



**CONDOR RESOURCES INC.**

**Annual General and Special Meeting  
to be held on December 5, 2023**

**Notice of Annual General and Special Meeting  
and  
Management Information Circular**

**October 26, 2023**

**CONDOR RESOURCES INC.**  
**SUITE 615, 800 WEST PENDER STREET**  
**VANCOUVER, BRITISH COLUMBIA, V6C 2V6**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF  
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Condor Resources Inc. (the “**Company**”) will be held in person at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2 on Tuesday, December 5, 2023 (the “**Meeting Date**”) at 10:00 a.m. (Vancouver time). Shareholders may and are encouraged to vote by proxy prior to the Meeting.

The Meeting will be held for the following purposes:

1. to receive the financial statements for the year ended February 28, 2023, together with the auditor’s report thereon;
2. to set the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if thought fit, pass, with or without amendment, an ordinary resolution approving the Company’s 10 percent “rolling” stock option plan, all as more particularly described in the accompanying management information circular; and
6. transact such other business as may properly be put before the Meeting.

A management information circular and form of proxy accompany this notice of meeting. These documents provide additional information relating to the matters to be dealt with at the Meeting and form part of this notice of Meeting.

The share transfer board books of the Company will not be closed, but the Company’s board of directors has fixed October 26, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying management information circular.

Registered shareholders are encouraged to complete, date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc. at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. To be effective, the completed form of proxy must be received by Computershare Investor Services Inc. by 10:00 a.m. (Vancouver time) on Friday December 1, 2023 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the Meeting at which the proxy is to be used).

DATED at Vancouver, British Columbia, the 26<sup>th</sup> day of October, 2023.

**ON BEHALF OF THE BOARD**

*“Lyle Davis”*

Lyle Davis  
President and Chief Executive Officer

**CONDOR RESOURCES INC.**  
**SUITE 615, 800 WEST PENDER STREET**  
**VANCOUVER, BRITISH COLUMBIA, V6C 2V6**

**INFORMATION CIRCULAR**

(as at October 26, 2023, except as otherwise indicated)

**SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the management (the “**Management**”) of Condor Resources Inc. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general and special meeting of the shareholders of the Company to be held at 10:00 a.m. (Vancouver time) on Tuesday, December 5, 2023 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone. The Company is not relying on the notice-and-access delivery procedures outlined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators to distribute copies of proxy-related materials in connection with the Meeting.

**IMPORTANT NOTICE**

The Meeting is currently scheduled to take place in person at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2. We recommend that shareholders vote by proxy prior to the Meeting even if they intend to attend the Meeting in person.

**APPOINTMENT AND REVOCATION OF PROXY**

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (Vancouver time) on Friday, December 1, 2023, or at least 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above; or
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it.

## Provisions Relating to Voting of Proxies

The common shares of the Company (the “shares” or the “common shares”) represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

## Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder’s name. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or**

**instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF. Computershare will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO’s intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

**If you are a Beneficial Shareholder, you should carefully follow the instructions of your intermediary in order to submit the voting instructions for your common shares, including those regarding when and where the completed VIF or Proxy form (as applicable) is to be delivered.**

Your intermediary may have also provided you with the option of voting by telephone or fax or through the internet. Your intermediary must receive your voting instructions in sufficient time for your intermediary to act on them. As such, Beneficial Shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the Proxy or Proxy is to be delivered. Computershare must receive proxy vote instructions from your intermediary by no later than 10:00 a.m. (Vancouver time) on Friday, December 1, 2023, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for any adjournment or postponement of the Meeting.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Should a Beneficial Shareholder wish to vote at the Meeting in person, subject to the cautionary notice on the first page of this Circular, the Beneficial Shareholder should strike out the names of the management proxyholders set forth on the VIF and insert the Beneficial Shareholder’s own name in the blank space provided on the VIF. In either case, Beneficial Shareholders should**

**carefully follow the instructions of their intermediary, including those regarding when and where the VIF is to be delivered.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

### **Financial Statements**

The audited financial statements of the Company for the year ended February 28, 2023, together with the auditor’s report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the date of this Circular, the Company’s authorized capital consists of an unlimited number of common shares of which 141,104,808 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at October 26, 2023 (the “**Record Date**”) are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxy at the place and within the time set forth in the notes to the Proxy.

To the knowledge of Management, the only person or company that beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company on an undiluted basis as at the Record Date is:

<b>Shareholder Name</b>	<b>Number of Common Shares Beneficially Owned</b>	<b>Percent of Class</b>
Kevin Smith <sup>(1)</sup>	27,286,472	19.34%

Notes:

- (1) Kevin Smith is deemed to control or direct voting rights on an aggregate of 27,286,472 shares held by Crescat Portfolio Management LLC, a partnership in which Kevin Smith has majority ownership and investment control, shares held by the Kevin and Linda Smith Trust, and shares held directly by Mr. Smith.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors on the board of directors (the “**Board**”) of the Company was fixed at five and shareholders will be asked at the Meeting to pass an ordinary resolution to fix the number of directors of the ensuing year at five.

The Company has adopted an advance notice policy (the “**Policy**”) which provides among other things, that any additional director nominations for an annual general meeting must be received by the Company not less than 30 nor more than 65 days prior to the date of the meeting. As no nominations were received by the applicable deadline in accordance with the Policy, Management’s nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>Robert T. Boyd</b> <sup>(2)(3)(4)</sup> British Columbia, Canada <i>Director</i>	President, CEO and Director of Endurance Gold Corporation since 2010; President and CEO of Cooper Jack Investments Limited (a private corporation) since 1996	May 9, 2008	1,805,000
<b>Lyle Davis</b> <sup>(3)</sup> British Columbia, Canada <i>President, CEO and Director</i>	President and CEO of the Company since 2013	February 2, 2004	1,937,500
<b>Graham H. Scott</b> <sup>(5)</sup> British Columbia, Canada <i>Corporate Secretary and Director</i>	Lawyer; Partner of VECTOR Corporate Finance Lawyers from July 1, 2001, to April 30, 2016; lawyer, MOI Solicitors from May 1, 2016, to May 31, 2018; and lawyer, Bennett Jones LLP from June 1, 2018, to May 31, 2022; and lawyer, Lawson Lundell LLP since June 1, 2022	November 26, 2003	6,693,500
<b>Paul Larkin</b> <sup>(2)(3)(6)</sup> British Columbia, Canada <i>Director</i>	President of New Dawn Group since 1983; President, CEO or director of Tyner Resources Ltd, Kelly Ventures, Gstaad Capital and R E Royalties (TSX-V). Previously a Director, and Audit Chair of U.S. Geothermal Inc. (AMEX)	August 15, 2006	1,174,000
<b>Francisco de Undurraga</b> <sup>(7)</sup> Santiago, Chile <i>Director</i>	Self-Employed Civil-Industrial Engineer since 2000	March 6, 2014	8,000,000

Notes:

- (1) Information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Member of the Compensation, Nomination and Corporate Governance Committee.
- (3) Member of the Audit Committee.
- (4) Mr. Boyd holds 300,000 common shares through Cooper Jack Investments Limited, a company controlled and directed by him.
- (5) Mr. Scott holds 228,000 common shares through Graham Scott Law Corporation, a company controlled and directed by him.

- (6) Mr. Larkin indirectly controls and directs 200,000 common shares held by Margaret Larkin.
- (7) Mr. de Undurraga holds 3,998,000 common shares through White Lake Advisory Ltd., a company controlled and directed by him, and 4,002,000 common shares held by Inversiones Prudentia Limited (formerly Tres Amigos Limited), a company controlled and directed by him.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

### **Corporate Cease Trade Orders or Bankruptcies**

Except as disclosed herein, to the knowledge of the Company, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that:

- (a) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that occurred while that person was acting in that capacity and that resulted, after the director ceased to be a director or executive officer of the company, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Paul Larkin was a director of Esrey Resources Ltd. (“**Esrey**”), a TSXV listed company, which was cease traded on April 3, 2019 for failure to file its 2018 audited financial statements and management discussion and analysis in a timely manner. The cease trade order was revoked on June 11, 2019. A subsequent cease trade order was issued on February 4, 2020 for failure to file its 2019 audited financial statements and management discussion and analysis in a timely manner. Mr. Larkin resigned as a director of Esrey on February 27, 2020.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation - Venture Issuers*. For the purposes of this Circular:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed that financial year.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities, similar instruments or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Based on the foregoing definition, during the last completed financial year ended February 28, 2023, the Company had two NEOs, being Lyle Davis, the President and CEO, and Jonathan Younie, the CFO, of the Company.

### **Director and NEO compensation, excluding options and compensation securities**

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary thereof, to each NEO and director of the

Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary thereof for each of the two most recently completed financial years.

Table of Compensation Excluding Compensation Securities							
Name and Position	Financial Year Ended February 28	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) <sup>(1)</sup>	Value of All Other Compensation (\$)	Total Compensation (\$)
<b>Lyle Davis</b> <sup>(2)</sup> <i>President, CEO and Director</i>	2023	84,000	Nil	Nil	Nil	Nil	84,000
	2022	84,000	Nil	Nil	Nil	Nil	84,000
<b>Jonathan Younie</b> <sup>(3)</sup> <i>CFO</i>	2023	30,000	Nil	Nil	Nil	Nil	30,000
	2022	30,000	Nil	Nil	Nil	Nil	30,000
<b>Robert T. Boyd</b> <sup>(4)</sup> <i>Director</i>	2023	6,400	Nil	Nil	Nil	Nil	6,400
	2023	6,400 <sup>(10)</sup>	Nil	Nil	Nil	Nil	6,400 <sup>(10)</sup>
<b>Francisco de Undurraga</b> <sup>(5)</sup> <i>Director</i>	2023	6,400	Nil	Nil	Nil	Nil	6,400
	2022	6,400 <sup>(10)</sup>	Nil	Nil	Nil	Nil	6,400 <sup>(10)</sup>
<b>Paul Larkin</b> <sup>(6)</sup> <i>Director</i>	2023	6,400	Nil	Nil	Nil	Nil	Nil
	2022	6,400 <sup>(10)</sup>	Nil	Nil	Nil	Nil	6,400 <sup>(10)</sup>
<b>Graham H. Scott</b> <sup>(7)</sup> <i>Corporate Secretary and Director</i>	2023	39,528	Nil	Nil	Nil	Nil	39,528
	2022	27,178 <sup>(10)</sup>	Nil	Nil	Nil	Nil	27,178 <sup>(11)</sup>
<b>Andres Recalde</b> <sup>(8)(13)</sup> <i>Former Director</i>	2023	59,200	Nil	Nil	Nil	Nil	59,200
	2022	14,525 <sup>(10)(12)</sup>	N/A	N/A	N/A	N/A	14,525 <sup>(10)(12)</sup>
<b>Quinton Hennigh</b> <sup>(9)</sup> <i>Former Director</i>	2022	1,600 <sup>(9)</sup>	Nil	Nil	Nil	Nil	1,600 <sup>(10)</sup>

Notes:

- (1) Includes, if applicable, housing allowances, education, utilities and wellness subsidies, among other things.
- (2) Mr. Davis was appointed President of the Company on October 2, 2013, CEO of the Company on July 9, 2013 and a director of the Company on February 2, 2004. He receives no director fees.
- (3) Mr. Younie was appointed CFO of the Company on January 27, 2015. Fees are paid to Copsewood Capital Corp, a private entity controlled by Mr. Younie.
- (4) Mr. Boyd was appointed director of the Company on May 9, 2008.
- (5) Mr. de Undurraga was appointed a director of the Company on March 6, 2014.
- (6) Mr. Larkin was appointed a director of the Company on August 15, 2006.
- (7) Mr. Scott was appointed Corporate Secretary of the Company on December 1, 2003 and a director of the Company on November 26, 2003.
- (8) Mr. Recalde was appointed a director of the Company on November 8, 2021.
- (9) Dr. Hennigh resigned as a director of the Company on August 6, 2021.
- (10) Directors are compensated through the payment of directors' fee of \$6,400 per director per annum, which were paid during each of the financial years ended February 29, 2022 and February 28, 2023.
- (11) Amounts paid in legal fees to firms where Mr. Scott acted as associate counsel.
- (12) Mr. Recalde received \$8,125 in consulting fees during the financial year ended February 28, 2022.
- (13) Mr. Recalde resigned as director on March 14, 2023.

### External management companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

### Stock Options and Other Compensation Securities

The Company does not have any share-based awards plans for its NEOs or directors. The following table sets out all compensation securities granted or issued to each NEO and director by the Company for services provided or to be provided, directly or indirectly, to the Company during the Company's most recently completed financial year ended February 28, 2023.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Lyle Davis</b> <sup>(1)</sup> <i>President, CEO and Director</i>	Stock Option	400,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Jonathan Younie</b> <sup>(1)</sup> <i>CFO</i>	Stock Option	600,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Robert T. Boyd</b> <sup>(1)</sup> <i>Director</i>	Stock Option	350,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Francisco de Undurraga</b> <sup>(1)</sup> <i>Director</i>	Stock Option	175,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Paul Larkin</b> <sup>(1)</sup> <i>Director</i>	Stock Option	350,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Graham H. Scott</b> <sup>(1)</sup> <i>Corporate Secretary and Director</i>	Stock Option	300,000	Dec 9, 2022	0.11	0.09	0.115	Dec 5, 2027
<b>Andres Recalde</b> <sup>(1)(3)</sup> <i>Former Director</i>	Stock Option	500,000	Oct 13, 2022	0.11	0.10	0.115	Oct 13, 2027



Notes:

- (1) Mr. Recalde resigned as director on March 14, 2023.

### **Stock Option Plans and Other Incentive Plans**

The Company has a “rolling 10%” stock option plan (the “**Option Plan**”). The Option Plan was approved by shareholders at the last annual general meeting held by the Company on October 12, 2022. The following information is intended as a brief description of certain key terms of the Option Plan and is qualified in its entirety by the full text of the Option Plan. The Option Plan provides as follows:

- (A) The maximum number of common shares that may be issued upon the exercise of stock options granted under the Option Plan shall not exceed 10% of the issued and outstanding common shares of the Company at the time of grant, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the Discounted Market Price (as defined in the policies of the Exchange) and be subject to a minimum exercise price of \$0.05 per share.
- (B) The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding common shares of the Company (unless the requisite disinterested shareholder approval is obtained) or to any one consultant or to those persons employed by the Company who perform investor relations services, in each case which will, when exercised, exceed 2% of the issued and outstanding common shares of the Company.
- (C) Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of common shares in respect of the expired or terminated option shall again be available for the purposes of the Option Plan. The maximum term of any option granted under the Option Plan will be 10 years.
- (D) If the option holder ceases to be a director, officer, employee, consultant or management company employee of the Company (other than by reason of death), as the case may be, then the option granted shall expire 90 days following the date that the option holder ceases to be a director, officer, employee, consultant or management company employee, subject to the terms and conditions set out in the Option Plan.
- (E) Stock options granted to persons performing investor relations services must vest in stages over a minimum of 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period.

### **Employment, Consulting and Management Agreements**

The Company does not have any written employment, consulting or management agreements or arrangements with any of the Company’s current NEOs or directors.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive and director compensation. It does not have a formal compensation program and has appointed the Compensation, Nominating and Corporate Governance Committee (the “**CNCG Committee**”) consisting of Paul Larkin and Robert T. Boyd, both of whom are independent, to make recommendations to the Board.

The Company’s compensation policies and programs are designed to be competitive with comparable resource companies and to recognize and reward executive performance consistent with the success of the

Company's business. These policies and programs are intended to attract and retain capable and experienced people. The CNCG Committee's role and philosophy is to make compensation recommendations to the Board whilst ensuring the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

### Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Option Plan.

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the security holders	8,450,000	\$0.10	4,238,230 <sup>(1)</sup>
Equity compensation plans not approved by the security holders	N/A	Nil	Nil
<b>Total</b>	8,450,000		4,238,230

Notes:

- (1) Represents common shares remaining available for future issuance as at the end of the most recently completed financial year under the Option Plan, pursuant to which the Company is authorized to issue up to 10% of the number of issued and outstanding common shares on a non-diluted basis at any time.

### PENSION PLAN BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the directors or NEOs at, following, or in connection with retirement.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditor and the re-approval of the Option Plan.

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

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company (a "**Principal Holder**"), any director or executive officer of any such Principal Holder, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the most recent financial year or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

## **APPOINTMENT OF AUDITOR**

### **Auditor**

Management intends to nominate DeVisser Gray LLP, Chartered Professional Accountants, for re-appointment as auditor of the Company. Proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of DeVisser Gray LLP, Chartered Professional Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

DeVisser Gray LLP, Chartered Professional Accountants, was first appointed auditor of the Company on December 15, 2011.

## **MANAGEMENT CONTRACTS**

No management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

## **AUDIT COMMITTEE**

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

## **Audit Committee Charter**

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

## **Composition of Audit Committee and Independence**

The Company's current Audit Committee consists of Robert T. Boyd, Lyle Davis, and Paul Larkin.

National Instrument 52-110 - *Audit Committees* ("NI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, Paul Larkin and Robert Boyd are "independent" within the meaning of NI 52-110. Lyle Davis is not "independent" as he is also the President and CEO of the Company.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Audit Committee are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

## **Relevant Education and Experience**

### *Robert T. Boyd*

Mr. Boyd graduated in 1975 from the University of Western Ontario with a BA. in Geology and Biology (Deans Honour list). He has been involved in the mining and related corporate finance business for over 39 years and has served on association and company boards for over twenty years. Mr. Boyd was President, CEO and Director of Athabasca Potash Inc. (acquired by BHP Billiton) in 2009. From 2000 to 2006, Mr. Boyd held the position of President, CEO and Director of Ashton Mining of Canada Inc., until acquired by Stornoway Diamond Corp. He was Lead Independent Director of Peregrine Diamonds Ltd. until its acquisition by the De Beers Group in 2018 and he is currently President, CEO and Director of Endurance Gold Corporation (TSX-V). He also currently serves as a Director of the Prospectors and Developers Association of Canada (from 2002) and as a Director of the Canadian Mining Hall of Fame (from 2020).

### *Lyle Davis*

Mr. Davis holds an MBA with a finance major from the University of British Columbia. He is a former corporate finance associate with C.M. Oliver & Company Limited and Ernst & Young LLP. Mr. Davis has been the chair of the audit committee of another listed issuer for over ten years.

### *Paul Larkin*

Mr. Larkin is President of the New Dawn Group, an investment and financial consulting firm located in Vancouver, British Columbia. New Dawn is primarily involved in corporate finance, merchant banking and administrative management of public companies. Mr. Larkin held various accounting and banking positions for over a decade before founding the New Dawn Group in 1983. He is currently President and Chief Executive Officer of Tyner Resources Ltd. (TSX-V NEX), Gstaad Capital Corp. (TSX-V NEX) and

Kelly Ventures Ltd. (TSX-V), and is a director and member of the audit committee of RE Royalties Ltd. (TSX-V).

### Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110;
- (b) the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*) of NI 52-110;
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110;
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### Pre-Approval Policies and Procedures

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

### External Auditor Services Fees (By Category)

The aggregate fees billed by the Company’s external auditor, DeVisser Gray LLP, Chartered Professional Accountants, for services rendered to the Company in each of the last two financial years, by category, are as follows:

		<b>2023</b>	<b>2022</b>
		(\$)	(\$)
Audit fees <sup>(1)</sup>	.....	18,500	15,500
Audit-related fees <sup>(2)</sup>	.....	Nil	Nil
Tax fees <sup>(3)</sup>	.....	2,250	3,000
All other fees <sup>(4)</sup>	.....	Nil	Nil
<b>Total</b>	.....	<b>20,750</b>	<b>18,500</b>

Notes:

- (1) “Audit fees” include aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees.
- (2) “Audited-related fees” include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above.

- (3) “Tax fees” include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All other fees” include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit-related fees” and “Tax fees” above.

### Exemption in Section 6.1

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201 – *Corporate Governance Guidelines*. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

### Board of Directors

The Board is currently comprised of five directors, being Robert Boyd, Lyle Davis, Paul Larkin, Graham Scott and Francisco de Undurraga, three of whom - Robert Boyd, Paul Larkin and Francisco de Undurraga - are independent as defined in NI 58-101 and NI 52-110. Lyle Davis is not independent as he is an executive officer and Graham H. Scott is not independent as he is also an executive officer and an associate in the law firm which provides legal services to the Company.

### Directorships

Certain of the Company’s directors are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or the equivalent)
Robert T. Boyd	Endurance Gold Corporation
Lyle Davis	GIGA Metals Corporation
Paul Larkin	Gstaad Capital Corp. Kelly Ventures Ltd. RE Royalties Ltd. Tyner Resources Ltd.
Graham H. Scott	Canasil Resources Inc. Goldcliff Resource Corporation

### Orientation and Continuing Education

The Company does not have a formal orientation and continuing education program. However, the Company ensures that new Board members are properly trained and oriented as part of the Boards’ overall stewardship responsibility. The Board is responsible for supervising Management in carrying on

the business and affairs of the Company. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Company. The Board discharges the following responsibilities as part of its overall stewardship responsibility:

- the strategic planning process of the Company;
- identification and management of the principal risks associates with the business of the Company;
- planning for succession of Management;
- the Company's policies regarding communications with its shareholders and others; and
- the integrity of the internal controls and Management information systems of the Company.

### **Ethical Business Conduct**

The directors of the Company encourage and promote a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

### **Nomination of Directors**

There is no formal procedure for the nomination of directors of the Company. However, the Board, based on recommendations of the CNCG Committee, considers potential future members as part of its succession planning.

### **Compensation, Nominating and Corporate Governance Committee**

The Company has the CNCG Committee, consisting of Paul Larkin and Robert T. Boyd, both of whom are independent.

The CNCG Committee is responsible to assist the Board of the Company by:

- in conjunction with the CEO, reviewing the Company's compensation philosophy and programs for the Company's executive officers and directors, and making recommendations to the Board regarding such philosophy and programs;
- in conjunction with the CEO, reviewing the compensation plans in effect for the Company's employees, officers and directors, and reviewing and approving compensation plans, arrangements and awards proposed for the Company's employees, officers and directors;
- recommending candidates for nomination, appointment, and re-election to the Board and its committees and assessing director and Board performance;
- assessing executive officer performance and assisting with establishing criteria to assess such performance;
- assisting with the administration of the Company's Code of Ethics for Directors, Officers and Employees; and
- assessing and recommending changes to the Company's corporate governance procedures and policies.

All compensation decisions regarding the Company's non-employee directors shall be made by the Board upon recommendations made by the CNCG Committee.

### **Other Board Committees**

In addition to the CNCG Committee, the Board has formally appointed an Audit Committee (for details, see "Audit Committee" in this Circular). There are no other committees in place at this time.

### **Assessments**

The Board of the Company does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Approval of Option Plan**

Shareholders of the Company are being asked to confirm approval of the Option Plan. There have been no changes to the Option Plan since it was approved by shareholders at the Company's last annual general meeting held on October 12, 2022.

The following information is intended as a brief description of the Option Plan and is qualified in its entirety by the full text of the Plan, which is available for review by shareholders at the Company's record office and will be available for review at the Meeting:

- (F) The maximum number of common shares that may be issued upon the exercise of stock options granted under the Option Plan shall not exceed 10% of the issued and outstanding common shares of the Company at the time of grant, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the Discounted Market Price (as defined in the policies of the Exchange) and be subject to a minimum exercise price of \$0.05 per share.
- (G) The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding common shares of the Company (unless the requisite disinterested shareholder approval is obtained) or to any one consultant or to those persons employed by the Company who perform investor relations services, in each case which will, when exercised, exceed 2% of the issued and outstanding common shares of the Company.
- (H) Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of common shares in respect of the expired or terminated option shall again be available for the purposes of the Option Plan. The maximum term of any option granted under the Option Plan will be 10 years.
- (I) If the option holder ceases to be a director, officer, employee, consultant or management company employee of the Company (other than by reason of death), as the case may be, then the option granted shall expire 90 days following the date that the option holder ceases to be a director, officer, employee, consultant or management company employee, subject to the terms and conditions set out in the Option Plan.
- (J) Stock options granted to persons performing investor relations services must vest in stages over a minimum of 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period.

The Exchange requires listed companies that have “rolling” stock option plans in place to receive shareholder approval of such plan on a yearly basis at the Company’s annual general meeting.

Accordingly, Shareholders will be asked at the Meeting to consider, and if thought fit, to approve, with or without amendment, an ordinary resolution approving the Option Plan, as follows:

**“IT IS RESOLVED that the Option Plan is hereby approved and confirmed.”**

**The Board recommends that shareholders vote FOR the resolution approving the Option Plan. In the absence of instructions to the contrary, the persons designated by Management in the enclosed form of proxy intend to vote FOR the resolution approving the Option Plan.**

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information about the Company is provided in the Company’s comparative annual financial statements for the year ended February 28, 2023, a copy of which, together with the related Management’s Discussion and Analysis, can be found under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Additional financial information concerning the Company may be obtained by any security holder of the Company free of charge by contacting the Company, as follows:

CONDOR RESOURCES INC.  
Suite 615, 800 West Pender Street  
Vancouver, British Columbia, V6C 2V6  
Telephone: (604) 642-5707

### **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 26<sup>th</sup> day of October, 2023.

### **ON BEHALF OF THE BOARD**

*“Lyle Davis”*

Lyle Davis  
President and Chief Executive Officer

**CONDOR RESOURCES INC.**  
**SCHEDULE “A”**

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**CHARTER OF THE AUDIT COMMITTEE**

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***Purpose***

The purpose of the Audit Committee (the “Committee”) is to act as the representative of the Board of Directors in carrying out its oversight responsibilities relating to:

- The audit process;
- The financial accounting and reporting process to shareholders and regulatory bodies; and
- the system of internal financial controls.

***Composition***

The Committee shall consist of three Directors, the majority of whom are “independent” within the meaning of Multilateral Instrument 52-110, *Audit Committees*, for so long as the Company is a “venture issuer”, as defined therein. The Committee shall be appointed annually by the Board of Directors immediately following the Annual General Meeting of the Company. Each member of the Committee shall be financially literate, meaning that he must be able to read and understand financial statements. One member of the Committee must have accounting and financial expertise, meaning that he possesses financial or accounting credentials or has experience in finance or accounting.

***Duties***

The Committee’s duty is to monitor and oversee the operations of Management and the external auditor. Management is responsible for establishing and following the internal controls, financial reporting processes and for compliance with applicable laws and policies. The external auditor is responsible for performing an independent audit of the Company’s financial statements in accordance with generally accepted auditing standards, and for issuing its report on the statements. The Committee should review and evaluate this Charter on an annual basis.

The specific duties of the Committee are as follows:

- Management Oversight:
  - Review and evaluate the Company’s processes for identifying, analyzing and managing financial risks that may prevent the Company from achieving its objectives;
  - Review and evaluate the Company’s internal controls, as established by Management;
  - Review and evaluate the status and adequacy of internal information systems and security;
  - Meet with the external auditor at least one a year in the absence of Management;
  - Request the external auditor’s assessment of the Company’s financial and accounting personnel;
  - Review and evaluate the adequacy of the Company’s procedures and practices relating to currency exchange rates; and
  - Review and evaluate the Company’s banking arrangements.

- External Auditor Oversight
  - Review and evaluate the external auditor's process for identifying and responding to key audit and internal control risks;
  - Review the scope and approach of the annual audit;
  - Inform the external auditor of the Committee's expectations;
  - Recommend the appointment of the external auditor to the Board;
  - Meet with Management at least once a year in the absence of the external auditor;
  - Review the independence of the external auditor on an annual basis;
  - Review with the external auditor both the acceptability and the quality of the Company's accounting principles; and
  - Confirm with the external auditor that the external auditor is ultimately accountable to the Board of Directors and the Committee, as representatives of the shareholders.
  
- Financial Statement Oversight
  - Review the quarterly reports with both Management and the external auditor;
  - Discuss with the external auditor the quality and the acceptability of the generally accepted accounting principles applied by Management;
  - Review and discuss with Management the annual audited financial statements; and
  - Recommend to the Board whether the annual audited financial statements should be accepted, filed with the securities regulatory bodies and publicly disclosed.