirasol Resources Ltd., Mayfair Gold Corp.
Tim Moody	Indico Resources Ltd., Prism Resources Inc., Xiana Mining Inc., Mirasol Resources Ltd.
Brian Kerzner	Indico Resources Ltd., Prism Resources Inc., Xiana Mining Inc.
Patrick Downey	Orezone Gold Corporation, Dalradian Resources Inc., GFG Resources Inc.
Robert Parsons	Indico Resources Ltd., Prism Resources Inc.
Corinne Smit	N/A

The independent directors do not at this time hold separate meetings at which management is not in attendance. The Board facilitates open and candid discussion among its independent directors by encouraging such members to have discussions with the Board members who are not independent directors.

The independent directors are provided with leadership through their majority control of the Board and ability to meet independently of management whenever deemed necessary. The Board also encourages its independent directors to have informal discussions amongst themselves whenever appropriate.

### **Mandates**

The Board of Directors is responsible for supervising management in carrying on the business and affairs of the Company. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Company. In discharging its mandate, the Board is responsible for the oversight and review of the development of, among other things, the following matters:

- the strategic planning process of the Company;
- identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- planning for succession of management;
- the Company's policies regarding communications with its shareholders and others;
- the integrity of the internal controls and management information systems of the Company;
- representing the interests of the shareholders in all significant decisions affecting the Company and ensuring that shareholders are kept informed of developments affecting their Company;
- reviewing significant operational and financial issues as they arise and providing direction to management of these matters;
- acting diligently to ensure that the Company fulfils its legal and regulatory requirements; and
- evaluating the effectiveness of senior management and establishing their compensation.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports on the operations of the Company and its financial position. The Board reviews and assesses these reports and other information provided to it at meetings of the full Board and of its Committees. The President and Chief Executive Officer is a member of the Board, giving the Board direct access to information on their respective areas of responsibility. Other management personnel regularly attend Board meetings to provide information and answer questions. Directors also consult from time to time with management. At least annually, the Board reviews management's report on its business and strategic plan and any changes with respect to risk management and succession planning.

The Board discharges specific responsibilities directly through its Committees, currently consisting of the Audit Committee, Compensation Committee, Corporate Governance Committee and Technical Advisory Committee. The Board of directors of the Company has adopted a written mandate for the Audit Committee. The text of the Audit Committee's written mandate is attached to this Circular as Appendix I.

### **Position Descriptions**

The Board has not adopted a written position description for the Chief Executive Officer, Mr. Tim Moody, on the basis that his role and responsibilities are well understood by him and by the other directors.

### **Orientation and Continuing Education**

The Board does not have a formal orientation and education program for new directors. The Board encourages directors to participate in continuing education opportunities in order to ensure that the directors may maintain or enhance their skills and abilities as directors, and maintain a current and thorough understanding of the Company's business.

## **Ethical Business Conduct**

The Board has adopted a written code of business conduct and ethics.

The Company regards maintaining a culture of ethical business conduct and social responsibility as critically important. Management consistently strives to instill the Company's principles into the practices and actions of the Company's management and staff. All known or suspected breaches of ethical business conduct are required to be reported to the Chairman, President or Chief Financial Officer. All known or suspected instances of fraud are required to be reported to the Audit Committee, which reports all complaints and allegations to the Board of Directors for investigation.

The Company requires all directors, officers and employees of the Company to strive to avoid situations that create, have the potential to create, or create the appearance of, a conflict of interest. A director or officer who has a material interest in any transaction or agreement that comes before the Board for decision is required to disclose his or her interest to the Board members and to abstain from any vote taken on the matter.

## **Nomination of Directors**

The Board does not have a Nominating Committee but does have a Corporate Governance Committee, which considers the size of the Board each year when it considers the number of directors to recommend to 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 view and experience. In that regard, the committee considers what competencies and skills the directors as a group should possess and assessing the competencies and skills of the existing and any proposed directors, and considering the appropriate size of the Board.

## **Compensation**

The Board has a Compensation Committee comprised of Patrick Evans (Chair), Brian Kerzner and Patrick Downey, all independent directors. The Compensation Committee is responsible for reviewing and recommending corporate goals and objectives relevant to the compensation of senior management of the Company, evaluating performance in light of those goals and making recommendations to the Board with respect to executive compensation levels based on that evaluation, reviewing and making recommendations to the Board with respect to the adequacy and form of the compensation of the directors, and reviewing executive compensation disclosure before it is publicly issued.

## **Audit Committee**

The Audit Committee is composed of three Board members: Robert Parsons (Chair), Patrick Evans and Brian Kerzner, all of whom are independent directors.

## **Corporate Governance Committee**

The Corporate Governance Committee is composed of three Board members: Brian Kerzner (Chair), Patrick Evans and Robert Parsons, all of whom are independent directors.

## **Technical Advisory Committee**

The Technical Advisory Committee is composed of three Board members: Patrick Downey (Chair), Tim Moody and Patrick Evans. Patrick Downey and Patrick Evans are independent directors. Tim Moody is not an independent director as he is President and CEO of the Company.

## **Assessments**

The mandate of the Chairman, in consultation with the independent directors, includes overseeing the effective functioning of the Board, which includes a periodic review of the effectiveness of the Board as a whole and of the composition of the Board. To date, given the small size of the Board and the frequency with which its meetings are held, the Board has not found it necessary to institute any formal process in order to satisfy itself that the Board, its committees and its individual directors are performing effectively.

## **AUDIT COMMITTEE**

### **Audit Committee Charter**

The text of the Audit Committee's Charter is attached as Appendix I to this Information Circular.

### **Composition of Audit Committee**

Pursuant to Multilateral Instrument 52-110 ("MI 52-110"), *Audit Committees*, the Company is required as a venture issuer to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below. The Company is relying on the exemption provided by section 6.1 of MI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110.

As at the date hereof, the Audit Committee is composed of Robert Parsons (Chair), Patrick Evans and Brian Kerzner. All of the members of the Audit Committee are "financially literate" and "independent" within the meaning of section 1.5 of MI 52-110.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year, has a recommendation of the audit committee to nominate or compensate an external auditor not been adopted by the board of directors.

### **Reliance on Certain Exemptions**

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

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "*Article 2 – Pre-Approval of Non-Audit Services*" of the Audit Committee Charter as set out in Appendix I to this Information Circular.

### **Audit Fees**

The aggregate fees billed by Davidson & Company LLP for audit services during fiscal year 2023 are \$41,000 (2022 - \$38,000).

## **Audit-Related Fees**

The aggregate fees billed by Davidson & Company LLP for audit and assurance and related services for fiscal year 2023 are \$Nil (2022 - \$Nil).

## **Tax Fees and All Other Fees**

The aggregate fees billed for tax compliance, tax advice and tax planning services by Davidson & Company LLP for fiscal year 2023 are \$Nil (2022 - \$Nil).

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

### **A. APPOINTMENT AND REMUNERATION OF AUDITORS**

Shareholders will be asked to re-approve the appointment of Davidson & Company LLP, Chartered Accountants, as auditors of the Company to hold office until the next annual general meeting of shareholders at a remuneration to be fixed by the directors. The auditor was first appointed on May 5, 2010.

### **B. RE-APPROVAL OF OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN**

The Company's existing Omnibus Equity Incentive Compensation Plan (the "**Plan**"), was approved by the Shareholders at the Company's Annual General and Special Meeting held on July 12, 2022. A copy of the Plan will be available for review at the Meeting.

As of August 14, 2023, the Company had 16,750,000 stock options outstanding, 850,000 RSUs outstanding, and 650,000 DSUs outstanding under the Plan.

#### **The Omnibus Equity Incentive Compensation Plan**

**Shareholders will be asked at the Meeting to pass an ordinary resolution re-approving, ratifying and confirming the Plan, and approving the issuance of stock options up to a maximum of ten percent (10%) of the Company's issued and outstanding share capital from time to time and a fixed number of other Awards (as defined in the Plan), other than options, issuable under the Plan up to a maximum of 5,000,000, (the "Omnibus Equity Incentive Compensation Plan Resolution").**

The following is a summary of the principal terms of the Plan, which is qualified in its entirety by reference to the text of the Plan.

#### ***Purpose***

The purpose of the Plan is to: (a) promote a significant alignment between officers and employees of the Company and its Affiliates (as defined in the Plan) and the growth objectives of the Company; (b) to associate a portion of participating employees' compensation with the performance of the Company over the long term; and (c) to attract, motivate and retain the critical employees to drive the business success of the Company.

#### ***Types of Awards***

The Plan provides for the grant of options, RSUs, DSUs, PSUs and other share-based awards (each an "**Award**" and collectively, the "**Awards**"). All Awards are granted by an agreement or other instrument or document evidencing the Award granted under the Plan (an "**Award Agreement**").

### ***Shares Available for Awards***

Subject to adjustments as provided for under the Plan, the maximum number of Common Shares of the Company available for issuance under the Plan will not exceed ten percent (10%) of the Company's issued and outstanding Common Shares, less the number of Common Shares reserved for issuance under all other security-based compensation arrangements of the Company, as defined in the Plan and provided further that the maximum number of RSUs, DSUs, PSUs and other share-based awards (other than Options) that may be issued under the Plan shall be fixed at the Award Cap.

The provision in the Plan to provide for the Award Cap does not in any way modify or increase the total number of Common Shares available for issuance under Plan. The Award Cap does not allow for the reservation of Common Shares in excess of the maximum number of Common Shares of the Company available for issuance under the Plan. In no event will the maximum number of Common Shares of the Company available for issuance under the Plan (including after giving effect to the Award Cap) exceed ten percent (10%) of the Company's issued and outstanding Common Shares from time to time, less the number of Common Shares reserved for issuance under all other security-based compensation arrangements of the Company.

For greater certainty, any RSUs, DSUs, PSUs or other share-based awards that are granted under the Plan will reduce the corresponding number of share options available for grant under the Plan.

Subject to the Award Cap, the Plan is considered to be a "rolling" plan as Common Shares of the Company covered by share options (but not other Awards) which have been exercised or settled, as applicable, will be available for subsequent grant under the Plan and the number of share options (but not other Awards) that may be granted under the Plan increases if the total number of issued and outstanding Common Shares of the Company increases.

The number of Common Shares of the Company issuable to Insiders, as defined in the Plan, at any time, under all security-based compensation arrangements of the Company may not exceed ten percent (10%) of the Company's issued and outstanding Common Shares. The number of Common Shares of the Company issued to Insiders within any one-year period, under all security-based compensation arrangements of the Company may not exceed ten percent (10%) of the Company's issued and outstanding Common Shares.

### ***Eligible Persons***

Any Employee, Non-Employee Directors or Consultants (as such terms are defined in the Plan) shall be eligible to be selected to receive an Award under the Plan (the "**Eligible Persons**").

### ***Limits for Individuals***

Unless the Company has obtained the requisite disinterested shareholder approval pursuant to the Exchange Policy, the maximum aggregate number of Shares of the Company that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Person must not exceed 5% of the Issued Shares of the Company, calculated as at the date any Security Based Compensation is granted or issued to the Person, except that securities that are expressly permitted and accepted by the Exchange for filing under Part 6 of the Exchange Policy shall not be included in calculating this 5% limit.

### ***Limits for Consultants***

The maximum aggregate number of Shares of the Company that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Issued Shares of the Company, calculated as at the date any Security Based Compensation

is granted or issued to the Consultant, except that securities that are expressly permitted and accepted for filing under Part 6 of the Exchange Policy shall not be included in calculating this 2% limit.

### ***Limits for Investor Relations Service Providers***

- (a) The maximum aggregate number of Shares of the Company that are issuable pursuant to all Options granted in any 12 month period to all Investor Relations Service Providers in aggregate shall not exceed 2% of the Issued Shares of the Company, calculated as at the date any Option is granted to any such Investor Relations Service Provider.
- (b) Options granted to any Investor Relations Service Provider shall vest in stages over a period of not less than 12 months such that:
  - (i) no more than 1/4 of the Options vest no sooner than three months after the Options were granted;
  - (ii) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted;
  - (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and
  - (iv) the remainder of the Options vest no sooner than 12 months after the Options were granted.

### ***Vesting***

All Awards, other than an Option, may not vest before one year from the date of grant of the Award.

### ***Change in Control***

In the event of a change in control (as described in the Plan), unless otherwise provided in an Award Agreement, the Board shall have the discretion to unilaterally determine that all outstanding Awards shall be cancelled upon a change in control, and that the value of such Awards, as determined by the Board in accordance with the terms of the Plan and the Award Agreements, shall be paid out in cash in an amount based on the Change in Control Price within a reasonable time subsequent to the Change in Control, subject to the approval of the Exchange.

Notwithstanding the foregoing, no cancellation, acceleration of vesting, lapsing of restrictions or payment of an Award shall occur with respect to any Award if the Board reasonably determines in good faith prior to the occurrence of a Change of Control that such Award shall be honored or assumed, or new rights substituted therefor (with such honored, assumed or substituted Award hereinafter referred to as an “**Alternative Award**”) by any successor to the Company or an Affiliate as described in Article 12 of the Plan; provided, however, that any such Alternative Award must:

- (a) be based on stock which is traded on a recognized stock exchange;
- (b) provide such Participant with rights and entitlements substantially equivalent to or better than the rights, terms and conditions applicable under such Award, including, but not limited to, an identical or better exercise or vesting schedule (including vesting upon termination of employment) and identical or better timing and methods of payment;
- (c) recognize, for the purpose of vesting provisions, the time that the Award has been held prior to the Change of Control;

- (d) provide for similar eligibility requirements for such Alternative Award as provided for in the Plan; and
- (e) have substantially equivalent economic value to such Award (determined prior to the time of the Change of Control).

### **Approval**

The Plan is considered a “rolling up to 10% and fixed up to 10%” Plan as defined in the Exchange Policy. The Exchange requires the Company to obtain approval of its shareholders with respect to the “rolling” portion of the Plan on an annual basis; however, Shareholder approval of the fixed portion of the Plan is only required if there is a proposed increase in the number allowable to be granted under the fixed portion of the Plan.

### **The Board recommends that Shareholders vote for the Omnibus Equity Incentive Compensation Plan Resolution.**

The Omnibus Equity Incentive Compensation Plan Resolution is an ordinary resolution, which must be passed by more than 50% of the votes cast by those Shareholders entitled to vote, whether cast in person or by proxy. **In the absence of contrary instructions, the management nominees named in the accompanying form of proxy intend to vote the Shares represented thereby FOR the Omnibus Equity Incentive Compensation Plan Resolution.**

### **Omnibus Equity Incentive Compensation Plan Resolution**

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without modification, the following:

#### **“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT, subject to regulatory approval:**

1. The omnibus equity incentive compensation plan (the “**Plan**”) of Pan Global Resources Inc. (the “**Company**”), is hereby re-approved.
2. The number of common shares (“**Common Shares**”) reserved for issuance under the Plan and all other security-based compensation arrangements of the Company will be a rolling number of options issuable under the Plan up to ten percent (10%) of the issued and outstanding share capital from time to time and a fixed number of other Awards (as defined in the Plan), other than options, issuable under the Plan up to a maximum of 5,000,000.
3. The Company is hereby authorized and directed to issue such Common Shares pursuant to the Plan as fully paid and non-assessable Common Shares.
4. The board of directors of the Company is hereby authorized and empowered to make any changes to the Plan as may be required by the TSX Venture Exchange.
5. Any one director or officer of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the corporate seal of the Company or otherwise, and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.”

## OTHER MATTERS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

## ADDITIONAL INFORMATION

Additional information relating to the Company is on the SEDAR website at [www.sedarplus.ca](http://www.sedarplus.ca)

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year. These financial statements and MD&A are available on the SEDAR website at [www.sedarplus.ca](http://www.sedarplus.ca) or shareholders may request copies of these documents by contacting the Company at:

Pan Global Resources Inc.  
Suite 1150 – 355 Burrard Street  
Vancouver, British Columbia, Canada V6C 2G8  
Telephone: (604) 689-9930; Fax: (604) 689-9940

DATED at Vancouver, British Columbia, this 14th day of August, 2023.

## ON BEHALF OF THE BOARD

*"Tim Moody"*

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**Tim Moody**  
President & CEO

## APPENDIX I

### Charter of the Audit Committee of the Board of Directors of Pan Global Resources Inc. (the “Company”)

#### Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the “Board”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) 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; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

#### Article 2 – Pre-Approval of Non-Audit Services

The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor. The pre-approval of non-audit services must be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

The Audit Committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the policies and procedures are detailed on the particular service, the Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee's responsibilities to management.

### **Article 3 – External Advisors**

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

### **Article 4 – External Auditors**

The external auditors are ultimately accountable to the Audit Committee and the Board, as representatives of the shareholders. The external auditors will report directly to the Audit Committee. The Audit Committee will:

- (a) review the independence and performance of the external auditors and annually recommend to the Board the nomination of the external auditors or approve any discharge of external auditors when circumstances warrant;
- (b) approve the fees and other significant compensation to be paid to the external auditors;
- (c) on an annual basis, review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;
- (d) review the external auditors' audit plan to see that it is sufficiently detailed and covers any significant areas of concern that the Audit Committee may have;
- (e) before or after the financial statements are issued, discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants;
- (f) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting;
- (g) resolve any disagreements between management and the external auditors regarding financial reporting;
- (h) approve in advance all audit services and any non-prohibited non-audit services to be undertaken by the external auditors for the Company; and
- (i) receive from the external auditors, timely reports of:
  - (i) all critical accounting policies and practises to be used;

- (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors; and
- (iii) other material written communications between the external auditors and management.

#### **Article 5 – Legal Compliance**

On at least an annual basis, the Audit Committee will review with the Company's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

#### **Article 6 - Complaints**

Individuals are strongly encouraged to approach a member of the Audit Committee with any complaints or concerns regarding accounting, internal accounting controls or auditing matters. The Audit Committee will from time to time establish procedures for the submission, receipt and treatment of such complaints and concerns. In all cases the Audit Committee will conduct a prompt, thorough and fair examination, document the situation and, if appropriate, recommend to the Board appropriate corrective action.

To the extent practicable, all complaints will be kept confidential. The Company will not condone any retaliation for a complaint made in good faith.