

CAVALRY CAPITAL CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF
VOTING SECURITYHOLDERS**

TO BE HELD ON DECEMBER 18, 2023

MANAGEMENT INFORMATION CIRCULAR

CAVALRY CAPITAL CORP.
250 – 200 Burrard St.
Vancouver, BC V6C 3L6

NOTICE OF ANNUAL AND SPECIAL MEETING

DECEMBER 18, 2023

TO THE VOTING SECURITYHOLDERS:

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders (each, a “**Voting Securityholder**”) of common shares (the “**Common Shares**”) of Cavalry Capital Corp. (the “**Company**”) will be held on December 18, 2023 at the hour of 10:00 a.m. (Pacific time) at Suite 250, 200 Burrard Street, Vancouver, BC for the following purposes, namely:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2022, together with the auditor report thereon;
2. to appoint DMCL LLP as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
3. to determine the number of directors of the Company at four;
4. to elect four directors of the Company;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution renewing the Company’s stock option plan as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Company (the “Board”) unanimously recommends that the Voting Securityholders vote FOR all of the matters to be considered at the Meeting, and it is the intention of the management designees named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote in favour of all resolutions.

Accompanying this Notice of Meeting are an Information Circular and a form of proxy (or a voting instruction form if you hold Common Shares through a broker or other intermediary). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

Only Voting Securityholders of record at the close of business on November 6, 2023 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof.

Voting Securityholders may attend the Meeting in person or may be represented at the Meeting by proxy. Voting Securityholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Corporate Secretary of the Company, c/o Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com by December 14, 2023, being at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment(s) or postponement(s) thereof. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment(s) or postponement(s) thereof. A person appointed as proxy holder need not be a shareholder of the Company.

YOU ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT YOUR RISK.

DATED at Vancouver, BC, the 6th day of November, 2023

By Order of the Board of Directors

“Brandon Bonifacio”

CEO and Director

**CAVALRY CAPITAL CORP.
MANAGEMENT INFORMATION CIRCULAR**

INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting (the “**Notice**”) and is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting of the Voting Securityholders. The Company will be hosting its Meeting in person at Suite 250, 200 Burrard Street, Vancouver, BC. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or oral communication by any member of the Board, officers and regular employees of the Company, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Company.

The information contained in this Information Circular is as at November 6, 2023. Unless otherwise stated, all amounts herein are in Canadian dollars.

The Company is currently a capital pool company (the “**CPC**”). Pursuant to Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”) and will remain a CPC until the Company completes a qualifying transaction (“**Qualifying Transaction**”).

The Information Circular contains details of matters to be considered at the Meeting. Please review the Information Circular before voting.

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Appointment of Proxy holders

The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the directors of the Company and have indicated their willingness to represent as proxy the Voting Securityholder who appoints them. A Voting Securityholder has the right to designate a person (whom need not be a Voting Securityholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by crossing out the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Voting Securityholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the Voting Securityholder’s Common Shares are to be voted. The nominee should bring personal identification with him or her to the Meeting. In any case, the form of proxy should be dated and executed by the Voting Securityholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a Voting Securityholder personally attending the Meeting and voting his or her Common Shares.

A form of proxy will not be valid for the Meeting or any adjournment(s) or postponement(s) thereof unless it is completed and delivered to the Company’s transfer agent, **c/o Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com by December 14, 2023** at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment or postponement thereof.

Revocability of Proxy.

A Voting Securityholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Voting Securityholder or by his or her authorized attorney in writing, or, if the Voting Securityholder is a Company, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Company or **c/o Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-**

866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) or postponement(s) thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of the Meeting on the day of the Meeting, or any adjournment(s) or postponement(s) thereof. In addition, a proxy may be revoked by the Voting Securityholder personally attending the Meeting and voting his or her Common Shares.

Advice to Beneficial Securityholder

The information set forth in this section is of significant importance to many Voting Securityholders, as a substantial number of Voting Securityholders do not hold Common Shares in their own name. Voting Securityholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in the Information Circular as “**Beneficial Securityholders**”) should note that only proxies deposited by Voting Securityholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Securityholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the Voting Securityholder’s name. Such Common Shares will more likely be registered under the name of the Voting Securityholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Securityholder.

Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker’s clients. **Therefore, each Beneficial Securityholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Securityholders in advance of Voting Securityholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Securityholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Securityholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Voting Securityholders by the Company. However, its purpose is limited to instructing the registered Voting Securityholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Securityholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Securityholders and asks such Beneficial Securityholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Securityholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Securityholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its broker, a Beneficial Securityholder may attend the Meeting as proxy holder for the registered Voting Securityholder and vote the Common Shares in that capacity. **A Beneficial Securityholder who wishes to attend the Meeting and indirectly vote their Common Shares as proxy holder for the registered Voting Securityholder should enter its own name in the blank space on the form of proxy provided and return the same to its broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

Beneficial Securityholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Beneficial Securityholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”.

The Company is taking advantage of NI 54-101 which permits the Company to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form from Computershare. The voting instruction form is to be completed and returned to Computershare in the envelope provided or by facsimile, or a NOBO has the option to submit their proxy vote either by telephone or via the internet in the manner described in the voting instruction form. Computershare tabulates the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by those voting instruction forms.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above. The Company will not pay for intermediaries to deliver the Notice of Meeting, Information Circular and VIF to OBOs, and OBOs will not receive the Meeting materials unless their intermediary assumes the cost of the delivery.

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

All reference to Voting Securityholders in this Information Circular and the accompanying Instrument of Proxy and Notice are to registered Voting Securityholders unless specifically stated otherwise.

Voting of Proxies and Exercise of Discretion by Proxy holders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the Instrument of Proxy will be voted in accordance with such instructions. The management designees named in the accompanying Instrument of Proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Voting Securityholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted “FOR” the proposed resolutions at the Meetings. The accompanying Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice of Meeting and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Information Circular, the management of the Company knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who has held such a position since the beginning of the Company’s last financial year or any proposed nominee for election as a director of the Company, nor any Associate or Affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting of Common Shares – General

The record date for the determination of Voting Securityholders entitled to receive notice of and to vote at the Meeting is November 6, 2023 (the “**Record Date**”). Only Voting Securityholders whose names are entered in the Company’s register of Voting Securityholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value. On the Record Date, 6,462,500 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Principal Holders of Common Shares

To the knowledge of the directors and senior officers of the Company, as at the date hereof, no Voting Securityholder beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the votes attached to all outstanding Common Shares.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Company must disclose its approach to corporate governance which is as follows:

Board of Directors

The Board currently consists of four directors: Brandon Bonifacio, Giulio Bonifacio, Brock Daem and John MacPhail.

Messrs. Brock Daem and John MacPhail are independent directors, as defined in NI 58-101 and National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Mr. Brandon Bonifacio, as CEO of the Company, is an executive officer of the Company and, therefore, not independent. Mr. Giulio Bonifacio is not independent as his son, Mr. Brandon Bonifacio, is an executive officer of the Company.

The Board meets for formal board meetings periodically on an ad hoc basis during the year on an as needed basis to review and discuss the Company’s business activities, to consider and, if thought fit, to approve matters presented to the Board for approval and to provide guidance to management. In general, management consults with the Board when deemed appropriate to keep the Board informed regarding the Company’s affairs. The Board facilitates the exercise of independent supervision over management through these various meetings.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will, in accordance with corporate law and in accordance with his fiduciary obligations as a director of the Company, disclose the nature and extent of his interest to the meeting and abstain from voting on or against the approval of such participation.

Directorships

Name	Name and Jurisdictions of Reporting Issuer	Name of Trading Market	Position(s) Held	Term
Brandon Bonifacio	Nevgold Corp. (British Columbia)	TSX-V	Director, President & CEO	2021 to current
	Angold Resources Ltd. (British Columbia)	TSX-V	Director	2020 to current
	Terra Balcanica Resources Corp. (British Columbia)	CSE	Director	2022 to current

Name	Name and Jurisdictions of Reporting Issuer	Name of Trading Market	Position(s) Held	Term
	Faction Investment Group Corp. (British Columbia)	TSX-V	Director	2022 to curent
Giulio T. Bonifacio	Alta Copper Corp. (British Columbia)	TSX	Chair and Director	2020 to current
	Nevgold Corp. (British Columbia)	TSX-V	Chair and Director	2021 to current
	Terra Balcanica Resources Corp. (British Columbia)	CSE	Chair and Director	2022 to current
Brock Daem	Pacific Arc Resources Ltd. (British Columbia)	TSX-V	Director	2018 to current
	Valencia Capital Inc. (British Columbia)	TSX-V	Director	2019 to current
John MacPhail	MiMedia Holdings Ltd. (British Columbia)	TSX-V	Director	2022 to current
	Pacific Arc Resources Ltd. (British Columbia)	TSX-V	President, CEO and Director	2018 to current
	Valencia Capital Inc. (British Columbia)	TSX-V	President, CEO and Director	2019 to current

Orientation and Continuing Education

The Board ensures that each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation of the nature and operations of the Company's business will be necessary and relevant to each new director. All new directors receive a comprehensive orientation regarding the role of the Board, its committees and its directors and the nature and operation of the Company.

The Board takes the following measures to provide continuing education for its directors in order for them to maintain the skill and knowledge necessary to meet their obligation as directors:

- (a) in addition to regularly reporting, there is normally a technical presentation at Board meetings focusing on either a particular property or a summary of various properties. The question and answer portions of these presentations are a valuable learning resource for the non-technical directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

In order to identify new candidates for nomination to the Board, the Board considers the advice and input of the entire Board and outside advisors regarding:

- (a) the appropriate size of Board, the necessary competencies and skills of the Board as a whole and the competencies and skills of each director individually; and

- (b) the identification and recommendation of new individuals qualified to become a new Board member. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEO's are performed by the members of the Board. The Board does not receive directors' fees. See "Statement of Executive Compensation – Oversight and Description of Director and Named Executive Officer Compensation".

Other Board Committees

The Company does not currently have any standing committees other than the Audit Committee.

Assessments

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

AUDIT COMMITTEE

Audit Committee

The Company is required to have an audit committee. The general function of the Audit Committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Company's auditor.

Audit Committee Charter

The Audit Committee Charter is attached as Schedule A.

Composition of Audit Committee

The following are the current members of the Audit Committee:

Giulio Bonifacio	Non-Independent	Financially literate ⁽¹⁾
Brock Daem	Independent	Financially literate ⁽¹⁾
John MacPhail	Independent	Financially literate ⁽¹⁾

(1) As defined by NI 52-110.

Relevant Education and Experience

Giulio Bonifacio – Director

Mr. Giulio T. Bonifacio is a Chartered Professional Accountant with over 35 years of experience in senior executive roles in the mining industry. Mr. Bonifacio has led and directed efforts in several transactions inclusive of corporate mergers and financings at every stage of development from exploration, engineering, permitting and construction.

Brock Daem – Director

Mr. Brock Daem has experience in investment banking, merchant banking, and institutional sales in Canada and is a director of a number of Canadian public companies. Mr. Daem began his career in institutional equity sales, leading initial public offerings and secondary private placements for micro-cap stocks in Vancouver and on Bay Street before transitioning into investment banking focused on various sectors. Mr. Daem attended the University of British Columbia and obtained a personal financial planner designation from the Canadian Securities Institute in 2006.

John MacPhail – Director

Mr. John MacPhail is a businessperson who has been at the head of five different companies. Currently, he is President, Chief Executive Officer & Director at Pacific Arc Resources Ltd. and Valencia Capital Inc.. Mr. MacPhail is also on the board of other Issuers. In the past, Mr. MacPhail occupied the position of Chief Executive Officer of Union Securities Ltd. and was President of Global Securities Corp.

Based on their business and educational experiences, each Audit Committee member has a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection of the accounting for estimates, accruals and reserves; experience analyzing and evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s financial year ended September 30, 2022 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years for audit and other fees are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees	Tax Fees⁽²⁾	All Other Fees
2022	\$10,000	\$122	Nil	Nil
2021	\$6,500	Nil	Nil	Nil

(1) Audit related fees include review of interim financial statements and other related documents.

(2) Tax fees paid to the Company’s auditor relate to filing T2 corporate returns.

Exemption

The Company is a “venture issuer” as defined in NI 52-110, and, as such, is relying on the exemption in section 6.1 of NI 52-110 from the requirement to comply with the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure is presented in accordance with applicable provisions of Form 51-102F6V, Statement of Executive Compensation – Venture Issuers (“**Form 51-102F6V**”).

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer. As set out herein, “**Named Executive Officer**” or “**NEO**” means (a) the Chief Executive Officer (“**CEO**”); (b) the Chief Financial Officer (“**CFO**”); (c) the most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer and was not acting in a similar capacity, at the end of that financial year.

During the financial year ended September 30, 2022, the Named Executive Officers of the Company were Brandon Bonifacio, CEO, and Adam Garvin, CFO.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to each Named Executive Officer and director during the financial years ended September 30, 2022 and 2021:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Brandon Bonifacio CEO and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Adam Garvin CFO	2022	9,500	Nil	Nil	Nil	Nil	9,500
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Giulio T. Bonifacio Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Brock Daem Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
John MacPhail Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

External Management Companies

Management functions of the Company are not performed by anyone other than by the directors or Named Executive Officers.

Stock Options and Other Compensation Securities

Table of Compensation Securities

The following table provides a summary of compensation securities granted or issued to each director and Named Executive Officer during the financial year ended September 30, 2022:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class⁽¹⁾⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant⁽³⁾	Closing Price of Security or Underlying Security at Year End	Expiry Date
Brandon Bonifacio CEO and Director	Options	129,250/129,250 (2.0%)	May 4, 2022	\$0.05	Nil	\$0.095	May 4, 2027
Adam Garvin CFO	Options	96,938/96,938 (1.5%)	May 4, 2022	\$0.05	Nil	\$0.095	May 4, 2027
Giulio T. Bonifacio Director	Options	129,250/129,250 (2.0%)	May 4, 2022	\$0.05	Nil	\$0.095	May 4, 2027
Brock Daem Director	Options	129,250/129,250 (2.0%)	May 4, 2022	\$0.05	Nil	\$0.095	May 4, 2027
John MacPhail Director	Options	129,250/129,250 (2.0%)	May 4, 2022	\$0.05	Nil	\$0.095	May 4, 2027

Notes:

- (1) Each outstanding stock option of the Company entitles the holder thereof to acquire, upon exercise, one Common Share. All stock options are fully vested.
- (2) Compensation securities are held as of September 30, 2022.
- (3) The Common Shares were listed for trading on May 4, 2022.

Table of Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the directors or Named Executive Officers of the Company or its subsidiaries during the financial year ended September 30, 2022.

Stock Option Plans and Other Incentive Plans

The Company has adopted a 10% rolling stock option plan (the “**Option Plan**”), in accordance with the policies of the TSX Venture Exchange (the “**Exchange**”), which provides that stock options may be granted to the directors, officers, employees and consultants of the Company.

Under the policies of the Exchange, the Option Plan must be approved on an annual basis by the shareholders of the Company at each annual meeting. The Option Plan was approved by the Board on May 4, 2022 and accepted by the Exchange on May 4, 2022 as part of the Company’s CPC submission. The Voting Securityholders will be asked at the Meeting to ratify, confirm and approve the Option Plan. For a description of the Option Plan and the annual renewal of the Option Plan, see “*Particulars of Other Matters to be Acted Upon – Renewal of the Option Plan*”, and a full copy of the Option Plan will be available at the Meeting. Voting Securityholders may obtain a copy of the Option Plan in advance of the Meeting upon request to the Company at 250 – 200 Burrard St., Vancouver, BC V6C 3L6, Attention: CEO.

Employment, Consulting and Management Agreements

On May 6, 2022, the Company engaged a company controlled by the Chief Financial Officer of the Company to provide ongoing part-time Chief Financial Officer services as well as ad-hoc accounting advisory and financial advisory services (the “CFO Services”) to the Company. The monthly retainer for the CFO Services is \$2,000 per month, please applicable taxes.

Termination and Change of Control Benefits

Other than as provided for at common law, the Company does not have any plan or arrangement that provides for payments to the NEOs at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO’s responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

Pursuant to Policy 2.4 of the Exchange and until the Company completes a Qualifying Transaction, no compensation of any kind may be provided to the Company’s directors, directly or indirectly, by any means, including payment of salary, other than compensation that may be provided by way of Options pursuant to the Option Plan.

Pension Disclosure

The Company does not currently have a pension benefits arrangement under which the Company or any of its subsidiaries has made payments to the directors or NEOs during its financial year ended September 30, 2022 or intends to make payments to its directors or Named Executive Officers upon their retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company’s financial year ended September 30, 2022:

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column (1))
Equity compensation plans approved by security holders	613,938	\$0.05	32,312
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	613,938		32,312

(1) Based on the total number of Common Shares reserved and authorized for issuance as at September 30, 2022 pursuant to options granted under the Option Plan being 10% of the issued and outstanding Common Shares from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Company is or has been indebted to the Company at any time during the most recently completed financial year, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, none of the informed persons of the Company (as defined in National Instrument 51-102), nor any proposed nominee for election as a director of the Company, nor any person who beneficially owns, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to the issued Common Shares of the Company, nor any Associate or Affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which, in either case, has or will materially affect the Company and none of such persons has any material interest in any transaction proposed to be undertaken by the Company that will materially affect the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company or any subsidiary of the Company that are to any substantial degree performed by a person other than a director or executive officer of the Company or its subsidiary. See "*Statement of Executive Compensation – Employment, Consulting and Management Agreements*".

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors of the Company

The Board presently consists of four directors, and the Board intends to determine that the number of directors remain at four and to elect four directors for the ensuing year.

The term of office of each of the present directors of the Company expires at the Meeting. Management of the Company proposes to nominate the individuals named below for election as directors of the Company at the Meeting to serve until the earlier of: (a) the next annual meeting of the Company or until the successors of such directors are elected or appointed, unless their office is earlier vacated in accordance with applicable laws; and (b) the Closing Date.

Voting Securityholders can vote for all of the proposed nominees for directors of the Company, vote for some of the proposed nominees and withhold for others or withhold from voting for all or any of the proposed nominees. **Unless otherwise directed, the Management Designees named in the accompanying instrument of proxy intend to vote FOR the election, as directors, of the nominees whose names are set forth below.**

In the event that prior to the Meeting, any vacancies occur on the nominees submitted herewith, it is intended that discretionary authority will be granted to vote proxies solicited by or on behalf of management for the election of any other individual or individuals as directors. Management of the Company is not currently aware that any such nominees would not be willing to serve as director if elected.

The following table states the name of each individual proposed to be nominated by management for election as a director, the jurisdiction in which they are ordinarily resident, all offices of the Company now held by them, their principal occupation or employment during the past five years if such nominee is not presently an elected director, the period of time for which they have been a director of the Company and the number of Common Shares beneficially owned by them or over which they exercise control or direction, directly or indirectly, as at the Record Date:

Name, Province or State and Country of Residence ⁽¹⁾	Position or Office	Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years ⁽¹⁾	Date Appointed as a Director	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Brandon Bonifacio <i>British Columbia, Canada</i>	CEO and Director	President, CEO and Director of Nevgold Corp. since October 2020; Finance Director of the Norte Abierto Joint Venture (Cerro Casale/Caspiche) in the Maricunga Region, Chile from 2017 to 2019, and member of the corporate development team at Goldcorp Inc. (now Newmont Company) from 2016 to 2017	April 20, 2021	500,000
Giulio T. Bonifacio ⁽²⁾ <i>British Columbia, Canada</i>	Director	Non- Executive Chair of the Alta Copper Corp. from July 1, 2020 to June 14, 2022 and current Chair from June 15, 2022 to Present; Non-Executive Chair and Director of Faraday Copper Corp. from May 2018 to April 2022. Founder, Director, CEO & President of Nevada Copper Corp. from 2005 to 2018.	April 20, 2021	500,000
Brock Daem ⁽²⁾ <i>British Columbia, Canada</i>	Director	Self-employed consultant since 2017; Director of Pacific Arc Resources Ltd. since January 5, 2018 and Valencia Capital Inc. since 2019; Director of Cerro Mining Corp. from February 2018 to February 2020,	April 20, 2021	500,000
John MacPhail ⁽²⁾ <i>British Columbia, Canada</i>	Director	Chief Executive Officer & Director at Pacific Arc Resources Ltd. since 2018. Chief Executive Officer and director of Valencia Capital Inc. since 2019	April 20, 2021	500,000

(1) The information as to place of residence, principal occupation and number of Common Shares beneficially owned or over which a nominee exercises control or direction, is not within the knowledge of management of the Company and has been furnished by the respective directors.

(2) Member of the Audit Committee.

Corporate Cease Trade Orders, Penalties, Sanctions and Bankruptcies

No proposed director of the Company is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, CEO or CFO of any Company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied

the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that individual was acting in the capacity as director, CEO or CFO.

Except as disclosed below, no proposed director of Company:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any Company (including the Company) that, while that individual was acting in that capacity, or within a year of that individual 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; or
- (b) has, within 10 years before the date of this Information 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 their assets.

No proposed director of Company has been subject to:

- (a) 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
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

DMCL LLP (“DMCL”), Chartered Professional Accountants, will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the directors. DMCL has been the auditor of the Company since October 22, 2021.

Unless otherwise directed, the Management Designees named in the accompanying instrument of proxy intend to vote in favour of the appointment of DMCL as auditor of the Company, to hold office until the close of the next annual meeting of the Company, and further intend to vote that the fixing of the remuneration be a matter left to the directors of the Company.

Management of the Company recommends that the Voting Securityholders vote FOR the auditor resolution, and the persons named in the enclosed form of proxy intend to vote FOR the auditor resolution at the Meeting unless a Voting Securityholder has specified that the Common Shares represented by such proxy are to be voted against such resolution.

Renewal of the Option Plan

The directors of the Company wish to have the Voting Securityholders approve the renewal of its Option Plan. In accordance with the rules and policies of the Exchange, shareholders must each year approve the Option Plan. The policies require that a stock option plan must specify a maximum number of shares issuable under it, which number can later be increased to a higher specified number only if authorized by the shareholders and accepted by the Exchange. The Option Plan has been conformed to the Exchange policies and is reported here on that basis:

The purpose of the Option Plan is to, among other things: (i) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries; (ii) reward directors, officers, employees and consultants that have been granted stock options (each, an “**Option**”) under the Option Plan for their contributions toward the long-term goals and success of the Company; and (iii)

enable and encourage such directors, officers, employees and consultants to acquire Common Shares of the Company as long-term investments and proprietary interests in the Company.

A summary of certain provisions of the Option Plan is set out below and is qualified in its entirety by the full version of the Option Plan:

Summary of the Option Plan

Eligibility

The Option Plan allows the Company to grant Options to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries (collectively, the “**Option Plan Participants**”).

During the time the Company is a CPC, the Company may only grant Options to a director or officer of the Company and where permitted by applicable securities legislation, a technical consultant whose particular industry expertise in relation to the business of the Vendors (as defined in Policy 2.4 of the Exchange) or the Target Company (as defined in Policy 2.4 of the Exchange), as the case may be, is required to evaluate the proposed Qualifying Transaction, or a company, all of whose securities are owned, directly and indirectly, by such a director, officer or technical consultant.

Number of Common Shares Issuable

While the Company is a CPC the aggregate number of Common Shares which may be subject to issuance pursuant to options granted under this Option Plan shall not exceed 10% of the issued and outstanding Common Shares of the Company as at the closing of its initial public offering, and after the completion of the Company’s Qualifying Transaction the maximum number of Common Shares reserved under the Option Plan shall be up to 10% of the issued and outstanding Common Shares of the Company at any time any Options are granted. The aggregate number of Common Shares to be delivered upon the exercise of all Options granted under this Option Plan shall not exceed the maximum number of shares permitted under the rule of any stock exchange on which Common Shares are then listed or other regulatory body having jurisdiction.

Limits on Participation

The number of Common Shares reserved for issuance to any one person pursuant to options granted under this Option Plan, together with any Common Shares reserved for issuance pursuant to Options granted to that person during the previous 12 months in the case that the Company is a Tier 2 Issuer, shall not exceed 5% of the issued and outstanding Common Shares at the time of granting of the Options, provided that the aggregate number of Options granted to each of the following categories of optionee must not exceed 2% of the outstanding Common Shares at the time of grant unless the Exchange permits otherwise.:

- (i) Consultants (for technical consultants, the number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the Common Shares outstanding as at the date of grant of any Option); and
- (ii) persons employed in investor relations activities on behalf of the Company (provided that while the Company is a CPC, it must not grant any Options to such persons employed in investor relations activities);

Administration

The plan administrator of the Option Plan (the “**Option Plan Administrator**”) will be the Board or a committee of the Board, if delegated. The Option Plan Administrator will, among other things, determine which directors, officers, employees or consultants are eligible to receive Options under the Option Plan; determine conditions under which Options may be granted, vested or exercised, including the expiry date, exercise price and vesting schedule of the Options; establish the form of option certificate (“**Option Certificate**”); interpret the Option Plan; and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Option Plan.

Subject to any required regulatory or shareholder approvals, the Option Plan Administrator may also, from time to time, without notice to or without approval of the shareholders or the Option Plan Participants, amend, modify, change, suspend or terminate the Options granted pursuant thereto as it, in its discretion, determines appropriate, provided that no such amendment, modification, change, suspension or termination of the Option Plan or any Option granted pursuant thereto may materially impair any rights of an Option Plan Participant or materially increase any obligations of an Option Plan Participant under the Option Plan without the consent of such Option Plan Participant, unless the Option Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements or as otherwise permitted pursuant to the Option Plan.

All of the Options are subject to the conditions, limitations, restrictions, vesting, exercise and forfeiture provisions determined by the Option Plan Administrator, in its sole discretion, subject to such limitations provided in the Option Plan, and will be evidenced by an Option Certificate. In addition, subject to the limitations provided in the Option Plan and in accordance with applicable law, the Option Plan Administrator may accelerate the vesting of Options, cancel or modify outstanding Options and waive any condition imposed with respect to Options or Common Shares issued pursuant to Options.

Exercise of Options

Options shall be exercisable as determined by the Option Plan Administrator at the time of grant, provided that no Option shall have a term exceeding 10 years so long as the Common Shares are listed on the Exchange.

Subject to all applicable regulatory rules, the vesting schedule for an Option, if any, shall be determined by the Option Plan Administrator.

The exercise price of an Option shall be determined by the Option Plan Administrator and cannot be lower than the greater of: (i) the minimum price required by the Exchange; and (ii) the market value of the Common Shares on the applicable grant date.

Amendment or Termination of the Option Plan

Subject to any necessary regulatory approvals, the Option Plan may be suspended or terminated at any time by the Option Plan Administrator, provided that no such suspension or termination shall alter or impact any rights or obligations under an Option previously granted without the consent of the Option Plan Participant.

As the Exchange's conditional acceptance of the Option Plan has not been sought in advance of the Meeting, the Option Plan remains subject to Exchange acceptance and if the Exchange finds the disclosure to shareholders to be inadequate, the shareholder approval may not be accepted by the Exchange.

Recommendation

The Company is of the view that the Option Plan provides the Company with the flexibility necessary to attract and maintain the services of senior management and other employees in competition with other companies in the mineral resource industry. A full copy of the Option Plan will be available for inspection at the Meeting. A shareholder may also obtain a full copy of the Option Plan by contacting the Company. Directors shall also have the authority to amend the Option Plan to reduce the benefits to its participants if in their discretion it is necessary or advisable in order to obtain any necessary regulatory approvals.

Shareholder Approval

The Company is asking its Voting Securityholders to vote affirmatively on the following ordinary resolution to ratify, confirm and approve the Option Plan (the "**Option Plan Resolution**"):

"IT IS RESOLVED THAT, subject to regulatory approval, the Option Plan, authorizing the directors to grant Options to acquire Common Shares totalling up to a maximum of 10% of the Common Shares issued and outstanding from time to time, as at the date of the relevant grant, be ratified, confirmed and approved, together with all Options granted thereunder as at the date hereof, and that the Board be authorized, without further shareholder approval, to carry out the intent of this resolution."

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

Management of the Company recommend that the Voting Securityholders vote FOR the Option Plan Resolution. In the absence of contrary instructions, the persons named in the enclosed form of proxy intend to vote FOR the Option Plan Resolution. The discretionary authority granted by the enclosed proxy will be used by management to approve any amendments to the above resolution acceptable to it.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice to be presented for action by the Voting Securityholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, in accordance with the discretion of the persons authorized to act thereunder.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information of the Company's most recently completed financial year is provided in the Company's comparative financial statements and management's discussion and analysis available on SEDAR. A Voting Securityholder may contact the Company at 250 – 200 Burrard St., Vancouver, BC V6C 3L6, Attention: CEO, to obtain a copy of the Company's most recent financial statements and management's discussion and analysis.

Schedule “A”**AUDIT COMMITTEE CHARTER****CAVALRY CAPITAL CORP.****(the “Company”)****1. OVERALL PURPOSE AND OBJECTIVES**

The Audit Committee will assist the directors (the “**Directors**”) of the Company in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Audit Committee or as required by applicable legal or regulatory requirements, the Audit Committee will review the financial reporting process of the Company, the system of internal controls and management of the financial risks of the Company and the audit process of the financial information of the Company. In fulfilling its responsibilities, the Audit Committee should maintain an effective working relationship with the Directors, management of the Company and the external auditor of the Company as well as monitor the independence of the external auditor.

2. AUTHORITY

(a) The Audit Committee shall have the authority to:

- (i) engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties;
- (ii) set and pay the compensation for any advisors employed by the Audit Committee;
- (iii) communicate directly with the internal and external auditor of the Audit Committee and require that the external auditor of the Company report directly to the Audit Committee; and
- (iv) seek any information considered appropriate by the Audit Committee from any employee of the Company.

(b) The Audit Committee shall have unrestricted and unfettered access to all personnel and documents of the Company and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

3. MEMBERSHIP AND ORGANIZATION

(a) The Audit Committee will be composed of at least three members. The members of the Audit Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. The majority of the members of the Audit Committee must be Directors who are independent and financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements (“Applicable Laws”). In this Charter, the terms “independent” and “financially literate” have the meaning ascribed to such terms by Applicable Laws, and include the meanings given to similar terms by Applicable Laws, including in the case of the term “independent” the terms “outside” and “unrelated” to the extent such latter terms are applicable under Applicable Laws.

(b) The chairman of the Audit Committee will be an independent Director and will be appointed by the Audit Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgment.

(c) The secretary of the Audit Committee will be the chosen by the Audit Committee.

(d) The Audit Committee may invite such persons to meetings of the Audit Committee as the Audit Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.

(e) The Audit Committee may invite the external auditor of the Company to be present at any meeting of the Audit Committee and to comment on any financial statements, or on any of the financial aspects, of the Company.

(f) The Audit Committee will meet as considered appropriate or desirable by the Audit Committee. Any member of the Audit Committee or the external auditor of the Company may call a meeting of the Audit Committee at any time upon 48 hours’ prior written notice.

(g) All decisions of the Audit Committee shall be by simple majority and the chairman of the Audit Committee shall not

have a deciding or casting vote.

- (h) Minutes shall be kept in respect of the proceedings of all meetings of the Audit Committee.
- (i) No business shall be transacted by the Audit Committee except at a meeting of the members thereof at which a majority of the members thereof is present.
- (j) The Audit Committee may transact its business by a resolution in writing signed by all the members of the Audit Committee in lieu of a meeting of the Audit Committee.

4. ROLE AND RESPONSIBILITIES

To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Audit Committee shall:

- (a) recommend to the Directors:
 - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, and
 - (ii) the compensation to be paid to the external auditor of the Company;
- (b) review the proposed audit scope and approach of the external auditor of the Company and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;
- (c) meet separately and periodically with the management of the Company, the external auditor of the Company and the internal auditor (or other personnel responsible for the internal audit function of the Company) of the Company to discuss any matters that the Audit Committee, the external auditor of the Company or the internal auditor of the Company, respectively, believes should be discussed privately;
- (d) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, including the resolution of disagreements between management of the Company and the external auditor of the Company regarding any financial reporting matter and review the performance of the external auditor of the Company;
- (e) review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Company;
- (f) review audit issues related to the material associated and affiliated entities of the Company that may have a significant impact on the equity investment therein of the Company;
- (g) meet with management and the external auditor of the Company to review the annual financial statements of the Company and the results of the audit thereof;
- (h) review and determine if internal control recommendations made by the external auditor of the Company have been implemented by management of the Company;
- (i) pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company and, to the extent considered appropriate:
 - (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or
 - (ii) delegate to one or more independent members of the Audit Committee the authority to pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company provided that the other members of the Audit Committee are informed of each such non-audit service;

- (j) consider the qualification and independence of the external auditor of the Company, including reviewing the range of services provided by the external auditor of the Company in the context of all consulting services obtained by the Company;
- (k) consider the fairness of the Interim Financial Report and financial disclosure of the Company and review with management of the Company whether,
 - (i) actual financial results for the interim period varied significantly from budgeted or projected results,
 - (ii) generally accepted accounting principles have been consistently applied,
 - (iii) there are any actual or proposed changes in accounting or financial reporting practices of the Company, and
 - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;
- (l) review the financial statements of the Company, management's discussion and analysis and any annual and interim earnings press releases of the Company before the Company publicly discloses such information and discuss these documents with the external auditor and with management of the Company, as appropriate;
- (m) review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Company of financial information extracted or derived from the financial statements of the Company, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;
- (n) establish procedures for,
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters relating to the Company;
- (o) review and approve the hiring policies of the Company regarding partners, employees and former partners and employees of the present and any former external auditor of the Company;
- (p) review the areas of greatest financial risk to the Company and whether management of the Company is managing these risks effectively;
- (q) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Company;
- (r) review any legal matters which could significantly impact the financial statements of the Company as reported on by counsel and meet with counsel to the Company whenever deemed appropriate;
- (s) institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;
- (t) at least annually, obtain and review a report prepared by the external auditor of the Company describing:
 - (i) the firm's quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - (iii) (to assess the auditor's independence) all relationships between the independent auditor and the Company;

- (u) review with the external auditor of the Company any audit problems or difficulties and management's response to such problems or difficulties;
- (v) discuss the Company's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and
- (w) review this charter and recommend changes to this charter to the Directors from time to time.

5. COMMUNICATION WITH THE DIRECTORS

- (a) the Audit Committee shall produce and provide the Directors with a written summary of all actions taken at each Audit Committee meeting or by written resolution.
- (b) the Audit Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.