



**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 “**Corporation**”) 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 September 30, 2020 for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended December 31, 2019 and the Auditors’ Report thereon and the interim report for the quarter ended March 31, 2020;
2. **TO ELECT** the directors of the Corporation for the ensuing year;
3. **TO APPOINT** the auditors of the Corporation and to authorize the board of directors to fix their remuneration;
4. **TO CONSIDER**, and if deemed advisable, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed name change of the Corporation, as described more fully in the accompanying information circular;
5. **TO CONSIDER**, and if deemed advisable, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed consolidation of the common shares of the Corporation, as described more fully in the accompanying information circular;
6. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution authorizing the Corporation, in accordance with applicable TSX Venture Exchange policies, to continue the use of the Corporation’s 10% rolling stock option plan;
7. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution authorizing the creation of a new “control person” within the meaning of applicable TSX Venture Exchange policies; and
8. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

**The Corporation is committed to safeguarding the health and well-being of our employees, customers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year’s Meeting will be available to our shareholders in a virtual format, by way of a live webcast. While we will also be holding the Meeting at the address noted above, the Corporation strongly encourages all shareholders to vote their shares in advance of the Meeting and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/526503293> rather than attending in person. You can also dial in by telephone using the following numbers: in Canada dial 1-(647) 497-9391 and in the United States dial 1(646) 749-3129 and use access code 526-503-293. The Board and management will address the meeting and Shareholders will be able to listen and ask questions at the meeting in real time via the Internet. Voting in advance of the Meeting in accordance with the instructions set out on your form of proxy or voting instruction form will ensure your votes are counted at the Meeting, and participating via videoconference or telephone will help safeguard your health and the health of the Corporation’s personnel and the community generally.**

**Your are encouraged to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.**

The Corporation has determined to deliver this notice of meeting and the accompanying Management Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at <https://docs.tsxtrust.com/2135>. If in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will significantly reduce the Corporation’s printing and mailing costs. The Meeting Materials will also be available under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). All shareholders of the Corporation will receive a notice and access

notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Corporation by calling toll-free at 1-866-600-5869. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

The board of directors has fixed August 20, 2020, 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 August 20, 2020 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 Corporation, including the audited financial statements of the Corporation as at and for the year ended December 31, 2019 and the report of the auditor of the Corporation thereon and the interim unaudited financial report for the period ended March 31, 2020, can be viewed on the Corporation's website at <https://docs.tsxtrust.com/2135> and on the Corporation's SEDAR profile at [www.sedar.com](http://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 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 5:00 p.m. ET on September 28, 2020.

DATED this 21<sup>st</sup> day of August, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Chad Williams"* \_\_\_\_\_  
Chad Williams, Interim Chief Executive Officer



## HONEY BADGER EXPLORATION INC. INFORMATION CIRCULAR

Unless otherwise specified, information contained in this Circular is as of August 21, 2020. 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 Corporation. 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.

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

*By choosing to send these materials to you directly, the Corporation (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.*

### COVID-19

**The Corporation is committed to safeguarding the health and well-being of its employees, customers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year's Meeting will be available to the Corporation's shareholders in a virtual format, by way of a live webcast. While the Corporation will also be holding the Meeting at the address noted above, the Corporation strongly encourages all shareholders to vote their Common Shares (as defined below) in advance of the Meeting using the Form of Proxy (as defined below) and VIF (as defined below) sent to each shareholder as part of the Proxy-Related Materials (as defined below) sent to all shareholders, and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/526503293> rather than attending in person. You can also dial in by telephone using the following numbers: in Canada dial 1-(647) 497-9391 and in the United States dial 1-(646) 749-3129 and use access code 526-503-293. The Board and management will address the meeting and Shareholders will be able to listen and ask questions at the meeting in real time via the Internet. Voting in advance of the Meeting using the Form of Proxy for Registered Holders (as defined below) and VIF for Beneficial Holders (as defined below) in accordance with the instructions set out on your Form of Proxy or VIF will ensure your votes are counted at the Meeting, and participating via videoconference will help safeguard your health and the health of the Corporation's personnel and the community generally.**

**We encourage you to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the Form of Proxy or VIF sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.**

### SOLICITATION OF PROXIES

This management information circular dated August 21, 2020 (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 "**Corporation**") of proxies to be used at the Annual and Special Meeting (the "**Meeting**") of holders of the common shares of the Corporation (the "**Common Shares**") to be held on September 30, 2020 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**"). Shareholders may also attend

virtually via videoconference at <https://global.gotomeeting.com/join/526503293> or by telephone at 1-(647) 497-9391 in Canada and 1-(646) 749-3129 in the United States and use access code 526-503-293. It is expected that the solicitation will be primarily by mail or email. Employees of the Corporation may solicit proxies personally or by telephone at nominal cost. The cost of any such solicitation by management will be borne by the Corporation.

## **NOTICE AND ACCESS**

The Corporation has elected to take advantage of the “notice and access” (“**Notice and Access**”) provisions of National Instrument 51-102 – “*Continuous Disclosure Obligations*” and National Instrument 54-101 – “*Communication with Beneficial Owners of Securities of a Reporting Issuer*” (“**NI 54-101**”). Notice and Access permits the Corporation to reduce the volume of materials that must be physically mailed to shareholders by allowing it to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online.

In accordance with the Notice and Access provisions, a notice and a Form of Proxy or VIF (the “**Notice Package**”) has been sent to all Shareholders informing them that this Circular is available online and explaining how this Circular may be accessed, in addition to outlining relevant dates and matters to be discussed at the Meeting. The Notice of Meeting, the Circular and the financial statements (collectively, the “**Proxy-Related Materials**”) have been made available online to Shareholders at <https://docs.tsxtrust.com/2135> and under the Corporation’s SEDAR (the System for Electronic Document Analysis and Retrieval) profile at [www.sedar.com](http://www.sedar.com).

For the Meeting, the Corporation is using Notice and Access for both registered and non-registered (or beneficial) Shareholders. Neither registered Shareholders nor beneficial shareholders will receive a paper copy of this Circular unless they contact the Corporation after it is posted, in which case the Corporation will mail this Circular within three business days of any request provided the request is made prior to the meeting. Shareholders wishing to receive paper copies of the Proxy-Related Materials can request same from the TSX Trust Company by calling toll-free 1-866-600-5869. In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Circular and return a proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received by the Corporation no later than 5:00 p.m. (Toronto time) on September 21, 2020.

## **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 Corporation 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 Corporation. 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 Corporation, 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 301, 100 Adelaide Street West,, Toronto, Ontario, M5H 4H1, by 5:00pm on September 28, 2020.

## **REVOCAION OF PROXIES**

A registered shareholder of the Corporation 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 Corporation at 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8, at any time prior to 5:00 p.m. (Toronto time) on September 28, 2020; (ii) with TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at any time prior to 5:00 p.m. (Toronto time) on September 28, 2020; 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 Corporation 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 Corporation. 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 Corporation's Form of Proxy directly, you may vote your shares on the Internet in accordance with the instructions on the Form of Proxy, or you may also 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 (including voting on the Internet) 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 Corporation'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. The Corporation 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 Corporation is authorized to issue an unlimited number of Common Shares with each share carrying the right to one vote per share at all meetings of the shareholders of the Corporation.

As of August 21, 2020, the Corporation had 92,870,824 Common Shares issued and outstanding.

In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "Act"), the Corporation has fixed August 20, 2020 as the record date for the purpose of determining shareholders entitled to vote at the Meeting. The Corporation 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 August 21, 2020, to the knowledge of the Directors and senior Officers of the Corporation, 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 Corporation, other than Chad Williams, the interim CEO and a director of the Corporation, who has control and direction over 12,082,500 Common Shares (representing approximately 13.08% of the outstanding Common Shares on an undiluted basis).

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed in this Circular, no Director or Officer of the Corporation, proposed nominee for election to the Board, person owning or exercising control over more than 10% of the Corporation'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 Corporation.

## **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 Corporation will constitute a quorum. The Corporation'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 (other than the resolutions to approve the Name Change Resolution (as defined below) and the Consolidation Resolution (as defined below)) will be by way of an "ordinary resolution", which is a resolution passed by a simple majority (50% plus 1) of the votes cast by shareholders of the Corporation entitled to vote and present in person or represented by proxy. The resolutions for the Name Change Resolution and Consolidation Resolution must be approved by a special majority (66 2/3%) of the votes cast by shareholders of the Corporation entitled to vote and present in person or represented by proxy in order to be approved.

## **FINANCIAL STATEMENTS**

The audited annual financial statements for the year ended December 31, 2019 and the unaudited interim financial report for the period ended March 31, 2020 will be tabled at the meeting, but no vote will be taken thereon.

## **RESOLUTION 1 – ELECTION OF DIRECTORS**

The articles of the Corporation (the "Articles") provide for a minimum of three and a maximum of ten Directors. The Directors are elected annually. Pursuant to the authority vested in the Board, the Directors have passed a resolution determining that the number of Directors to be elected at the meeting is three. Each Director will hold office until the next annual meeting or until his or her successor is elected or appointed.

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 Corporation now held by them, their principal occupations or employment within the five preceding years, the year in which they first became Directors of the Corporation and the number of Common Shares of the Corporation beneficially owned, directly or indirectly, by each of them as of August 21, 2020. The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.

NAME, RESIDENCE, OFFICE HELD	PRINCIPAL OCCUPATION	DIRECTOR SINCE	COMMON SHARES BENEFICIAL LY OWNED <sup>(1)</sup>
Chad Williams <sup>(2)</sup> <i>Toronto, Ontario</i> Proposed Director	Chad Williams, P Eng., is a Mining entrepreneur.	N/A	12,082,500 <sup>(3)</sup>
Eduardo Baer <sup>(2)</sup> <i>Toronto, Ontario</i> Proposed Director	CEO, BRG (Brazilian Royalty Group) since Feb, 2017 Principal, Eduardo Baer Consulting since Jan 2015	N/A	Nil
Chad Gilfillan <i>Toronto, Ontario</i> Director	SVP, Red Cloud Securities Inc., a mining focused investment dealer (2012 to present)	January 8, 2018	550,000 <sup>(4)</sup>

Notes:

- (1) This information, not being within the knowledge of the Corporation, has been furnished by the respective nominees.
- (2) New Director nominee.
- (3) Chad Williams also holds 8,675,000 warrants of the Corporation. Of the 12,082,500 shares set out in the table above, Red Cloud Mining Capital Inc. holds 2,782,500 shares as well as 562,500 warrants of the Corporation.
- (4) Chad Gilfillan also holds 350,000 stock options and 500,000 warrants

**Biographical information regarding the New Director nominees is set out below.**

#### ***Chad Williams***

Chad Williams, P Eng., is the Founder, Chairman and CEO of Blue Thunder Mining Inc. and Chairman and director of Golden Tag Resources Ltd. In addition, he is the Founder and Chairman of Red Cloud Mining Capital Inc. Previously, Mr. Williams was the President and CEO of Victoria Gold Corp. He has extensive experience in mining finance and management. Mr. Williams has been a Director of several emerging mining companies and was a founder of Agilith Capital Inc. as well as Westwind Capital Inc. Mr. Williams was the Head of Mining Investment Banking at Blackmont Capital Inc. and was also a top-ranked mining analyst at TD Bank and other Canadian brokerage firms. Mr. Williams holds both a Bachelor of Engineering (Mining) and an MBA from McGill University.

#### ***Eduardo Baer***

Eduardo Baer is a seasoned Principal and Corporate Director with a demonstrated history of working in the capital markets industry, primarily in the mining sector. He is skilled in investor relations, business planning, management, securities regulation and business development. Mr. Baer has a strong academic background and holds a Master of Laws (LLM) focused on corporate, finance, and securities law from York University - Osgoode Hall Law School as well as a Master of Leadership from Northeastern University. Mr. Baer holds the ICD.D designation. His experience encompasses over 30 years of service in executive level, directorships, and consultancy appointments primarily devoted to the precious and base metals sectors of the mining industry. He is the Principal of a consultancy specializing in restructurings, project development, strategic planning, capital raise, and investor relations.

#### ***Cease Trade Orders and Bankruptcies***

To the best of the Corporation's knowledge, no proposed director of the Corporation 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 Corporation) 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 Corporation's knowledge, no proposed director of the Corporation 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 2 – APPOINTMENT AND REMUNERATION OF AUDITORS**

It is proposed to appoint Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC as auditors of the Corporation 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 Corporation in 2016.

**The Board recommends a vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation 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 Corporation to hold office until the next annual meeting of shareholders and to authorize the Directors to fix their remuneration.

### **RESOLUTION 3 - APPROVAL OF CHANGE OF NAME**

The Corporation proposes to change its name to "Honey Badger Silver Inc." in order to better reflect the business and operations of the Corporation. At the Meeting, shareholders will be asked to consider and, if deemed advisable, pass, with or without variation, a special resolution authorizing an amendment to the articles of the Corporation to effect this name change in the form set forth below (the "**Name Change Resolution**"). If the Name Change Resolution is approved at the Meeting, it is the intention of the board of directors that the name change will be made effective shortly after the Meeting (subject to receipt of all necessary regulatory approvals).

The text of the Name Change Resolution reserves to the directors the power to revoke the Name Change Resolution after it has been approved by the shareholders. The directors might exercise this power if it is deemed to be in the best interests of the Corporation.

In order to be adopted, the Name Change Resolution must be passed by the affirmative vote of at least 66 2/3% of the votes cast by shareholders at the Meeting, whether in person or by proxy. The board of directors recommends that shareholders vote FOR the Name Change Resolution. **Unless the shareholder directs that his or her shares be voted against the Name Change Resolution, the management nominees named in the enclosed form of proxy will vote FOR the Name Change Resolution.**

### **Special Resolution Approving the Name Change**

It is proposed that the shareholders pass a resolution in the form set forth below:

#### **“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the articles of the Corporation be amended to change the name of the Corporation to "Honey Badger Silver Inc.";
2. any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she

may determine to be necessary or advisable to give effect to the consolidation and this resolution (including, without limitation, the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario)), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

3. notwithstanding the passing of this special resolution by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or approval of the Shareholders of the Corporation not to proceed with the Name Change or to revoke this resolution at any time prior to the Name Change becoming effective.”

**Proxies received in favour of management will be voted FOR the resolution approving the Name Change Resolution unless a shareholder has specified in the proxy that the shares are to be voted against such resolution.**

#### **RESOLUTION 4 – CONSOLIDATION OF OUTSTANDING SECURITIES**

The Board proposes to reduce the number of Common Shares of the Corporation in order to increase its flexibility with respect to potential business transactions, including any equity financings, if determined by the Corporation to be necessary. Shareholders are being asked to consider and, if thought appropriate, to pass the special resolution authorizing the Board, in its sole discretion, to consolidate the Common Shares on the basis of one (1) new Common Share for up to eight (8) old Common Shares (the “**Consolidation**”) and amending the Corporation’s articles accordingly. Notwithstanding approval of the Consolidation by the shareholders, the Board of Directors may, in its sole discretion, revoke this special resolution, and abandon the Consolidation without further approval or action by or prior notice to shareholders.

Prior to making any amendment to effect the consolidation of the Common Shares, the Corporation shall first be required to obtain any and all applicable regulatory and relevant TSX Venture Exchange (the “**TSXVE**”) approvals.

The Board believes shareholder approval of a maximum potential consolidation ratio (rather than a single consolidation ratio) of one post-Consolidation Common Shares for up to eight (8) pre-Consolidation Common Shares provides the Board with flexibility to achieve the desired results of the Consolidation, and to ensure that the Corporation remains in compliance with applicable shareholder distribution requirements of the TSXVE. If this special resolution is approved, the Consolidation will be implemented, if at all, only upon a determination by the Board that the Consolidation is in the best interests of the Corporation and its shareholders at that time. In connection with any determination to implement a Consolidation, the Board will set the timing for such a consolidation and select the specific ratio from within the range set forth in the special resolution.

#### **Certain Risks Associated with the Consolidation**

There can be no assurance that the total market capitalization of the Common Shares (the aggregate value of all Common Shares at the then-market price) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the market price per Common Share following the Consolidation will be higher than the market price per Common Share immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. A decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a Consolidation, and the liquidity of the Common Shares could be adversely affected. There can be no assurance that, if the Consolidation is implemented, the margin terms associated with the purchase of Common Shares will improve or that the Corporation will be successful in receiving increased attention from institutional investors.

#### **Principal Effects of the Consolidation**

As of August 21, 2020, the Corporation had 92,570,824 Common Shares issued and outstanding. Following the completion of the proposed Consolidation, the number of Common Shares of the Corporation issued and outstanding will depend on the ratio selected by the Corporation’s Board. The following table sets out the appropriate number of Common Shares that would be outstanding as a result of the Consolidation at the ratios suggested below in Table 1 – *Consolidation Ratio*.

**Table 1 – Consolidation Ratio**

<b>Selected Proposed Consolidation Ratios<sup>(1)</sup></b>	<b>Approximate Number of Outstanding Common Shares (Post Consolidation)<sup>(2) (3)</sup></b>
1 for 2	46,285,412
1 for 3	30,856,941
1 for 4	23,142,706
1 for 5	18,514,165
1 for 6	15,428,471
1 for 7	13,224,403
1 for 8	11,571,353

Notes:

- (1) The ratios above are for information purposes only and are not indicative of the actual ratio that may be adopted by the Board of Directors to effect the Consolidation, which, if the Consolidation Resolution is approved, may be one New Common Share for up to every eight (8) issued and outstanding Common Shares.
- (2) The exact number of Common Shares outstanding after the Consolidation will vary based on the elimination of fractional shares, and certain other factors.
- (3) Based on the number of outstanding Common Shares as at the date hereof, being 92,570,824 Common Shares.

### **Tax Effect**

The Consolidation will not give rise to a capital gain or loss under the *Income Tax Act* (Canada) for a shareholder who holds such Common Shares as capital property. The adjusted cost base to the shareholder of the new Common Shares immediately after the consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old Common Shares immediately before the Consolidation.

### **Notice of Consolidation and Letter of Transmittal**

Upon receipt of all required regulatory, stock exchange, shareholder and board of director approvals, the Corporation will mail a letter of transmittal to all registered shareholders, which will need to be duly completed and submitted by any registered shareholder wishing to receive share certificates representing the post-Consolidation Common Shares to which he, she or it is entitled upon completion of the Consolidation. This letter of transmittal should be used by registered shareholders for the purpose of surrendering certificates representing the currently outstanding Common Shares to the Corporation's registrar and transfer agent, TSX Trust Company, in exchange for new share certificates representing whole post-Consolidation Common Shares of the Corporation. After the Consolidation, current issued share certificates representing pre-Consolidation Common Shares of the Corporation will (i) not constitute good delivery for the purposes of trades of post-Consolidation Common Shares; and (ii) be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the Shareholder is entitled as a result of the Consolidation. No delivery of a new certificate to a Shareholder will be made until the Shareholder has surrendered his, her or its current issued certificates. **The letter of transmittal will contain instructions as to the procedure by which the existing share certificates and the letter of transmittal are to be sent to TSX Trust Company, the Corporation's registrar and transfer agent.**

### **Non-registered shareholders**

Non-registered shareholders of the Corporation holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the proposed Consolidation than those that will be put in place by the Corporation for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

### **Fractional Shares**

No fractional Common Shares of the Corporation will be issued upon the Consolidation. All fractions of post-Consolidation Common Shares will be rounded down to the next lowest whole number if the first decimal place is less than five and rounded up to the next highest whole number if the first decimal place is five or greater.

### **Percentage Shareholdings**

The Consolidation will not affect any shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Consolidation will reduce proportionately the number of Common Shares held by all shareholders.

### **Implementation**

The implementation of the special resolution is conditional upon the Corporation obtaining the necessary regulatory consents. The special resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed

with the proposed Consolidation, without further approval of the Corporation's shareholders. In particular, the Board of Directors may determine not to present the special resolution to the Meeting or, if the special resolution is presented to the Meeting and approved, may determine after the Meeting not to proceed with completion of the proposed Consolidation and filing of the articles of amendment. If the Board does not implement the Consolidation prior to the next annual meeting of shareholders, the authority granted by the special resolution to implement the Consolidation on these terms would lapse and be of no further force or effect.

### **Special Resolution Approving the Consolidation**

It is proposed that the shareholders pass a resolution in the form set forth below:

#### **“NOW THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT:**

1. The Corporation be and is hereby authorized to amend the articles of the Corporation to consolidate the issued and outstanding Common Shares in the capital of the Corporation on the basis of up to one (1) new Common Share for every eight (8) issued and outstanding Common Shares (the “**Consolidation**”);
2. the Board of Directors is hereby authorized to determine the ratio for the Consolidation within the range set out in Table 1 – “Consolidation Ratio” of the management information circular dated August 21, 2020;
3. in the event that the Consolidation would otherwise result in the issuance of a fractional share, no fractional share will be issued and such fractional share will be rounded down to the next lowest whole number if the first decimal place is less than five and rounded up to the next highest whole number if the first decimal place is five or greater;
4. any one director or officer of the Corporation 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; and
5. notwithstanding the passing of this special resolution by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or approval of the Shareholders of the Corporation not to proceed with the Consolidation or to revoke this resolution at any time prior to the Consolidation becoming effective.”

**Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the resolution authorizing and approving the Consolidation. In order to be approved, the special resolution must be passed by at least 66 2/3% of the votes cast by shareholders at the Meeting in person or by proxy.**

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

The Board of Directors (the “**Board**”) and Shareholders have previously approved the Corporation’s stock option plan (the “**Plan**”) for the benefit of the Directors, Officers, employees, and consultants of the Corporation, which complies with the policies of the TSX Venture Exchange (“**TSXVE**”). Under the Plan, which was last approved by Shareholders on August 21, 2019, the Corporation 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 Corporation’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 Corporation’s existing stock option plan (the “**Plan**”), all as more particularly described in the management information circular dated August 21, 2020, is hereby ratified and approved;
2. the Corporation 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 Corporation at the time of the grant; and

3. any one director or officer of the Corporation 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.

#### **RESOLUTION 6 – APPROVAL OF CREATION OF NEW “CONTROL PERSON”**

The Corporation has issued convertible securities to certain persons, including to Chad Williams, the interim CEO and a director of the Corporation. The convertible securities are convertible into Common Shares. As of the date of this Circular, Mr. Williams holds sufficient convertible securities such that: (a) if all convertible securities held by Mr. Williams were converted or exercised, the Common Shares acquired pursuant to such conversion or exercise would represent approximately 20.99% of the issued and outstanding Common Shares of the Corporation, assuming no other convertible securities of the Corporation were converted or exercised into or for Common Shares and no other Common Shares were otherwise issued by the Corporation. Under applicable policies of the TSXVE, a listed company must obtain shareholder approval to issue convertible securities to any person if, upon exercise of such convertible securities, the holder thereof would become a “control person” (as that term is defined under applicable TSXVE policies) of the listed company. A person who holds more (or could hold more, if all convertible securities held by such person were converted) than 20% of the issued and outstanding voting securities of the listed company is deemed to be a control person of such company, in the absence of evidence to the contrary. Mr. Williams has entered into a standstill agreement with the Corporation wherein he has agreed not to convert or exercise any convertible securities of the Corporation held by him such that such conversion or exercise would result in Mr. Williams holding more than 20% of the issued and outstanding voting shares of the Corporation, pending receipt of shareholder approval. Accordingly, shareholders will be asked to pass a resolution to approve Mr. Williams becoming a new “control person” of the Corporation within the meaning of, and pursuant to, applicable TSXVE policies. Proxies received in favour of management will be voted FOR the approval of the below resolution, unless a shareholder has specified in the proxy that the shares are to be voted against the resolution.

It is proposed that the Shareholders pass a resolution approving the creation of a new “control person” substantially in the form set forth below:

#### **“NOW THEREFORE BE IT RESOLVED BY ORDINARY RESOLUTION THAT:**

1. The issuance of convertible securities to Chad Williams pursuant to the Private Placement is hereby ratified and approved;
2. The conversion of some or all of the convertible securities held by Mr. Williams for voting securities of the Corporation, in the event that Mr. Williams elects to convert some or all of such convertible securities, such that upon conversion Mr. Williams would hold more than 20% of the issued and outstanding voting securities of the Corporation is hereby approved; and
3. any one director or officer of the Corporation be authorized and instructed to take all such acts and proceedings and to execute and deliver all such applications, authorizations, certificates, documents, and instruments as in his/her opinion may be necessary or desirable for the implementation of this resolution.

**The Board recommends a vote FOR the ordinary resolution ratifying and approving the creation of a new “control person” within the meaning of applicable TSXVE policies.** Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the resolution ratifying and approving the creation of a new “control person”.

## 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 Corporation'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, 2019 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, 2019 the Corporation had two individuals that qualified as NEOs: Quentin Yarie, President and CEO, and Fiona Fitzmaurice, CFO. Petra Decher and Tara Gilfillan also served as CFO during the year ended December 31, 2019.

### 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 <i>President &amp; Chief Executive Officer</i>	2019	43,774	Nil	Nil	Nil	Nil	148,795
	2018	45,334	Nil	Nil	Nil	59,687	105,021
Petra Decher <sup>(1)</sup> <i>Chief Financial Officer</i>	2019	17,119	Nil	Nil	Nil	Nil	97,158
	2018	51,318	Nil	Nil	Nil	28,721	80,039
Tara Gilfillan <sup>(2)</sup> <i>Chief Financial Officer</i>	2019	32,000	Nil	Nil	Nil	49,739	81,739
	2018	Nil	Nil	Nil	Nil	49,739	49,739
Fiona Fitzmaurice <sup>(3)</sup> <i>Chief Financial Officer</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Craig Scherba <sup>(4)</sup> <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	34,817	34,817
Kevin Tanas <sup>(5)</sup> <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	29,843	29,843
Chad Gilfillan <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	20,105	20,105

Notes:

- (1) Petra Decher was appointed as Chief Financial Officer effective January 1, 2018 and resigned effective May 1, 2019.
- (2) Tara Gilfillan was appointed as Chief Financial Officer effective May 2, 2019 and resigned effective December 11, 2019. Ms. Gilfillan was also a director of the Corporation until her appointment as Chief Financial Officer.
- (3) Fiona Fitzmaurice was appointed as Chief Financial Officer effective December 11, 2019.
- (4) Craig Scherba is not standing for re-election to the Board at the Meeting.
- (5) Kevin Tanas is not standing for re-election to the Board at the Meeting.

### ***Stock Options and Other Compensation Securities***

During the financial year ended December 31, 2019, the following compensation securities were granted or issued to the directors and Named Executive Officers by the Corporation:

<b>COMPENSATION SECURITIES</b>							
<b>Name and Position</b>	<b>Type of Compensation Security</b>	<b>Number of Compensation Securities, Number of Underlying Securities and Percentage of Class (#)</b>	<b>Date of Issue or Grant</b>	<b>Expiry Date</b>	<b>Issue, Conversion or Exercise Price (\$)</b>	<b>Closing Price of Security or Underlying Security on Date of Grant (\$)</b>	<b>Closing Price of Security or Underlying Security at year end (\$)</b>
Quentin Yarie <i>President &amp; Chief Executive Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Petra Decher <sup>(1)</sup> <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Tara Gilfillan <sup>(2)</sup> <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fiona Fitzmaurice <sup>(3)</sup> <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Craig Sherba <sup>(4)</sup> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kevin Tanas <sup>(5)</sup> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Chad Gilfillan <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Petra Decher was appointed as Chief Financial Officer effective January 1, 2018 and resigned effective May 1, 2019.
- (2) Tara Gilfillan was appointed as Chief Financial Officer effective May 2, 2019 and resigned effective December 11, 2019. Ms. Gilfillan was also a director of the Corporation until her appointment as Chief Financial Officer.
- (3) Fiona Fitzmaurice was appointed as Chief Financial Officer effective December 11, 2019.
- (4) Craig Scherba is not standing for re-election to the Board at the Meeting.
- (5) Kevin Tanas is not standing for re-election to the Board at the Meeting.

### ***Exercise of Stock Options and Other Compensation Securities***

During the financial year ended December 31, 2018, 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 on 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 <i>President &amp; Chief Executive Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Petra Decher <sup>(1)</sup> <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Tara Gilfillan <sup>(2)</sup> (Chair) <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fiona Fitzmaurice <sup>(3)</sup> <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Craig Sherba <sup>(4)</sup> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kevin Tanas <sup>(5)</sup> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Chad Gilfillan <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Petra Decher was appointed as Chief Financial Officer effective January 1, 2018 and resigned effective May 1, 2019.
- (2) Tara Gilfillan was appointed as Chief Financial Officer effective May 2, 2019 and resigned effective December 11, 2019. Ms. Gilfillan was also a director of the Corporation until her appointment as Chief Financial Officer.
- (3) Fiona Fitzmaurice was appointed as Chief Financial Officer effective December 11, 2019.
- (4) Craig Scherba is not standing for re-election to the Board at the Meeting.
- (5) Kevin Tanas is not standing for re-election to the Board at the Meeting.

### ***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 Corporation at the annual meeting of shareholders held on August 15, 2019 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***

There were no 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.

### ***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, 2019, 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, 2019, the compensation committee of the Board (the "**Compensation Committee**") was composed of three directors, being Craig Scherba, Chad Gilfillan and Kevin Tanas, all of whom are considered to be independent. Mr. Scherba, Mr. Gilfillan and Mr. Tanas are not standing for re-election at the Meeting. The Board will appoint replacements to these positions as soon as possible. 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. On January 1, the Compensation Committee approved a monthly retainer of \$4,000 for Petra Decher for services of CFO. Ms Gilfillan was paid \$4,500. Ms. Fitzmaurice is being paid \$5,667.

#### *Annual Incentives*

The Compensation Committee may recommend bonuses be paid to executive officers of the Corporation when their performance warrants additional consideration. No bonuses were paid with respect to the 2019 financial period.

#### *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, 2018.

<b>Name and Position</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (#)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding security reflected in column (a)) (\$)</b>
Stock Option Plan <sup>(1)</sup>	4,740,082	\$0.078	3,2740,000
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 Corporation'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 the Corporation. 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. The Board of Directors has determined that the Board will consist of three persons to be elected at the Meeting and has nominated that number of individuals for election at the Meeting. Under NI 58-101 and NP 58-201, all of the Directors are considered “independent” as that term is defined therein, except Chad Williams who is not considered independent as he is the interim Chief Executive Officer of the Corporation. Mr. Scherba, Mr. Gilfillan and Mr. Tanas are not standing for re-election at the Meeting. The two other proposed candidates for election to the Board at the Meeting, Mr. Gilfillan and Mr. Baer, are each considered to be independent under NI 58-101 and NP 58-201.

### ***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>
Chad Williams	Karora Resources Inc.

Golden Tag Resources Ltd.  
Blue Thunder Mining 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 Corporation has not adopted a written policy relating to the identification and nomination of women directors and executive officers. The Corporation has not adopted a target regarding women on the board and in executive officer positions. Given the small size of the Corporation'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 Corporation's development.

As at August 21, 2020 the Corporation had no female Directors and one female executive officer.

### ***Director Term Limits***

The Corporation 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 Corporation'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 Corporation, 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 Corporation, 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 Corporation, the majority of whom are not Officers, employees or Control Persons of the Corporation.

For the year-ended December 31, 2019, Craig Scherba, Kevin Tanas and Chad Gilfillan were members of the audit committee and were "financially literate" as defined in NI 52-110. Mr. Scherba and Mr. Tanas are not standing for re-election at the Meeting. All the Audit Committee members serving as of December 31, 2029 were "independent" Directors, as defined in NI 52-110. The replacements to these positions are expected to be the current members of the Board; namely, Mr. Williams, Mr. Gilfillan and Mr. Baer. Of these persons, Mr. Williams is not considered independent as he is the interim Chief Executive Officer of the Corporation.

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 Corporation's financial statements.

As a "venture issuer", as defined in NI 52-110, the Corporation 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 Corporation's Audit Committee charter (see Appendix "A").

### ***Relevant Education and Experience***

#### *Craig Scherba*

Mr. Scherba is a professional geologist (P.Geo.) with over 20 years of mineral exploration experience both in Canada and abroad. Mr. Scherba was an integral member of the exploration team that developed Nevsun Resources' high grade gold, copper and zinc Bisha Project in Eritrea and lead the exploration team that discovered NextSource Materials' Molo Graphite Project in Madagascar. Mr. Scherba serves as President and CEO of NextSource Materials Inc. Mr. Scherba resigned effective July 23, 2020.

#### *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. Mr. Tanas resigned effective July 23, 2020.

#### *Chad Gilfillan*

Mr. Gilfillan is a Senior Vice President at Red Cloud Securities Inc., a globally oriented mining-focused investment dealer. Prior to Red Cloud, 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 Corporation's auditors and to the Corporation's management.

Please see "Election of Directors" above for information regarding Eduardo Baer and Chad Williams.

### ***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 Corporation did not rely on an exemption provided under Section 2.4 (*De Minimis Non-audit Services*) of NI 52-110, nor has the Corporation 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 Corporation's current needs, the availability of services from other sources and the other services provided by the Corporation's auditor.

## **EXTERNAL AUDITOR SERVICES FEES**

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

Category of Fees	Year Ended December 31, 2019 (\$)	Year Ended December 31, 2018 (\$)
Audit Fees <sup>(1)</sup>	20,000	33,500
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	6,000	6,000
All Other Fees <sup>(4)</sup>	Nil	Nil

Notes:

- (1) Fees billed by the Corporation's external auditor during the fiscal year.
- (2) Fees billed during the fiscal year for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees".
- (3) Fees billed during the fiscal year for services rendered by the Corporation'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 Corporation's external auditor, other than the services reported under "Audit Fees", "Audit-Related Fees" and "Tax Fees".

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is filed on the System for Electronic Data Analysis and Retrieval ("SEDAR") and can be accessed on the internet at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation'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 on August 21, 2020.

(Signed) "Chad Williams"

**Chad Williams**

Interim 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.