

STAKEHOLDER GOLD CORP.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To be held April 6th, 2018

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

**Meeting to be held at the offices of Stakeholder Gold
Corp. 44 Victoria Street, Suite 1612 Toronto, Ontario,
M5C 1Y2 at 11:00 AM EST**

STAKEHOLDER GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of shareholders of Stakeholder Gold Corp. (the “Corporation”) will be held at the offices of the Corporation, 44 Victoria Street, Suite 1612 Toronto, Ontario, M5C 1Y2 at 11:00 AM EST (Toronto time) for the following purposes:

1. to receive annual financial statements of the Corporation for the fiscal year ended December 31, 2017 and the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Corporation's existing stock option plan for the ensuing year, reserving for grant options to acquire up to a maximum of 10% of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed the close of business on March 12 2018 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

DATED at Toronto, Ontario, as of March 7, 2018.

BY ORDER OF THE BOARD

“Christopher J. Berlet”

Christopher J. Berlet, President and CEO

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Investor Services Inc., the registrar and transfer agent of the Corporation, at 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, prior to 5.00 p.m, EDT, on April 4th, 2018.

If you are not a registered Shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

STAKEHOLDER GOLD CORP
44 Victoria Street. Suite 1612
Toronto, Ontario M5C 1Y2, Canada
MANAGEMENT INFORMATION CIRCULAR

(Containing information as at March 7, 2018 unless indicated otherwise)

Solicitation of Proxies

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of Stakeholder Gold Corp. (the “Corporation”) of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation (the “Meeting”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

Appointment and Revocation of Proxies

The persons named in the enclosed instrument of proxy are officers and directors of the Corporation who have been selected by the directors of the Corporation and have indicated their willingness to represent as proxies the Shareholders who appoint them.

A SHAREHOLDER HAS THE RIGHT TO DESIGNATE OR APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE ENCLOSED INSTRUMENT OF PROXY.

Such right may be exercised by striking out the names of the two persons designated in the instrument of proxy and by inserting in the blank space provided for that purpose the name of the desired person or company or by completing another proper instrument of proxy and, in either case, depositing the completed and executed proxy with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, prior to 5.00 p.m, EDT, on April 4th, 2018

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the proxy.

A Shareholder who has given a proxy may revoke it at any time in so far as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a body corporate, by a duly authorized officer, attorney or representative thereof and deposited with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, prior to 5.00 p.m, EDT, on April 4th, 2018, or before the time of the Meeting or any adjournment thereof, at the registered office of the Corporation at any time prior to 5:00pm (Toronto time) on the last business day preceding the day of the Meeting or any adjournment(s) thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof, and upon any of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law. The Corporation's registered office is located at 44 Victoria Street, Suite 1612, Toronto, Ontario, M5C 1Y2.

Voting of Proxies

The persons named in the enclosed form of proxy will vote the 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 shares will be voted FOR in the election of directors, the appointment of auditors and approval of the rolling stock options. The enclosed form of proxy confers discretionary authority upon the persons named therein to exercise their judgment and to vote with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date hereof, the management of the Corporation knows of no such amendments, variations or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

Voting in Person at the Meeting

A registered shareholder, or a non-objecting beneficial owner (“**NOBO**”) whose name has been provided to the Corporation’s registrar and transfer agent, Equity Financial Trust Company, will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see “Non-Registered Holders” below.

Voting by Proxy at the Meeting

If a registered shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, prior to 5.00 p.m, EDT, on April 4th, 2018, or before the time of the Meeting or any adjournment thereof. **The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Corporation.** A shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under “Appointment and Revocation of Proxies”.

Non-Registered Holders

In many cases, Common Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or,
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited or “**CDS**”). Non-Registered Holders do not appear on the list of shareholders of the Corporation maintained by the transfer agent.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-Objecting Beneficial Owners (“NOBO”)

Canadian securities legislation now permits the Corporation to forward Meeting materials directly to “**non-objecting beneficial owners**”. If the Corporation or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding such securities on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Nominee holding such securities on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. All references to shareholders in this Circular and the accompanying instrument of proxy and Notice are to Shareholders of record unless specifically stated otherwise.

APPROVAL OF MATTERS

Unless otherwise noted, approval of matters to be placed before the Meeting is by an “**ordinary resolution**”, which a resolution is 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.

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

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation has an authorized capital consisting of an unlimited number of common shares (the “**Common Shares**”), of which 23,688,662 are issued and outstanding.

Holders of Common Shares of record at the close of business on March 12, 2018 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share.

As of March 7, 2018, RLZS Holdings LP owns of record and beneficially 3,086,604 Common Shares representing 13.03% of the outstanding Common Shares.

To the knowledge of the directors and senior officers of the Corporation, there is no person or corporation other than RLZS Holdings LP which beneficially owns directly, or indirectly, or exercises control or direction over equity shares of the Corporation carrying more than 10% of the voting rights attached to all equity shares of the Corporation.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Election of Directors

The Articles of the Corporation provide that the board of directors of the Corporation shall consist of a minimum of three (3) and a maximum of eleven (11) directors. The board of directors currently is comprised of four (4) directors and the number of directors to be elected at the Meeting is four (4). It is proposed that Mr. Christopher J. Berlet, Mr. Raymond F. Leach, Mr. Evan Nuttall and Mr. Marcus Chase be nominated at the Meeting to act as directors of the Corporation.

MANAGEMENT OF THE CORPORATION RECOMMENDS THAT HOLDERS OF COMMON SHARES VOTE IN FAVOUR OF THE ELECTION OF THE DIRECTOR NOMINEES AS DIRECTORS OF THE CORPORATION, AND UNLESS OTHERWISE CLEARLY SPECIFIED, THE PERSONS NAMED IN THE ACCOMPANYING PROXY INTEND TO VOTE IN FAVOUR OF THE ELECTION OF THE DIRECTOR NOMINEES

Unless specifically instructed to withhold from voting, the persons named in the enclosed form of proxy intend to vote FOR the election of the foregoing nominees. Management does not contemplate that any of the 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. Each director elected will hold office until the next annual meeting of shareholders or until his office is earlier vacated in accordance with the by-laws of the Corporation.

The following table and the notes thereto set out the name as well as the country and province and/or state of residence of each person proposed to be nominated for election as a director, his current position and office with the Corporation, his present principal occupation, business or employment, the date on which he was first elected or appointed a director of the Corporation and the approximate number of common shares beneficially owned, or controlled or directed, directly or indirectly, which is in each instance based on information furnished by the person concerned as of the date of this Circular.

Name and Residence	Present Position(s) with the Corporation	Present Principal Occupation	Shares Owned⁽¹⁾	Director Since
Christopher J. Berlet Ontario, Canada	President & Chief Executive Officer, Director	Mining Engineer	1,100,000	2013
Raymond F. Leach Ontario, Canada	Director	Partner at the law firm of Siskinds LLP	877,288	2013
Evan Nuttall Toronto, Ontario	Director	Partner at the law firm of Borden Ladner Gervais LLP	-	2017

Marcus Chase Ottawa, Ontario	Director	President at Black Lake Mineracao LTDA	-	2017
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Notes:

- (1) The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective directors and officers individually.

Biographical information concerning the proposed directors is set forth below:

Christopher J. Berlet, Director, President and CEO

Mr. Berlet is presently the President, CEO and a Director of Stakeholder Gold Corp. Previously Mr. Berlet was President, CEO and a Director of NWM Mining Corporation. Mr. Berlet is a graduate of Mining Engineering from Queen’s University (1990) and holds a Diploma in Accounting & Finance from the London School of Economics and Political Science (1991). Mr. Berlet is also a CFA Charterholder (2004) and has experience in both the finance and mineral industries.

Raymond F. Leach, Director

Raymond Leach is director of the Company. Mr. Leach is a partner with Siskinds LLP, a leading London, ON based law firm, having been certified as a specialist in litigation by the Upper Canada Law Society since 1990. He received his education at the University of Waterloo (BA. 1971) and the University of Western Ontario (LLB. 1974).

Evan Nuttall, Director

Evan Nuttall is a practising lawyer and a partner at Borden Ladner Gervais LLP. Mr. Nuttall was called to the bar of England and Wales in 1993 and called to the bar of Alberta in 2007. Mr. Nuttall studied law at City University in London. He also holds a Bachelor of Arts degree in economics and political science from McGill University, a Master’s of Science degree in economics from the London School of Economics and a Master’s of Science degree in finance from the London Business School.

Marcus Chase, Director

Marcus Chase is a graduate of Electrical Engineering from McGill University (1993). Mr. Chase’s career in Telecommunications followed the rollout of cellular network throughout Latin America and especially in Brazil. A long-time investor in mineral exploration projects, Mr. Chase is the founder of TNO Mining INC and operates Black Lake Mineracao LTDA, a granite extraction company, based in Espirito Santo, Brazil.

The Board has adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes “Withheld” than votes “For” will submit his or her resignation promptly following the Meeting. The Compensation, Nominating and Corporate Governance Committee will consider the offer of resignation and, except in extraordinary circumstances, will be expected to recommend that the Board accept the resignation, if applicable. The Board may: (1) leave a vacancy on the Board until the Corporation’s next annual meeting (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders or (3) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best knowledge of the Corporation, no proposed director of the Corporation is, as at the date hereof, or has been within the last ten years prior to the date hereof: (a) subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days that was issued while the proposed director of the Corporation was acting in the capacity as director, chief executive officer or chief financial officer of that company; (b) subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days that was issued after the proposed director of the Corporation ceased to be a director, chief executive officer or chief financial officer of that company and which resulted from an event that occurred while that person was acting in such capacity; or (c) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director of the Corporation: (a) has been subject to any penalties or sanctions imposed by a court relating to securities or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory; or (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director of the Corporation.

To the knowledge of the Corporation, no proposed director of the Corporation is, or has within the ten years prior to 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 that individual.

2. Appointment and Remuneration of Auditors

MNP LLP, Chartered Accountants ("MNP"), 50 Burnhamthorpe Rd W #900, Mississauga, ON L5H 3C2 are the current auditors of the Corporation and were first appointed auditors of the Corporation in March 2014. Shareholders of the Corporation will be asked at the Meeting to reappoint MNP as the Corporation's auditors to hold office until the close of the next annual meeting of Shareholders of the Corporation, and to authorize the directors of the Corporation to fix the auditors' remuneration.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPOINTMENT OF MNP LLP AS AUDITORS OF THE CORPORATION UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.

3. Annual Re-Approval of Stock Option Plan

The TSX Venture Exchange ("TSXV") requires all listed companies with a ten percent (10%) rolling stock option plan to obtain annual shareholder approval of such plan. As a result, shareholders will be asked at the Meeting to vote on a resolution to ratify the stock option plan (the "Option Plan") for the ensuing year.

The Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase common shares. The Option Plan provides for a floating maximum limit of ten percent (10%) of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant. As at March 7, 2018, this represents 2,368,866 common shares available under the Option Plan.

The number of common shares reserved for issuance to any one person may not exceed ten percent (10%) of the outstanding common shares of the Corporation. The Board of Directors determines the price per common share and the number of common shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the TSXV. The exercise price per common share set by the Board of Directors is subject to minimum pricing restrictions set by the TSXV.

Options may be exercisable for up to five (5) years from the date of grant, but the Board of Directors has the discretion to grant options that are exercisable for a shorter period. Options granted under the Option Plan do not require vesting provisions, although the Board of Directors may attach a vesting schedule to individual grants as it deems appropriate. Options under the Option Plan are non-assignable. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant, the option shall be limited to the number of common shares purchasable by him immediately prior to the time of his cessation of office or employment and he shall have no right to purchase any other common shares. Options must be exercised within three (3) months of termination of employment or cessation of position with the Corporation, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option must be exercised within one year of termination or cessation, subject to earlier expiry pursuant to the specified expiry date. If any option expires or otherwise terminates after having been granted without having been exercised in full, the number of shares in respect of such expired or terminated option, as the case may be, shall not be deducted from the limit, and will again be available for grant for the purposes of the Option Plan.

Shareholders will be asked at the Meeting to consider and, if thought advisable, approve the Option Plan, by the following ordinary resolution of Shareholders:

NOW THEREFORE BE IT RESOLVED THAT:

1. The Option Plan of the Corporation as described in this Circular, be and is hereby ratified and approved, pursuant to which the board of directors of the Corporation may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Corporation and its subsidiaries to a maximum of ten percent (10%) of the issued and outstanding common shares at the time of grant; and
2. Any director or officer of the Corporation is hereby authorized and directed to execute and to deliver, under corporate seal or otherwise, all such documents and instruments and to do all such acts as in the opinion of such director or officer may be necessary or desirable to give effect to this resolution.

To be approved, the ordinary resolution must be passed by a majority of the votes of shareholders of the Corporation cast thereon at the Meeting. **Unless otherwise specified, the persons named in the enclosed form of proxy will vote FOR the resolution.**

The pertinent terms and conditions of the Option Plan are as follows:

- Under the Stock Option Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees, management company employees or consultants of the Corporation options to acquire common shares of the Corporation, provided that the number of options granted does not exceed 2,368,866 options, being 10% of the aggregate number of common shares of the Corporation issued and outstanding on March 7th, 2018.
- the maximum number of common shares which may be reserved for issuance in favour of a beneficiary, in any twelve (12) month period, is limited to 5% of the shares issued and outstanding;
- the maximum number of common shares which may be reserved for issuance in favour of a consultant, in any twelve (12) month period, is limited to 2% of the shares issued and outstanding;
- the total number of common shares which may be reserved for issuance to persons employed to provide investor relations activities may not exceed, in any twelve (12) month period, 2% of the shares issued and outstanding;
- the exercise price of options granted under the Stock Option Plan must not be less than the closing price of the day before the options are granted in the event that there were no transactions, the closing price of the common shares on the last previous day for which a trade was reported by the Exchange;
- options are exercisable for a maximum period of five (5) years;
- upon the holder ceases to be a director, officer, employee or consultant, the option shall be limited to the number of common shares purchasable by him immediately prior to the time of his cessation of office or employment and he shall have no right to purchase any other common shares. Options must be exercised within three (3) months of termination of employment or cessation of position with the Corporation, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option must be exercised within one year of termination or cessation, subject to earlier expiry pursuant to the specified expiry date;
- the options are non-assignable and not transferable.

THE FULL TEXT OF THE OPTION PLAN WILL BE SUPPLIED FREE OF CHARGE TO SHAREHOLDERS UPON WRITTEN REQUEST MADE DIRECTLY TO THE CORPORATION AT ITS REGISTERED HEAD OFFICE LOCATED AT 44 VICTORIA STREET, SUITE 1612, TORONTO, ON, M5C 1Y2

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6V - Statement of Executive Compensation - Venture Issuers, is set forth below, which contains information about the compensation paid to, or earned by, the Corporation's Chief Executive Officer and Chief Financial Officer and each of the other three most highly compensated executive officers of the Corporation earning more than CND\$150,000 in total compensation (the "Named Executive Officers" or "NEOs").

For the financial year ended December 31, 2017, the Corporation had two named NEOs namely, Christopher J, Berlet, Chief Executive Officer, Jamie MacPherson, Former Chief Financial Officer and Victor Hugo, Chief Financial Officer.

The Compensation Review Process

To determine compensation payable, the Board of Directors considers, among other things, the provisions of any relevant employment or consulting contracts, anecdotal evidence of compensation paid for directors and executive officers of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Corporation, as well as the contractual obligations of the Corporation. The Board of Directors may take into account executive compensation paid by companies comparable with the Corporation, although no specific benchmarking policy is in place for determining compensation or any element of compensation. In performing its duties, the Board of Directors has the authority to engage such advisors, including executive compensation consultants, as it considers necessary. The Corporation does not currently have any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation. The Board of Directors reviews on an annual basis the cash compensation, performance and overall compensation package for each Named Executive Officer from which it determines the basic salary, bonus and participation in share compensation arrangements for each Named Executive Officer. Compensation of all Named [Executive Officers is based primarily on corporate performance which includes achievement of the Corporation's strategic objective of growth and the enhancement of shareholder value through increases in the stock price resulting from increases in reserves and production, continued low cost production and enhanced annual cash flow.

Elements of Executive Compensation

The Corporation's executive compensation program with respect to its Named Executive Officers is based on the objectives of: (a) recruiting and retaining the executives critical to the success of the Corporation; (b) providing fair and competitive compensation; (c) balancing the interests of management and shareholders of the Corporation; and (d) rewarding performance, on the basis of both individual and corporate performance.

For the financial year ended December 31, 2017, the Corporation's executive compensation program with respect to its Named Executive Officers consisted of the following elements:

- (a) A base salary, incentive cash bonuses and other compensation (together, a "**Short-Term Incentive**"); and
- (b) A long-term equity compensation plan consisting of stock options granted under the Corporation's stock incentive plan (a "**Long-Term Incentive**")

Element of Compensation

Summary and Purpose of Element

Short Term Incentive Plan

Base Salary

Salaries form an essential element of the Corporation's compensation mix as they are the first base measure to compare

and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits. The Board reviews NEO salaries at least annually. Typically the Board makes annual salary adjustments in December of each year for the 12 month period from January 1st to December 31st.

Annual Performance-Based
Cash Incentives

Any bonuses paid to the NEO's is entirely within the discretion of the Board. In making bonus determinations, the Board reviews corporate and individual performances.

Annual performance-based cash bonuses are a variable component of compensation designed to reward the Corporation's NEOs for maximizing annual operating performance.

Long-Term Incentive Plan

Stock Option Plan

The granting of stock options is a variable component of compensation intended to reward the Corporation's NEOs for success in achieving sustained, long-term profitability and increases in stock value.

Base Salary and Bonuses

In determining the base salary of an executive officer, the Board of Directors considers, among other things, the provisions of any relevant employment or consulting contracts, anecdotal evidence of compensation paid for directors and executive officers of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Corporation, as well as the contractual obligations of the Corporation.

The Board will also consider on an annual basis discretionary cash bonuses to reward extraordinary performance during the preceding fiscal year. In determining whether a bonus will be given, the Board will consider such factors as the NEO's performance over the past year, the Corporation's achievements in the past year and the NEO's role in effecting such achievements.

There were no performance bonuses awarded to the Named Executive Officers during the financial year ended December 31, 2017.

Other Compensation Matters

Other than as specifically set forth above, there were no other long-term incentive awards made to the Named Executive Officers of the Corporation during the financial year ended December 31, 2017, including any supplemental executive retirement plans. There are no pension plan or disability benefits in place for the directors or the Named Executive Officers.

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds,

that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Overview of How the Named Executive Officer Compensation Program Fits with Compensation Goals

1. Attract, Hold and Inspire Key Talent

The compensation package for the Named Executive Officers meets the goal of attracting, holding and motivating key talent in a highly competitive mineral exploration environment through the following elements:

- a) a competitive cash compensation program, consisting of base salary and bonus opportunity, which is generally above similar opportunities; and
- b) providing an opportunity to the Named Executive Officers to participate in the Corporation's growth through the grant of stock options.

2. Alignment of Interests of the NEO's with the Interests of the Corporation's Shareholders

The compensation package for the Named Executive Officers meets the goal of aligning the interests of the Named Executive Officers with the interests of the Corporation's shareholders through the following elements:

- a) Through the grant of stock options, since if the price of the Corporation's shares increase overtime, both the Named Executive Officers and the Corporation's shareholders will benefit; and
- b) By providing a vesting period on stock based awards, Named Executive Officers have an interest in increasing the price of the Corporation's shares over time, rather than focusing on short-term increases.

Compensation Risk

The Corporation has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Corporation recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full—time basis, the Corporation does not believe the risks to be significant.

The Board believes that the executive compensation program of the Corporation should not raise its overall risk profile. Accordingly, the Corporation's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- Discretionary bonus payments are recommended by the Board based on annual performance reviews;
- Stock option vesting and option terms of five (5) years discourages excessive risk taking to achieve short-term goals; and
- Implementation of trading black-outs limit the ability of senior officers to trade in securities of the Corporations

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget. Due to the fact that the Corporation is still an exploration stage mining company, and given the current composition of the Corporation's executive management team, the Board is able to closely monitor and consider any risks which may be associated with the Corporation's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Corporation are reviewed, including executive compensation.

Director and Named Executive Officer Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6V Statement of executive Compensation - Venture Issuers) sets forth all annual compensation for services paid to or earned by each NEO and director for the two most recently financial years ended December 31, 2017 and 2016. Salaries for the Named Executive Officers are paid in Canadian dollars.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	All Other Compensation (\$)	Total Compensation (\$)
Christopher J Berlet ⁽¹⁾ <i>President & CEO</i>	2017	\$120,000	-	-	-	\$178,000 ⁽²⁾	\$298,000
	2016	\$140,000	-	-	-	-	\$140,000
Robert Lelovic ⁽³⁾⁽⁸⁾ <i>Former CFO</i>	2017	-	-	-	-	-	-
	2016	\$101,000	-	-	-	-	\$101,000
Jamie McPherson ⁽⁴⁾⁽⁶⁾ <i>Former CFO</i>	2017	\$48,300	-	-	-	-	\$48,300
	2016	\$4,200	-	-	-	-	\$4,200
Victor Hugo ⁽⁵⁾⁽⁷⁾ <i>CFO</i>	2017	\$1,450	-	-	-	-	\$1,450
	2016	-	-	-	-	-	-
Raymond Leach <i>Director</i>	2017	-	-	-	-	-	-
	2016	\$10,000	-	-	-	-	\$10,000
Evan Nuttall <i>Director</i>	2017	-	-	-	-	-	-
	2016	-	-	-	-	-	-
Evan Nuttall <i>Director</i>	2017	-	-	-	-	-	-
	2016	-	-	-	-	-	-

- (1) For the year ended December 31, 2017, the Company expensed \$96,000 (year ended December 31, 2016 - \$140,000) to a company controlled by Christopher Berlet, as remuneration paid as CEO and President.
- (2) During the year ended December 31, 2017, the Company issued 500,000 common shares (year ended December 31, 2016 – Nil) to Christopher Berlet for services valued at \$178,000 (year ended December 31, 2016 - \$Nil).
- (3) For the year ended December 31, 2016, the Company expensed \$101,000 to a company controlled by Robert Lelovic, as remuneration paid as CFO.
- (4) For the year ended December 31, 2017, the Company expensed \$48,300 (year ended December 31, 2016 - \$4,200) to a company controlled by Jamie McPherson, as remuneration paid as CFO.
- (5) For the year ended December 31, 2017, the Company expensed \$1,450 to Marrelli Support Services Inc. as remuneration paid for CFO services from Victor Hugo.
- (6) Jamie Macpherson served as the CFO for the company between December 2016 and November 2017.
- (7) Robert Lelovic served as CFO for part of the year in 2016 (up until November).
- (8) Victor Hugo started his role as the CFO effective in December 2017.

External Management Companies

The Company currently pays *Marrelli Support Services Inc.* for Victor Hugo’s services to act in the capacity as the Chief Financial Officer (CFO) of the Company. *Marrelli Support Services Inc.* is currently paid \$1,450 on a monthly basis.

Compensation Securities for Directors and NEOs

The following table sets forth all compensation securities granted or issued to each NEO and directors by the Company in the financial year ended December 31, 2017 for services provided directly or indirectly to the Company.

Compensation Securities							
Name and Principal Position	Type of Compensation security	Number of Compensation securities	Date of issue	Exercise price	Price of security at grant date	Price of security at December 31, 2017	Expiry date
Christopher J Berlet <i>President & CEO</i>	Stock-Options	200,000	December 21, 2017	\$0.32	\$0.35	\$0.42	December 21, 2020
Jamie McPherson <i>Former CFO</i>	Stock-Options	-	N/A	N/A	N/A	N/A	N/A
Victor Hugo <i>CFO</i>	Stock-Options	40,000	December 21, 2017	\$0.32	\$0.35	\$0.42	December 21, 2020
Raymond Leach <i>Director</i>	Stock-Options	80,000	December 21, 2017	\$0.32	\$0.35	\$0.42	December 21, 2020
Evan Nuttall <i>Director</i>	Stock-Options	80,000	December 21, 2017	\$0.32	\$0.35	\$0.42	December 21, 2020
Marcus Chase <i>Director</i>	Stock-Options	80,000	December 21, 2017	\$0.32	\$0.35	\$0.42	December 21, 2020

The follow table describes all compensation securities that is held by each NEO and director of the company as of the year ended December 31, 2017

Name and Principal Position	Type of Security	Number of Securities held
Christopher J Berlet <i>President & CEO</i>	Stock-Options	500,000
Jamie McPherson <i>Former CFO</i>	Stock-Options	0
Victor Hugo <i>CFO</i>	Stock-Options	40,000
Raymond Leach <i>Director</i>	Stock-Options	320,000
Evan Nuttall <i>Director</i>	Stock-Options	80,000
Marcus Chase <i>Director</i>	Stock-Options	80,000

During the year, no compensation security has been re-priced, replaced or had its terms extended. Securities are cancelled in accordance with the company's stock option policy (see section 3 of this circular for details). There are no restrictions or conditions for exercising the compensation securities other than the restrictions imposed by the exchange and the company's stock option policy.

These value of the stock options are calculated using the Black-Scholes model with assumptions as disclosed in the Corporation's annual financial statements available on SEDAR at www.sedar.com. Policy related to vesting provision of compensation securities can be found in the Corporation's annual financial statements as well.

Exercise of Compensation Securities by Directors and NEOs

The following table sets forth all compensation securities exercised by each NEO and director in the financial year ended December 31, 2017.

Exercise of Compensation Securities by Directors and NEOs							
Name and Principal Position	Type of Compensation security	Number of Compensation securities exercised	Exercise price per Security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Christopher J Berlet <i>President & CEO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Jamie McPherson <i>Former CFO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Victor Hugo <i>CFO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Raymond Leach <i>Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Evan Nuttall <i>Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Evan Nuttall <i>Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A

Retirement Policy for Directors

The Corporation does not have a retirement policy for its directors.

Termination and Change of Control Benefits

There is no compensation plan or mechanism with respect to an NEO that may be triggered following its resignation, retirement or other termination of employment with the Corporation or following a change of control of the Corporation or a change in its functions pursuant to a change of control.

CORPORATE GOVERNANCE DISCLOSURE

The Corporation's common shares trade on the TSX-V, a member of the TSX Group Inc. and Canada's foremost public venture marketplace. Accordingly, the Board of Directors of the Corporation has carefully considered the Corporate Governance Guidelines (the "Guidelines") adopted by the TSX Venture Exchange (the "TSX-V"), as well as those proposed by the TSX-V but not yet in force, and has deemed it to be in the best interests of shareholders to promote best corporate governance practices. Although there is no requirement for the Corporation to comply with the Guidelines, the Corporation considers the Guidelines

to be an important guide for providing effective corporate governance and intends to continue its efforts to implement many of the Guidelines over the current fiscal year.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Corporate Governance Disclosure

The information required to be disclosed by National Policy 58-101 - Disclosure of Corporate Governance Practices ("**NI 58-101**") is attached to this Circular as **Schedule "A"**.

Meetings of the Board of Directors and Audit Committee

Most matters requiring approval of the Board of Directors of the Corporation were approved by written resolutions signed by all members of the Board of Directors. Additionally, the Board of Directors meets either in person or via conference call regularly throughout the fiscal year.

The Corporation has established an audit committee (the "**Audit Committee**").

Audit Committee

The Audit Committee assists the Board in its oversight of: (i) the integrity of the financial reporting of the Corporation; (ii) the independence and performance of the Corporation's external auditors; and (iii) the Corporation's compliance with legal and regulatory requirements. The members of the Audit Committee are Messrs. Christopher Berlet (President and CEO), Raymond Leach (independent director) and Evan Nuttall (independent director).

The above composition complies with TSX-V requirements as there are 3 members on the audit committee, of which 2 out of the 3 members are independent and all members are directors of the company who are financial literate.

Education and Relevant Experience

The education and related experience of each of the members of the audit committee that is relevant to the performance of his responsibilities as a member of the audit committee is set out below:

Christopher J. Berlet, Director, President and CEO

Mr. Berlet is presently the President, CEO and a Director of Stakeholder Gold Corp. Previously Mr. Berlet was President, CEO and a Director of NWM Mining Corporation. Mr. Berlet is a graduate of Mining Engineering from Queen's University (1990) and holds a Diploma in Accounting & Finance from the London School of Economics and Political Science (1991). Mr. Berlet is also a CFA Charterholder (2004) and has experience in both the finance and mineral industries.

Raymond F. Leach, Director

Raymond Leach is director of the Company. Mr. Leach is a partner with Siskinds LLP, a leading London, ON based law firm, having been certified as a specialist in litigation by the Upper Canada Law Society since 1990. He received his education at the University of Waterloo (BA. 1971) and the University of Western Ontario (LLB. 1974).

Evan Nuttall, Director

Evan Nuttall is a practising lawyer and a partner at Borden Ladner Gervais LLP. Mr. Nuttall was called to the bar of England and Wales in 1993 and called to the bar of Alberta in 2007. Mr. Nuttall studied law at City University in London. He also holds a Bachelor of Arts degree in economics and political science from McGill University, a Master's of Science degree in economics from the London School of Economics and a Master's of Science degree in finance from the London Business School.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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. As disclosed by Form 52-110F2 attached to this Circular as Schedule "B".

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting a copy of the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2017, together with the auditors' report thereon. Receipt of which by the Meeting will not constitute approval or disapproval of any matters referred to therein.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation or associate of any director, executive officer, employee or former director, executive officer or employee of the Corporation is, or at any time since the beginning of the Corporation's financial year ended December 31, 2017, has been indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or in the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2017 which can be obtained as indicated below under "Additional Information", no informed person of the Corporation, proposed director of the Corporation nor any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's financial year ended December 31, 2017 or in any proposed transaction which has materially affected or would materially affect the Corporation.

MANAGEMENT CONTRACTS

No management functions of the Corporation are to any substantial degree performed by any other person or company other than by the directors or executive officers of the Corporation or its subsidiaries.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting accompanying this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the common shares of the Corporation represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

The Corporation's public filings can be accessed and viewed through the Corporation's website www.stakeholdergold.com under the headings "Investors" and "News". Additional information relating to the Corporation can be viewed via the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Readers can also access and view the public insider trading reports via the System for Electronic Disclosure by Insiders at www.sedi.ca. Shareholders may request copies of the Corporation's financial statements and Management's Discussion and Analysis by contacting the Corporation at (416) 525-6869 or by completing the Financial Statement Request Form accompanying this Circular.

DIRECTORS' APPROVAL

The contents and the sending of this Circular to the Shareholders of the Corporation have been approved by the Board of Directors. Unless otherwise specified, information contained in this Circular is given as of March 7th, 2018.

DATED at Toronto, Ontario as of the 7th day of March 2018.

**BY ORDER OF THE BOARD OF
DIRECTORS OF STAKEHOLDER
GOLD CORP.**

Christopher J, Berlet

President, CEO & Director

SCHEDULE "A"
STAKEHOLDER GOLD CORP.
(the "Corporation")

FORM 58-101F2 CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 - Disclosure of Corporate Governance Practices, the Corporation is required and hereby discloses its corporate governance practices as follows:

1. Board of Directors

The board of directors of the Corporation (the "Board") is currently comprised of four (4) directors. Christopher Berlet is a senior officer of the Corporation and are therefore not independent. Raymond Leach, Evan Nuttall and Marcus Chase are independent directors for all purposes.

The Board facilitates its exercise of supervision over the Corporation's management through frequent meetings of the Board.

2. Directorships

The following director of the Corporation also currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Christopher Berlet	Canuc Resources Corporation, Rogue Resources Inc,

3. Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new directors are provided with access to publicly filed documents of the Corporation, technical reports, internal financial information and management and technical experts and consultants.

4. Ethical Business Conduct

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

For these reasons the Board has not adopted a formal code of conduct.

5. Nomination of Directors

The Board is responsible for identifying individuals qualified to become new directors and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management. Special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, show support for the Corporation's mission and strategic objectives, and a willingness to serve.

6. Other Board Committees

The Board has established an Audit Committee. The Audit Committee assists the Board in its oversight of: (i) the integrity of the financial reporting of the Corporation; (ii) the independence and performance of the Corporation's external auditors; and (iii) the Corporation's compliance with legal and regulatory requirements. The members of the Audit Committee are Messrs. Christopher Berlet, Raymond Leach and Evan Nuttall.

7. Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Audit committee of the Corporation.

SCHEDULE "B"
STAKEHOLDER GOLD CORP.
(the "Corporation")

AUDIT COMMITTEE CHARTER

The following charter is adopted in compliance with Regulation 52-110 respecting Audit Committees ("Regulation 52-110").

1. Mandate and Objectives

The mandate of the audit committee of the Corporation (the "Committee") is to assist the board of directors of the Corporation (the "Board") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes.

The objectives of the Committee are to:

- (i) Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements;
- (ii) Ensure the independence of the Corporation's external auditors; and
- (iii) Provide better communication among the Corporation's auditors, the management and the Board.

2. Composition

The Committee shall be comprised of at least three (3) directors as determined by the Board. The majority of the members of the Committee shall be independent, within the meaning of Regulation 52-110.

At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of this Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders' meeting, unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

3. Meetings and Procedures

3.1 The Committee shall meet at least four (4) times a year or more frequently if required.

3.2 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.

3.3 A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

4. Duties and Responsibilities

The following are the general duties and responsibilities of the Committee:

4.1 Financial Statements and Disclosure Matters

- a) review the Corporation's financial statements, MD&A and any press releases regarding annual and interim earnings, before the Corporation publicly discloses such information, and any reports or other financial information which are submitted to any governmental body or to the public; and
- b) must be satisfied 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 public disclosure referred to in subsection a) above, and must periodically assess the adequacy of those procedures.

4.2 External Auditors

- a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;
- b) oversee the work and review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation;
- c) on an annual basis, review and discuss with the external auditors all significant relationships they may have with the Corporation that may impact their objectivity and independence;
- d) consult with the external auditors about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;
- e) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- f) review the audit plan for the year-end financial statements and intended template for such statements;
- g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Corporation or its subsidiary entities. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Corporation constitutes no more than 5% of the total amount of fees paid by the Corporation and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Corporation or its subsidiary entities as non-audited services at the time of the engagement; and

- iii. such services are promptly brought to the attention of the Committee by the Corporation and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve non-audited services, provided the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such approval.

4.3 Financial Reporting Processes

- a) in consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;
- b) consider the external auditors judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
- c) consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;
- d) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- e) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- f) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

5. External Auditor Service Fees (By Category)

The aggregate fees charged to the Corporation by the external auditors for last two fiscal years are as follows:

Nature of Services	Fees Paid to Auditor in Year-ended December 31, 2017 (\$)	Fees Paid to Auditor in Year- ended December 31, 2016 (\$)
Audit Fees ⁽¹⁾	23,000	20,000
Audit-Related Fees ⁽²⁾	-	-
Tax Fees ⁽³⁾	5,250	5,250
All Other Fees ⁽⁴⁾	-	-
Totals	28,250	25,250

Notes:

1) "Audit Fees" include fees necessary to perform the annual audit and any quarterly reviews of the Corporation's financial statements. This includes fees for the review of tax provisions and for accounting consultation on matters reflected in the financial statements. This also includes audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- 2) "**Audit-Related Fees**" include fees for assurances and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are not included in "*Audit Fees*"
- 3) "**Tax Fees**" include fees for professional services rendered by the Corporation's auditors for tax compliance, tax advice and tax planning.
- 4) "**All Other Fees**" include fees for products and services provided by the Corporation's auditors other than the services included in "Audit fees", "*Audit-Related Fees*" and "*Tax Fees*".