

**STAKEHOLDER GOLD CORP.**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD NOVEMBER 29<sup>th</sup>, 2019**

**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 10:00 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 10:00 AM EST (Toronto time) for the following purposes:

1. to receive annual financial statements of the Corporation for the fiscal year ended December 31, 2018 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 consider, and if thought fit, pass a special resolution, with or without variation, authorizing the board of directors of the Corporation to consolidate the common shares of the Corporation on the basis of one (1) new common share for up to eight (8) pre-consolidation common shares issued and outstanding, and to amend the Corporation’s articles accordingly; and
6. 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 October 17, 2019 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 October 17, 2019.

**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 388, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting.

**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 October 17, 2019 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., 7m Floor, 1500 Robert—Bourassa Blvd, Montreal, Quebec, H3A 358, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

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., 7m Floor, 1500 Robert-Bourassa Blvd, Montreal, Quebec, H3A 388, at least 48 hours (excluding Saturdays, Sundays and holidays) 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., 7m Floor, 1500 Robert—Bourassa Blvd, Montreal, Quebec, H3A 358, at least 48 hours (excluding Saturdays, Sundays and holidays) 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.

### **Notice-and-Access**

Under applicable securities laws, issuers have the option of using “Notice and Access” to deliver meeting materials electronically by providing shareholders with notice of their availability and access to these materials electronically online.

The Corporation has adopted Notice and Access because it allows for the reduction of printed paper materials and will reduce the cost of printing associated with Meeting materials. Instead of mailing out the Circular, the Corporation has posted the Circular to SEDAR at [www.sedar.com](http://www.sedar.com). The Corporation has sent instruction on how to access this Circular in the proxy package mailed out by the Transfer Agent.

## **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 42,190,662 are issued and outstanding.

Holders of Common Shares of record at the close of business on October 17, 2019 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share.

To the knowledge of the directors and senior officers of the Corporation, there is no person or corporation 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. Artie Hao Li, Mr. Sean Samson 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.

<b>Name and Residence</b>	<b>Present Position(s) with the Corporation</b>	<b>Present Principal Occupation</b>	<b>Shares Owned<sup>(1)</sup></b>	<b>Director Since</b>
Christopher J. Berlet Toronto, Canada	President & Chief Executive Officer, Director	Mining Engineer	3,106,000	2013

Artie Hao Li Toronto, Canada	Director & Chief Financial Officer	Accountant	-	2018
Sean Samson Toronto, Ontario	Director	CEO at Rogue Resources Corporation	-	2018
Marcus Chase Ottawa, Ontario	Director	President at Black Lake Mineracao LTDA	-	2017

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.

***Artie Hao Li, Director and CFO***

Mr. Artie Hao Li, CPA, CA is a Chartered Professional Accountant. Mr. Li has half a decade of public accounting experience gained with Ernst & Young LLP. Mr. Li has experience working with audit and accounting functions for public and private companies across various industries and has extensive knowledge of financial reporting and accounting standards. Mr. Li holds a Bachelor of Commerce from the University of Toronto and has been practicing in the accounting profession for six years.

***Sean Samson, Director***

Mr. Samson is a mining executive with more than 20 years of management and financial experience. He was most recently Vice President & Head of Corporate Development at FNI Mining for four years, including a period of six months as interim COO, responsible for safety, mine development and operations at a 250 person underground mine near Sudbury, Ontario. In 2012, he won the Canadian Young Mining Leader award from the Canadian Institute of Mining, Metallurgy and Petroleum. Prior to FNI, he was Vice President Commercial Development at Kinross Gold Corporation for five years where he had diverse, multi-functional responsibilities including: supply chain, energy, merger integration, enterprise risk and capital approvals, leading a team of more than 300 people across eight countries. Before Kinross he was a management consultant at Bain & Company and traded for investment banks in New York and Europe. Mr. Samson received his A.B. from Harvard University and an MBA from Cambridge. He is a past PDAC board member and a Cleantech advisor at MaRS, a Toronto based Innovation Centre.

### ***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 except for Mr. Sean Samson who was an officer of First Nickel Inc. which filed for receivership on August 20, 2016.

## **2. Appointment and Remuneration of Auditors**

MNP LLP, Chartered Accountants ("MNP"), 50 Burnhamthorpe Rd W #900, Mississauga, ON L58 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 October 17, 2019, this represents 4,219,067 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 4,219,067 options, being 10% of the aggregate number of common shares of the Corporation issued and outstanding on October 17, 2019.
- 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**

## **SPECIAL BUSINESS**

### **Consolidation of Common Shares**

In the opinion of the Corporation's Management and the Board of the Directors, the Corporation's existing issued and outstanding common share capital may make it difficult for the Corporation to attract additional equity financing required to maintain the Corporation and to undertake new projects.

Management and the Board of Directors of the Corporation are considering a consolidation (the "**Consolidation**") of the Corporation's issued and outstanding common shares to provide greater flexibility in any future financings, acquisitions, or other projects. In particular, in light of the current market conditions, Management and the Board of Directors believe it may be beneficial to the current shareholders to have the issued and outstanding share capital consolidated and made more attractive to future investors. Management and the Board of Directors may in the future wish to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) post-Consolidation common share for up to eight (8) pre-Consolidation Common Shares and to amend the articles of the Corporation accordingly. The Board of Directors may determine to consolidate the common shares on the basis of a rate less than (1:8), or not at all.

As of the date hereof, the Corporation has 42,190,662 common shares issued and outstanding. The proposed Consolidation would, if effected, reduce the number of issued and outstanding common shares to 5,273,832 in the event of a consolidation on the basis of one (1) new common share for each eight (8) pre-Consolidation Common Shares. No fractional shares of the Corporation will be issued, and any fractional shares resulting from the Consolidation will be deemed to have been tendered by the registered owner to the Corporation for cancellation.

Notwithstanding the approval of the Consolidation resolution below by the shareholders, in the event that the Corporation's directors decide that the amendment of the articles of incorporation is not desirable or necessary, the Corporation's capital will remain the same.

Prior to making any amendment to effect the Consolidation of Common Shares, the Corporation shall first be required to obtain any and all applicable regulatory and relevant approvals including, if necessary, from the Canadian Securities Exchange. The Board believes shareholder approval the maximum potential Consolidation ratio (1:8) (rather than a single consolidation ratio) provides the Board with flexibility to achieve the desired results of the Consolidation. 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 Corporation's Board will set the timing for such a consolidation and select the specific ratio from within the range for a ratio set forth in the special resolution.

In the event the articles of incorporation of the Corporation are amended to effect the Consolidation, shareholders will be informed by mail and asked to deliver to the transfer agent, the share certificates they currently hold, accompanied by an appropriately completed letter of transmittal, a copy of which will be concurrently delivered to shareholders. The Corporation will provide shareholders with a new share certificate reflecting the Consolidation. The new share certificates will be mailed to shareholders as soon as possible, after the filing of articles of amendment, upon shareholders delivering to the transfer agent their share certificates and letter of transmittal. Shareholders whose shares are held otherwise than in their name will have to contact their broker or other representative in whose name the shares are held in order to ensure the certificates are appropriately exchanged.

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

There can be no assurance that the total market capitalization of the Corporation's 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 per-share market price of the Common Shares following the Consolidation will be higher than the per share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, 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.

The following is the text of the Consolidation Resolution which will be put forward at the Meeting for approval by the shareholders of the Corporation:

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

- (1) the Consolidation of the Corporation's common shares within a range to be determined by the directors of the Corporation of between one (1) new common share for up to every eight (8) pre- Consolidation Common Shares (1:8) and to amend the Corporation's articles accordingly is hereby authorized and approved;
- (2) notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby, authorized and empowered, without further approval of the shareholders of the Corporation, to revoke this resolution at any time prior to the filing of articles of amendment to consolidate the Corporation's common shares and to determine not to proceed with Consolidation; and
- (3) any director and/or officer of the Corporation be and such director and/or officer of the Corporation is hereby, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered any and all such documents and instruments and to do or to cause to be done all such other acts

and things as, in the opinion of such director and/or officer, may be necessary or desirable in order to fulfil the intent of the foregoing paragraphs of this resolution.”

In order to be effected, the Special Consolidation Resolution above must be approved by two-thirds of the votes cast at the Meeting in person or by proxy. If the resolution does not receive the requisite shareholder approval, the Corporation will not proceed with the Consolidation.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE ABOVE AMENDMENT TO THE ARTICLES OF INCORPORATION TO CONSOLIDATE THE COMMON SHARES OF THE CORPORATION AS DETERMINED BY THE DIRECTORS OF THE CORPORATION AS SET OUT ABOVE, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

### **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, 2018, the Corporation had two named NEOs namely, Christopher J. Berlet, Chief Executive Officer, Victor Hugo, Former Chief Financial Officer and Artie Hao Li, 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, 2018, 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 1<sup>st</sup> to December 31<sup>st</sup>.

##### 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, 2018.

#### *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, 2018, 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, 2018 and 2017. Salaries for the Named Executive Officers are paid in Canadian dollars.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or Meeting Fees (\$)</b>	<b>Value of Perquisites (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
Christopher J Berlet <sup>(1)</sup>	2018	\$120,000	-	-	-	-	\$120,000
	2017	\$120,000	-	-	-	\$178,000	\$298,000

<i>President &amp; CEO</i>							
Artie Hao Li <i>Director &amp; CFO</i>	2018	\$38,581	-	-	-	-	\$38,581
	2017	-	-	-	-	-	-
Victor Hugo <sup>(2)</sup> <i>Former CFO</i>	2018	\$7,084	-	-	-	-	\$7,084
	2017	\$1,450	-	-	-	\$12,757	\$14,207
Sean Samson <i>Director</i>	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-
Marcus Chase <i>Director</i>	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-

- (1) For the year ended December 31, 2018, the Company expensed \$120,000 (year ended December 31, 2017 - \$120,000) to a company controlled by Christopher Berlet, as remuneration paid as CEO and President.
- (2) For the year ended December 31, 2018, the Company expensed \$7,084 (year ended December 31, 2017 - \$1,450) to Marrelli Support Services Inc. as remuneration paid for CFO services from Victor Hugo.

### External Management Companies

During the year ended December 31, 2018 the Company paid *Marrelli Support Services Inc.* for Victor Hugo's services to act in the capacity as the Chief Financial Officer (CFO) of the Company. The Corporation terminated its contract with *Marrelli Support Services Inc* on May 6, 2018.

### 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, 2018 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, 2018	Expiry date
Christopher J Berlet <i>President &amp; CEO</i>	None	-	-	-	-	-	-
Artie Hao Li <i>CFO</i>	None	-	-	-	-	-	-
Victor Hugo <i>Former CFO</i>	None	-	-	-	-	-	-

Raymond Leach <i>Former Director</i>	None	-	-	-	-	-	-
Evan Nuttall <i>Former Director</i>	None	-	-	-	-	-	-
Sean Samson <i>Director</i>	None	-	-	-	-	-	-
Marcus Chase <i>Director</i>	None	-	-	-	-	-	-

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, 2018

<b>Name and Principal Position</b>	<b>Type of Security</b>	<b>Number of Securities held</b>
Christopher J Berlet <i>President &amp; CEO</i>	Stock-Options	300,000
Artie Hao Li <i>CFO</i>	Stock-Options	0
Victor Hugo <i>Former CFO</i>	Stock-Options	40,000
Raymond Leach <i>Former Director</i>	Stock-Options	0
Evan Nuttall <i>Former Director</i>	Stock-Options	0
Sean Samson <i>Director</i>	Stock-Options	0
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](http://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, 2018.

<b>Exercise of Compensation Securities by Directors and NEOs</b>							
<b>Name and Principal Position</b>	<b>Type of Compensation security</b>	<b>Number of Compensation securities exercised</b>	<b>Exercise price per Security (\$)</b>	<b>Date of exercise</b>	<b>Closing price per security on date of exercise (\$)</b>	<b>Difference between exercise price and closing price on date of exercise (\$)</b>	<b>Total value on exercise date (\$)</b>
Christopher J Berlet <i>President &amp; CEO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Artie Hao Li <i>CFO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Victor Hugo <i>Former CFO</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Raymond Leach <i>Former Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Evan Nuttall <i>Former Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Sean Samson <i>Director</i>	Stock-Options	Nil	N/A	N/A	N/A	N/A	N/A
Marcus Chase <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), Sean Samson (independent director) and Marcus Chase (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 a CFA Charterholder (2004) and has experience in both the finance and mineral industries.

#### ***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.

***Sean Samson, Director***

Mr. Samson is a mining executive with more than 20 years of management and financial experience. He was most recently Vice President & Head of Corporate Development at FNI Mining for four years, including a period of six months as interim COO, responsible for safety, mine development and operations at a 250 person underground mine near Sudbury, Ontario. In 2012, he won the Canadian Young Mining Leader award from the Canadian Institute of Mining, Metallurgy and Petroleum. Prior to FNI, he was Vice President Commercial Development at Kinross Gold Corporation for five years where he had diverse, multi-functional responsibilities including: supply chain, energy, merger integration, enterprise risk and capital approvals, leading a team of more than 300 people across eight countries. Before Kinross he was a management consultant at Bain & Company and traded for investment banks in New York and Europe. Mr. Samson received his A.B. from Harvard University and an MBA from Cambridge. He is a past PDAC board member and a Cleantech advisor at MaRS, a Toronto based Innovation Centre.

**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, 2018, 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, 2018, 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, 2018 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, 2018 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](http://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](http://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](http://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 October 17<sup>th</sup>, 2019.

DATED at Toronto, Ontario as of the 17<sup>th</sup> day of October 2019.

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



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**Christopher J. Berlet**

President, CEO & Director

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

**FORM 58-101F2 CORPORATE GOVERNANCE DISCLOSURE**

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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 and Artie Hao Li are senior officers of the Corporation and are therefore not independent. Sean Samson 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 directors of the Corporation are also currently directors of the following other reporting issuers:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>
Christopher Berlet	Canuc Resources Corporation, Rogue Resources Inc,
Sean Samson	Rogue Resources Inc,
Marcus Chase	Canuc Resources Corporation

**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, Sean Samson and Marcus Chase.

#### **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**

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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, 2018 (\$)	Fees Paid to Auditor in Year- ended December 31, 2017 (\$)
Audit Fees <sup>(1)</sup>	20,000	23,000
Audit-Related Fees <sup>(2)</sup>	-	-
Tax Fees <sup>(3)</sup>	5,250	5,250
All Other Fees <sup>(4)</sup>	-	-
<b>Totals</b>	<b>25,250</b>	<b>28,250</b>

#### 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*".