



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, MAY 31, 2019

NOTICE IS HEREBY GIVEN that the 2019 annual general and special meeting (the “**Meeting**”) of the shareholders of Boreal Metals Corp. (the “**Company**”) will be held at Suite 2800, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7, on Friday, May 31, 2019, at the hour of 10:00 am (Pacific time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the report of the auditor thereon;
2. To fix the number of directors for the ensuing year at six;
3. To elect directors of the Company for the ensuing year;
4. To consider and if deemed advisable, to pass an ordinary resolution approving the stock option plan previously adopted by the Company, on the basis set out in the section of the accompanying management information circular titled “Particulars of Matters to be Acted Upon – Continuation of Stock Option Plan”;
5. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

This Notice is accompanied by the Company’s management information circular (the “**Information Circular**”) and a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on April 26th, 2019, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on May 29th, 2019, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 1st day of May 2019.

BOREAL METALS CORP.

By: “*Patricio Varas*”

Patricio Varas, Chief Executive Officer

BOREAL METALS CORP.
INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of May 1st, 2019.

This Information Circular is in respect of the annual general and special meeting (the “**Meeting**”) of the shareholders of **Boreal Metals Corp.** (the “**Company**”) to be held on Friday, May 31st, 2019, at the time and place set out in the accompanying Notice of Meeting. **This Information Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting and any adjournment of the Meeting.** The Board of Directors of the Company (the “**Board**”) has fixed the close of business on April 26th, 2019, as the record date (the “**Record Date**”), being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

PART 1 – PROXY INSTRUCTIONS

MANAGEMENT SOLICITATION AND APPOINTMENT OF PROXIES

The persons named in the form of proxy are nominees of the Company’s management. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for and on the shareholder’s behalf at the Meeting other than the persons designated as proxyholders in the form of proxy.** To exercise this right, the shareholder must either:

- (a) on the form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the shareholder’s nominee in the blank space provided; or
- (b) complete another proper form of proxy.

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer or attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notorially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1; fax within North America: 1-866-249-7775; fax outside North America: 1-416-263-9524; not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. Computershare also offers voting via the Internet. Instructions for Internet voting can be found on the enclosed form of proxy or voting instruction form.

REVOCABILITY OF PROXIES

A shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
 - (i) signed by the shareholder, the shareholder’s attorney authorized in writing or, where the shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
 - (ii) delivered to Computershare or to the Company’s registered and records office at Suite 2800, Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2Z7, at any time up to and including

the last business day preceding the day of the Meeting or any adjournment of the Meeting, or delivered to the Chairperson of the Meeting on the day of the Meeting or any adjournment of the Meeting before any vote on a matter in respect of which the proxy is to be used has been taken; or

- (b) in any other manner provided by law.

EXERCISE OF DISCRETION BY PROXYHOLDERS

A shareholder may indicate the manner in which the persons named in the form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given in the proxy.**

If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the proxyholder named in the form of proxy. It is intended that the proxyholder named by management in the form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Company for directors and auditor.

The form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or variations, or any other matters that will be presented for action at the Meeting other than those set out herein and referred to in the Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the form of proxy intend to vote on them in accordance with their best judgment.

SOLICITATION OF PROXIES

It is expected that solicitations of proxies will be made primarily by mail and possibly supplemented by telephone or other personal contact by directors, officers, employees and consultants of the Company without special compensation. The Company will not reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxy from their principals. The cost of solicitation will be borne by the Company.

ADVICE TO NON-REGISTERED HOLDERS

Only registered holders of common shares of the Company or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, common shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

- (a) in the name of an Intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the 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 clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”.

Pursuant to National Instrument 54-101 (“**NI 54-101**”) of the Canadian Securities Administrators, the Company is distributing copies of proxy-related materials in connection with this Meeting (including this Information Circular) indirectly to Non-Registered Holders. The Company is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting. Intermediaries that receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO’s Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary’s directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare as described under “Solicitation of Proxies”.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value (each a “Share”). All issued Shares are entitled to be voted at the Meeting and each has one vote. As of May 1, 2019, there were **76,031,629** Shares issued and outstanding.

Only shareholders of record on Friday, April 26, 2019 will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person or entity beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote in all circumstances:

PART 3 - THE BUSINESS OF THE MEETING

CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2018, will be placed before you at the Meeting. These consolidated financial statements and management's discussion and analysis are available for review on SEDAR. See Part 8 "OTHER INFORMATION – Additional Information" below.

SETTING NUMBER OF DIRECTORS

Management of the Company proposes that the number of directors of the Company be determined at six (6) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company. Shareholders will therefore be asked to approve an ordinary resolution setting the number of directors at six (6) for the ensuing year.

ELECTION OF DIRECTORS

The Company's Board proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) (the "Act") or he becomes disqualified to act as a director.

The following table sets out the names of management's nominees for election as directors, the jurisdiction in which each is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each has been a director of the Company, the respective principal occupations or employments during the past five years (if such nominee is not presently a director who was elected to his present term of office by a vote of shareholders) 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 Information Circular.

| Name, Province/State and Country of Residence and Position with Company | Present Principal Occupation ⁽¹⁾ | Director Since | Shares Owned |
|--|--|-------------------|--------------------------|
| J. Patricio Varas British Columbia, Canada <i>Director, Chairman and CEO</i> | Director of the Company since February 10, 2017; Director of Western Potash Corp., a Canadian mining company, from May 2008 to December 2016; Chief Executive Officer and President of Western Potash Corp. from September 2007 to December 2016 | February 10, 2017 | 3,250,000 ⁽²⁾ |
| Karl Antonius ⁽³⁾ British Columbia, Canada <i>President and Director</i> | President and Chief Executive Officer of the Company; President of Antonius Capital Ltd. since March, 2013 | March 29, 2016 | 5,767,500 ⁽²⁾ |
| Jon Sherron ⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada <i>Director</i> | Vice President of EDI Inc., an investment company, since April, 2004 | January 28, 2016 | 120,000 ⁽²⁾ |
| Eric Jensen ⁽³⁾⁽⁵⁾ Colorado, United States of America <i>Director</i> | General Manager, Exploration of EMX Royalty Corporation, a Canadian mining company, since May 2012 | June 1, 2017 | 3,475,000 |
| David R. Reid ⁽⁵⁾ British Columbia, Canada <i>Director</i> | Lawyer; Partner of DLA Piper (Canada) LLP since March 2002 | December 21, 2017 | 1,826,316 ⁽²⁾ |

| | | | |
|--|----------------------------------|-----------------|-----|
| Thomas Söderqvist Stockholm, Sweden <i>Director</i> | Senior Advisor to CEO of Boliden | January 1, 2019 | nil |
|--|----------------------------------|-----------------|-----|

- (1) Information as to principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Information obtained from SEDI.
- (3) Member of the Audit Committee and Corporate Governance Committee
- (4) Chair of the Audit Committee.
- (5) Member of the Compensation and Nominations Committee.

The Company does not have an executive committee. The Company is required to have an audit committee whose members are indicated above. See also Part 6 "AUDIT COMMITTEE" below.

Corporate Cease Trade Orders or Bankruptcies

Except as set about below, as at the date of this Information Circular, and within the last 10 years before the date of this Information Circular, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (c) is as at the date of this Information Circular or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

The British Columbia Securities Commission ("**BCSC**") issued a cease trade order against the Company on September 11, 2015 and the Ontario Securities Commission ("**OSC**") issued a ceased trade order against the Company on September 28, 2015, for failure to file interim financial statements, management's discussion and analysis and related certifications for the quarter ended June 30, 2015. The BCSC revoked its cease trade order on December 1, 2015. The OSC issued its revocation order on May 4, 2016. The Company was also subject to a reciprocal cease trade order by the Alberta Securities Commission ("**ASC**") which was revoked at the time the OSC's revocation order was issued. During the time of the OSC and ASC cease trade orders, Jon Sherron became a director on January 28, 2016 and Karl Antonius became a director on March 29, 2016.

The BCSC issued a cease trade order against Enfield Exploration Corp. (“**Enfield**”) on March 7, 2017 for failure to file interim financial statements, management’s discussion and analysis and related certifications for the annual period ended October 31, 2016. The BCSC revoked its cease trade order on September 20, 2018. Enfield was also subject to a reciprocal cease trade order by the OSC which was revoked at the time the BCSC’s revocation order was issued. Jon Sherron, Eric Jensen and Karl Antonius are currently directors of Enfield, and Karl Antonius was a director of Enfield when the cease trade order was issued. Karl Antonius resigned as a director of Enfield on April 19, 2017 and was reappointed as a director of Enfield on September 13, 2018. “

The BCSC issued a cease trade order against Voltaire Services Corp. (“**Voltaire**”) on March 7, 2016 for failure to file interim financial statements, management’s discussion and analysis and related certifications for the interim period ended December 31, 2015. The cease trade order remains in effect. Karl Antonius was a director and officer of Voltaire when the cease trade order issued. Karl Antonius resigned as a director and officer of Voltaire on July 5, 2017.

Further, no director, executive officer, promoter or other member of management of Boreal has within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the Company’s knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management now or may in the future serve as directors, officers, promoters and members of management of other public companies, some of which are or may be involved in the exploration and development of natural resources, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of the Company and their duties as a director, officer, promoter or member of management of such other companies.

ADOPTION OF STOCK OPTION PLAN

See Part 8 “PARTICULARS OF MATTERS TO BE ACTED UPON – Continuation of Stock Option Plan” below.

APPOINTMENT OF THE AUDITOR

Davidson & Company LLP, Chartered Professional Accountant, is the current auditor of the Company. See Part 6 “AUDIT COMMITTEE – External Auditor Service Fees”. The Board appointed Davidson & Company LLP on January 31, 2018.

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to pass the following resolution with respect to the appointment of auditor for the Company:

“RESOLVED, as an ordinary resolution, that Davidson & Company LLP., Chartered Professional Accountant, be appointed as the Company’s auditor for the ensuing year, at a remuneration to be fixed by the Board of Directors.”

Unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountant, to serve as auditor of the Company until the next annual general meeting of the Company's shareholders and to authorize the Board to fix the remuneration to be paid to the auditor.

PART 4 – EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the “Named Executive Officers” or “NEOs” for the purposes of this disclosure:

- (a) the Company's Chief Executive Officer (“CEO”);
- (b) the Company's Chief Financial Officer (“CFO”);
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6V, for the December 31, 2018 financial year end; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity as at December 31, 2018.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and director of the Company during the Company's two most recent financial years ended December 31, 2017 and 2018.

| Table of compensation excluding compensation securities | | | | | | | |
|---|------|---|------------|---|--|--------------------------------------|-------------------------|
| Name and Position | Year | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees ⁽¹⁾ (\$) | Value of Perquisites ⁽²⁾ (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Karl Antonius, current Director and President and former CEO ⁽³⁾ | 2018 | 180,000 | N/A | N/A | N/A | N/A | 180,000 |
| | 2017 | 15,000 | N/A | N/A | N/A | N/A | 15,000 |
| Alexandra Woodyer Sherron, CFO, Corporate Secretary and VP Corporate Development ⁽⁴⁾ | 2018 | 110,450 | N/A | N/A | N/A | N/A | 110,450 |
| | 2017 | 75,000 | N/A | N/A | N/A | N/A | 75,000 |
| Dennis Mee, former Director and CFO ⁽⁵⁾ | 2018 | N/A | N/A | N/A | N/A | N/A | N/A |
| | 2017 | Nil | N/A | N/A | N/A | N/A | Nil |

| | | | | | | | |
|---|------|--------|-----|-----|-----|-----|--------|
| Jon Sherron, current Director and former CFO ⁽⁶⁾ | 2018 | 6,500 | N/A | N/A | N/A | N/A | 6,500 |
| | 2017 | 19,000 | N/A | N/A | N/A | N/A | 19,000 |
| J. Patricio Varas, current Director, Chairman and CEO ⁽⁷⁾ | 2018 | 95,500 | N/A | N/A | N/A | N/A | 95,500 |
| | 2017 | 64,250 | N/A | N/A | N/A | N/A | 64,250 |
| Eric Jensen, Director ⁽⁸⁾ | 2018 | Nil | N/A | N/A | N/A | N/A | Nil |
| | 2017 | 56,288 | N/A | N/A | N/A | N/A | 56,288 |
| David R. Reid, Director ⁽⁹⁾ | 2018 | Nil | N/A | N/A | N/A | N/A | Nil |
| | 2017 | Nil | N/A | N/A | N/A | N/A | Nil |

- (1) There is no standard meeting fee or committee fee for attendance at Board meetings or for service on committees.
- (2) The value of perquisites and benefits, if any, was less than \$15,000.
- (3) Mr. Karl Antonius received \$15,000 in compensation as President and CEO of the Company during the 2017 financial year, and \$180,000 in compensation as President and CEO of the Company during the 2018 financial year. He resigned as CEO on April 16, 2019.
- (4) Ms. Alexandra Woodyer Sherron was appointed as CFO of the Company on October 13, 2017. She was appointed as VP Corporate Development on April 16, 2019.
- (5) Mr. Dennis Mee served as CFO and a director of the Company from April 21, 2016 until February 11, 2017.
- (6) Mr. Jon Sherron served as CFO of the Company from February 11, 2017 until October 13, 2017. He received \$6,500 in compensation as a director during the 2018 financial year. During the 2017 financial year, he received \$6,000 in compensation as a director and \$13,000 in compensation as CFO.
- (7) Mr. J. Patricio Varas was appointed as a director of the Company on February 10, 2017 and was appointed as CEO on April 16, 2019.
- (8) Mr. Eric Jensen was appointed as a director of the Company on June 1, 2017.
- (9) Mr. David R. Reid was elected as a director of the Company on December 22, 2017. Mr. Reid is a partner at the law firm of DLA (Piper) Canada LLP. During the 2018 financial year, the Company paid legal fees to DLA Piper (Canada) LLP, aggregating \$219,699.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and named executive officer by the Company or one of its subsidiaries during the most completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

| Name & Position | Compensation Securities | | | | | | |
|--|---------------------------------|--|------------------------|--|---|---|-------------|
| | Type of compensation securities | 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 on date of as year end | Expiry Date |
| Karl Antonius, Director, President and CEO | Stock Option | 900,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |
| Alexandra Woodyer Sherron, CFO and Corp Secretary | Stock Option | 500,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |
| Jon Sherron, current Director and former CFO | Stock Option | 400,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |

| | | | | | | | |
|--|--------------|------------------------|------------|--------|---------|---------|------------|
| J. Patricio Varas, Director and Chairman | Stock Option | 800,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |
| Eric Jensen Director | Stock Option | 800,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |
| David R. Reid, Director | Stock Option | 400,000 ⁽¹⁾ | 09/14/2018 | \$0.20 | \$0.115 | \$0.075 | 09/14/2028 |

(1) Subject to vesting. 1/3 of options vested on September 14, 2018, and 1/3 will vest on each of September 14, 2019 and September 14, 2020.

No named executive officer or director exercised any compensation securities during the most recently completed financial year.

Stock Options plans and other incentive plans

The Company has adopted a “rolling” stock option plan (the “**Stock Option Plan**”) that allows for the issuance of up to 10% of the Company’s issued and outstanding common shares at any given time. Pursuant to the policies of the TSX-Venture Exchange (the “**TSX-V**”), the Stock Option Plan must be approved annually by the Company’s shareholders. At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the continuation of the Stock Option Plan. See Part 8 “PARTICULARS OF MATTERS TO BE ACTED UPON – Continuation of Stock Option Plan”.

Employment, consulting and management agreements

None of the Named Executive Officers or directors of the Company entered into any employment, consulting or management agreements with the Company. The Named Executive Officers who received compensation did so under verbal agreements with the Company.

Oversight and description of director and Named Executive Officer compensation

The Compensation and Nominations Committee, comprised of Jon Sherron, Eric Jensen and David Reid, determines director compensation from time to time. Directors are not generally compensated in their capacities as directors.

The Compensation and Nominations Committee determines executive compensation from time to time. The Company does not have a formal compensation policy. When determining the compensation of each of its Named Executive Officers, the Compensation and Nominations Committee considers i) recruiting and retaining executives critical to the success of the company and the enhancement of shareholder value; ii) providing fair and competitive compensation, considering industry standards; iii) balancing the interests of management and the Company’s shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general, including the economic position of the Company.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the financial year ended December 31, 2018:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾ |
|--|--|--|--|
| | (a) | (b) | (c) |
| Equity compensation plans approved by security holders | 4,925,000 | \$0.20 | 2,678,162 |
| Equity compensation plans not approved by security holders | None | N/A | N/A |

PART 6 – AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires the Company to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

1. The Audit Committee Charter

The Company’s Audit Committee Charter is affixed as Schedule A to this Information Circular.

2. Composition of Audit Committee

The current members of the Audit Committee are Jon Sherron (chair), Karl Antonius, and Eric Jensen. Eric Jensen is considered “independent” as he is not currently, nor has he been within the last three years, an officer of the Company. All of the members of the Audit Committee are considered “financially literate”.

For the purposes of NI 52-110, 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 a member’s independent judgment. An individual is “financially literate” if he 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.

3. Relevant Education and Experience

All of the Audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

4. Audit Committee Oversight

Since the commencement of the Company's financial year ended December 31, 2018, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

5. Reliance on Certain Exemptions

Since the commencement of the Company's financial year ended December 31, 2018, the Company has not relied on the exemptions contained in sections 2.4 (*De Minimis Non-audit Services*), 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*), 6.1.1(6) (*Death, Incapacity or Resignation*), or any exemption, in whole or in part, granted under Part 8, of NI 52-110.

6. Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.

7. External Audit Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditors for services rendered to the Company in each of the last two financial years, by category, are as follows:

| Financial Year Ending | Audit Fees (\$) | Audit-Related Fees (\$) | Tax Fees (\$) | All Other Fees (\$) |
|-----------------------|-----------------|-------------------------|----------------------|---------------------|
| December 31, 2017 | 42,436 | Nil | 2,000 ⁽¹⁾ | Nil |
| December 31, 2018 | 35,400 | Nil | 1,887 ⁽¹⁾ | Nil |

(1) Paid to Adam Sung Kim Ltd., Chartered Professional Accountant, the Company's former auditor, to file the Company's 2016 and 2017 income tax returns.

8. Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PART 7 – CORPORATE GOVERNANCE

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 Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines, which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture company”, the Company is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

1. Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110.

The Board is currently composed of six directors. The independent status of each individual director is reviewed annually by the Board. The Board considers a director to be independent if he has no direct or indirect material relationship with the Company which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director’s independent judgment.

The Board has determined that Eric Jensen, David Reid and Thomas Söderqvist are independent.

The Board has determined that Karl Antonius, Jon Sherron, and J. Patricio Varas are not independent, as they are, or have been within the last three years, executive officers or employees of the Company as President and CEO, CFO, and Chairman and CEO, respectively. The Company plans to appoint further directors to increase independence on the Board. Appointments will be made considering the principal activities the Company undertakes in the future.

2. Directorships

As of the date of this Information Circular, the directors of the Company are currently directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows.

| Name of Director | Name of Other Reporting Issuer |
|-------------------------|---------------------------------------|
| Jon Sherron | Enfield Exploration Corp. |
| J. Patricio Varas | Aztec Minerals Corp. |
| Karl Antonius | Enfield Exploration Corp. |
| Eric Jensen | Enfield Exploration Corp. |
| David Reid | Banyan Gold Corp. |
| Thomas Söderqvist | None |

The above information has been provided by the directors and has not been independently verified by the Company.

3. Orientation and Continuing Education

There is no formal orientation or training program for new members of the Board, and the Board considers this to be appropriate given the Company's size and current limited operations.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies and have the opportunity to become familiar with the Company by meeting with the other directors and with the executive officers. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Board.

The skills and knowledge of the Board as a whole is such that the Board believes no formal continuing education process is currently required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

4. Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges but, to date, the Board has not adopted a formal written code of business conduct and ethics.

The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing corporate and securities legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient, at present, to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders. In addition, the current limited size of the Company's operations and the small number of officers and consultants allow the independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal code of business conduct and ethics.

5. Nomination of Directors

The Board has appointed a Compensation and Nominations Committee, comprised of Jon Sherron, Eric Jensen and David Reid, which is responsible for identifying and recruiting new candidates for nomination to the Board. In determining new candidates, the Compensation and Nominations Committee considers merit, skill, independence, and expertise, while taking into account the needs of the Company and the current composition of the Board. Potential candidates are identified, interviewed, and evaluated by the Compensation and Nominations Committee before being presented to the Board for consideration.

6. Compensation

The Compensation and Nominations Committee is also responsible for determining all forms of compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and to the directors to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its executive officers, the Compensation and Nominations Committee considers: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, it is the Compensation and Nominations Committee's intention that compensation paid to its executive officers should consist of three components: i) base fee or salary; ii) discretionary annual bonus; and iii) long-term incentive in the form of stock options. See Part 4 "EXECUTIVE COMPENSATION – Compensation Discussion and Analysis".

7. Other Board Committees

The Board has also appointed a Corporate Governance Committee and an Audit Committee.

Corporate Governance Committee

The Board has appointed a Corporate Governance Committee, comprised of Jon Sherron, Karl Antonius and Eric Jensen, which is responsible for assisting the Board in the development and monitoring of the Company's corporate governance practices. Its duties include assessing Board's effectiveness, size, structure and composition, as well as assessing the individual performance of the Company's directors. The Corporate Governance Committee is also responsible for assessing the Board's compliance with applicable laws and policies relating to corporate governance.

Audit Committee

The Audit Committee, comprised of Jon Sherron (chair), Karl Antonius and Eric Jensen, will meet with the independent auditors to review and inquire into matters affecting financial reporting, the system of internal accounting and financial controls and procedures and the audit procedures and audit plans. The Audit Committee will also recommend to the Board the auditors to be appointed, subject to shareholder approval. In addition, the Audit Committee will review and recommend to the Board for approval the annual financial statements and certain other documents required by regulatory authorities.

The chair of the Audit Committee will be generally responsible for overseeing the Audit Committee in its responsibilities. The chair's duties and responsibilities will include presiding at each meeting of the audit committee, referring specific matters to the Board in the case of a deadlock on any matter or vote, receiving and responding to all requests for information from the Company or the independent auditors, leading the Audit Committee in discharging its tasks and reporting to the Board on the activities of the Audit Committee.

For further information regarding the mandate of the Audit Committee, its specific authority, duties and responsibilities, see Part 6 "AUDIT COMMITTEE" above.

8. Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board also monitors but does not formally assess the performance or contribution of individual Board members or committee members.

PART 8 – PARTICULARS OF MATTERS TO BE ACTED UPON

CONTINUATION OF STOCK OPTION PLAN

Policy 4.4 – *Incentive Stock Options* (“**Policy 4.4**”) of the TSX-V requires all incentive stock option grants to be made pursuant to a stock option plan approved by the Company’s shareholders. At the Company’s annual general and special meeting on December 21, 2017, shareholders approved the adoption of the Company’s 10% “rolling” Stock Option Plan. On November 6, 2018, the Board approved certain administrative changes to the Stock Option Plan pursuant to section 11.1(l) of the Stock Option Plan in connection with a TSX-V review. Pursuant to Policy 4.4, a “rolling” plan must receive yearly shareholder approval. Accordingly, shareholders are being asked to reapprove the current Stock Option Plan.

The Stock Option Plan allows for the issuance of up to 10% of the Company’s issued and outstanding common shares at any given time, and provides an incentive to directors, officers, employees and consultants to continue their involvement with the Company and to increase their efforts on the Company’s behalf by granting them the opportunity to participate in the growth of the Company. The intention of granting options to such individuals is to align the interests of such persons with that of the Company.

Pursuant to the Stock Option Plan, options will be exercisable over periods of up to 10 years as determined by the Board and are required to have an exercise price no less than the closing price of the Company’s shares traded on the TSX-V on the date preceding the date of grant, less any discount permitted by the TSX-V. The maximum number of common shares which may be issued pursuant to options previously granted and those granted under the Stock Option Plan will be 10% of the issued and outstanding common shares of the Company at the time of grant.

Additionally, the Company shall not grant options:

- 1) to any one person in any 12 month period which could, when exercised, result in the issuance of Shares exceeding five percent (5%) of the issued and outstanding Shares of the Company unless the Company has obtained the requisite disinterested shareholder approval to the grant; or
- 2) to any one consultant in any 12 month period which could, when exercised, result in the issuance of Shares exceeding 2% of the issued and outstanding Shares of the Company; or
- 3) in any 12 month period, to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of Shares exceeding, in aggregate, 2% of the issued and outstanding Shares of the Company.

Subject to an exception in the case of options granted to persons for Investor Relations Activities, as that term is defined in TSX-V Policy 1.1 – *Interpretation*, the Board has complete discretion to set and vary the terms of any vesting schedule for each option granted under the Stock Option Plan, including the discretion to: i) allow immediate vesting upon the grant of an option; ii) permit partial vesting in percentage amounts based on the term of an option; or iii) permit full vesting after a stated period of time has passed from the date of the grant. In the case of options granted to persons for Investor Relations Activities, options must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any three month period.

Under the Stock Option Plan, if an option holder ceases to be a director of the Company, ceases to be employed by the Company, or ceases to be a consultant of the Company, as the case may be (in each case, other than by reason of disability, death or for cause), then the option granted shall expire no later than the 90th day following the date that the option holder ceases to be a director, ceases to be employed by the Company or ceases to be a consultant of the Company, subject to the terms and conditions set out in the Stock Option Plan. In the event of termination for cause, the option granted shall expire on the date of such termination, subject to the terms and conditions of

the Stock Option Plan. In the case of termination in the event of disability or death, such option granted shall expire upon the earlier of one year following the date of termination and the original expiry date of the option.

The full text of the Stock Option Plan is available on SEDAR at www.sedar.com. The description of the material terms of the Stock Option Plan above is intended only to provide a summary of the material terms of the Stock Option Plan. In the event of an inconsistency between the description of the material terms of the Stock Option Plan above and the text of the Stock Option Plan available on SEDAR, the text of the Stock Option Plan available on SEDAR will prevail.

The Stock Option Plan must be approved by a majority of the votes cast by the shareholders and the subsequent approval by the TSX-V. At the Meeting, shareholders will be asked to pass the following resolution:

“RESOLVED that the Stock Option Plan is hereby approved and confirmed and the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution.”

PART 9 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As of the date hereof, there is no indebtedness owing to the Company, any of its subsidiaries or any other entity (where such indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries) in connection with the purchase of securities or otherwise by any current or former executive officers, directors or employees of the Company or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No individual who is, or at any time during the most recently completed financial year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity (where such indebtedness to such other entity is, or was at any time during the most recently completed financial year of the Company, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than disclosed elsewhere in this Information Circular, no informed person (as defined below), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Company or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected or would materially affect the Company or any of its subsidiaries.

For the above purposes, “informed person” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company after having purchased, redeemed or otherwise acquired any of its securities,

for so long as it holds any of its securities.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting (other than the election of the directors and the appointment of auditors).

MANAGEMENT CONTRACTS

The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company or private companies controlled by such directors and executive officers. See Part 4 "EXECUTIVE COMPENSATION" for details of the fees paid to the Company's Named Executive Officers and directors.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Shares represented thereby in accordance with their best judgment on such matters.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

ADDITIONAL INFORMATION

Financial information about the Company is provided in its consolidated financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2018. You may obtain copies of such documents without charge upon request to us at Suite 340 - 233 West 1st Street, North Vancouver, British Columbia, V7M 1B3. You may also access such documents, together with the Company's additional disclosure documents, through the Internet on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

BOARD APPROVAL

The Board has approved the contents and the delivery of the Information Circular to its shareholders. DATED at Vancouver, British Columbia, as of the 1st day of May 2019.

BOREAL METALS CORP.

By: "*Patricio Varas*"

Patricio Varas, Chief Executive Officer

SCHEDULE A
AUDIT COMMITTEE CHARTER

1. INTRODUCTION

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Boreal Metals Corp. (the “**Company**”). The role of the Committee, subject to applicable laws and obligations imposed by applicable laws and the Company’s constating documents, is to:

- a) provide oversight of the Company’s financial management and of the design and implementation of an effective system of internal financial controls;
- b) to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies, including:
 - i. helping directors meet their responsibilities;
 - ii. facilitating better communication between directors and the external auditor;
 - iii. enhancing the independence of the external auditor;
 - iv. increasing the credibility and objectivity of financial reports; and
 - v. strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor.

While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them.

2. COMMITTEE STRUCTURE

2.1 Membership

The Committee shall be comprised of at least three members of the Board (or such other minimum number as may be required under applicable securities laws and applicable stock exchange rules in force from time to time). The Committee shall have such composition and its members shall have such qualifications as may be required under applicable securities laws and applicable stock exchange rules in force from time to time.

Members of the Committee shall be appointed from time to time by the Board and may be removed from office or replaced at any time by the Board.

Any member shall cease to be a member upon ceasing to be a director.

Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy whenever necessary to maintain a Committee membership of at least three directors.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

All members of the Committee must be “financially literate” (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

2.2 Procedures

The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the “**Chair**”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

The Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director, and can be changed by simple notice from the Chair.

The Committee shall report its activities to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board describing the Audit Committee's activities.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee.

A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

The Committee will meet at least once each fiscal quarter, and as many times as is necessary to carry out its responsibilities.

Any member of the Committee or the external auditor may call meetings. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.

The Company shall provide the Committee with the resources necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate, acting reasonably.

The Committee shall have unrestricted access to the Company's personnel and documents and shall be provided with the resources necessary to carry out its responsibilities and shall discuss with the CEO or CFO such records and other matters considered appropriate.

The Committee shall have the authority to seek any information it requires from employees – all of whom are directed to cooperate with the Committee's requests.

At the invitation of the Chair, individuals who are not members of the Committee may attend any meeting of the Committee.

3. OPERATION OF THE COMMITTEE

Responsibility for the Company's financial reporting, accounting systems and internal controls is vested in the officers of the Company and is overseen by the Board. The responsibility of the

Committee is to assist the Board in fulfilling its oversight responsibilities.

The Committee will have the following duties and responsibilities:

3.1 External Auditor

- To recommend to the Board, for shareholder approval, an external auditor to examine the Company's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
- To evaluate and recommend to the Board the compensation of the external auditor.
- To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.
- To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company's financial statements:
 - subject to the discretion of the Committee, no member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - subject to the discretion of the Committee, no former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - the CEO must approve all office hires from the external auditor; and
 - the CEO must report annually to the Committee on any hires within these guidelines during the preceding year.
- To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.
- To provide the opportunity for open communication between the Company, the external auditor and the Board.
- To discuss the planning of the audit with the external auditor including:
 - the general approach taken in conducting the audit including any areas of particular concern or interest to the Committee or management and any extensions to the audit scope requested by the Committee or management;
 - areas of the financial statements identified as having a high risk of material misstatement and the auditor's response thereto;

- the materiality and audit risk level on which the audit is based;
- the extent of audit work related to internal controls;
- the planned reliance on the work of other auditors, how the expectations shall be communicated to the other auditors and how their findings shall be communicated to the Committee; and
- the timing and estimated fees of the audit.

3.2 Financial Information and Reporting

- To review the financial statements and related notes of the Company before their submission to the Board, including the annual and interim financial statements, auditors' opinion, management letters, management's discussion and analysis of operations and financial press releases for the purpose of recommending approval by the Board prior to its release.
- Meet with the external auditor, with and without management present, to review the financial statements and the results of their audit, including:
 - assessing the risk that the financial statements contain material misstatements;
 - assessing the accounting principles used and their application, as well as being aware of new and developing accounting standards that may affect the Company;
 - assessing the significant estimates made by management; and
 - assessing the disclosures in the financial statements.
- To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- To disclose annually in the Company's Annual Information Form (and by cross-reference, in the Management Information Circular) information on the carrying out of its responsibilities under this Charter and on other matters as required by applicable securities regulatory authorities.

3.3 Oversight

- To review the internal audit staff functions, including:
 - the purpose, authority and organizational reporting lines; and
 - the annual audit plan, budget and staffing.
- To review, with the CEO and the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.
- To review and monitor the Company's major financial risks and risk management policies, the effectiveness and efficiency of such policies, and the steps taken by management to mitigate those risks.
- To review the Company's disclosure controls and procedures and internal control over financial reporting (the "**Controls**"), and consider whether the Controls:
 - provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, if any, is made known to the Company's CEO and CFO, particularly during the period in which the Company's annual filings are being prepared; and
 - provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

- To meet at least annually with management (including the CEO and CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

3.4 Complaints

- To establish procedures for:
 - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - the confidential anonymous submission by employees of the Company of concerns regarding potential fraud or questionable accounting or auditing matters, as may be set out in the Company's Whistleblower Policy.
- Review periodically with management and the internal auditors these procedures and any significant complaints received.

4. REPORTS

The Committee shall produce the following reports and provide them to the Board:

4.1 Annual Performance Evaluation

An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.

4.2 Summary of Actions

A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting (by way of written or oral report, at the discretion of the Committee).

5. REVIEW OF CHARTER, AMENDMENT, MODIFICATION AND WAIVER

The Committee shall review and reassess the adequacy of this Charter annually or otherwise as it deems appropriate and recommend changes to the Board.

This Charter may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators and applicable stock exchange rules.

Last Approved by the Board of Directors: April 30, 2019

