

ALTINA CAPITAL CORP.
25th Floor, 700 W Georgia St.
Vancouver, BC
V7Y 1B3

INFORMATION CIRCULAR
(containing information as at August 17, 2021)

**For the Annual General Meeting
to be held on September 15, 2021**

This Management Information Circular is furnished in connection with the solicitation of proxies by management of Altina Capital Corp. (the “Company”) for use at the Annual General Meeting of Shareholders (the “Meeting”) of the Company to be held at 25th Floor, 700 W Georgia St. Vancouver, BC V7Y 1B3 on Wednesday, September 15, 2021 at 10:00 AM Pacific Daylight Time and any adjournment thereof, for the purposes set forth in the attached Notice of Annual General Meeting. Except where otherwise indicated, the information contained herein is stated as of August 17, 2021.

In this Information Circular, references to the “Company”, “we” and “our” refer to Altina Capital Corp. “Common Shares” means common shares without par value in the capital of the Company. “Registered Shareholders” means shareholders whose names appear on the records of the Company as the registered holders of Common Shares. “Non-Registered Shareholders” or “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name. “Shareholders” means, collectively, Registered Shareholders and Non-Registered Shareholders or Beneficial Shareholders. “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

SOLICITATION OF PROXIES

The solicitation proxies for the Meeting will be primarily by mail; however, proxies may be solicited personally or by telephone by the directors, officers and employees of the Company. The cost of solicitation will be borne by the Company.

The Company intends to hold the Meeting in person. However, due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that Shareholders not attend the Meeting in person. The Company encourages Shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online. No management presentation will be made at the Meeting.

If any shareholder does wish to attend the Meeting in person, please contact Mirza Rahimani at (604) 319-9000 or email mirza.rahimani@gmail.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. The Meeting can accommodate no more than seven shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are Directors and/or Officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 3RD FLOOR, 510 BURRARD STREET, VANCOUVER, BRITISH COLUMBIA, V6C 3B9, ON OR BEFORE 10:00 A.M., PACIFIC DAYLIGHT**

TIME ON MONDAY, SEPTEMBER 13, 2021, OR, IN THE EVENT OF AN ADJOURNMENT, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAY, SUNDAY AND HOLIDAYS) BEFORE THE TIME OF THE ADJOURNED MEETING.

The instrument of proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a Company, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's Registrar and transfer agent ("**Transfer Agent**"), Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 ("**Computershare**"), at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

These security holder materials are being sent to both Registered and Non-Registered Shareholders of the securities. If you are a Non-Registered Shareholder, and the Company or its Transfer Agent, Computershare, 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.

If you are a Non-Registered Shareholder, and these materials have been sent to you by the Intermediary holding on your behalf, you will be required to provide proper voting instructions to the Intermediary who will, in turn, provide voting instructions to the Company or its Transfer Agent, Computershare. The Company and Computershare cannot accept voting instructions directly from such Non-Registered Shareholders. Each Intermediary has its own procedure for sending material to Non-Registered Shareholders and for Non-Registered Shareholders to provide instructions to the intermediaries to vote their Common Shares. Non-Registered Shareholders should carefully follow the instructions provided to them by the Intermediary that is holding their Common Shares. In addition, Non-Registered Shareholders that received these materials from an Intermediary attending the Meeting will not be recognized as shareholders or entitled to vote at the Meeting unless they have been appointed as a proxy holder by the Intermediary that is holding their Common Shares. The Intermediary's instructions will advise how to effect that appointment. All references to Shareholders in this Information Circular and the accompanying Instrument of Proxy are to Registered Shareholders of record, unless specifically stated otherwise.

VOTING OF COMMON SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the Common Shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH COMMON SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a "special resolution", in which case a majority of not less than 66-2/3% of the votes cast will be required. In the event that 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 forth in this section is of significant importance to many Shareholders, as a substantial number of the Shareholders do not hold their Common Shares in their own name. Shareholders holding their Common Shares through their brokers, intermediaries, trustees or other parties, or otherwise not holding their Common Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders appearing on the records maintained by the Company's transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares, in all likelihood, will NOT be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name 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., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Regulatory polices require brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by the Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form requesting such voting instructions (a "VIF") supplied to the Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Proxy provided directly to the Registered Shareholders by the Company, however, its purpose is limited to instructing the Registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable VIF, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge (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 Common Shares to be represented at the Meeting. **A Beneficial Shareholder cannot use a VIF to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) or other third party in accordance with the instructions on the VIF well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other Intermediary, please contact that broker or other Intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at a Meeting for the purposes of voting Common Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as Proxyholder for the Registered Shareholder and vote the Common Shares in that capacity if the Company receives a properly completed proxy from the Intermediary. **Beneficial Shareholders wishing to attend the Meeting and indirectly vote their Common Shares as Proxyholder for the Registered Shareholder, should enter their own names in the blank space on the VIF provided to them and return it in accordance with the instructions provided by such party on the VIF.**

These securityholder materials are being sent to both Registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder and the Company or the Transfer 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. In this event, 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.

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own ("**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are ("**NOBOs**" for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 ("**NI 54-101**") issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy related materials directly to NOBOs.

This year, the Company has decided to take advantage of those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from our Transfer Agent, 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 contains complete instructions. Computershare will tabulate the results of the

VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

In accordance with the Provisions of NI 54-101, the Company has elected not to pay for mailing to OBO's. As a result, OBO's will only receive paper copies of proxy-related materials if the OBO's intermediary assumes the costs of delivery.

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting as the close of business on August 11, 2021 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Company's Articles, the quorum for the transaction of business at a meeting of Shareholders is two (2) persons who are, or represent by proxy, Shareholders holding, in the aggregate, at least five percent (5%) of the Common Shares entitled to be voted at the meeting.

VOTING COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares having attached thereto the special rights and restrictions as set forth in the Articles of the Company. On the Record Date, there were 8,000,000 Common Shares issued and outstanding, each share carrying the right to one vote. No Preferred shares have been issued. The Company has no other classes of voting shares.

To the knowledge of the Directors and Senior Officers of the Company, as of the Record Date, there are no persons or corporations that beneficially own, or control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company, except those shown in the table below:

Name of Shareholder	Number of Common Shares	Percentage of Issued and Outstanding Common Shares
Salman Capital Inc.	900,000	11.25%
Total	900,000	11.25%

Notes:

(1) Terrance K. Salman, a director of Altina, is the principal shareholder of Salman Capital Inc.

The information above is not within the knowledge of the management of the Company and has been furnished by the respective nominees accordingly.

PROPOSED QUALIFYING TRANSACTION

On June 1, 2021, the Company announced it had entered into an arrangement agreement (the "**Arrangement Agreement**") with Omega Gold Corp. ("**Omega**") pursuant to which the Company would complete its Qualifying Transaction (the "**Proposed Qualifying Transaction**"). Upon completion of the Proposed Qualifying Transaction (the "**Effective Date**"), Omega will cancel all common shares of Omega and, in consideration thereof, each former shareholder of Omega will receive Common Shares of the Company on a one-for-one basis. In addition, subject to the policies of the Exchange, all holders of outstanding common share purchase warrants ("**Omega Warrants**") and performance warrants ("**Omega Performance Warrants**") of Omega that have not been duly exercised prior to the Effective Date, will be entitled to receive from the Company, upon exercise thereof, Common Shares, on substantially the same terms and conditions as were applicable to such Omega Warrants and Omega Performance Warrants immediately before the Effective Date. For additional particulars of the Proposed Qualifying Transaction, please refer to the Company's news releases dated October 30, 2020, February 18, 2021, June 1, 2021 and June 11, 2021.

Completion of the Proposed Qualifying Transaction is conditional upon, among other standard conditions for a transaction of this nature: (i) Omega providing a current Technical Report that is acceptable to the Exchange and the Company; (ii) Omega delivering audited annual financial statements and any applicable unaudited interim financial statements that are acceptable to the Company and compliant with Exchange policies; (iv) Omega delivering a title

opinion for the qualifying properties of Omega, in a form and content reasonably satisfactory to the Company; (v) receipt of all required consents and approvals for the Proposed Qualifying Transaction, including from the directors and shareholders of Omega, from the directors and, if required, the shareholders of the Company, and from the Exchange; (vi) completion of the Concurrent Financings (as such term is defined in news release of the Company dated June 11, 2021); and (vii) completion by the Company of satisfactory due diligence of Omega.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2020 (the "**Financial Statements**"), together with the Auditors' Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with Management Discussion and Analysis ("**MD&A**") for the financial year ended December 31, 2020 are currently available on SEDAR at www.sedar.com. The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy are available on SEDAR at www.sedar.com, from the Company's Registrar and Transfer Agent, Computershare at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, or from the Company's head office located at 2500 - 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

ELECTION OF DIRECTORS

The persons named in the enclosed instrument of proxy intend to vote in favour of a resolution fixing the number of Directors to be elected at eight (8). Although Management is nominating eight individuals to stand for election, subject to compliance with the Company's Articles of Incorporation (see "Advance Notice Provisions" below), the names of further nominees for Directors may be put forth at the Meeting.

Each Director of the Company is elected annually and holds office until the next Annual Meeting of Shareholders, or until his successor is duly elected, or until his resignation as a Director.

In the absence of express instructions to the contrary, the Common Shares represented by proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

ADVANCE NOTICE PROVISIONS

The Company's Articles of Incorporation include advance notice provisions (the "**Advance Notice Provisions**"), which provide, among other things, a provision that requires advance notice be given to the Company in circumstances where nomination of persons for election to the Board are made by Shareholders of the Company. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a "**Notice**") for the election of directors to the Company prior to any annual or special meeting of Shareholders. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Company, and establish the form in which the Shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of Shareholders, a Notice must be provided to the Company not less than 30 days and not more than 65 days prior to the date of the annual meeting. However, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, a Notice must be provided to the Company not later than the close of business on the 10th day following such public announcement.

As of the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by management of the Company for election as a Director, the province and country in which each person is ordinarily resident, the positions and offices which each presently holds with the Company, the date for which each person became a Director of the Company, their respective principal occupations or employment during the past five years and the number of Common Shares of the Company which each beneficially owns, or controls or directs, directly or indirectly, as of the date of this Information Circular. The Board proposes that the number of directors to be elected to the Board be fixed at eight

(8). At the Meeting, Shareholders will be asked to approve an ordinary resolution to fix the number of Board positions at eight (8).

The Board is currently comprised of Mirza Rahimani, Terrance K. Salman Gordon Kenneth Neal and Theofilos Sanidas. Two (2) of the eight (8) nominees, being Terrance K. Salman and Gordon Kenneth Neal, are currently Directors of the Company and have been nominated to stand for re-election to the Board at the Meeting. It is currently contemplated that the Proposed Qualifying Transaction will close prior to the Meeting. On the Effective Date of the Proposed Qualifying Transaction, it is expected that Theofilos Sanidas and Mirza Rahimani will resign and Alan Hitchborn, Halsey Johnston and Michael Ainsworth will be appointed as directors of the Company.

Name, Province and Country of Ordinary Residence ⁽¹⁾	Principal Occupation ⁽¹⁾	Date First Became a Director	Number of Common Shares Beneficially Owned, Directly or Indirectly ⁽¹⁾
Alan Hitchborn Proposed Director, CEO, President N Vancouver, British Columbia	Geologist	Incoming	3,400,000 ⁽²⁾
Halsey Johnston ⁽³⁾ Proposed Director Vancouver, British Columbia	Businessperson	Incoming	8,185,333 ⁽²⁾
Mark Pearson Proposed Director N Vancouver, British Columbia	Mining Engineer	Incoming	--
Michael Ainsworth ⁽³⁾ Proposed Director Vancouver, British Columbia	Businessperson	Incoming	1,400,000 ⁽²⁾
Terry Gardner Jr. Proposed Director Brightwaters, NY	Businessperson	Incoming	--
Terrance K. Salman Director Vancouver, British Columbia	Businessperson	August 23, 2019	4,900,000
Gordon Kenneth Neal ⁽³⁾ Director Vancouver, British Columbia	Businessperson	August 23, 2019	700,000
Evandra Nakano Proposed Director Vancouver, British Columbia	Businessperson and Geologist	Incoming	--

(1) The information as to province and country of ordinary residence, principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

(3) Number of Common Shares beneficially owned, directly or indirectly, assumes that the Effective Date of the Proposed Qualifying Transaction will occur prior to the Meeting. Common Shares held by such individuals represent those common shares of Omega so exchanged for Common Shares of Altina under the Proposed Qualifying Transaction. See “Proposed Qualifying Transaction”.

(2) Denotes member of the Audit Committee.

Other than as specified below, no proposed director of the Company is, or has been, within the 10 years prior to the date of this Information Circular:

- (a) a director or executive officer of any company that was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, while that person was acting in that capacity;
- (b) a director or executive officer of any company that was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to act in that capacity and which resulted from an event that occurred while that person was acting in that capacity;
- (c) 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, 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;
- (d) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer; or
- (e) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Other than Terry Gardner Jr., all of the nominees are ordinarily resident in Canada.

The Company does not currently have an Executive Committee of the Board.

Director Biographic Information

Additional biographic information about the proposed directors of the Company is provided below:

Alan D. Hitchborn – Proposed CEO, President and Director; B.Sc., P.Geo

Alan Hitchborn is a professional geologist with degree from University of Nevada-Reno with a background in drilling, corporate development, and high-level management. Alan acted as Chief Geologist and the Resource Estimation Group at Placer Dome's Bald Mountain Mine in Nevada for over a decade starting in 1986. He later became VP-Exploration and GM of Mexico Operations for Kimber Resources for 8 years acting for the company from its earliest acquisitions, its TSX-V listing, and participated actively in all the company's fund-raising efforts as well as deployment of over 60 workers/contactors and was involved in all aspects of negotiated land agreements, and community relations, and exploration programs. Alan's team was responsible for the discovery and definition of nearly 2 million ounces of gold equivalent resources at their Monterde property. More recently, Alan has acted for Aura Minerals responsible for exploration programs and mine site geologic teams in Brazil, Honduras, and Mexico. He also acted for Frontera Mining Corp from 2011 to 2019 responsible for all aspects of geology and exploration as well as resource estimate efforts leading to drilling and development of 1.5 billion pounds of copper reserves at a cost of less than 1 cent per pound. Alan is a hands-on CEO that specializes in drilling and resource development and effects all aspects of exploration including mapping, trenching, and drill placement.

Halsey Johnston – Director, DIPL.T., FCSI

Halsey Johnston has 40 years of experience in banking, corporate finance, venture capital mining finance, and industrial development. A graduate of Financial Management from BCIT, Halsey worked with the Federal Business Development Bank, and later became a registered representative for Pemberton Securities, Continental Carlisle Douglas, and Yorkton Securities. Halsey has founded and managed private and public companies and is a founding officer and director of Omega Gold Corp. He is also currently, the co-founder of HTH Minerals SEZC, a mineral processor with operations in Chile and Peru as well as large-scale exploration Copper-Gold projects in Chile, and Peru.

Mark Pearson – Director - B.Sc. (Honours) P.Eng

Mr. Mark Pearson has over 30 years of domestic and international management, operations and consulting experience. He has worked extensively in all aspects of open pit mine development, including: operations, scoping studies, pre-feasibility studies, feasibility studies, valuations, due diligence studies. Mark holds a Bachelor of Engineering in Mining from Montana Tech and is a registered professional engineer with Engineers and Geoscientists of British Columbia. Since 2010, Mark was involved in the turnaround of the Piedras Verdes Copper Mine acquired by the Invecture Group in 2009. He was involved in the technical evaluation of the mining

investment opportunities for Invecture and played key roles in their acquisition of Kimber Resources and their Monterde Gold Silver Project as well as their purchase of the Los Cardones Gold Project from Vista Gold.

Michael Ainsworth – Director; B.Sc., M.Sc.

Michael Ainsworth has more than 25 years of operational, management and executive level experience in public and private companies within the building products industry. Michael has managed large greenfield construction projects, timberlands operations, marketing and transportation, and business development activities and played an executive role in finance and accounting, human resources, and IT. He built a team that successfully transitioned Ainsworth Lumber from a privately-owned enterprise to a publicly-traded company with revenues in excess of \$1.2 billion. While CEO of a fire safety products company, Michael spearheaded the development and implementation of a global distribution strategy, as well as oversaw the North American manufacturing plan and intellectual property strategy.

Terry Gardner Jr. – Proposed Director

Terry Gardner is a Partner at the New York based investment management firm, C.J. Lawrence, LLC., where he manages client portfolios and directs the firm's portfolio strategy process. Prior to C.J. Lawrence, he provided strategic advice to companies in the institutional research and wealth management sectors via his own firm, Gardner Capital. He also held senior positions at ITG Investment Research and New York based Seil Securities Corp. From 2005 until 2008, he served as President of S-2 Research, Inc., a proprietary research firm, and as COO for XTF Global Asset Management, a manager of portfolios of exchange traded funds. From 1994 until 2005, Terry served in various management and analytical roles at Deutsche Bank, including Chief Operating Officer for Deutsche Bank's Global Equities Research Division. From 1988 to 1993, he served as an officer in the United States Marine Corps.

Terry Salman, C.M. - Director – BA, MBA, D Tech.h.c

Mr. Salman has 35 years of experience in exploration finance. Terry worked with Nesbitt Thomson becoming the Executive Vice-President and a Director responsible for all the firm's corporate and government finance activities in the Pacific Rim and Western North America. He was responsible for all underwriting activity including M&A, valuations, and private placements. He left Nesbitt Thomson to form Salman Partners, where he was President, CEO and Co-Director of Research helping raise over \$20 billion for more than 400 exploration and mining companies. Today, Mr. Salman is President & CEO of Salman Capital Inc. He was the recipient of the 2016 Murray Pezim award in recognition of his remarkable career in Canadian mining finance and he was inducted to the Cambridge House Resource Hall of Fame in 2018. Mr. Salman is the Chair Emeritus of the Vancouver Public Library Foundation, Honorary Consul-General of the Republic of Singapore, and former director or chairman of numerous charities. He also acted as former Chairman of the Investment Dealers Association of Canada. Terry served with the United States Marine Corps and is a Vietnam veteran. Mr. Salman recently has been appointed to the Order of Canada for his contributions to mining exploration, and for his generous philanthropy and community activism.

Gordon Kenneth Neal – Director

Mr. Neal was most recently the President of New Pacific Metals Corp. Prior to this he was Vice President of Corporate Development for Silvercorp Metals. Previous to this role he was Vice President of Corporate Development for MAG Silver Corp. Mr. Neal has more than 30 years experience in governance, corporate finance and capital markets. He has served on the board of Falco Resources, Balmoral Resources, Americas Petrogas, Rockgate Capital, and Xiana Mining. Mr. Neal graduated from Dalhousie University with a B.Sc. in Biochemistry. He has also served as a member of the Dalhousie University Senate and Board of Governors.

Evandra Nakano – Proposed Director – B.Sc. MBA CDI.D

Evandra Nakano is the founder, director, president and CEO of Infield Minerals Corp., advancing its portfolio of gold-silver exploration projects in Nevada. She was co-founder and former CEO and CFO of Kismet Resources Corp., which amalgamated with TDG Gold Corp. in 2020. From 2010 to 2014, Ms. Nakano was a technical team member of B2Gold Corp., where she participated in the evaluation of several major acquisitions. With more than 15 years of international mineral exploration and mining industry experience, Ms. Nakano brings a strong combination of technical expertise and business acumen to the company. She holds a B.Sc. (Honours Geology) from the University of British Columbia (UBC) and an MBA (Finance) from Sauder School of Business, UBC.

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had one (1) "Named Executive Officers" during the financial year ended December 31, 2020.

Definitions: For the purpose of this Information 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;

"**closing market price**" means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada; or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**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 Payment.

"**external management company**" includes a subsidiary, affiliate or associate of the external management company.

"**grant date**" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*.

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

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

- (a) 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), for that financial year; and
- (d) each individual who would be an 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;

"**NI 52-107**" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**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;

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

COMPENSATION DISCUSSION AND ANALYSIS

Discussion

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board reviews the compensation of senior management on an as required basis taking into account compensation paid by other issuers of similar size and activity.

In accordance with the policies of the TSX Venture Exchange (the "**Exchange**"), until the Company has completed its Qualifying Transaction (as such term is defined in Exchange policies), it is prohibited from paying any remuneration, including salaries, consulting fees, management fees, bonuses, or similar fees to NEOs. The Company has granted incentive options to its NEO and its Directors after considering: (i) the experience of the Company's Directors in making option grants to NEOs by other Capital Pool Companies and (ii) the amount and terms of outstanding options and the number of options remaining available to management and the Board of Directors. Until the Company has completed its Qualifying Transaction, specific performance targets are not built into the compensation structure.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board do not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Option Based Awards

The Company has in effect a stock option plan (the "**Stock Option Plan**") in order to provide effective incentives to directors, officers and senior management personnel and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Shareholders. The Company currently has no equity compensation plans other than the Stock Option Plan. The Company anticipates that, particularly following completion of its Qualifying Transaction, the Stock Option Plan will be an important part of the Company's long-term incentive strategy for its executive officers. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and Shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution to the Company will be key to its long-term success. Previous grants of stock options will be taken into account by the Board when considering new grants.

Use of Financial Instruments

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

Summary Compensation Table

The following table sets out the compensation paid to NEOs during the fiscal year ended December 31, 2020 and for the period from August 23, 2019 (date of incorporation) to December 31, 2019, the periods of which they were acting in the capacity of a NEO:

Name and principal position (a)	Year (b)	Salary (c)	Grant date fair value of share-based awards (d)	Grant date fair value of option-based awards (e)	Non-equity incentive plan compensation (f)		Pension value (g)	All other compensation (h)	Total compensation (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Mirza Rahimani CEO, CFO & Corporate Secretary	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Determined using the Black-Scholes-Merton method.

Incentive Plan Awards – Value Vested or Earned During the Year

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the Named Executive Officers and which were outstanding at December 31, 2020:

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money-options (\$) ⁽¹⁾ (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)	Market or payout value of share-based awards not paid out or distributed (\$) (h)
Mirza Rahimani CEO, CFO & Corporate Secretary	130,000	\$0.10	September 23, 2030	Nil	Nil	Nil	Nil

- (1) For options outstanding at the most recently completed financial year and in-the-money on that date, based on the difference between the closing market price of the Common Shares on the Exchange on December 31, 2020 and the exercise price of the option.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2020 in respect of incentive awards to the Named Executive Officer:

Name	Option-based awards– Value vested during the year (\$) ⁽¹⁾	Share-based awards–Value vested during the year (\$)	Non-equity incentive plan compensation–Value earned during the year (\$)
Mirza Rahimani CEO, CFO & Corporate Secretary	Nil	Nil	Nil

- (1) For options that became vested during the most recently completed financial year and were in-the-money on their vesting date, based on the difference between the closing market price of the Common Shares on the Exchange on the vesting date and the exercise price of the option.

Narrative Discussion

The grant of stock options to NEOs pursuant to the Company’s Stock Option Plan is discussed above under the heading “Compensation Discussion and Analysis – Option Based Awards.”

As at December 31, 2020, NEOs held 130,000 of the 700,000 issued and outstanding stock options. During the year ended December 31, 2020, the Company granted nil stock options to NEOs.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

Termination and Change of Control Benefits

During the year ended December 31, 2020, the Company did not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities.

MANAGEMENT CONTRACTS

Management functions of the Company are not, to any substantial degree, performed by a person or persons other than the Directors or Senior Officers of the Company.

COMPENSATION OF DIRECTORS

The only arrangement under which directors who are not executive officers are compensated by the Company and its subsidiaries for their services in their capacity as directors is that each director is eligible under the Company’s Stock Option Plan to receive grants of stock options, at the discretion of the Board.

During the year ended December 31, 2020, no directors were paid fees by the Company in respect of their role as a director of the Company.

Director Compensation Table

The following table sets forth particulars of all compensation paid to directors who were not Named Executive Officers during the years ended December 31, 2020 and for the period from August 23, 2019 (date of incorporation) to December 31, 2019:

Name	Year	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)		(b)	(c)	(d)	(e)	(f)	(g)	(g)
Terrance K. Salman	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gordon Kenneth Neal	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Theofilos Sanidas	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton method.

Incentive Plan Awards – Value Vested or Earned During the Year

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the directors who were not Named Executive Officers and which were outstanding at December 31, 2020:

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 (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Terrance K. Salman	245,000	\$0.10	September 23, 2030	Nil	Nil	Nil	Nil
Gordon Kenneth Neal	190,000	\$0.10	September 23, 2030	Nil	Nil	Nil	Nil
Theofilos Sanidas	130,000	\$0.10	September 23, 2030	Nil	Nil	Nil	Nil

(1) For options outstanding at the most recently completed financial year and in-the-money on that date, based on the difference between the closing market price of the Common Shares on the Exchange on December 31, 2020, and the exercise price of the option.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2020 in respect of incentive awards to the directors who were not Named Executive Officers:

Name	Option-based awards—Value vested during the year (\$) ⁽¹⁾	Share-based awards—Value vested during the year (\$)	Non-equity incentive plan compensation—Value earned during the year (\$)
Terrance K. Salman	Nil	Nil	Nil
Gordon Kenneth Neal	Nil	Nil	Nil
Theofilos Sanidas	Nil	Nil	Nil

- (1) For options that became vested during the most recently completed financial year and were in-the-money on their vesting date, based on the difference between the closing market price of the Common Shares on the Exchange on the vesting date and the exercise price of the option.

Narrative Discussion

As at December 31, 2020, Directors who were not NEOs held 570,000 of the 700,000 issued and outstanding stock options. During the year ended December 31, 2020, the Company granted nil stock options to Directors who were not NEOs.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2020:

Equity Compensation Plan Information as of December 31, 2020

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	Nil	\$Nil	Nil
Equity compensation plans not approved by security holders⁽¹⁾	700,000	\$0.10	Nil
TOTAL	700,000	\$0.10	Nil

- (1) Represents the Company's Stock Option Plan. As discussed under the heading "Particulars of Other Matters to be Acted On" below, the Company's Stock Option Plan will be submitted to Shareholders for approval at the Meeting.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the last fiscal year of the Company, none of the executive officers, directors or employees, any former executive officers, directors or employees of the Company, or any proposed nominee for election as a Director, or any affiliate or associate of any of the foregoing, is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or above, since the commencement of the Company's most recently completed financial year, no informed person (a director, officer, employee, or holder of 10% or more Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

AUDIT COMMITTEE

National Instrument 52-110 of the CSA ("NI 52-110") requires the Company, 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 in the following.

Audit Committee Disclosure

Pursuant to Section 224(1) of the British Columbia *Business Corporations Act* and NI 52-110 the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company as a venture issuer, to disclose annually in its information circular certain information concerning the makeup of its audit committee and its relationship with its independent auditor.

The primary function of the audit committee (“**Audit Committee**”) is to assist the Board in fulfilling its financial oversight responsibilities by: (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company’s financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Audit Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

The Audit Committee is currently comprised of the following members: (i) Terrance K. Salman; (ii) Gordon Kenneth Neal; and (iii) Theofilos Sanidas. On the Effective Date of the Proposed Qualifying Transaction, it is anticipated that (i) Terrance K. Salman and Theofilos Sanidas will resign as directors and members of the audit committee, (ii) Halsey Johnston and Michael Ainsworth, among others, will, in accordance with the articles of the Company, be appointed to the Board, and (iii) Halsey Johnston and Michael Ainsworth will also be appointed as members of the Audit Committee. Following completion of the Proposed Qualifying Transaction, it is anticipated that the Audit Committee will be comprised of Gordon Kenneth Neal, Halsey Johnston and Michael Ainsworth.

Each proposed member of the Audit Committee is considered to be financially literate as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Audit Committee are elected by the Board at its first meeting following the annual Shareholders’ meeting. Unless a chair is elected by the full Board, the members of the Audit Committee designate a chair by a majority vote of the full Audit Committee membership.

Relevant Education and Experience

Halsey Johnston – Independent – Mr. Johnston is a corporate director and executive with more than four decades of experience in Canadian capital markets. He has completed the Canadian Securities Course and is a fellow of the Canadian Securities Institute. Mr. Johnston has completed a diploma in financial management from the British Columbia Institute of Technology.

Michael Ainsworth - Independent – Mr. Ainsworth is a business executive with nearly 30 years’ experience. He spent 15 years as an executive with Ainsworth Lumber Co. Ltd. where he rose to the level of Executive Vice President handling a portfolio of finance and accounting related responsibilities, while raising in excess of US\$1.2 billion. Mr. Ainsworth has also served in executive and director roles with various Canadian public companies.

Gordon Kenneth Neal – Independent – Mr. Neal was most recently the President of New Pacific Metals Corp. Prior to this he was Vice President of Corporate Development for Silvercorp Metals. Previous to this role he was Vice President of Corporate Development for MAG Silver Corp. Mr. Neal has more than 30 years experience in governance, corporate finance and capital markets. He has served on the board of Falco Resources, Balmoral Resources, Americas Petrogas, Rockgate Capital, and Xiana Mining. Mr. Neal graduated from Dalhousie University with a B.Sc. in Biochemistry. He has also served as a member of the Dalhousie University Senate and Board of Governors.

All of the members of the Audit Committee are “financially literate” as that term is defined in NI 52-110.

The Audit Committee’s Charter

The Company has adopted a Charter of the Audit Committee of the Board on March 5, 2020, a copy of which is annexed hereto as Schedule “A”.

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Sections 6.1.1(4), 6.1.1(5) and 6.1.1(6) provide exemptions from audit committee composition requirements applicable to venture issuers in certain circumstances. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor during the fiscal year ended December 31, 2020 and for the period from August 23, 2019 (date of incorporation) to December 31, 2019 are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2020	\$7,592	--	\$1,750	--
2019	\$10,122	--	\$1,250	--

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

APPOINTMENT AND REMUNERATION OF AUDITORS

The persons named in the enclosed Instrument of Proxy will vote for the appointment of Davidson & Company LLP as auditors for the Company, to hold office until the next Annual Meeting of the Shareholders, at a remuneration to be fixed by the Board, and the persons named in the enclosed Proxy intend to vote in favour of such re-appointment. Davidson & Company LLP has been the auditor of the company since March 5, 2020.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Capitalized terms used and not defined in this Section have such meaning ascribed to it in the policies of the Exchange.

1. APPROVAL OF ROLLING STOCK OPTION PLAN

The Company has implemented a 10% rolling Stock Option Plan. Under the policies of the Exchange, a rolling stock option plan, such as the Company’s must be approved by Shareholders on a yearly basis.

Accordingly, at the Meeting, Shareholders will be asked to pass an Ordinary Resolution approving the Company’s Stock Option Plan. A summary of the material provisions of the Stock Option Plan are as follows:

1. the Stock Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares of the Company from time to time, with no mandatory vesting provisions;
2. the number of Common Shares reserved for issue to any one person in any 12 month period under the Plan may not exceed 5% of the outstanding Common Shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the Exchange);

3. the number of Common Shares reserved for issue to any Consultant (as defined by the Exchange) in any 12 month period under the Plan may not exceed 2% of the outstanding Common Shares at the time of grant;
4. the aggregate number of Common Shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the Plan may not exceed 2% of the outstanding Common Shares at the time of grant;
5. the number of Common Shares issued to any one person within a 12 month period on the exercise of stock options may not exceed 5% of the outstanding Common Shares at the time of exercise without Disinterested Shareholder Approval;
6. the exercise price per common share for a stock option may not be less than the Discounted Market Price (as determined pursuant to the policies of the Exchange);
7. stock options may have a term not exceeding ten years;
8. there is no longer any requirement that stock options terminate within specified periods of the optionee ceasing to be a director, officer, employee or consultant of the Company, except that such stock options shall cease to be exercisable no later than the earlier of (i) the expiry date of the stock options and (ii) the date which is 90 days after such terminating event, provided always that the Board may allow for such stock options to terminate and cease to be exercisable on such later date, not exceeding 12 months following the holder of stock options ceasing to be a director, officer, employee or consultant of the Company as the Board in its discretion may determine is reasonable;
9. stock options are non-assignable and non-transferable; and
10. the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the Common Shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

A copy of the Stock Option Plan is available on request from the Company.

The text of the resolution to be passed (the "**Rolling Stock Option Plan Resolution**") is as follows.

"BE IT RESOLVED THAT the Company's rolling Stock Option Plan, be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable."

In order to pass the Rolling Stock Option Plan Resolution, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution.

Management recommends that Shareholders approve the Rolling Stock Option Plan Resolution as set out above, and the persons named in the enclosed Proxy intend to vote FOR the foregoing.

2. APPROVAL OF AMENDMENT TO STOCK OPTION PLAN

On December 1, 2020, the Exchange announced changes to its Capital Pool Company (a "CPC") program, which include, among other things, amendments to the existing Policy 2.4 of the Exchange in a new policy of the Exchange which became effective on January 1, 2021 (the "**New Policy**"). At the Meeting, it is proposed that the Company maintain the Stock Option Plan as a "rolling" stock option plan, but the Board has determined that it is appropriate to update and amend the Stock Option Plan of the Company to ensure that it is in line with the New Policy (the "**Amended Stock Option Plan**") such that the total number of Common Shares that may be reserved for issuance pursuant to options under the Amended Stock Option Plan may not exceed 10% of the Common Shares issued and outstanding at the date of grant.

In the event the Proposed Qualifying Transaction is completed prior to the date of the Meeting, this resolution will not be put forth to Shareholders.

The number of Common Shares reserved for issue under the current Stock Option Plan is 700,000, representing less than 10% of the number of Common Shares outstanding on September 21, 2020, the date on which the Company completed its initial public offering on the Exchange (the "**IPO**").

The Company also wishes to amend the current Stock Option Plan in accordance with the New Policy such that prior to the completion of its Qualifying Transaction (as such term is defined in the policies of the Exchange):

1. the number of Common Shares reserved for issuance as stock options under the Stock Option Plan to any individual director or senior officer may not exceed 5% of the Common Shares outstanding as at the date of grant, rather than at the closing of the IPO;
2. the number of Common Shares reserved for issuance as stock options under the Stock Option Plan to Consultants (as defined in the Stock Option Plan), may not exceed 2% of the Common Shares outstanding as at the date of grant, rather than at the closing of the IPO;
3. no options granted pursuant to the Stock Option Plan may be granted unless the optionee first enters into an escrow agreement agreeing to deposit the stock options, and the Common Shares acquired pursuant of the exercise of such stock options, into escrow as described in the escrow agreement; and
4. the number of Common Shares reserved for issuance as stock options under the Stock Option Plan shall not exceed 10% of the outstanding Common Shares at the time of grant.

For the purposes of the disinterested Shareholder approval, the votes attached to the Common Shares held by Insiders to whom stock options may be granted under the Stock Option Plan and their Associates and Affiliates, a total of 2,580,000 Common Shares, are excluded from the calculation of any such approval. Capitalized terms used and not defined in this paragraph or elsewhere in the Circular have the meanings given to them in Exchange policies.

Disinterested Shareholder Approval

At the Meeting, provided that the Proposed Qualifying Transaction is not completed prior to the date of the Meeting, disinterested Shareholders will be asked to consider and vote on an ordinary resolution to confirm and approve the Amended Stock Option Plan, with or without variation (the “**Amended Stock Option Plan Resolution**”), to update it in accordance with the New Policy as follows:

“BE IT RESOLVED THAT AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS, THAT:

1. *the stock option plan of the Company adopted by the directors of the Company on March 5, 2020 (the “**Stock Option Plan**”) be replaced with the amended stock option plan as described in the management information circular of the Company dated August 17, 2021 (the “**Amended Stock Option Plan**”);*
2. *the Amended Stock Option Plan be and it is hereby approved and adopted;*
3. *the directors of the Company be authorized to grant stock options under, and subject to the terms and conditions of, the Amended Stock Option Plan, which may be exercised to purchase up to 10% of the issued and outstanding number of common shares of the Company at the date of the grant of stock options with no mandatory vesting provisions;*
4. *the outstanding options which have been granted under the Stock Option Plan shall, for the purpose of calculating the number of stock options that may be granted under the Amended Stock Option Plan, be treated as stock options granted under the Amended Stock Option Plan and be subject to the provisions of the Amended Stock Option Plan;*
5. *the Amended Stock Option Plan may be amended by the directors of the Company in order to satisfy the requests of any regulatory authorities or the TSX Venture Exchange (collectively the “**Regulatory Requests**”) without further approval of the shareholders of the Company, unless approval of the shareholders of the Company is required by the Regulatory Requests; and*
6. *any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Company may be necessary or desirable to carry out the terms of the foregoing resolutions.”*

An ordinary resolution of disinterested Shareholders is a resolution passed by a majority of the disinterested Shareholders (which excludes the votes attached to the Common Shares held by Insiders to whom stock options may

be granted under the Stock Option Plan and their Associates and Affiliates, a total of 2,580,000 votes) at a general meeting by a simple majority of the disinterested votes cast in person or by proxy.

Management recommends that Shareholders approve the Amended Stock Option Plan Resolution as set out above, and the persons named in the enclosed Proxy intend to vote FOR the foregoing. Proxies received in favour of management will be voted FOR the Amended Stock Option Plan Resolution.

3. REMOVAL OF THE CONSEQUENCES OF FAILING TO COMPLETE A QUALIFYING TRANSACTION WITHIN 24 MONTHS OF LISTING

It is anticipated that the Company will complete the Proposed Qualifying Transaction with 24 months of the date of listing of the Common Shares the Exchange, being September 23, 2022. However, if the Proposed Qualifying Transaction is not completed or, in the event the Proposed Qualifying Transaction is not completed, any other Qualifying Transaction is not completed by September 23, 2022, the Company faces the consequences of either (i) the potential delisting or suspension of the Common Shares on the Exchange, or (ii) subject to the approval of the majority of Shareholders, transferring the Common Shares to list on the NEX board of the Exchange and cancelling certain seed Common Shares held by Non-Arm's Length Parties to the Company (the "Qualifying Transaction Consequences").

In the event the Proposed Qualifying Transaction is completed prior to the date of the Meeting, this resolution will not be put forth to Shareholders.

Pursuant to Section 15.2(b)(i) of the New Policy, any CPC listed on Tier 2 of the Exchange may, subject to obtaining disinterested Shareholder approval at a meeting of Shareholders, remove the Qualifying Transaction Consequences.

For the purposes of the disinterested Shareholder approval, the votes attached to the Common Shares held by Non-Arm's Length Parties to the Company who own Seed Shares and their Associates and Affiliates, a total of 2,580,000 Common Shares, are excluded from the calculation of any such approval. Capitalized terms used and not defined in this paragraph or elsewhere in the Circular have the meanings given to them in Exchange policies.

Disinterested Shareholder Approval

At the Meeting, provided that the Proposed Qualifying Transaction is not completed prior to the date of the Meeting, disinterested Shareholders will be asked to consider and vote on an ordinary resolution to confirm and approve the terms of the New Policy as set out in Section 15.2(b)(i) therein with respect to the removal of the consequences described above of failing to complete a Qualifying Transaction within 24 months after the date of listing, with or without variation (the "New Policy QT Resolution"), as follows:

"BE IT RESOLVED THAT AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS, THAT:

- 1. the removal of the potential consequences associated with the Company if it fails to complete a Qualifying Transaction within 24 months after the date of listing of the Common Shares on the TSX Venture Exchange ("TSXV"), including the potential delisting or suspension of the Company if it has not obtained majority Shareholder approval to transfer its listing to the NEX board of the TSXV and the cancellation of certain Seed Shares held by Non-Arm's Length Parties to the Company, be and is hereby confirmed and approved; and*
- 2. any one or more directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution."*

An ordinary resolution of disinterested Shareholders is a resolution passed by a majority of the disinterested Shareholders (which excludes the votes attached to the Common Shares held by Non-Arm's Length Parties of the Company who own Seed Shares and their Associates and Affiliates, a total of 2,580,000 votes) at a general meeting by a simple majority of the disinterested votes cast in person or by proxy.

Management recommends that Shareholders approve the New Policy QT Resolution as set out above, and the persons named in the enclosed Proxy intend to vote FOR the foregoing. Proxies received in favour of management will be voted FOR the New Policy QT Resolution.

4. AMENDMENT OF ESCROW AGREEMENT

Pursuant to Section 15.2(b)(iv) of the New Policy, any CPC that is listed on the Exchange, may, after it obtains disinterested shareholder approval at meeting of Shareholders, amend any escrow agreement to which the CPC is a party to reduce the length of the term of any escrow provision to a term that is not less than such as is permitted by Section 10.2 of the New Policy; provided that it complies with all other terms and conditions of the CPC Escrow Agreement being amended.

On April 28, 2020, the Company, Computershare and certain securityholders of the Company entered into a Form 2F – *CPC Escrow Agreement* (the “**Escrow Agreement**”), a copy of which is available under the Company’s SEDAR profile at www.sedar.com. Under the CPC Policy and the provisions of the Exchange’s current Form 2F – *CPC Escrow Agreement*, all Escrow Shares will be released from escrow in accordance with one of the following schedules:

- (a) if the resulting issuer upon completion of the Company’s Qualifying Transaction is a Tier 1 Issuer on the Exchange:

Release Dates	Percentage of Total Escrowed Securities to be Released
Date of Final Exchange Bulletin	25%
Date that is 6 months following Final Exchange Bulletin	25%
Date that is 12 months following Final Exchange Bulletin	25%
Date that is 18 months following Final Exchange Bulletin	25%
TOTAL:	100%

- (b) if the resulting issuer upon completion of the Company’s Qualifying Transaction is a Tier 2 Issuer on the Exchange:

Release Dates	Percentage of Total Escrowed Securities to be Released
Date of Final Exchange Bulletin	10%
Date that is 6 months following Final Exchange Bulletin	15%
Date that is 12 months following Final Exchange Bulletin	15%
Date that is 18 months following Final Exchange Bulletin	15%
Date that is 24 months following Final Exchange Bulletin	15%
Date that is 30 months following Final Exchange Bulletin	15%
Date that is 36 months following Final Exchange Bulletin	15%
TOTAL:	100%

In comparison, under the New Policy and the provisions of the Exchange’s Form 2F – *CPC Escrow Agreement* (the “**New CPC Escrow Agreement**”), the Escrow Agreement may be amended such that, except for CPC Stock Options and Option Shares that are released from escrow on the date of the Final QT Exchange Bulletin as provided in Section 10.2(a) of the New CPC Policy, all Escrowed Securities will be released from escrow in accordance with the following schedule:

Release Dates	Percentage of Total Escrowed Securities to be Released
Date of Final QT Exchange Bulletin	25%
Date 6 months following Final QT Exchange Bulletin	25%

Release Dates	Percentage of Total Escrowed Securities to be Released
Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
TOTAL:	100%

In addition, under the New Policy, all CPC Stock Options granted prior to the date of the Final QT Exchange Bulletin and all Option Shares that were issued prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than CPC Stock Options that were granted prior to the CPC's IPO with an exercise price that is less than the issue price of the IPO Shares, and any Option Shares that were issued pursuant to the exercise of such CPC Stock Options which will be released from escrow in accordance with the schedule set out in Section 10.2 of the New Policy (and reproduced in the table immediately above this paragraph).

Subject to obtaining disinterested Shareholder approval, the Company is proposing to amend the Escrow Agreement in accordance with the terms of the New CPC Escrow Agreement in order to reduce the length of the term of the applicable escrow provision to a term that is not less than such as is permitted by Section 10.2 of the New Policy.

For the purposes of the disinterested Shareholder approval, the votes attached to the Common Shares held by Shareholders that are party to the Escrow Agreement and their Associates and Affiliates, a total of 4,080,000 Common Shares, are excluded from the calculation of any such approval. Capitalized terms used and not defined in this paragraph or elsewhere in the Circular have the meanings given to them in Exchange policies.

Disinterested Shareholder Approval

At the Meeting, disinterested Shareholders will be asked to consider and vote on an ordinary resolution to confirm and approve the terms of the New Policy as set out in Section 15.2(b)(iv) therein with respect to the amendment of the Escrow Agreement, with or without variation (the "**New Policy Escrow Resolution**"), as follows:

"BE IT RESOLVED THAT AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS, THAT:

- 1. the amendment of the Escrow Agreement dated April 28, 2020 among the Company, Computershare Investor Services Inc. and certain securityholders of the Company in order to reduce the length of the term of any escrow provision to a term that is not less than such as is permitted by Section 10.2 of the New Policy be and is hereby confirmed and approved; and*
- 2. any one or more directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution."*

An ordinary resolution of disinterested Shareholders is a resolution passed by a majority of the disinterested Shareholders (which excludes the votes attached to the Common Shares held by Shareholders that are party to the Escrow Agreement and their Associates and Affiliates, a total of 4,080,000 votes) at a general meeting by a simple majority of the disinterested votes cast in person or by proxy.

Management recommends that Shareholders approve the New Policy Escrow Resolution as set out above, and the persons named in the enclosed Proxy intend to vote FOR the foregoing. Proxies received in favour of management will be voted FOR the New Policy Escrow Resolution.

5. PERMITTING PAYMENT OF A FINDER'S FEE TO A NON-ARM'S LENGTH PARTY TO THE COMPANY

Under the previous CPC policy, a finder's fee could not be paid to a Non-Arm's Length Party to the Company.

Under the New Policy, a finder's fee may be paid to a Non-Arm's Length Party to the Company, provided:

- (a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- (b) the Qualifying Transaction is not a transaction between the Company and an existing public company;
- (c) the finder's fee is payable in the form of cash, listed Shares and/or warrants only;

(d) the amount of any concurrent financing is not included in the value of the measurable benefit used to calculate the finder's fee; and

(e) Shareholder approval of the finder's fee is obtained by ordinary resolution at a meeting of Shareholders.

Under the New Policy, the Company may seek disinterested shareholder approval to permit payment of a finder's fee to a non-arm's length party to the Company ("**Non-Arm's Length Finders Fees**"). **In the event the Proposed Qualifying Transaction is completed prior to the date of the Meeting, this resolution will not be put forth to Shareholders.**

For the purposes of the disinterested Shareholder approval, the votes attached to the Common Shares held by Non-Arm's Length Parties to the Company who own Seed Shares and their Associates and Affiliates, a total of 2,580,000 Common Shares, are excluded from the calculation of any such approval. Capitalized terms used and not defined in this paragraph or elsewhere in the Circular have the meanings given to them in Exchange policies.

Disinterested Shareholder Approval

At the Meeting, provided that the Proposed Qualifying Transaction is not completed prior to the date of the Meeting, disinterested Shareholders will be asked to consider and vote on an ordinary resolution to confirm and approve the terms of the New Policy with respect to permitting the payment of a finder's fee to a Non-Arm's Length Party to the Company (the "**Non-Arm's Length Finders Fees Resolution**"), as follows:

"BE IT RESOLVED THAT AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS, THAT:

- 1. the Company approve and ratify, subject to regulatory approval, Non-Arm's Length Finders Fees, as such term is defined in and as is permitted by the New Policy be and is hereby confirmed and approved; and*
- 2. any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."*

An ordinary resolution of disinterested Shareholders is a resolution passed by a majority of the disinterested Shareholders (which excludes the votes attached to the Common Shares held by Non-Arm's Length Parties of the Company who own Seed Shares and their Associates and Affiliates, a total of 2,580,000 Common Shares) at a general meeting by a simple majority of the disinterested votes cast in person or by proxy.

Management recommends that Shareholders approve the Non-Arm's Length Finders Fees Resolution as set out above, and the persons named in the enclosed Proxy intend to vote FOR the foregoing. Proxies received in favour of management will be voted FOR the Non-Arm's Length Finders Fees Resolution.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day to day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 Corporate Governance Guidelines, which provides non prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 Disclosure of Corporate Governance Practices, which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The composition of the Board currently consists of four (4) members and it is proposed that at the Meeting the Shareholders will approve a resolution to fix the number of Directors to be elected at eight (8) consisting of Alan Hitchborn, Halsey Johnson, Mark Pearson, Michael Ainsworth Terry Gardener Jr., Terrence K. Salman, Gordon Kenneth Neal, and Evandra Nakano.

The Board consists of a majority of individuals who qualify as independent directors. For this purpose, a director is independent if he or she has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Of the proposed nominees, one director, being Alan Hitchborn, proposed CEO and President, is not considered independent.

Other Reporting Issuers

The following table sets forth the directors of the Company who are currently directors and/or officers of other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Trading Market	Position	From	To
Alan Hitchborn Proposed Director, CEO, President	New Target Mining Corp.; B.C.	TSXV	Director	2020-08-12	Present
	Rex Resources Corp.; B.C.	TSXV	Director	2020-07-29	Present
	Great Panther Mining Ltd.	TSX, AMEX	Senior Officer	2019-11-04	2020-01-27
Halsey Johnston Proposed Director	Karoo Exploration Corp.	TSXV	Director	2015-10	2017-01
	One World Investments Inc.	TSXV	Director, CEO, CFO	2011-09	2015-09
Evandra Nakano Proposed Director	TDG Gold Corp.; BC	TSXV	Director	2018-09-19	Present
	Infield Minerals Corp.; B.C.	TSXV	Director, Senior Officer	2021-06-04	Present
Terry Salman Director	Independence Gold Corp.; B.C.	TSXV	Director	2017-02-28	Present
Gordon Kenneth Neal	New Pacific Metals Corp.	TSXV	President	2017-08	Present
	MAG Silver Corp.	TSXV	VP Corporate Development	2003-12	2013-03
	Xiana Mining Inc.	TSXV	Director	2009-11	2014-04
	Rockgate Capital Corp.	TSXV	Director	2009-08	2014-06
	Balmoral Resources Ltd.	TSXV	Director	2010-04	2014-09
	Falco Pacific Resources Group	TSXV	Director	2011-04	2015-11
	Abzu Gold Ltd.	TSXV	Director, Chairman	2010-02	2014-02

Orientation and Continuing Education

Orientation of new members of the Board is conducted informally by management and members of the Board. The Company has not adopted formal policies respecting continuing education for Board members.

Ethical Business Conduct

The Board has not adopted a formal code of business conduct and ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing legislation and common law together with corporate statutory restrictions on an individual director's participation in Board decisions in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting. The Board takes in to account the number of directors required to carry out the Board's duties effectively and to maintain diversity of views and experience.

The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

Compensation

The Board has not established a formal compensation committee. Rather the independent Board members are responsible for reviewing and determining the adequacy and form of compensation paid to the Company's executives and key employees. The independent Board members evaluate the performance of the CEO and other senior management measured against the Company's business goals and industry compensation levels.

Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors and receives reports from each committee respecting its own effectiveness. As part of the assessments, the Board or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

OTHER MATTERS

The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting; the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's financial statements and MD&A may be obtained without charge upon request from the Company's registered and records office 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3. Financial information of the Company is provided in its audited financial statements and Management Discussion & Analysis for the year ended December 31, 2020.

DIRECTOR APPROVAL

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

DATED at Vancouver, British Columbia, this 17th day of August, 2021.

Signed "Mirza Rahimani"

Mirza Rahimani
CEO, CFO, Corporate Secretary & Director

SCHEDULE "A"

ALTINA CAPITAL CORP. (the "Corporation")

AUDIT COMMITTEE CHARTER (for Venture Issuers)

(Adopted by the Board of Directors on March 5, 2020)

A. PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**"), and a majority of the members of the Committee must be individuals who are not executive officers, employees or control persons of the Corporation, except in the circumstances permitted under National Instrument 52-110.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Corporation's financial and auditing personnel;
 - (iv) co-operation received from the Corporation's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Corporation;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:

- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
- (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:

- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Corporation; and
 - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Corporation's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

6. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.