



**HONEY BADGER EXPLORATION INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the **Annual and Special Meeting of Shareholders** (the “**Meeting**”) of Honey Badger Exploration Inc. (the “**Company**”) will be held at the offices of Wildeboer Dellelce LLP at Suite 800 - 365 Bay Street, Toronto, Ontario, M5H 2V1, at 11:00 a.m. (Toronto time) on Thursday, June 28, 2018 for the following purposes:

1. **TO RECEIVE** the financial statements of the Company for the fiscal year ended December 31, 2017 and the Auditors’ Report thereon;
2. **TO FIX** the number of directors to be elected at the Meeting;
3. **TO ELECT** the directors of the Company for the ensuing year;
4. **TO APPOINT** the auditors of the Company and to authorize the board of directors to fix their remuneration;
5. **TO CONSIDER** and, if deemed advisable, to approve a special resolution substantially in the form set forth in the attached management information circular empowering the directors of the Company to determine from time to time, by resolution of the directors, the number of directors of the Company;
6. **TO CONSIDER**, and, if deemed advisable, to adopt an ordinary resolution authorizing the Company, in accordance with stock exchange rules, to continue the Corporation’s 10% rolling stock option plan; and
7. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

The board of directors has fixed May 22, 2018, as the record date for determining the Shareholders who are entitled to receive notice and to vote at the meeting. Only shareholders of record at the close of business on May 22, 2018 will be entitled to receive notice of and vote at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The annual report of the Company, including the audited financial statements of the Company as at and for the year ended December 31, 2017 and the report of the auditor of the Company thereon, can be viewed on the Company’s website at www.honeybadgerexp.com and on the Company’s SEDAR profile at www.sedar.com.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be delivered to the TSX Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, by 5:00 p.m. ET on Tuesday, June 26, 2018.

DATED this 22nd day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Quentin Yarie”
Quentin Yarie,
Chief Executive Officer



HONEY BADGER EXPLORATION INC. INFORMATION CIRCULAR

Unless otherwise specified, information contained in this Circular is as of May 22, 2018. No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

All references to shareholders in this Circular and the accompanying Form of Proxy and Notice of Meeting are to be shareholders of record unless specifically stated otherwise.

SOLICITATION OF PROXIES

This management information circular dated May 22, 2018 (the “**Circular**”) is furnished in connection with the solicitation by and on behalf of the management of HONEY BADGER EXPLORATION INC. (“**Honey Badger**” or the “**Company**”) of proxies to be used at the Annual and Special Meeting (the “**Meeting**”) of holders of the common shares of the Company (the “**Common Shares**”) to be held on Thursday, June 28, 2018 at 11:00 a.m. (Toronto time), at the offices of Wildeboer Dellelce LLP situated at Suite 800 - 365 Bay Street, Toronto, Ontario, M5H 2V1 for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of Meeting**”). It is expected that the solicitation will be primarily by mail. Employees of the Company may solicit proxies personally or by telephone at nominal cost. The cost of any such solicitation by management will be borne by the Company.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed Form 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 shareholders appointing them. In the absence of such direction, such Common Shares will be voted FOR the election of Directors and FOR the appointment of the auditors.

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are directors (“**Directors**”) and/or officers (“**Officers**”) of the Company. A shareholder desiring to appoint some other person to represent him at the Meeting may do so by inserting such person’s name, who need not be a shareholder of the Company, in the blank space provided in the enclosed form of proxy (“**Form of Proxy**”) and striking out the names of the two persons specified or by completing another proper form of proxy.

In all cases, the completed proxy is to be delivered to TSX Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, by 5:00pm on Tuesday, June 26, 2018.

REVOCATION OF PROXIES

A registered shareholder of the Company who has given a proxy may revoke the proxy as to any motion on which a vote has not already been cast pursuant to the authority conferred by it by: (a) 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 officer or attorney thereof properly authorized, either (i) at the principal office of the Company at 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8, at any time prior to 5:00 p.m. (Toronto time) on June 26, 2018; (ii) with TSX Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, at any time prior to 5:00 p.m. (Toronto time) on June 26, 2018; or (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraph (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.

VOTING BY NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company as a substantial number of shareholders do not hold their Common Shares in their own name and thus are considered non-registered shareholders. If Common Shares are listed in an account statement provided to a shareholder by a broker then, in almost all cases, those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker or another similar intermediary holding on the shareholder's behalf.

If you have received the Company's Form of Proxy directly, you may return it to TSX Trust Company by regular mail in the return envelope provided or by fax at 416.595.9593.

Only registered shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. Non-registered shareholders, including Non Objecting Beneficial Owners ("NOBOs"), and Objecting Beneficial Owners ("OBOs") will receive a Voting Instruction Form ("VIF") from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF. Non-registered shareholders should return their voting instructions as specific in the request for voting instructions.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either a Form of Proxy or VIF wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the Form of Proxy or VIF and insert the non-registered holder's name in the blank space provided or, in the case of a VIF, follow the directions indicated on the VIF. Non-registered holders who receive a VIF from an intermediary should carefully follow the instructions of their intermediary including those regarding when and where the VIF is to be delivered.

A non-registered holder who has submitted a VIF may revoke it by contacting the intermediary through which the non-registered holder's Common Shares are held and following the intermediary's instructions. A non-registered holder who has submitted the Company's Form of Proxy may revoke it in the manner described in the Form of Proxy. Please refer to the sections entitled "Appointment of Proxies" and "Revocation of Proxies".

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a Non-Registered Holder, and the Company or its agent has sent the Notice Package directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Notice Package 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.

NOTICE-AND-ACCESS

The Company has elected not to send proxy-related materials to registered holders or non-registered holders of the Common Shares of the Company using the notice-and-access delivery procedures defined under NI 54-101 and National Instrument 51-102 – "Continuous Disclosure Obligations". The Company has determined not to pay the fees

and costs of Intermediaries for their services in delivering meeting materials to OBOs in accordance with NI 54-101. As a result, OBOs will not receive the Meeting Materials unless the OBO's Intermediary assumes the costs of delivery.

VOTING SHARES AND RECORD DATE

The Company is authorized to issue an unlimited number of Common Shares without par value carrying the right to one vote per share at all meetings of the shareholders of the Company.

As of May 22, 2018, the Company had 63,184,835 Common Shares issued and outstanding.

In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "Act"), the Company has fixed May 22, 2018 as the record date for the purpose of determining shareholders entitled to vote at the Meeting. The Company will prepare a list of holders of its Common Shares as at the close of business on the record date. A shareholder named in the list will be entitled to vote the Common Shares shown opposite his name at the Meeting and all adjournments thereof.

PRINCIPAL HOLDERS OF VOTING SHARES

As of May 22, 2018, to the knowledge of the Directors and senior Officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no Director or Officer of the Company, proposed nominee for election to the Board, person owning or exercising control over more than 10% of the Company's issued and outstanding Common Shares, nor any associates or affiliates of any of them, has any material interest, direct or indirect, in any transaction since the commencement of the most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company.

QUORUM

The presence of shareholders or proxy-holders entitled to cast votes at the Meeting holding a minimum of 10% of the outstanding Common Shares of the Company will constitute a quorum. The Company's list of shareholders as of the Record Date (as defined below) has been used to deliver to shareholders the Notice of Meeting and this Circular as well as to determine who is eligible to vote.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

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

RESOLUTION 1 – FIX NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING

The articles of the Company (the "Articles") provide for a minimum of [three] and a maximum of [ten] directors. The number of directors is currently set at four (4). The Directors are elected annually and each Director will hold office until the next annual meeting or until his successor is elected or appointed. At the Meeting, shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5) directors.

The Board recommends a vote FOR the resolution fixing the number of directors at five (5). Unless a shareholder has specified in the proxy that the shares are to be voted against the ordinary resolution, the persons named in the enclosed Form of Proxy intend to vote FOR the ordinary resolution fixing the number of directors to be elected at five (5).

RESOLUTION 2 – ELECTION OF DIRECTORS

The articles of the Company (the “**Articles**”) provide for a minimum of three and a maximum of ten Directors. The Directors are elected annually. Pursuant to the Articles, the Directors have passed a resolution determining that the number of Directors to be elected at the meeting is five. Each Director will hold office until the next annual meeting or until his successor is elected or appointed. The Company does not have an Executive Committee.

The following table sets forth the names of all the persons proposed to be nominated for election as Directors, all other positions and offices with the Company now held by them, their principal occupations or employment within the five preceding years, the year in which they first became Directors of the Company and the number of Common Shares of the Company beneficially owned, directly or indirectly, by each of them as of May 22, 2018. The information as to Common Shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.

NAME, RESIDENCE, OFFICE HELD	PRINCIPAL OCCUPATION	DIRECTOR SINCE	COMMON SHARES BENEFICIAL LY OWNED⁽⁴⁾
Tara Gilfillan ^{(1),(2),(3)} <i>Toronto, Ontario</i> Director	<ul style="list-style-type: none"> • Chief Financial Officer, Red Pine Exploration Inc. (January 2018 to present); • Principal, CFO and VP of Corporate Development at Halyard Inc. (2013 to 2017); • CFO and VP of Corporate Development - DRA Americas (2008 to 2013) 	May 12, 2017	200,000 ⁽⁵⁾
Quentin Yarie <i>Toronto, Ontario</i> Director	<ul style="list-style-type: none"> • President & CEO, Honey Badger Exploration Inc. (2015 to present) • President & CEO, Red Pine Exploration Inc. (2015 to present); • President & CEO, Macdonald Mines Exploration Inc. (2015 to present) 	January 8, 2018	1,004,007 ⁽⁶⁾
Craig Scherba ⁽¹⁾ <i>Toronto, Ontario</i> Director	<ul style="list-style-type: none"> • CEO of NextSource Materials Inc. (2015 to present); • VP Exploration of Red Pine Exploration Inc. (2011 to present) 	May 3, 2011	532,771 ⁽⁷⁾
Kevin Tanas ^{(1),(2),(3)} <i>Toronto, Ontario</i> Director	<ul style="list-style-type: none"> • Principal Metals and Mining Consulting at Wood Mackenzie (January 2018 to present); • Principal Mining Consultant and Vice President of Business Development - North America of RungePincockMinarco Global (2011 to January 2018) 	May 12, 2017	_(8)
Chad Gilfillan ^{(1),(2),(3)} <i>Toronto, Ontario</i> Director	<ul style="list-style-type: none"> • SVP, Red Cloud Klondike Strike Inc., an exempt market dealer (2012 to present); • Portfolio Manager, Natcan Investment Management (2011 to 2012) 	January 8, 2018	_(9)

(1) Independent Director

(2) Member of the Audit Committee of the Company (the “**Audit Committee**”).

(3) Member of the Compensation Committee.

(4) This information, not being within the knowledge of the Company, has been furnished by the respective nominees.

(5) Ms Gilfillan also holds 500,000 stock options.

(6) Mr. Yarie also holds 600,000 stock options.

(7) Mr. Scherba also holds 350,000 stock options.

(8) Mr. Tanas also holds 350,000 stock options.

(9) Mr. Gilfillan also holds 350,000 stock options.

Cease Trade Orders and Bankruptcies

To the best of the Company's knowledge, no proposed director of the Company is, or within 10 years before the date hereof, has been: (a) a director, chief executive officer or chief financial officer of any company that, (i) 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 that was in effect for a period of more than 30 consecutive days that was issued while the proposed director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) 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 that was in effect for a period of more than 30 consecutive days 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. No proposed director: (a) is at the date hereof, or has been with 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.; or (b) has, or within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director. To the best of the Company's knowledge, no proposed director of the Company has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

The Board recommends a vote FOR the election of the directors. Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the election of the individuals set forth below. Management does not contemplate that any of such nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed Form of Proxy reserve the right to vote for another nominee in their discretion.

RESOLUTION 3 – APPOINTMENT AND REMUNERATION OF AUDITORS

It is proposed to appoint Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC as auditors of the Company to hold office until the next annual meeting of shareholders, and to authorize the Directors to fix their remuneration. Davidson & Company LLP, Chartered Professional Accountants were appointed as the auditors of the Company in 2016.

The Board recommends a vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the next annual meeting of shareholders and to authorize the Directors to fix their remuneration. Unless another choice is specified, the persons named in the enclosed Form of Proxy intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the next annual meeting of shareholders and to authorize the Directors to fix their remuneration.

RESOLUTION 4 – AUTHORITY OF DIRECTORS TO FIX THE NUMBER OF DIRECTORS

Pursuant to section 125(3) of the *Business Corporations Act* (Ontario), where a minimum and maximum number of directors of a corporation is provided for in its articles, the number of directors of the corporation and the number of directors to be elected at the annual meeting of shareholders of the corporation may be determined by a resolution of the directors of the corporation if a special resolution of the shareholders of the corporation empowers the directors to determine such number. Currently, the Articles of the Company provide that the minimum number of directors shall be three (3) and the maximum number of directors shall be ten (10).

Accordingly, at the Meeting, the shareholders of the Company will be asked to approve and adopt a special resolution empowering the directors to determine, from time to time, by resolution of the directors, the number of directors of the Company, subject to the minimum and maximum number of directors provided for in the Articles of the Company. The text of the special resolution to be considered at the Meeting, with respect to empowering the directors of the Company to determine the number of directors of the Company, is as follows:

It is proposed that the Shareholders pass a resolution approving the Plan substantially in the form set forth below:

“NOW THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. The directors are empowered to determine, from time to time, by resolution of the directors, the number of Directors of the Company and the number of directors to be elected at the annual meeting of the shareholders.
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolution.

The Board recommends a vote FOR the special resolution empowering the directors to determine the number of directors to be elected at an annual meeting of shareholders. Unless a shareholder has specified in the proxy that the shares are to be voted against the special resolution, the persons named in the enclosed Form of Proxy intend to vote FOR the special resolution empowering the directors in this way.

In order to be effective, a special resolution requires approval by at least 66⅔% of the votes cast by shareholders who vote in respect of the special resolution at the Meeting.

RESOLUTION 5 – APPROVAL OF THE COMPANY’S STOCK OPTION PLAN

The Board of Directors (the “**Board**”) and Shareholders have previously approved the Company’s stock option plan (the “**Plan**”) for the benefit of the Directors, Officers, employees, and consultants of the Company, which complies with the policies of the TSX Venture Exchange (“**TSXVE**”). Under the Plan, which was approved by Shareholders on May 12, 2017, the Company may grant options to its Directors, Officers, employees and consultants.

The Plan is a “rolling” stock option plan as described in TSXVE Policy 4.4, that being a revolving or regenerating plan under which options not exceeding a fixed proportion (namely, 10%) of the Company’s issued and outstanding Common Shares may be reserved from time to time, subject to annual review and approval of the Plan by Shareholders and the TSXVE. Additional information on the plan is disclosed in the section entitled “Securities Authorized for Issuance Under Equity Compensation Plans”.

It is proposed that the Shareholders pass a resolution approving the Plan substantially in the form set forth below:

“NOW THEREFORE BE IT RESOLVED BY ORDINARY RESOLUTION THAT:

1. the continued use of the Company’s existing stock option plan (the “**Plan**”), all as more particularly described in the management information circular dated May 22, 2018, is hereby ratified and approved;
2. the Company be and is hereby authorized to grant stock options pursuant and subject to the terms and conditions of the Plan, entitling the option holders to purchase up to that number of common shares that is equal to 10% of the issued and outstanding shares of the Company at the time of the grant; and
3. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the TSX Venture Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

The Board recommends a vote FOR the ordinary resolution ratifying and approving the continued use of the Plan. Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the resolution ratifying and approving the continued use of the Plan.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. Receipt at the Meeting of reports to the Directors and auditors and the Company’s financial statements for its last completed financial year and the auditors’ report thereon will not constitute approval or disapproval of any matters referred to therein. If any matters which are not now known 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 voting it.

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 (“CEO”), Chief Financial Officer (“CFO”) and the most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer at the end of financial year ended December 31, 2017 and whose total compensation exceeded \$150,000, for that financial year (collectively, “NEO” or the “Named Executive Officers”) and for the directors of the Corporation.

As of the year-ended December 31, 2017 the Corporation had two individuals that qualified as NEOs: Quentin Yarie, President and CEO, and Marc Johnson, CFO.

Summary Compensation Table

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

COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Fiscal Year	Salary, Consulting Fees, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All other compensation (\$)	Total compensation (\$)
Quentin Yarie ⁽¹⁾ <i>President & Chief Executive Officer</i>	2017	7,000	12,000	Nil	Nil	31,014	50,014
	2016	24,575	Nil	Nil	Nil	Nil	24,575
Marc Johnson ⁽²⁾⁽³⁾ <i>Chief Financial Officer</i>	2017	54,000	Nil	Nil	Nil	Nil	54,000
	2016	48,000	Nil	Nil	Nil	Nil	48,000
Tara Gilfillan (Chair) <i>Director</i>	2017	Nil	Nil	Nil	Nil	25,845	25,845
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Craig Sherba <i>Director</i>	2017	Nil	Nil	Nil	Nil	18,092	18,092
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Kevin Tanas <i>Director</i>	2017	Nil	Nil	Nil	Nil	18,092	18,092
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Steve King <i>Director</i>	2017	Nil	Nil	Nil	Nil	18,092	18,092
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Quentin Yarie was appointed as President and COO on September 24, 2013 and as CEO on August 25, 2015.
- (2) Marc Johnson was appointed as Interim CFO on October 23, 2015 and as CFO on April 27, 2016.
- (3) Marc Johnson resigned effective December 23, 2017. Petra Decher was appointed as CFO effective January 1, 2018.
- (4) Steve King resigned as a director on October 24, 2017.

Stock Options and Other Compensation Securities

During the financial year ended December 31, 2017, the following compensation securities were granted or issued to the directors and Named Executive Officers by the Corporation:

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class (#)	Date of Issue or Grant	Expiry Date	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 (\$)
Quentin Yarie <i>President & Chief Executive Officer</i>	Stock Option	600,000 21%	October 17, 2017	October 17, 2020	0.065	0.06	0.065
Marc Johnson ⁽¹⁾ <i>Chief Financial Officer</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	0.065
Tara Gilfillan (Chair) <i>Director</i>	Stock Option	500,000 18%	October 17, 2017	October 17, 2020	0.065	0.06	0.065
Craig Sherba <i>Director</i>	Stock Option	350,000 12%	October 17, 2017	October 17, 2020	0.065	0.06	0.065
Kevin Tanas <i>Director</i>	Stock Option	350,000 12%	October 17, 2017	October 17, 2020	0.065	0.06	0.065
Steve King ⁽²⁾ <i>Director</i>	Stock Option	350,000 12%	October 17, 2017	January 24, 2018	0.065	0.06	0.065

Notes:

- (1) Ms. Decher replaced Mr. Johnson as CFO effective January 1, 2018 and was granted 500,000 stock options on February 20, 2018.
- (2) Mr. King resigned from the Board of Directors on October 24, 2017.
- (3) In accordance with the terms of the Plan, all of Mr. King's stock options expired, unexercised, on January 24, 2018.

Exercise of Stock Options and Other Compensation Securities

During the financial year ended December 31, 2017, the following compensation securities were exercised by the directors and Named Executive Officers of the Corporation:

COMPENSATION SECURITIES EXERCISED							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Date of Exercise	Exercise Price per Security (\$)	Closing Price per Security on Date of Exercise (\$)	Difference Between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
Quentin Yarie	N/A	N/A	N/A	N/A	N/A	N/A	N/A

<i>President & Chief Executive Officer</i>							
Marc Johnson ⁽¹⁾ <i>Chief Financial Officer</i>	N/A						
Tara Gilfillan (Chair) <i>Director</i>	N/A						
Craig Sherba <i>Director</i>	N/A						
Kevin Tanas <i>Director</i>	N/A						
Steve King ⁽²⁾ <i>Director</i>	N/A						

Notes:

- (1) Petra Decher replaced Mr. Johnson as CFO effective January 1, 2018 and was granted 500,000 stock options on February 20, 2018.
- (2) Mr. King resigned from the Board of Directors on October 24, 2017. In accordance with the terms of the Plan, all of Mr. King's stock options expired, unexercised, on January 24, 2018.

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

Currently, the Corporation has a “rolling” stock option plan as described in TSXVE Policy 4.4. Pursuant to the Plan, the Board may from time to time, in its discretion, and in accordance with TSXVE requirements, grant to directors, officers, consultants and employees of the Corporation and its affiliates, non-transferable options to purchase Common Shares exercisable for a period of up to five years from the date of the grant, provided that the number of Common Shares reserved for issuance thereunder may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The Plan was last approved for use by the Company at the annual meeting of shareholders held on May 12, 2017 and is required to be re-approved at the Meeting.

The purpose of the Plan is to develop the interest of bona fide officers, directors, employees, management company employees and consultants of the Corporation in the growth and development of the Corporation by providing them with the opportunity through stock options to acquire an increased proprietary interest in the Corporation. The exercise price for each option is determined by the Board at the time of grant and may not be less than the Discounted Market Price (as such term is defined in the policies of the TSXVE) of the Common Shares as of the date of grant. If any option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of which the option was not exercised shall be available for the purposes of the Plan. Any exercises of options will make new grants available under the Plan, effectively resulting in a re-loading of the number of options available for grant under the Plan.

Pursuant to the Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant. Incentive stock options granted to any optionee that does not continue as a director, officer, employee or consultant of the Corporation or one of its affiliates, may be exercised up to 90 days following the date the optionee ceases to be a director, officer, employee or consultant of the Corporation or one of its affiliates, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period determined by the Board, which date shall not be later than one year after such death and the expiry date of such option.

Employment, Consulting and Management Agreements

The following are the material terms of each agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company or any of its

subsidiaries that were performed by a director, NEO or was performed by any other party but are services typically provided by a director or NEO.

- The Company signed a consulting agreement with Marc Johnson in October 2015 whereby his management company will receive approximately CAD\$4,000 per month for an indefinite term for his services as CFO, subject to a 3-month notice period for termination without cause.

Oversight and Description of Director and Named Executive Officer Compensation

The Board, with the recommendation of the compensation committee, determines the compensation payable to the NEOs and directors of the Corporation and reviews such compensation annually.

For the fiscal year ending December 31, 2017, each director was entitled to (i) a \$nil monthly fee; (ii) \$nil per day for each meeting attended in person; (iii) \$nil for each meeting attended by telephone upon furnishing an invoice for same; (iv) reimbursement for travel and other meeting-related expenses and may, from time to time, be awarded stock options under the provisions of the Plan.

There are no other arrangements under which the directors of the Corporation were compensated by the Corporation during the most recently completed financial year end for their services in their capacity as directors.

Compensation of Named Executive Officers

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.

For the fiscal year ending December 31, 2017, the compensation committee of the Board (the "**Compensation Committee**") was composed of three directors, being Tara Gilfillan, Steve King and Kevin Tanas, all of whom are considered to be independent. Mr. King resigned effective October 24, 2017 and was replaced on the Compensation Committee by Chad Gilfillan. The role of the Compensation 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 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 CEO, 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.

Starting November 1, 2017, the Compensation Committee approved a monthly retainer of \$3,500 for Mr. Yarie’s services as President and CEO.

In October 2015, the Compensation Committee approved the consulting agreement with Marc Johnson whereby his management company will receive approximately CAD\$4,000 per month for an indefinite term for his services as CFO, subject to a 3-month notice period for termination without cause.

Annual Incentives

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

The Compensation Committee approved a bonus of \$12,000 for Mr. Yarie for 2017.

Long-term Incentives

Options to purchase the Common Shares 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 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 granted previously would be taken into consideration.

The Compensation Committee recommends option grants to the Board. Pursuant to the Corporation’s Plan, the Corporation’s Board grants options to directors, executive officers, other employees and consultants as incentives. The level of stock options awarded to a Named Executive Officer (as hereinafter defined) is determined by his position and his potential future contributions to the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has implemented the Plan, described in more detail under the headings “*Part II – Statement of Executive Compensation – Stock Option Plan and Other Incentive Plans*” above. The following table sets out additional information with respect to the Plan as of December 31, 2017.

Name and Position	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (#)	Number of securities remaining available for future issuance under equity compensation plans (excluding security reflected in column (a)) (\$)
Stock Option Plan ⁽¹⁾	2,815,000	\$0.065	2,046,560
Equity Compensation Plans Not Approved by Shareholders	N/A	N/A	N/A

Notes:

(1) The Corporation’s stock option Plan is a 10% “rolling number” stock option plan – see “*Part I: Business to be Conducted at the Meeting – Approval of Stock Option Plan*” for more information.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No person who is now, or was at any time since the beginning of the most recently completed financial year of the Corporation has been, a director, executive officer or senior officer of the Corporation, or associate thereof, been indebted to the Corporation, or had indebtedness during that period which was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

AUDITORS

The external auditor of the Corporation is Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC. Davidson & Company LLP, Chartered Accountants were first appointed as the Company's Auditors in 2016.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the Corporation, nor any proposed director of the Corporation, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last completed fiscal year or in any proposed transaction which, in either case, has or will materially affect the Corporation.

MANAGEMENT CONTRACTS

Management functions of the Corporation are substantially performed by senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

DISCLOSURES RELATING TO CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) set out a series of guidelines for effective corporate governance. The guidelines address matters such as the constitution and independence of corporate boards, the function to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each reporting issuer of its approach to corporate governance with reference to the guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of conformity. The following disclosure is provided in accordance with the corporate governance disclosure prescribed by Form 58-101F2 of NI 58-101.

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with Honey Badger. A “material relationship” is defined as a relationship, which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment.

The Board is currently comprised of four members. Under NI 58-101 and NP 58-201, all of the Directors are considered “independent” as that term is defined therein.

Directorships

Certain of the Directors of Honey Badger are also directors of other reporting issuers in a Canadian jurisdiction (or the equivalent in a foreign jurisdiction) as follows:

<u>Name of Director</u>	<u>Other reporting issuer (or equivalent in a foreign jurisdiction)</u>
Tara Gilfillan	MacDonald Mines Exploration Ltd.
Craig Sherba	NextSource Materials Inc.

Nomination of Directors

The Board performs the functions of a nominating committee and is responsible for the appointment and assessment of Directors. The Board believes that this is a practical approach at this stage of Honey Badger's development and given the small size of the Board. While there are no specific criteria for Board membership, Honey Badger attempts

to attract and maintain Directors with business knowledge and an established knowledge of mineral exploration and development, or other areas such as finance, which would assist in guiding the Officers of Honey Badger.

As such, nominations tend to be the result of recruitment efforts by management of Honey Badger and discussions among Directors prior to the consideration by the Board as a whole.

Policies Regarding the Representation of Women on the Board and in Executive Officer Positions

The Company has not adopted a written policy relating to the identification and nomination of women directors and executive officers. The Company has not adopted a target regarding women on the board and in executive officer positions. Given the small size of the Company's management team, which consists primarily of the CEO and CFO, the Board believes adopting a target regarding women in executive officer positions is not practical at this stage in the Company's development.

As at May 22, 2018, the Company had one female Director and one female executive officer.

Director Term Limits

The Company has not adopted term limits for or other mechanisms for board renewal. The Board believes that term limits are not practical at this stage of the Company's development.

Board's Relations with Management

The interaction between Management and Board members, both inside and outside of meetings of the Board, ensures that the Board is properly informed and that the Board members' experience is brought to bear when needed by management.

The Board remains sensitive to corporate governance issues and seeks to set up the necessary structures to ensure the effective discharge of its responsibilities without creating additional overhead costs or reducing the return on shareholders' equity. The Board is committed to ensuring the long-term viability of Honey Badger, as well as the well-being of its consultants and of the communities in which it operates. The Board has also adopted a policy of permitting individual Directors under appropriate circumstances to engage legal, financial or other expert advisors at Honey Badger's expense.

Director Compensation

Refer to "Executive Compensation – Compensation Discussion and Analysis" for a discussion of the steps taken to determine the compensation of the NEOs of Honey Badger. Refer to "Executive Compensation – Director Compensation" for a discussion of the steps taken to determine the compensation of the Directors of Honey Badger.

Director Assessment

The Board assesses, on an annual basis, the contribution of the Board as a whole and each of the individual Directors, in order to determine whether each is functioning effectively.

Director Orientation and Continuing Education

Honey Badger does not provide a formal orientation and education program for new Directors. However, new Directors are given an opportunity to familiarize themselves with Honey Badger by visiting our corporate offices, meeting with other Directors, reviewing the rules and regulations of the stock exchange where the shares are listed, and reviewing the corporate by-laws. Moreover, new Directors are encouraged to speak with Honey Badger's solicitors to become familiarized with their legal responsibilities as Directors.

Ethical Business Conduct

The role of the Board is to oversee the conduct of Honey Badger's business, to set corporate policy and to supervise management, which is responsible to the Board for the day-to-day conduct of business. However, given the size of the Company, all material transactions are addressed at the Board level. The Board discharges five specific responsibilities as part of its overall "stewardship responsibility". These are:

- (1) Strategic Planning Process: Given Honey Badger’s size, the strategic plan is elaborated directly by management, with input from and assistance of the Board;
- (2) Managing Risk: The Board directly oversees most aspects of the business of Honey Badger and thus does not require the elaboration of “systems” or the creation of committees to effectively monitor and manage the principal risks of all aspects of the business of Honey Badger;
- (3) Appointing, Training and Monitoring Senior Management: No elaborate system of selection, training and assessment of management has been established, as those would prove too costly; however, the Board closely monitors management’s performance, which is measured against the overall strategic plan, through reports by and regular meetings with management;
- (4) Communication Policy: It is and has always been the unwritten policy of the Board to communicate effectively with its shareholders, other stakeholders, and the public generally through statutory filings and mailings, as well as news releases; the shareholders are also given an opportunity to make comments or suggestions at shareholder meetings; these comments and suggestions are then factored into the Board’s decisions; and
- (5) Ensuring the Integrity of Honey Badger’s Internal Control and Management Information System: Given the involvement of the Board in operations, the reports from and the meetings with management, the Board can effectively track and monitor the implementation of approved strategies.

DISCLOSURES RELATING TO AUDIT COMMITTEE

National Instrument 52-110 – Audit Committees (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. The following disclosure is provided in accordance with the audit committee disclosure prescribed by Form 52-110F2 of NI 52-110.

Audit Committee Charter and Composition

The Board has established an Audit Committee consisting of three Directors of the Company, the majority of whom are not Officers, employees or Control Persons of the Company.

For the year-ended December 31, 2017, Tara Gilfillan, Kevin Tanas and Steve King were members of the audit committee and were “financially literate” as defined in NI 52-110. All the Audit Committee members were “independent” Directors, as defined in NI 52-110. Mr. King resigned effective October 24, 2017 and was replaced on the Audit Committee by Chad Gilfillan.

Pursuant to NI 52-110, a person is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements.

As a “venture issuer”, as defined in NI 52-110, the Company is relying on an exemption provided in section 6.1 thereunder from certain disclosure requirements and requirements regarding the composition of the audit committee, including the requirement that all members qualify as “independent”.

The responsibilities and operation of the Audit Committee are set out in the Company’s Audit Committee charter (see Appendix “A”).

Relevant Education and Experience

Tara Gilfillan

Tara Gilfillan CPA, ICD.D is an entrepreneur, financial executive and independent board member. She holds a business degree from Queens University and earned her Chartered Accountant designation while working for PwC. She currently holds the position of Chief Financial Officer of Red Pine Exploration and Chair of Honey Badger Exploration Inc. Tara has strong financial and operational experience as a senior executive within the mining industry. She has held the roles of Controller and CFO of mining companies, CFO, interim CEO of a global engineering consulting company,

as well as co-founding a successful start-up engineering company. Her roles have given her the opportunity to lead commercial marketing and business development, strategic planning, finance/accounting and human resources.

Kevin Tanas

Mr. Tanas currently serves as Principal, Metals and Mining Consulting for Wood Mackenzie and previously held the position of Vice President of Business Development – North America, and Principal Mining Consultant of RungePincockMinarco Global, a global technical advisory consulting firm. Kevin’s 18 years of experience has encompassed project development, conceptual to detailed engineering, commissioning and operational stages of open pit and underground deposits. His expertise lies in mine design and planning, due diligence review, construction monitoring, and financial modeling. Kevin has acted in a project management capacity and as a Qualified Person providing technical services to base metals, precious metals, iron ore, lateritic ore, coal, and energy sectors. His operational and consulting experience spans North America, South America, Africa and Australia.

Chad Gilfillan

Mr. Gilfillan is a Senior Vice President at Red Cloud Klondike Strike, an exempt market dealer focused on providing unique and innovative financing alternatives, growth opportunities and market exposure for mining companies. Prior to Red Cloud Klondike Strike, Mr. Gilfillan was a fund portfolio manager at Natcan Investment Management and associate portfolio manager and analyst at TD Asset Management, focusing on the resource sectors. Mr. Gilfillan is a registered Professional Engineer and a CFA charterholder.

In addition to the background and experience noted with respect to each member of the Audit Committee, all members of the Audit Committee had direct access to the Company’s auditors and to the Company’s management.

Audit Committee Oversight

Since the commencement of the most recently completed financial year, the Board adopted all the recommendations of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the most recently completed financial year, the Company did not rely on an exemption provided under Section 2.4 (*De Minimis Non-audit Services*) of NI 52-110, nor has the Company obtained or relied upon any exemption from a securities regulatory authority or regulator from the requirements of Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures regarding the engagement of non-audit services, but does review such matters as they arise in light of factors such as the Company’s current needs, the availability of services from other sources and the other services provided by the Company’s auditor.

EXTERNAL AUDITOR SERVICES FEES

The following table sets out the aggregate fees billed by the Company’s external auditor during each of the last two fiscal years.

Category of Fees	Year Ended December 31, 2017 (\$)	Year Ended December 31, 2016 (\$)
Audit Fees ⁽¹⁾	15,000	15,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil

Notes:

- (1) Fees billed by the Company’s external auditor during the fiscal year.
- (2) Fees billed during the fiscal year for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit Fees”.

- (3) Fees billed during the fiscal year for services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) Aggregate fees billed during the fiscal year for products and services provided by the Company's external auditor, other than the services reported under "Audit Fees", "Audit-Related Fees" and "Tax Fees".

ADDITIONAL INFORMATION

Additional information relating to the Company is filed on the System for Electronic Data Analysis and Retrieval ("**SEDAR**") and can be accessed on the internet at www.sedar.com. Financial information is provided in the Company's comparative financial statements and in its management discussion and analysis ("**MD&A**") for its most recently completed financial year.

Shareholders may request copies of such financial statements and MD&A by mailing a request to: Honey Badger Exploration Inc., 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8.

DIRECTORS' APPROVAL

The contents and sending of this Circular have been approved by the Board.

DATED at Toronto, Ontario this 22nd day of May, 2018.

(Signed) "Quentin Yarie"

Quentin Yarie
Chief Executive Officer

APPENDIX “A”

AUDIT COMMITTEE CHARTER

General and Authority - The Audit Committee (the “**Committee**”) is appointed by the Board of Directors of Honey Badger Exploration Inc. (the “**Corporation**”). The Committee is a key component of the Corporation’s commitment to maintaining a higher standard of corporate responsibility. The Committee shall review the Corporation’s financial reports, internal control systems, the management of financial risks and the external audit process. It has the authority to conduct any investigation appropriate to its responsibilities. The Committee shall have the authority to: engage independent counsel and other advisors as it determines necessary to carry out its duties; set and pay the compensation for advisors employed by the Committee; and communicate directly with the internal and external auditors.

Overseeing the External Audit Process – (a) the Committee shall recommend to the Board the external auditor to be nominated, shall set the compensation for the external auditor and shall ensure that the external auditor reports directly to the Committee, (b) the Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting, (c) the Committee shall review the external auditor’s audit plan, including scope, procedures and timing of the audit, (d) the Committee shall pre-approve all non-audit services to be provided by the external auditor, (e) the Committee shall review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employers of the present and former external audit, and (f) the Committee shall review fees paid by the Corporation to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.

Financial Reporting and Internal Controls – (a) The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles, that the information contained therein is not erroneous, misleading or incomplete and that the audit function has been effectively carried out, (b) the Committee shall report to the Board with respect to its review of the annual audited financial statements and recommend to the Board whether or not same should be approved prior to their being publicly disclosed, (c) the Committee shall review the Corporation’s annual and interim financial statements, management’s discussion and analysis relating to annual and interim financial statements, and earnings press releases prior to any of the foregoing being publicly disclosed by the Corporation, (d) the Committee shall satisfy itself that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements other than the disclosure referred to in Section 3.2(c) of this Charter, and periodically assess the adequacy of these procedures, (e) the Committee shall oversee any investigations of alleged fraud and illegality relating to the Corporation’s finances, (f) the Committee shall establish procedures for: (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (2) the confidential, anonymous submission by employees of the Corporation or concerns regarding questionable accounting or auditing matters, and (g) the Committee shall meet no less frequently than annually with the external auditor and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls, auditing matters and such other matters as the Committee deems appropriate.

Risk Management and Other Responsibilities - The Committee shall inquire of management and the external auditor regarding significant risks or exposures to which the Corporation may be subject, and shall assess the adequacy of the steps management has taken to minimize such risks. The Committee shall perform any other responsibilities consistent with this charter and any applicable laws as appropriate.

Composition - The Committee shall be composed of three or more directors, the majority of whom are not employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates, as such capitalized terms are defined by the TSX Venture Exchange, (b) if at any time, the Corporation ceases to be exempt from Part 3 of Multilateral Instrument 52-100 - Audit Committees, every audit committee member shall be Independent, as such term is defined in said Instrument, (c) notwithstanding Sections 4.1(a) and 4.1(b) of this Charter, the Committee and its membership shall at all times be so constituted as to meet all current, applicable legal, regulatory and listing requirements, including, without limitation, securities laws and the requirements of the TSX and the TSX Venture Exchange and of all applicable securities regulatory authorities, and (d) committee members shall be appointed by the Board from time to time. One member shall be designated by the Board to serve as Chair.

Meetings – (a) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable laws. A minimum of two and at least 50% of the members present either in person or by telephone shall constitute a quorum. Further, in order for a quorum to be constituted, the majority of members present must not be employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates, as such capitalized terms are defined by the TSX Venture Exchange, (b) if and whenever a vacancy in the Committee shall exist, the remaining members may exercise all of its powers and responsibilities provided that a quorum (as herein defined) remains in office, (c) the time and place at which meetings of the Committee shall be held, and the procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile or electronic means, by giving 48 hours’ notice, or such greater notice as may be required under the Corporation’s By-Laws, provided that no notice shall be necessary if all the members are present either in person or by telephone or if those absent have waived notice or otherwise

indicated their consent to the holding of such meeting, (d) the Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person, who need not be a member, to act as a secretary at any meeting, (e) the Committee may invite such officers, directors and employees of the Corporation as it deems appropriate, from time to time, to attend meetings of the Committee, (f) Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all members of the Committee, and such actions shall be effective as though they had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

Reporting to the Board - The Committee shall report regularly to the Board on Committee activities, findings and recommendations. The Committee is responsible for ensuring that the Board is aware of any matter that may have a significant impact on the financial condition or affairs of the Corporation.

Continued Review of the Charter - The Committee shall review and assess the continued adequacy of this Charter annually and submit such proposed amendments as the Committee sees fit to the Board for its consideration.