

EARTHLABS INC.
NOTICE OF ANNUAL GENERAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR

August 22, 2023

EARTHLABS INC.
69 Yonge Street, Suite 1010
Toronto, Ontario M5E 1K3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of shareholders of **EarthLabs Inc.** (the “**Corporation**”) will be held on September 26, 2023 at 10:30 a.m. (Eastern time) at 69 Yonge Street, Suite 1010, Toronto, Ontario M5E 1K3, for the following purposes:

1. **TO RECEIVE** the audited financial statements of the Corporation for the financial year ended December 31, 2022 and the report of the auditor thereon;
2. **TO FIX** the number of directors of the Corporation at four (4);
3. **TO ELECT** the directors of the Corporation;
4. **TO APPOINT** the auditors of the Corporation and to authorize the directors to fix their remuneration; and
5. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors of the Corporation has by resolution fixed the close of business on Tuesday, August 22, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **September 22, 2023 at 10:30 a.m. (Eastern Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found in the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted, you should sign and return all proxies and voting instruction forms that you receive.

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

The accompanying Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. Additional information about the Corporation and its consolidated financial statements are also available on the Corporation's profile at www.sedar.com.

All shareholders, both Registered Shareholders and Non-Registered Shareholders (please see “Advice to Non-Registered Shareholders” in the accompanying Circular to determine if you are a Non-Registered Shareholder) will have the opportunity to vote their shares in advance of the Meeting, either by completing a form of proxy (Registered Shareholders) or a voting instruction form (Non-Registered Shareholders).

Registered Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting. Non-Registered shareholders must seek instruction on how to complete a voting instruction form and to vote their shares from their broker, trustee, financial institution or other nominee. Generally, Non-Registered Shareholders are not permitted to vote at the Meeting and must ensure they complete their voting instruction form before the date of the Meeting in accordance with the instructions provided by their broker, trustee, financial institution or other nominee. Please see “Advice to Non-Registered Shareholders” in the accompanying Circular for further information.

Should you have any questions regarding information contained in the enclosed documents or if you require assistance in voting your shares, please contact Computershare Investor Services Inc. toll-free in North America at 1-800-564-6253 or International at 514-982-7555 or by email at service@computershare.com.

DATED at Toronto, Ontario this 22nd day of August, 2023.

BY ORDER OF THE BOARD

“Denis Laviolette” (signed)

Executive Chairman of the Board
and Chief Executive Officer

EARTHLABS INC.
69 Yonge Street, Suite 1010
Toronto, Ontario
M5E 1K3

MANAGEMENT INFORMATION CIRCULAR
As at August 22, 2023

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF EARTHLABS INC. (the “**Corporation**”) of proxies to be used at the annual general meeting of shareholders of the Corporation to be held on Tuesday, **September 26, 2023** (the “**Meeting**”) at the place and time and for the purposes set forth in the accompanying notice of meeting (the “**Notice of Meeting**”), and at all adjournments thereof. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the “**Circular**”), the form of proxy for the Meeting and other Meeting materials, if applicable (collectively the “**Meeting Materials**”) to the beneficial owners of the common shares of the Corporation (the “**Common Shares**”) held of record by such parties. The Corporation may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Corporation in favour of the matters set forth in the Notice of Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

Shareholders of the Corporation may be “Registered Shareholders” or “Non-Registered Shareholders” (also referred to as “beneficial shareholders”). If Common Shares are registered in the shareholder's name, they are said to be owned by a “**Registered Shareholder**”. If Common Shares are registered in the name of an intermediary and not registered in the shareholder's name, they are said to be owned by a “**Non-Registered Shareholder**”. An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

Registered Shareholders may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder’s behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Corporation. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Corporation’s transfer agent and registrar, Computershare Investor Services Inc. (the “**Transfer Agent**”) not later than 10:30 a.m. (Eastern time) on September 22, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

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

By Mail or Hand Delivery:	Computershare Investor Services Inc. 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)
By Internet:	www.investorvote.com You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)

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

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the *Canada Business Corporations Act* (the “CBCA”), by electronic signature, to (i) the registered office of the Corporation, located at 69 Yonge Street, Suite 1010, Toronto, Ontario M5E 1K3, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

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

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

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders of the Corporation do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a “**Clearing Agency**”) of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would

appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

Distribution of Meeting Materials to Non-Registered Holders

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

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Corporation or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

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

Voting by Non-Registered Holders

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

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

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

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a “**VIF**”). In order for Non-Registered Holders to have their shares voted at the Meeting, the VIF must be completed, signed and returned in accordance with the directions on the VIF.

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

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the

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

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

The Meeting will be hosted in person at 69 Yonge Street, Suite 1010, Toronto, Ontario M5E 1K3.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Each holder of Common Shares of record at the close of business on August 22, 2023 (the "**Record Date**") will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. As at the Record Date, there were a total of 137,388,527 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

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

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

Name ⁽¹⁾	Number of Common Shares at August 22, 2023	Percentage of Issued and Outstanding Common Shares at August 22, 2023
2176423 Ontario Ltd ⁽²⁾	23,681,332	17.2%

Notes:

- (1) The above information is based upon the disclosure made by security holders on www.SEDI.ca.
(2) 2176423 Ontario Ltd is a wholly-owned corporation of Mr. Eric Sprott.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No director or executive officer of the Corporation who was a director or executive officer at any time since the beginning of the Corporation's last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the confirmation of the existing stock option plan of the Corporation (the "**Stock Option Plan**") and the existing restricted share unit plan of the Corporation (the "**RSU Plan**"), as such directors and officers may receive awards thereunder.

PARTICULARS OF MATTERS TO BE ACTED UPON

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

1. PRESENTATION AND RECEIPT OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation as at and for the fiscal year ended December 31, 2022 and the accompanying auditors' report will be presented to Shareholders at the Meeting. The financial statements, together with the auditors' report for the fiscal year ended December 31, 2022, were mailed to those Shareholders who requested a copy and are available on SEDAR at www.sedar.com. Shareholders of the Corporation may request copies of the Corporation's financial statements and management discussion and analysis free of charge by contacting the Corporation at its head office at 69 Yonge Street, Suite 1010, Toronto, Ontario M5E 1K3 or by phone at (647) 345-7720.

2. FIXING NUMBER OF DIRECTORS

The Board currently consists of four (4) directors. It is proposed to fix the number of directors of the Corporation until the next annual general meeting of Shareholders at four (4) directors. This requires the approval of the shareholders by an ordinary resolution, which approval will be sought at the Meeting.

UNLESS INSTRUCTIONS ARE GIVEN TO VOTE AGAINST THE RESOLUTION, THE PERSONS WHOSE NAMES APPEAR IN THE PROXY INTEND TO VOTE FOR THE RESOLUTION FIXING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT FOUR (4).

3. ELECTION OF DIRECTORS

The following table states the names of the persons nominated by management for election as directors, any offices with the Corporation currently held by them, their principal occupations or employment, the period or periods of service as directors of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Corporation	Principal occupation	Served as Director of the Corporation since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at August 22, 2023 ⁽¹⁾	Percentage of Voting Shares Owned or Controlled at August 22, 2023
Denis Laviolette ⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Executive Chairman of the Board and Chief Financial Officer	Feb. 8, 2019	2,728,415	2.0%
Vincent Dubé-Bourgeois ⁽⁵⁾ Québec, Canada	President of the Corporation	Feb. 8, 2019	2,148,549	1.6%
Gerry Feldman, CPA, CA ⁽²⁾⁽³⁾⁽⁵⁾⁽⁶⁾ Ontario, Canada	Partner of DNTW Toronto LLP	Oct. 17, 2019	Nil	Nil
Jay Sujir ⁽²⁾⁽³⁾ British Columbia, Canada	Partner at Farris LLP	June 25, 2020	Nil	Nil

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Member of Compensation and Corporate Governance Committee.
- (4) Executive Chairman of the Board of Directors.
- (5) Member of the Merger and Acquisition Committee.
- (6) Chairman of the Audit Committee and Compensation and Corporate Governance Committee and Merger and Acquisition Committee..

The term of office of each director will be from the date of the Meeting at which he is elected until the next annual meeting, or until his successor is elected or appointed.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY

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

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

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

Other than specified below, no proposed director or executive officer, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets:

- From January 2010 to November 2018, Jay Sujir was on the board of directors of Red Eagle Mining Corp. ("Red Eagle") which owned and operated the Santa Rosa mine in Colombia. Due to start up issues Red Eagle had difficulty servicing its project debt and the mine was only able to commence commercial production on the basis of forbearances from the secured lenders. In August 2018 Red Eagle obtained a firm commitment from a third party to refinance the debt with substantial concessions and co-operation from the secured lenders, but in October 2018 the third party defaulted on its commitment and as a result, the secured lenders withdrew their forbearances and appointed a receiver-manager over the assets of Red Eagle.
- Jay Sujir was on the board of directors of Red Eagle which is subject to a cease-trade order issued on November 20, 2018 by the British Columbia Securities Commission and evidences the decision of the regulator or securities regulatory authority in Ontario for failure to file interim financial statements, management's discussion and analysis, and certification of interim filings for the period ended September 30, 2018.

Personal Bankruptcies

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

Penalties and Sanctions

None of the directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

4. APPOINTMENT OF AUDITORS

MNP LLP, Chartered Professional Accountants of 111 Richmond Street West, Suite 300, Toronto, ON M5H 2G4, were first appointed as auditors of the Corporation by the Board on October 17, 2019. Management of the Corporation proposes that MNP LLP be reappointed as the Corporation's auditors until the close of the next annual general meeting of the Shareholders and that the remuneration of MNP LLP be fixed by the Board.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MNP LLP AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Corporation as at December 31, 2022 (the Corporation's most recent year end) whose total compensation was more than \$150,000 for the financial year of the Corporation ended December 31, 2022 (collectively the "Named Executive Officers"), and for the directors of the Corporation.

Summary Compensation Table

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

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
Name and position	Fiscal Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Denis Laviolette ⁽²⁾ Executive Chairman and Chief Executive Officer, Director and former President	2022	156,250	--	--	--	--	156,250
	2021	150,000	243,000	--	--	--	393,000
Vincent Dubé-Bourgeois ⁽⁴⁾ President, Director and former Chief Executive Officer	2022	156,250	34,400	--	--	--	190,650
	2021	150,000	373,000	--	--	--	523,000
Binh Quach ⁽⁵⁾ Chief Financial Officer and Corporate Secretary	2022	156,250	--	--	--	--	156,250
	2021	150,000	243,000	--	--	--	393,000
Cejay Kim ⁽⁵⁾ Chief Business Officer	2022	156,250	19,000	--	--	--	175,250
	2021	150,000	243,000	--	--	--	393,000
Shawn Hood ⁽⁶⁾ Former Chief Technology Officer	2022	168,750	350,000	--	--	--	518,750
	2021	150,000	73,000	--	--	--	223,000
James Dendle Former Director	2022	--	--	35,000	--	--	35,000
	2021	--	--	35,000	--	--	35,000
Gerry Feldman Director	2022	--	--	188,000	--	--	188,000
	2021	--	--	165,000	--	--	165,000
Jay Sujir Director	2022	--	--	35,000	--	--	35,000
	2021	--	--	35,000	--	--	35,000

Notes:

(1) This table does not include any amount paid as reimbursement for expenses.

(2) As set forth in the section titled "Employment, Consulting and Management Agreements", Mr. Laviolette earns a consulting fee of \$12,500 per month and compensation is paid to Bruno Management Services Corporation, a corporation controlled by Mr. Laviolette.

Effective December 1, 2022, the consulting fee was increased to \$18,750 per month. Effective March 3, 2023, Mr. Laviolette resigned as President and was appointed as Chief Executive Officer.

- (3) As set forth in the section titled “Employment, Consulting and Management Agreements”, Mr. Quach earns a consulting fee of \$12,500 per month and compensation is paid to Quach Mngmt Inc., a corporation controlled by Mr. Quach. Effective December 1, 2022, the consulting fee was increased to \$18,750 per month.
- (4) As set forth in the section titled “Employment, Consulting and Management Agreements”, Mr. Dubé-Bourgeois earns an annual salary of \$150,000. Effective December 1, 2022, the consulting fee was increased to \$18,750 per month and paid to 12854546 Canada Inc, a corporation controlled by Mr. Dubé-Bourgeois. Effective March 3, 2023, Mr. Dubé-Bourgeois resigned as Chief Executive Officer and was appointed as President.
- (5) As set forth in the section titled “Employment, Consulting and Management Agreements”, Mr. Kim earns a salary of \$150,000 per year pursuant to an employment agreement dated January 1, 2019 with GoldSpot Discoveries Inc. Effective December 1, 2022, the salary was increased to \$225,000 per year.
- (6) Mr. Hood previously earned a consulting fee of \$12,500 per month and compensation was paid to Envision Geosciences Inc., a corporation controlled by Mr. Hood. Effective July 1, 2022, the consulting fee was increased to \$18,750 per month. Mr. Hood resigned as Chief Technology Officer effective December 1, 2022.

Stock Options and Other Compensation Securities

Set forth in the table below is a summary of all compensation securities granted to each Named Executive Officer and director of the Corporation during the fiscal years ended December 31, 2021 and 2022.

Compensation Securities							
Name and Position ⁽¹⁾	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End Following Grant Date	Expiry Date
Denis Laviolette Executive Chairman and Chief Executive Officer, Director and former President	Options	387,500 3.05%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Vincent Dubé-Bourgeois President, Director and former Chief Executive Officer	Options	300,000 2.36%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Binh Quach Chief Financial Officer and Corporate Secretary	Options	387,500 3.05%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Cejay Kim Chief Business Officer	Options	250,000 1.97%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Shawn Hood Former Chief Technology Officer	Options	200,000 1.58%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
James Dendle Former Director	Options	150,000 1.18%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Gerry Feldman Director	Options	150,000 1.18%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027
Jay Sujir Director	Options	150,000 1.18%	May 31, 2022	\$0.485	\$0.50	\$0.215	May 31, 2027

- (1) The total amount of compensation securities, and underlying securities, held by each Named Executive Officer and director on the last day of the most recently completed financial year end was as follows: Denis Laviolette: 1,258,011 options; Vincent Dubé-Bourgeois: 963,674 options; Binh Quach: 1,051,174 options; Cejay Kim: 913,674 options; Gerry Feldman: 400,000 options; James Dendle: 400,000 options; and Jay Sujir: 400,000 options.

Exercise of Stock Options and Other Compensation Securities

Set forth below is a summary of all compensation securities exercised by Named Executive Officers and directors of the Corporation during the fiscal years ended December 31, 2021 and 2022.

Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security	Date of Exercise	Closing Price per Security on Date of Exercise	Difference between Exercise Price and Closing Price on Date of Exercise	Total Value on Exercise Date
Shawn Hood Former Chief Technology Officer	Stock options	100,000	\$0.40	February 24, 2022	\$0.66	\$0.26	\$26,000

Pension Plan Benefits

For the most recently completed financial year, the Corporation did not have any pension or retirement benefit plans and none are proposed at this time.

Stock Option Plan and other Incentive Plans

Stock Option Plan

The Corporation has in place a Stock Option Plan. The Corporation has adopted the Stock Option Plan for officers, directors, employees and consultants of the Corporation. The Stock Option Plan currently provides for the issue of up to a fixed aggregate of 27,311,038 Common Shares together with all other security based compensation plans of the Corporation, subject to standard anti-dilution adjustment.

The purpose of the Stock Option Plan is to, among other things, encourage share ownership in the Corporation by *bona fide* directors, officers, employees and consultants of the Corporation and its affiliates and other designated persons. Stock options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Corporation and its subsidiaries and other designated persons as designated from time to time by the Board. The exercise price of any stock options cannot be less than the market price of the Common Shares. Stock Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, senior officer, director or consultant of the Corporation or any of its subsidiaries or ceasing to have a designated relationship with the Corporation, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The stock options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Corporation's capitalization, subject to prior approval of the TSX Venture Exchange other than in the event of a subdivision or consolidation.

The maximum number of Options which may be granted to any one Consultant under the Stock Option Plan, any other securities based compensation plans (including any restricted share plan) or options for services, within any 12 month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of Stock Options which may be granted to any participant providing investor relations services to the Corporation under the Stock Option Plan or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The total number of Common Shares which may be issued or reserved for issuance to any one individual under the Stock Option Plan together with all other securities based compensation plans of the Corporation within any one year period shall not exceed 5% of the outstanding issue, calculated on the date of grant.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The following amendments may be

made without shareholder approval: (i) amendments to fix typographical errors; and (ii) amendments to clarify existing provisions of the Stock Option Plan that do not have the effect of altering the scope, nature and intent of such provisions. The following amendments require shareholder approval: (i) any change the maximum number of Common Shares that may be issued under the Stock Option Plan, whether as a fixed number of Common Shares or as a percentage of the number of Common Shares outstanding from time to time (other than to reflect an adjustment as a result of the effect of the anti-dilution provisions of the Stock Option Plan); (ii) any reduction in the exercise price or extension the expiry date of any stock option (which is subject to disinterested shareholder approval); (iii) any increase the limits on the number of Common Shares issuable to participants under the Stock Option Plan who are insiders (which is subject to disinterested shareholder approval); or (iv) any expansion of the class of participants eligible to participate in the Stock Option Plan.

The Stock Option Plan does not contain any provision for financial assistance by the Corporation in respect of Options granted under the Stock Option Plan.

RSU Plan

The RSU Plan provides for the grant of restricted share units (“**RSU’s**”) to *bona fide* directors, officers, consultants and employees (other than those performing certain specified investor relations activities) of the Corporation (each, an “**RSU Eligible Person**”). The RSUs are settled through the issuance of Common Shares.

The purpose of the RSU Plan is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected eligible persons related to the achievement of long-term financial and strategic objectives of the Corporation and the resulting increases in shareholder value. The RSU Plan is intended to promote a greater alignment of interests between the shareholders of the Corporation and the selected eligible persons by providing an opportunity to participate in increases in the value of the Corporation. The RSU Plan is administered by the Board, which has the authority to delegate all of its powers and authority under the RSU Plan to a committee of the Board.

RSUs are akin to “phantom shares” that track the value of the underlying Common Shares but do not entitle the recipient to the actual underlying Common Shares until such RSUs vest. The RSU Plan permits the Board to grant awards of RSUs to RSU Eligible Persons (“**RSU Grantees**”). Upon vesting, the RSUs are converted on a one-for-one basis for freely tradable, non-restricted Common Shares.

While the Corporation is subject to the regulations of the TSX Venture Exchange, the aggregate number of RSUs that may be granted to any one individual under the RSU Plan shall not exceed: (a) 1% of the aggregate number of Common Shares outstanding at the time of grant; or (b) 2% of the aggregate number of Common Shares outstanding in aggregate over any given 12 month period, in each case calculated on a non-diluted basis. Further, while the Corporation is subject to the regulations of the TSX Venture Exchange, (i) the maximum number of Common Shares which may be issuable, at any time, to insiders under the RSU Plan, together with any other share-based compensation arrangements of the Corporation, shall be 10% of the total number of Common Shares issued and outstanding; and (ii) the maximum number of Common Shares which may be issued, within any one-year period, to insiders under the RSU Plan, together with any other share-based compensation arrangements of the Corporation, shall be 10% of the total number of Common Shares issued and outstanding.

The Board has the discretion to stipulate the length of time for vesting and to determine various performance objectives based on certain business criteria as a pre-condition to a RSU vesting. Any performance objectives to be met are established by the Board at the time of grant of the RSU. RSUs shall expire if they have not vested prior to an expiry date to be set by the Board, which shall be no later than December 31 of the third calendar year after the year in which the RSUs were granted, and will be terminated to the extent that any performance objectives or other vesting criteria have not been met. RSUs may not be transferred, assigned, pledged or otherwise encumbered.

Subject to the terms of the RSU Plan and in each case unless the Board determines otherwise:

- (i) all RSUs held by a recipient will be automatically cancelled in the event of a termination of employment or removal from service by the Corporation of such recipient for cause;

- (ii) if a holder of RSUs ceases to be an RSU Eligible Person for any of the following reasons, their RSU's will remain outstanding until the earlier of (i) one year following the date upon which such recipient ceases to be an RSU Eligible Person; and (ii) the expiry of any notice period given by the Corporation to such RSU Eligible Person of his or her termination: (a) retirement of the recipient; (b) death or disability of the recipient; (c) the termination of employment or removal from service by the Corporation without cause; or (d) the failure of a director to be re-elected to the Board other than in the circumstances set forth in (iii) below; and
- (iii) all RSUs held by a recipient for which the performance conditions or other vesting conditions have not been met will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a termination arising from the resignation by the recipient from employment with or as a service provider to the Corporation, or determination by the recipient that he or she shall not contend for re-election to the Board, and all RSUs for which the performance conditions or other vesting conditions have been met shall continue to remain outstanding for a period of one year following the date upon which such recipient ceases to be an RSU Eligible Person.

In the event of a change of control of the Corporation and the subsequent termination of the RSU Grantee, or a decrease or diminishment of the RSU Grantee's duties, within 12 months of such change of control, the RSUs will immediately vest and the RSU award will be paid out in Common Shares.

The Board may, at any time and from time to time, terminate the RSU Plan as to any Common Shares of which RSU awards have not been made. No amendments may be made by the Board to the RSU Plan to effect any of the following without shareholder approval: (i) an increase in the maximum number of securities reserved for issuance under the RSU Plan, or (ii) an amendment to the amendment provisions. A maximum of 7,000,000 Common Shares are available for issuance upon the vesting of RSUs under the RSU Plan (which amount is a subset of, and not in addition to, the maximum number of Common Shares issuable under the Stock Option Plan). RSU awards which vest will not be available for re-grant under the RSU Plan.

Employment, Consulting and Management Agreements

Set forth below are certain details relating to the compensation and arrangements of the Corporation's President, Denis Laviolette, its Chief Executive Officer, Vincent Dubé-Bourgeois, its Chief Financial Officer, Binh Quach, and its Chief Business Officer, Cejay Kim.

Consultancy Agreement with Denis Laviolette

The Corporation was previously party to a consultancy management agreement for an indefinite term, dated January 1, 2018 with Mr. Laviolette for his services as former Chief Executive Officer and President of the Corporation. Effective July 1, 2020, the Corporation entered into a new consulting agreement (the "**Laviolette Consultancy Agreement**") with Bruno Management Services Inc. ("**Bruno**") pursuant to which Mr. Laviolette provided his services as Executive Chairman and President of the Corporation in consideration of a monthly fee of \$12,500 plus an incentive fee that may be awarded from time to time. Effective December 1, 2022, the monthly fee was increased to \$18,750. Effective March 3, 2023, Mr. Laviolette's position was amended from Executive Chairman and President to Executive Chairman and Chief Executive Officer. Bruno is also entitled to receive stock options from time to time, at the discretion of the Board. The Laviolette Consulting Agreement has an indefinite term, and may be terminated as follows:

- (i) by the Corporation in the event of the death or disability of Mr. Laviolette, or in the event that an individual other than Mr. Laviolette is designated by Bruno to perform the services under the Laviolette Consulting Agreement;
- (ii) by the Corporation in the event of a "fundamental breach" (as defined in the Laviolette Consulting Agreement) by Bruno or its designee;
- (iii) by Bruno upon 60 days' written notice;

- (iv) by the Corporation without cause upon payment of 18 months' base fee, a payment equal to 1.5 times the average of any incentive payment made to Bruno within the preceding two years, and the immediate vesting of all stock options; or
- (v) by either party within 60 days of a "change of control" (as defined in the Laviolette Consulting Agreement) upon payment of 24 months' base fee, a payment equal to any incentive payment made to Bruno within the preceding two years, and the immediate vesting of all stock options.

The Laviolette Consultancy Agreement contains standard confidentiality and non-solicitation provisions.

Consultancy Agreement with Binh Quach

The Corporation was previously party to a consultancy management agreement for an indefinite term, dated January 1, 2018 with Mr. Quach for his services as Chief Financial Officer of the Corporation. Effective July 1, 2020, the Corporation entered into a new consulting agreement (the "**Quach Consultancy Agreement**") with Quach Mngmt Inc. ("**QMI**") pursuant to which Mr. Quach provides his services as Chief Financial Officer and Secretary of the Corporation in consideration of a monthly fee of \$12,500 plus an incentive fee that may be awarded from time to time. QMI was also entitled to a signing bonus of \$135,000 and to receive stock options from time to time, at the discretion of the Board. Effective December 1, 2022, the monthly fee was increased to \$18,750. The Quach Consulting Agreement has an indefinite term, and may be terminated as follows:

- (i) by the Corporation in the event of the death or disability of Mr. Quach, or in the event that an individual other than Mr. Quach is designated by QMI to perform the services under the Quach Consulting Agreement;
- (ii) by the Corporation in the event of a "fundamental breach" (as defined in the Quach Consulting Agreement) by QMI or its designee;
- (iii) by QMI upon 60 days' written notice;
- (iv) by the Corporation without cause upon payment of 18 months' base fee, a payment equal to 1.5 times the average of any incentive payment made to QMI within the preceding two years, and the immediate vesting of all stock options; or
- (v) by either party within 60 days of a "change of control" (as defined in the Quach Consulting Agreement) upon payment of 24 months' base fee, a payment equal to any incentive payment made to QMI within the preceding two years, and the immediate vesting of all stock options.

The Quach Consultancy Agreement contains standard confidentiality and non-solicitation provisions.

Executive Employment Agreement with Vincent Dubé-Bourgeois

The Corporation previously entered into a consultancy management agreement for an indefinite term, dated January 1, 2018 with Mr. Dubé-Bourgeois for his services as Chief Operating Officer of the Corporation. Effective July 1, 2020, the Corporation entered into a new executive employment agreement (the "**Dubé-Bourgeois Agreement**") with Mr. Dubé-Bourgeois pursuant to which Mr. Dubé-Bourgeois provides his services as Chief Executive Officer of the Corporation in consideration of an annual fee of \$150,000 plus a discretionary bonus that may be awarded from time to time. Effective January 1, 2022, the Corporation entered into a new consulting agreement (the "**Dubé-Bourgeois Consultancy Agreement**") with 12854546 Canada Inc. pursuant to which Mr. Dubé-Bourgeois currently provides his services as Chief Executive Officer of the Corporation in consideration of a monthly fee of \$12,500 plus an incentive fee that may be awarded from time to time. Effective December 1, 2022, the monthly fee was increased to \$18,750. Effective March 3, 2023, Mr. Dubé-Bourgeois's position was amended from Chief Executive Officer to President. Mr. Dubé-Bourgeois is also entitled to receive stock options from time to time, at the discretion of the Board. The Dubé-Bourgeois Consultancy Agreement has an indefinite term, and may be terminated as follows:

- (i) by the Corporation in the event of the death of Mr. Dubé-Bourgeois;
- (ii) by the Corporation for “cause” (as defined in the Dubé-Bourgeois Agreement);
- (iii) by Mr. Dubé-Bourgeois upon 45 days’ written notice;
- (iv) by the Corporation without cause upon payment of 18 months’ notice or payment in lieu of notice, with such payment comprised of the base salary and the average bonus paid over the preceding two years multiplied by 1.5, and the immediate vesting of all stock options; or
- (v) by Mr. Dubé-Bourgeois within 60 days of a “change of control” (as defined in the Dubé-Bourgeois Agreement) upon payment of 24 months’ salary and bonus and the immediate vesting of all stock options.

The Dubé-Bourgeois Consultancy Agreement contains standard confidentiality, non-competition and non-solicitation provisions.

Executive Employment Agreement with Cejay Kim

The Corporation entered into an executive employment agreement (the “**Kim Agreement**”) with Mr. Kim pursuant to which Mr. Kim provides his services as Chief Business Officer of the Corporation in consideration of an annual fee of \$150,000 effective January 1, 2020, plus a discretionary bonus that may be awarded from time to time. Effective December 1, 2022, the annual fee was increased to \$225,000. Mr. Kim is also entitled to receive stock options from time to time, at the discretion of the Board. The Kim Agreement has an indefinite term, and may be terminated as follows:

- (i) by the Corporation in the event of the death of Mr. Kim;
- (ii) by the Corporation for “cause” (as defined in the Kim Agreement);
- (iii) by Mr. Kim upon 45 days’ written notice;
- (iv) by the Corporation without cause upon payment of 18 months’ notice or payment in lieu of notice, with such payment comprised of the base salary and the average bonus paid over the preceding two years multiplied by 1.5, and the immediate vesting of all stock options; or
- (v) by Mr. Kim within 60 days of a “change of control” (as defined in the Kim Agreement) upon payment of 24 months’ salary and bonus and the immediate vesting of all stock options..

The Kim Agreement contains standard confidentiality, non-competition and non-solicitation provisions.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Corporation has a Compensation and Corporate Governance Committee. The Board, at the recommendation of the Compensation and Corporate Governance Committee, determines the compensation payable to the directors of the Corporation and reviews such compensation periodically throughout the year. For their role as directors of the Corporation, each director of the Corporation may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Corporation who are not executive officers were compensated by the Corporation or its subsidiaries during the most recently completed financial year end for their services in their capacity as directors of the Corporation.

Compensation of Named Executive Officers

Principles of Executive Compensation

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

1. align interest of executives and shareholders;
2. attract and motivate executives who are instrumental to the success of the Corporation and the enhancement of shareholder value;
3. pay for performance;
4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Corporation's long-term value; and
5. connect, if possible, the Corporation's employees into principles 1 through 4 above.

The Board is responsible for the Corporation's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Corporation and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board, at the recommendation of the Compensation and Corporate Governance Committee, reviews and approves the hiring of executive officers.

Base Salary

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

Annual Incentives

The Corporation, in its discretion, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Board, at the recommendation of the Compensation and Corporate Governance Committee, approves annual incentives.

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

Compensation and Measurements of Performance

The Board, at the recommendation of the Compensation and Corporate Governance Committee, may approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted

amounts are determined by the Board based on a number of factors, including comparable compensation of similar companies.

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

Long Term Compensation

The Corporation currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan and the restricted share units granted from time to time under the RSU Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Corporation.

SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLAN

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

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options (#)	Weighted-average exercise price of outstanding options (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders	12,687,727	\$0.40	14,321,259
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	12,687,727	\$0.40	14,321,259

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Circular, no director, executive officer or principal shareholder of the Corporation, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 - *Audit Committees* (“NI 52-110”) requires that certain information regarding the audit committee of a “venture issuer” (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer’s annual meeting. The Corporation is a “venture issuer” for the purposes of NI 52-110.

Audit Committee Charter

The full text of the charter of the Corporation’s Audit Committee is attached hereto as Schedule “A” (the “**Audit Committee Charter**”).

Composition of the Audit Committee

The members of the Audit Committee are currently Gerry Feldman, Denis Laviolette and Jay Sujir, each of whom is a director and financially literate. Financial literacy includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues similar to those expected to arise in the context of the Corporation. Gerry Feldman and Jay Sujir are considered to be independent in accordance with NI 52-110. Denis Laviolette is not considered to be independent in accordance with NI 52-110 as a result of his role as Executive Chairman and Chief Executive Officer of the Corporation.

Relevant Education and Experience

Each member of the Audit Committee has extensive experience in dealing with financial statements, accounting issues and principles, internal controls and procedures for financial reporting and other related accounting and auditing matters to public companies. Mr. Feldman is the managing partner of DNTW Toronto LLP Chartered Professional Accountants. Mr. Sujir is a Partner at Farris LLP with over 30 years expertise in the securities industry. Mr. Laviolette has served as an executive officer and director of numerous publicly listed companies and has extensive experience in financial reporting and related matters. All three members have extensive experience in business, finance and governance of private and publicly-traded companies.

Audit Committee Oversight

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

Reliance on Exemptions in NI 52-110

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

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Corporation’s auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor’s annual fees charged to the Corporation, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year’s audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if a circumstance arises that affects the business or operations of the Corporation and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Corporation);

3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if an Audit Committee member becomes a control person of the Corporation or of an affiliate of the Corporation for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Corporation is a “venture issuer” for the purposes of NI 52-110. Accordingly, the Corporation is relying upon the exemption in section 6.1 of NI 52-110 providing that the Corporation is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter set out in Schedule “D”.

Audit Fees

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

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
Year ended December 31, 2022	\$450,000	\$99,500	\$37,975	--
Year ended December 31, 2021	\$415,000	\$64,000	\$18,000	\$18,000

Audit Fees – aggregate fees billed and to be for professional services rendered by the auditor for the audit of the Corporation’s annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice/review relating to the Corporation’s prospectus financing and association fees.

REPORT ON GOVERNANCE

The Corporation believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Governance Guidelines**”) of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. The following disclosure is required by the Governance Guidelines and describes the Corporation’s approach to governance and outlines the various procedures, policies and practices that the Corporation and the Board have implemented to address the foregoing requirements.

Board of Directors

The Board is currently composed of four directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* (“**Form 58-101F2**”) requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Corporation by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect “material relationship” with the Corporation. “Material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a “material relationship” with the issuer. Accordingly, of the current directors, Denis Laviolette, Chief Executive Officer and Executive Chairman, and Vincent Dubé-Bourgeois, President, are considered not to be “independent”. The remaining current two directors are considered by the Board to be “independent” within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

Directorships

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

Name of Director	Reporting Issuer
Denis Laviolette	Kirkland Lake Discoveries Corp. New Found Gold Corp. Radio Fuels Energy Corp. Xtra-Gold Resources Corp.
Vincent Dubé-Bourgeois	Harfang Exploration Inc. Kirkland Lake Discoveries Corp.
Gerry Feldman	ThreeD Capital Inc.
Jay Sujir	Audrey Capital Corporation Baltic I Acquisition Corp. Collingwood Resources Corp. Golden Lake Exploration Inc. Gotham Resource Corp. Intrepid Metals Corp. (formerly Voleo Trading Systems Inc.) Kenorland Minerals Ltd. (formerly Northway Resources Corp.) Kore Mining Ltd. Kraken Energy Corp. (formerly Ivor Exploration Inc.) Kutcho Copper Corp. Libero Copper and Gold Corporation Outcrop Gold Corp. Vanadian Energy Corp. Zacapa Resources Ltd.

Board Committees

The Board has constituted three committees. The following directors are the current members of the following committees:

- *Audit Committee:* Gerry Feldman, Denis Laviolette, Jay Sujir
- *Compensation and Corporate Governance Committee:* Gerry Feldman, Denis Laviolette, Jay Sujir++
- *Merger and Acquisition Committee:* Vincent Dubé-Bourgeois, Gerry Feldman

Members of these committees are appointed annually to hold office until the next annual meeting of the shareholders of the Corporation or until their successors are appointed.

Audit Committee

The Audit Committee is composed of three directors, two of whom are “independent”. The operation of the Audit Committee is described in the section titled “*Audit Committee Information Required in The Information Circular of a Venture Issuer*” in this Circular.

Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee is composed of three directors, two of whom are “independent”. The Compensation and Corporate Governance Committee is responsible for: (i) reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation, evaluating the performance of the Chief Executive Officer of the Corporation in light of those corporate

goals and objectives, and determining (or making recommendations to the Board with respect to the compensation level of the Chief Executive Officer of the Corporation based on this evaluation); (ii) making recommendations to the Board with respect to other officers and directors compensation and incentive-compensation plans; and (iii) reviewing the executive compensation disclosure before the Corporation publicly discloses this information.

Merger and Acquisition Committee

The Merger and Acquisition Committee is responsible for making recommendations to the Board of Directors on all matters relating to the merger and acquisition activities of the Corporation. The Merger and Acquisition Committee reviews the Corporation's strategy regarding mergers, acquisitions, investments and dispositions with management, review proposed mergers, acquisitions, investments or dispositions of material assets, and approve and/or make recommendations to the Board to approve mergers and acquisitions.

Orientation and Continuing Education

The Compensation and Corporate Governance Committee is responsible for establishing and overseeing appropriate director orientation and continuing education programs. The Board does not have a formal orientation or education program for its members. A part of the Board's continuing education is partly derived from correspondence with the Corporation's legal counsel to remain up to date with developments in relevant corporate and securities law matters. Additionally, historically board members who have been nominated are familiar with the Corporation and the nature of its business.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the "**Code**") to encourage and promote a culture of ethical business conduct. The Board monitors compliance with the Code by obtaining a signed acknowledgement from each employee indicating their agreement to abide by the Code and encouraging reporting of non-compliant behaviour, including to members of the Audit Committee. The Board also promotes ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

Compensation

Principles of Executive Compensation

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Corporation's management team. The main objectives the Corporation hopes to achieve through its compensation are:

- to attract and retain executives critical to the Corporation's success, who will be key in helping the Corporation achieve its corporate objectives and increase shareholder value;
- to motivate the Corporation's management team to meet or exceed targets;
- to recognize the contribution of the Corporation's executive officers to the overall success and strategic growth of the Corporation; and
- to align the interests of management and the Corporation's shareholders by providing performance-based compensation in addition to salary.

It is one of the aims of the compensation strategy to ensure that executives of the Corporation are paid reasonably and consistent with the level of responsibility and authority which they assume and taking into account the role they play in advancing the strategic objectives of the Corporation.

The compensation and corporate governance committee of the Board (the "**Compensation and Corporate Governance Committee**") is composed of three directors, being Gerry Feldman, Denis Laviolette, and Jay Sujir. Messrs. Feldman and Sujir are considered to be independent, while Mr. Laviolette is not considered to be independent as a result of his role as Executive Chairman and Chief Executive Officer of the Corporation. The role of the Compensation and Corporate Governance Committee is to undertake periodic, independent reviews of market

conditions to ensure that the executive officers of the Corporation are paid competitively relative to other comparable participants in the industry. When deemed necessary, the Compensation and Corporate Governance Committee may call upon outside resources to assist with these reviews and to ensure that the compensation packages available to executives are adequate to retain the existing compliment of executives and recruit others into this group as an integral part of facilitating and sustaining the continued growth of the Corporation.

The basic elements of the compensation strategy are base salary, annual incentives and long-term incentives.

Base Salary

On an individual basis, base salaries are reviewed for each executive officer, including the Chief Executive Officer, and where it is deemed necessary, changes are made. In order to ensure that base salaries paid are competitive relative to other similar positions within the mining industry in Canada, surveys of such salaries are examined. Other considerations taken into account when examining base salaries include years of experience, the potential contribution which the individual can make to the success of the Corporation and the level of responsibility and authority inherent in the job and the importance of maintaining internal equity within the organization.

The Executive Chairman and Chief Executive Officer, Denis Laviolette, entered into the Laviolette Consultancy Agreement with the Corporation. The Compensation and Corporate Governance Committee approved a base fee of \$156,250 for the 2022 fiscal year (2021: \$150,000).

The President, Vincent Dubé-Bourgeois, has entered into the Dubé-Bourgeois Consultancy Agreement with the Corporation. The Compensation and Corporate Governance Committee approved a base fee of \$156,250 for the 2022 fiscal year (2021: \$150,000).

The Chief Financial Officer, Binh Quach, has entered into the Quach Consultancy Agreement with the Corporation. He received based fee of \$156,250 for the 2022 fiscal year (2021: \$150,000).

Annual Incentives

The Compensation and Corporate Governance Committee may recommend bonuses be paid to executive officers of the Corporation when their performance warrants additional consideration.

Bonuses paid in fiscal year ended December 31, 2022 were as follows: \$nil paid to Bruno Management Services Corporation (a company controlled by Denis Laviolette); \$34,400 paid to Vincent Dubé-Bourgeois; \$nil paid to Quach Mngmt Inc.(a company controlled by Binh Quach); \$19,000 paid to Cejay Kim, and \$350,000 paid to Envision Geoscience Inc. (a company controlled by Shawn Hood). See “Employment, Consulting and Management Agreements” above.

Long-term Incentives

Options and RSU's of the Corporation encourage executive officers to own and hold the Corporation's Common Shares and are a method of linking the performance of the Corporation and the appreciation of share value to the compensation of the executive officer. When determining the number of options or RSUs granted to an executive officer, items such as the relative position of the individual officer, the contribution made by that officer during the review period and the number of options and RSUs granted previously would be taken into consideration.

The Compensation and Corporate Governance Committee recommends option and RSU grants to the Board. Pursuant to the Stock Option Plan and ESU Plan, the Corporation's Board grants options and RSUs to directors, executive officers, other employees and consultants as incentives. The level of stock options and RSUs awarded to a Named Executive Officer is determined by his position and his potential future contributions to the Corporation.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board are reviewed by the entire Board. The Compensation and Corporate Governance Committee, as necessary or appropriate, establishes qualifications for directors and procedures for identifying possible nominees who meet those criteria.

Other Board Committees

The Board has established an Audit Committee and a Compensation and Corporate Governance Committee.

Assessments

The Compensation and Corporate Governance Committee periodically assesses the effectiveness of the Board as a whole, all committees of the Board and the contribution, competency, skill and qualification and, if applicable, position distributions, of individual directors, including making recommendations where appropriate that a sitting director be removed or not re-appointed and should also provide or co-ordinate the provision of continuing education for the directors so as to assist the directors in maintaining the skill and knowledge necessary to meet their obligations as directors.

Board and Senior Management Diversity

In 2019, amendments to the CBCA were adopted requiring new disclosure of the number of: (i) women; (ii) Aboriginal peoples; (iii) people with disabilities; and (iv) members of visible minorities (collectively, the "**Designated Groups**") on the Board and in senior management positions with the Corporation.

The Corporation recognizes the benefits of having a diverse Board and management. Due to the relatively small size of the Board and stage of development of the Corporation, it has not adopted a formal diversity policy in respect of the Designated Groups, and instead has sought to increase diversity through the recruitment efforts of its officers and directors. The Corporation remains receptive to increasing the diversity of the Board and management taking into account the skills, background, experience and knowledge desired at any particular time by the Board and its committees.

The Corporation has not adopted term limits for directors and does not support the adoption of quotas or targets regarding representation by the Designated Groups on the Board or in senior management positions. All such appointments and renewals are made based on merit, in the context of the skills, experience, independence, knowledge and other qualities which the Corporation as a whole requires to be effective, with due regard for the benefits of diversity (including the level of representation by members of the Designated Groups). The Corporation considers the representation of the Designated Groups in identifying and nominating new directors and members of senior management. In order to gather the information required to assess levels of diversity for the Corporation to comply with the new diversity disclosure requirements under the CBCA, existing and proposed directors and members of senior management of the Corporation will be asked whether they self-identify as belonging to one or more of the

designated groups, on a voluntary basis. All responses will be considered in the context of the broader skills matrix sought by the Corporation for its respective positions from time to time.

The Corporation feels its corporate governance practices are appropriate and effective, given its relatively small size and the nature of its operations. These practices allow the Corporation to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excess administrative burden or delay.

As of the date of this Circular, the Corporation has a total of five directors and seven members of senior management. The number and proportion of directors and members of senior management who self-identify as being a member of the four Designated Groups has been furnished by the respective directors and members of senior management on a voluntary basis and such responses have not been independently verified by the Corporation. The number and proportion of directors and members of senior management who self-identify as being a member of the four Designated Groups are as follows:

Directors

None of the Directors of the Corporation identify as being a member of any of the four Designated Groups.

Senior Management

Twenty-nine percent (29%) of the Corporation's senior management identifies as belonging to one of the four Designated Groups, that being, visible minorities.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional Information relating to the Corporation is available on SEDAR at www.sedar.com.

Shareholders may contact the Corporation in order to request copies of: (i) this Circular; and (ii) the Corporation's consolidated financial statements and the related management's discussion and analysis (the "MD&A") which will be sent to the shareholder without charge upon request. Financial information is provided in the Corporation's consolidated financial statements and MD&A for its financial year ended December 31, 2021.

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Toronto, Ontario, on August 22, 2023.

BY ORDER OF THE BOARD

"Denis Laviolette" (signed)
Executive Chairman of the Board

SCHEDULE “A”

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Name

There shall be a committee of the board of directors (the “**Board**”) of EarthLabs Inc. (the “**Company**”) known as the Audit Committee (the “**Committee**”).

Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations. The primary functions and areas of responsibility of the Committee are to:

- review, report and provide recommendations to the Board on the annual and interim consolidated financial statements and related Management’s Discussion and Analysis (“**MD&A**”);
- identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation;
- make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- monitor the integrity of the Corporation’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation;
- resolve disagreements between management and the external auditor regarding financial reporting;
- receive the report of the external auditors, who must report directly to the Committee; and
- provide an avenue of communication among the Corporation’s external auditors, management, and the Board.

Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Business Corporations Act* (Ontario), as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Each member shall be a director and a majority of the members shall be independent directors who are free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be “financially literate” so as to be able 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 issues raised by the Corporation’s financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.

Committee members shall be appointed by the Board. The Board shall designate the Chair of the Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfills its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and at least once in each fiscal quarter. A notification for each of the meetings shall be disseminated to Committee members two days prior to each meeting. A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with management of the Corporation, the Corporation's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

Specific Responsibilities and Duties

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

General Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.
2. Review the Corporation's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Corporation's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Corporation's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Corporation's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

External Auditors

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the

independence and performance of the auditors and annually recommend to the Board the appointment of the external auditors or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.

7. The Committee must approve all non-audit and non-tax services to be provided to the Corporation or its subsidiary entities, unless such non-audit and non-tax services are reasonably expected to constitute not more than twenty (20) percent of the total fees paid by the Corporation to the external auditor during the particular fiscal year.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Corporation that could impair the auditors' independence.
9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in the Corporation's financial reporting.

Legal Compliance

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

Other Miscellaneous Responsibilities

13. Annually assess the effectiveness of the Committee against its Mandate and report the results of the assessment to the Board.
14. Prepare and disclose a summary of the Mandate to shareholders.
15. Perform any other activities consistent with this Mandate, the Corporation's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Authority

The Committee shall have the authority to:

1. delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. set and pay the compensation for any advisors employed by the Committee; and
4. communicate directly with the external auditors.

Reporting

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

Resources

The Committee shall have full and unrestricted access to all of the Corporation's books, records, facilities and personnel as well as the Corporation's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Corporation's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Corporation or the Corporation's external counsel or auditors to attend a meeting of the Committee.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Corporation's external auditors.

