# KANADARIO GOLD INC.

Suite 1680 – 200 Burrard Street
Vancouver, BC, V6C 3L6

# INFORMATION CIRCULAR

as of November 10, 2020 (unless otherwise noted)

## MANAGEMENT SOLICITATION OF PROXIES

**This Information Circular is furnished to you in connection with the solicitation of proxies by management of Kanadario Gold Inc. ("we", "us", the "Company" or "Kanadario") for use at the annual general and special meeting (the "Meeting") of the shareholders of the Company to be held on Tuesday, December 15, 2020 at 10:00 a.m. (Pacific time) at Suite 400 – 725 Granville Street, Vancouver, V7Y 1G5 or at any adjournment(s) or postponement(s) of the Meeting.** The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding common shares in the capital of the Company (each a "**Share**") on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

***Due to the COVID-19 Pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company's Meeting, the Company respectfully asks that all shareholders do not attend the Meeting in person. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the Company by 5:00 p.m. (Pacific time) on Friday, December 11, 2020 at carrie@rsdcapital.com to be included in the telephone conference for the Meeting. The Company will arrange for telephone participation for all shareholders who have requested it by 5:00 p.m. (Pacific time) on Friday, December 11, 2020. However, the Company strongly recommends that shareholders vote by proxy or VIF in advance to ease the voting tabulation at the Meeting by Computershare Investor Services Inc. If public health guidelines regarding physical distancing in British Columbia have changed by the Meeting date of December 15, 2020, the Company will issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.***

## APPOINTMENT OF PROXY HOLDER

The persons named as proxy holders in the enclosed form of proxy are the Company's directors or officers. **As a shareholder, you have the right to appoint a person (who need not be a shareholder) in place of the persons designated in the form of proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the form of proxy and strike out the other names or complete and deliver another appropriate form of proxy.**

A proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

## VOTING BY PROXY

**The persons named in the accompanying form of proxy will vote or withhold from voting the Shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your Shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you**

**specify both choices for any matter to be acted on, your Shares will be voted in favour of all matters.**

**The enclosed form of proxy gives the persons named as proxy holders discretionary authority regarding amendments or variations to matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Information Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgement.**

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an "X" in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. **In that case, the proxy holders nominated by management will vote the Shares represented by your proxy in accordance with their judgment.**

## RETURN OF PROXY

You must deliver the completed form of proxy to: (a) to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile to 1-866-249-7775 (within North America) or (416) 263-9524 (outside North America) (the "**Transfer Agent**"); or (b) by facsimile, hand or by mail or to the Company's head office at the address listed on the cover page of this Information Circular; in each case, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment(s) or postponement(s) thereof.

## ADVICE TO NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their Shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a "**Nominee**"). If you purchased your Shares through a broker, you are likely a non-registered shareholder.

Non-registered shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as "NOBOs". Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as "OBOs".

In accordance with the securities regulatory policy, we will have distributed copies of the Notice of Meeting, this Information Circular, and the form of proxy (collectively, the "**Meeting Materials**") directly to NOBOs and to the Nominees for onward distribution to OBOs. The Company is not sending proxy-related materials to registered holders or beneficial owners using notice-and-access. **Management of the Company do not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-101F7 –** ***Request for Voting Instructions Made by Intermediary*****. In the case of an OBO, the OBO will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.**

Nominees are required to forward the Meeting Materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting Materials sent to non-registered shareholders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIF's, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted in the VIF.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the Shares which they beneficially own. **Should a non-registered shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered shareholder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered shareholder, that the non-registered shareholder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.** Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

## REVOCATION OF PROXY

If you are a registered shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

(a) signing a proxy bearing a later date; or

(b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy.

The later proxy or the notice of revocation must be delivered to the office of the Transfer Agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment(s) or postponement(s) thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof.

If you are a non-registered shareholder who wishes to revoke a VIF or to revoke a waiver of your right to receive Meeting Materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Louis-Pierre Gignac, a proposed nominee for election as a director of the Company and proposed Chief Executive Officer of the Company, is a control person of Life of Mine Investments Inc. ("**LOMI**"). As such, he has a material interest in the investment by LOMI in the Company, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, approval of which will be sought at the Meeting. The directors and executive officers therefore have an interest in the approval of the stock option plan. Each of the proposed nominees for election as a director of the Company also has an interest in their appointment.

Except as disclosed above, none of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting. See "Particulars of Matters to be Acted On".

## VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorized to issue an unlimited number of Shares without par value, of which 24,485,000 Shares are issued and outstanding as of November 10, 2020. There is only one class of shares.

Persons who are registered shareholders at the close of business on November 10, 2020 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person, virtually or represented by proxy will have one vote for each Share. In order to approve a motion proposed at the Meeting, a majority of at least 50%+1 of the votes cast will be required to pass an ordinary resolution, and a majority of at least 2/3 of the votes cast will be required to pass a special resolution.

To the knowledge of our directors and executive officers, other than set out below, there are no persons or companies that beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of all voting rights as of November 10, 2020.

| **Name of Shareholder** | **Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised** | **Percentage of Class** |
|---|---|---|
| Life of Mine Investments Inc. | 4,100,000 | 16.75% |

## ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at seven (7) for the next year, subject to any increases permitted by the Company's articles of incorporation.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the Shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

| **Name, Province or State and Country of Residence and Present Office Held** | **Periods Served as Director** | **Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised(1)** | **Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years (2)** |
|---|---|---|---|
| **Louis Gignac Sr., Eng., M.Sc., D.Eng., ICD.D.**<br>Québec, Canada<br>Proposed Chairman and Director | Nominee(3) | 700,000 | Mr. Gignac Sr. has more than 45 years of experience in the mining industry. He has been involved, during his professional career, in the development and operations of some 20 mines throughout the Americas and West Africa. For 20 years, he served as President and CEO of Cambior Inc., an intermediate public mining company listed both in Canada and the USA and was involved in many M&A transactions and financings in addition to |

| Name, Province or State and Country of Residence and Present Office Held | Periods Served as Director | Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[1] | Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years [2] |
|---|---|---|---|
| | | | project development and operations management. He is also a member of the Canadian Institute of Corporate Directors (“**ICD**”), the Ordre des Ingénieurs du Québec (“**OIQ**”) and the Canadian Institute of Mining (“**CIM**”). He holds a Doctorate of Engineering in Mining Engineering from the University of Missouri Rolla, a Master’s degree in Mineral Engineering from the University of Minnesota, and a Bachelor of Science degree in Mining Engineering from Laval University. He has previously served as a director to many public companies (Canada, USA and Australia) over the last 25 years and currently serves as a director of Franco Nevada Corp. Mr. Gignac was inducted in the Canadian Mining Hall of Fame in 2016. |
| **Elif Levesque**<br>Québec, Canada<br>Proposed Director | Nominee[3] | 500,000 | Ms. Levesque is a Chartered Professional Accountant with over 25 years of experience in finance, treasury and strategic management in the mining industry and currently serves as Founder and Chief Financial Officer of Nomad Royalty Company Ltd. Prior to her current role, she was VP Finance and Chief Financial Officer of Osisko Gold Royalties Ltd. (“**Osisko**”) since its creation in June 2014. In that capacity, she was responsible for leading the efforts to list Osisko on the New York Stock Exchange and played a key role in acquisitions of over $1.5 billion in stream and royalty interests as well as equity and debt financings of over $1 billion. Prior to this, she held senior roles at Osisko Mining Corporation from 2008 to 2014, including as VP and Controller, and was part of the management team that grew the company through the financing and construction of the Canadian Malartic mine and its eventual sale to Yamana Gold Inc. and Agnico Eagle Mines Ltd. for $4.3 billion. She also worked for six years at Cambior Inc., a leading intermediate gold producer with mines in North and South America, which was later acquired by IAMGOLD Corporation. Ms. Levesque also serves as a director of Cascades Inc. and Gold Terra Resource Corp. |
| **Louis-Pierre Gignac, P. Eng., M.Sc.A., CFA**<br>Québec, Canada<br>Proposed Chief Executive Officer | Nominee | 4,100,000[5] | Mr. Gignac has more than 20 years of experience in the mining industry. His expertise includes managing project development studies, providing open-pit |

| Name, Province or State and Country of Residence and Present Office Held | Periods Served as Director | Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised(1) | Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years (2) |
|---|---|---|---|
| and<br>Director | | | expertise, financial modeling, and economic evaluation of projects. He has coordinated many mandates with numerous major mining companies ranging from early exploration evaluations to operations optimization involving all fields of mining and geology. He is a member of the OIQ and the CIM. He holds a Bachelor's of Mining Engineering from McGill University and a Master's degree of Applied Science in Industrial Engineering from the École Polytechnique de Montréal and is a CFA Charterholder. Mr. Gignac also serves as a director of Major Drilling. |
| **David Fennell**<br>Nassau, Bahamas<br>Proposed Director | Nominee(3) | 500,000(6) | Mr. Fennell has over 35 years of experience in the mining industry and has served as the Chairman of Reunion Gold since its inception in 2003. He received a law degree from the University of Alberta in 1979 and practiced law until he founded Golden Star Resources Ltd. in 1983. While at Golden Star, he was instrumental in the discovery and development of the Omai Gold Mine in Guyana and the Gross Rosebel Mine in Suriname. In 1998, Mr. Fennell became Chairman and Chief Executive Officer of Hope Bay Gold Corporation. He held this position through the merger of Hope Bay and Miramar Mining Corporation and remained as Executive Vice-Chairman and a director for the combined entity until its takeover by Newmont Mining Corporation in 2008. Mr. Fennell also serves as Chairman of Highland Copper Company Inc., and he is a director of Sabina Gold & Silver Corp. and Torex Gold Resources Ltd. |
| **Norman MacDonald**<br>Ontario, Canada<br>Proposed Director | Nominee(3) | 500,000 | Mr. MacDonald has over 25 years of experience at natural resource focused institutional investment firms, including over 10 years as Senior Portfolio Manager for the Invesco Canada Equity team. Mr. MacDonald began his investment career in 1994 at State Street Bank and Trust as a derivatives analyst. He later moved to Ontario Teachers' Pension Plan Board, where he worked for three years in progressive roles from Research Assistant to Portfolio Manager. His next role was as a VP and Partner at Beutel, Goodman & Co. Ltd. Prior to joining Invesco, Mr. MacDonald was a VP and Portfolio Manager at Salida Capital Corp. Mr. MacDonald earned a Bachelor of Commerce Degree from the University of |

| Name, Province or State and Country of Residence and Present Office Held | Periods Served as Director | Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised[(1)] | Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years [(2)] |
|---|---|---|---|
| | | | Windsor and is a CFA Charterholder. |
| **Dušan Petković**<br>Ontario, Canada<br>Proposed Director | Nominee | Nil | Mr. Petković brings over 10 years of experience in the mining industry. He currently serves as Principal of Sprott Resource Lending Corp., where he is responsible for origination, structuring, and investment management of bespoke financing solutions for companies in the mining sector. Prior to Sprott, he spent three years in investment banking, advising on IPOs, equity issuance and M&A. He has worked on a variety of debt and equity financing as well as M&A transactions for clients across the precious metals, base metals and coal sectors. Mr. Petković earned a Bachelor of Commerce Degree from the University of Western Ontario and is a CFA Charterholder. |
| **Jason Neal**<br>Ontario, Canada<br>Proposed Director | Nominee | 2,000,000 | Mr. Neal has over 20 years of experience in the mining industry, currently serving as President and Chief Executive Officer of TMAC Resources Inc. Mr. Neal was a veteran mining investment banker, having joined BMO Capital Markets at the start of 1997 after graduating from Simon Fraser University with a Bachelor of Business Administration, and working his entire career focused exclusively on the metals and mining industry. Mr. Neal was promoted to Co-Head and Managing Director of the Global Metals and Mining Group in 2010, providing leadership to a team operating in offices located in Toronto, Vancouver, London, New York, Beijing and Melbourne. |

Notes:

(1) As at November 10, 2020.

(2) Information as to principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(3) To be appointed as a director pursuant to the terms of the change of management agreement between LOMI and the Company dated October 29, 2020 (the "**Change of Management Agreement")** and filed under the Company's SEDAR profile.

(4) Unless otherwise stated above, any nominee named above not elected at the last annual general meeting has held the principal occupation or employment indicated for at least five years.

(5) Held indirectly through LOMI.

(6) Held indirectly through Laurentian Mountain Investments Ltd.

No proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the above, "order" means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

No proposed director of the Company has, within the past 10 years, become 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 the assets of the proposed director.

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

Under a settlement agreement dated November 30, 2017, Louis Gignac Sr. resolved concerns of the Authorité des marches financiers (the "**AMF**") regarding a trade in shares of another issuer made in 2015. The AMF and Mr. Gignac agreed in the settlement agreement that Mr. Gignac traded shares in error while in possession of privileged information, as defined in the *Securities Act* (Quebec) (the "**Quebec Act**"). The AMF and Mr. Gignac agreed that Mr. Gignac self-reported his trading to the AMF, fully cooperated with the AMF and that Mr. Gignac had no intention of trading with privileged information. Mr. Gignac agreed to pay an administrative fine of $94,369 under section 204 of the Quebec Act to fully resolve the matter.

No proposed director of the Company is or has been, within the past 10 years, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, become 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.

## EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

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 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(5) of Form 51-102F6V, for the October 31, 2019 year end; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at October 31, 2019.

### 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 or its subsidiaries to each Named Executive Officer and director of the Company during the Company's two most recent financial years ended October 31, 2019 and 2018.

| Table of compensation excluding compensation securities | | | | | | | |
|---|---|---|---|---|---|---|---|
| Name and position | Year | Salary, consulting fee, retainer or commission ($) | Bonus ($) | Committee or meeting fees ($) | Value of perquisites(1) ($) | Value of all other compensation ($) | Total compensation ($) |
| **Dominic Verdejo**, President, CEO and Director | 2019 | Nil | Nil | N/A | N/A | N/A | Nil |
| | 2018 | Nil | Nil | N/A | N/A | N/A | Nil |
| **P. Joseph Meagher**, CFO and Director | 2019 | Nil | Nil | N/A | N/A | N/A | Nil |
| | 2018 | Nil | Nil | N/A | N/A | N/A | Nil |
| **Karly Oliver**, Director | 2019 | Nil | Nil | N/A | N/A | N/A | Nil |
| | 2018 | Nil | Nil | N/A | N/A | N/A | Nil |
| **Leigh Hughes** Former Director (2) | 2019 | Nil | Nil | N/A | N/A | N/A | Nil |

Notes:
(1) The value of perquisites and benefits, if any, was less than $15,000.
(2) Mr. Hughes acted as director from March 29, 2019 to November 18, 2019.

No compensation plan exists for any other employees of the Company.

### Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued during the most recently completed financial year ended October 31, 2019 to each Named Executive Officer and director for services provided or to be provided, directly or indirectly, to the Company or its subsidiaries.

| 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 |
| **Dominic Verdejo** CEO, President and Director | Stock Option(1) | 100,000<br>100,000<br>0.79% | May 7, 2019 | 0.15 | N/A(2) | 0.19 | May 7, 2024 |
| **P. Joseph Meagher** | Stock Option(3) | 200,000 | May 7, | 0.15 | N/A(2) | 0.19 | May 7, |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| CFO and Director | | 200,000<br><br>1.58% | 2019 | | | | 2024 |
| **Karly Oliver**<br>Director | Stock Option(4) | 100,000<br><br>100,000<br><br>0.79% | May 7, 2019 | 0.15 | N/A(2) | 0.19 | May 7, 2024 |
| **Leigh Hughes**<br>Former Director | Stock Option(5) | 100,000<br><br>100,000<br><br>0.79% | May 7, 2019 | 0.15 | N/A(2) | 0.19 | Dec 17, 2019(6) |

Notes:

(1) As at October 31, 2019, the end of the financial year, Mr. Verdejo held stock options to purchase a total of 100,000 Shares.
(2) Shares of the Company were not yet listed for trading on October 31, 2019, the end of the financial year.
(3) As at October 31, 2019, Mr. Meagher held stock options to purchase a total of 200,000 Shares.
(4) As at October 31, 2019, Ms. Oliver held stock options to purchase a total of 100,000 Shares.
(5) As at October 31, 2019, Mr. Hughes held stock options to purchase a total of 100,000 Shares.
(6) Options expired one month after the date Mr. Hughes resigned as director.

### Exercise of Compensation Securities by Directors and NEOs

During the financial year ended October 31, 2019, none of the Named Executive Officers or directors exercised any stock options.

For information about the material terms of the Company's stock option plan, please refer to the heading "*Particulars of Matters to be Acted On – Shareholder Approval 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 during the financial year ended October 31, 2019, nor were any outstanding as of that date.

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

The board of directors determines director and Named Executive Officer compensation from time to time.

The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards and the economic position of the Company when compensating directors and Named Executive Officers.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company's directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the TSX Venture Exchange (the "**Exchange**") limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The Exchange also requires annual approval of stock option plans by shareholders.

The following table sets out equity compensation plan information as at the financial year ended October 31, 2019.

| Plan Category | Number of securities to be issued upon exercise of outstanding options (1)<br>(a) | Weighted-average exercise price of outstanding options<br>(b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(2)<br>(c) |
|---|---|---|---|
| Equity compensation plans **approved** by securityholders | 500,000 | $0.15 | 765,000 |
| Equity compensation plans **not approved** by securityholders | None | N/A | N/A |
| Total | None | N/A | N/A |

Notes:
(1) Assuming outstanding options are fully vested.
(2) Excluding the number of Shares issuable on exercise of the outstanding options shown in the second column.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading "Particulars of Matters to be Acted On".

An "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, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent 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 if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

# AUDIT COMMITTEE

Under this heading, the Company is including the disclosure required by Form 52-110F2 – *Disclosure by Venture Issuers* of National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

## Audit Committee Charter

The Audit Committee Charter was adopted by the Company's Audit Committee and the board of directors. The full text of the Company's Audit Committee Charter is attached as Appendix "A" to Kanadario's Information Circular dated November 19, 2019 which was filed on SEDAR on November 25, 2019 and can be viewed under the Company's profile at www.sedar.com.

## Composition of the Audit Committee

As of the date of this Information Circular, the following are members of the Audit Committee:

| Name of Member | Independent(1) | Financially Literate(1) |
|---|---|---|
| Carrie Cesarone | Yes | Yes |
| Dominic Verdejo | No | Yes |
| Karly Oliver | Yes | Yes |

Notes:
(1) As that term is defined in NI 52-110.

## Relevant Education and Experience of Audit Committee Members

The education and experience of each member of the Audit Committee relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting, are as follows:

| | |
|---|---|
| Carrie Cesarone | Ms. Cesarone has worked for public and private companies for the past 13 years, specializing in corporate compliance matters. She currently sits on the audit committee of Gatling Exploration Inc. She previously served as CFO of Patriot One Technologies Inc. and CFO of Argentum Silver Corp. |
| Dominic Verdejo | Mr. Verdejo has over 10 years of business experience in venture capital markets in various management roles in finance, investor relations, corporate development and administration of publicly traded mineral exploration companies. |
| Karly Oliver | Ms. Oliver worked with the corporate exploration group of New Gold Inc. for seven years, coordinating exploration programs and mineral resource delineation projects in |

| | |
|---|---|
| | North America. She also worked for Bonterra Resources Inc. for two years as part of the geological management team, coordinating exploration programs, quality assurance and public disclosure and communication. Ms. Oliver is currently a technical consultant for several publicly listed exploration companies. She obtained her P.Geo. in October, 2019. |

***Audit Committee Oversight***

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the board of directors.

***Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally***

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

***Pre-Approval Policies and Procedures***

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

***External Auditor Service Fees (By Category)***

The following table discloses the fees billed to the Company by its external auditor during the last two financial years (for which financial statements have been prepared):

| Financial Year Ending | Audit Fees | Audit-Related Fees | Tax Fees | All Other Fees |
|---|---|---|---|---|
| October 31, 2018 | $7,000 | N/A | N/A | N/A |
| October 31, 2019 | $12,000 | N/A | $3,400 | $15,400 |

Notes:

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

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. These fees relate to preparing and filing the Company's Canadian tax return and related schedules.

(4) "All Other Fees" includes all other non-audit services.

***Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations***

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in 'Composition of the Audit Committee' above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

## CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

**Board of Directors**

The board of directors has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The board of directors sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the board of directors reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the board of directors, the board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The board of directors also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The board is responsible for selecting the President and appointing senior management and for monitoring their performance.

The board of directors considers that the following directors are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: Karly Oliver and Carrie Cesarone. The board considers that Dominic Verdejo, the President and CEO of the Company, and P. Joseph Meagher, the CFO of the Company are not independent because they are members of management.

**Directorships**

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

| Name of Director | Other reporting issuer (or equivalent in a foreign jurisdiction) |
|---|---|
| Dominic Verdejo | Viking Gold Exploration Inc. |
| Karly Oliver | Viking Gold Exploration Inc. |
| Carrie Cesarone | Gatling Exploration Inc. |

## Orientation and Continuing Education

When new directors are appointed to the board of directors, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. Individual directors are responsible for maintaining their own education, skills and knowledge at an appropriate level. Board members are encouraged to attend educational courses or presentations in relation to the Company's projects or the industry within which the Company operates.

## Ethical Business Conduct

The board of directors relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the board operates independently of management and in the best interests of the Company. The board has found that these, combined with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**"), as well as the relevant securities regulatory instruments, ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

## Nomination of Directors

The board of directors is responsible for identifying individuals qualified to become new board members and recommending to the board new director nominees to fill vacancies and for the next annual meeting of the shareholders. The board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the board's duties effectively and to maintain a diversity of views and experience. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives and demonstrate a willingness to serve.

The board of directors does not have a nominating committee, and these functions are currently performed by the board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

## Compensation

The board of directors periodically reviews the compensation paid to directors, management and other consultants based on such factors as time commitment and level of responsibility and the Company's current position as an exploration company with limited operating revenue.

The board of directors does not have a compensation committee, and these functions are currently performed by the board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

**Other Board Committees**

The board of directors has no other committees other than the Audit Committee.

**Assessments**

The board of directors conducts periodic assessments of its members including individual assessments to determine if the board and the individual directors are performing efficiently. Based on the Company's size, stage of development and the limited number of individuals on the board, the board considers a formal assessment process to be unnecessary at this time. As the activities of the Company develop, it will consider the establishment of more formal evaluation procedures, including more quantitative measures of performance.

## APPOINTMENT OF AUDITOR

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Crowe MacKay LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the next annual general meeting. Crowe MacKay LLP has been the Company's auditors since the Company's incorporation on November 23, 2017. We propose that the board of directors be authorized to fix the remuneration to be paid to the auditor.

Our Audit Committee recommends the election of Crowe MacKay LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the Company's next annual general meeting. The Audit Committee proposes that the board of directors be authorized to fix the remuneration to be paid to the auditor.

**Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the Company's auditor.**

## MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

## PARTICULARS OF MATTERS TO BE ACTED ON

**Shareholder Approval of LOMI Investment**

The Company has sought the approval of shareholders of the Company by way of written consent and in accordance with Section 4.3 of Policy 5.2 of the TSXV Corporate Finance Manual to the proposed change of directors and management of the Company, with an ancillary change of name, the entering into of a master service agreement with G Mining Services Inc. and a concurrent equity financing, all as disclosed in the Change of Management Agreement between the Company and LOMI, dated October 29, 2020 and filed under the Company's SEDAR profile. It is expected that such shareholder approval will be received prior to the date of the Meeting.

Under the Change of Management Agreement and concurrently with the closing of the Brokered Offering (defined below) which is expected to close prior to the date of the Meeting, the Company will cause: (i) a replacement of its management and change its board of directors to four members selected by LOMI

(Louis Gignac Sr., David Fennell, Elif Levesque and Norman MacDonald, collectively, the "**Pre-Meeting Board**") and as are acceptable to the Exchange to occur in accordance with the BCBCA and Exchange policies (the "**Change of Management**"); and (ii) all current directors of the Company to resign, while at all times maintaining a quorum of directors in order to allow for the staggered appointment of the Pre-Meeting Board.

As soon as practicable upon the closing of the Brokered Offering:

a) the Company will change its name to "G Mining Ventures Corp." or such other name as may be acceptable to the BC Registrar of Companies, the Exchange and LOMI;

b) the Company will move the Company's head office to Québec;

c) the Pre-Meeting Board will appoint Louis Gignac Sr. as Chairman and Louis-Pierre Gignac as Chief Executive Officer in replacement of the Company's existing management; and

d) the Company will enter into a master service agreement with G Mining Services Inc. under commercially reasonable terms

On October 23, 2020, the Company issued a press release announcing that it had entered into an agreement with Sprott Capital Partners LP ("**Sprott Capital**"), as lead underwriter of a syndicate of underwriters including BMO Capital Markets (collectively with Sprott Capital, the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase, subject to certain conditions, 62,000,000 units of the Company (the "**Units**") at a price of $0.50 per Unit (the "**Issue Price**") for aggregate gross proceeds of $31 million (the "**Brokered Offering**"). Subsequent to the press release, the amount of the Brokered Offering was adjusted to 61,460,000 Units of the Company for aggregate gross proceeds of $30,730,000.

In addition, the Underwriters have the option, exercisable in whole or in part, to acquire up to an additional 12,400,000 Units (representing approximately 20.2% of the Units comprising the Brokered Offering) at the Issue Price (the "**Underwriters' Option**").

Each Unit consists of one Share and one-half of one Share purchase warrant of the Company (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to acquire one additional Share at a price of $0.80 for a period of 18 months following the closing of the Brokered Offering; provided that if the volume weighted average closing price of the Shares on the Exchange or such other stock exchange on which the Shares are trading is equal to or greater than $1.60 for a period of 10 consecutive trading days, the Company may at its option elect to accelerate the expiry of the Warrants by providing notice to the shareholders thereof within 10 calendar days following the end of such 10 consecutive trading day period, in which case the Warrants will expire on the date specified in such notice, which shall be not less than 30 calendar days following delivery of such notice.

The Units will be issued on a private placement basis in certain provinces of Canada and such other jurisdictions as may be mutually agreed upon by Sprott Capital and the Company, in each case, pursuant to applicable exemptions from the prospectus and registration requirements under applicable securities laws and such other jurisdictions as mutually agreed upon by Sprott Capital and the Company.

Concurrently with the closing of the Offering, LOMI and related persons are expected to directly subscribe for 11,340,000 Units at the Issue Price for gross proceeds of $5.67 million (the "**LOMI Investment**" and together with the Brokered Offering, the "**Offerings**"). The combined gross proceeds from the Offerings, assuming full subscription and exclusive of the exercise the Underwriter's Option totals $36.4 million.

As part of the Brokered Offering, the Lundin family and related persons have committed to subscribe for a minimum of $5 million of Units.

Prior to the completion of the Non-Brokered-Offering, LOMI owned 4,100,000 Shares and Louis Gignac Sr. owned 700,000 Shares representing 16.75% and 2.85% of the issued and outstanding Shares respectively. LOMI, together with Louis Gignac Sr., are considered to be a "Related Party" (as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, "**MI 61-101**") to the Company. Pursuant to the minority shareholder protection provisions contained in MI 61-101, the LOMI Investment is considered a "Related Party Transaction" (as such term is defined in MI 61-101) and as such requires the approval of the Company's shareholders at a duly called shareholder meeting of the Company. As the Company was not able to obtain consent to the "Related Party Transaction" by way of written consent in accordance with Section 4.3 of Policy 5.2 of the TSXV Corporate Finance Manual, the Company is seeking consent of a majority of disinterested shareholders to the "Related Party Transaction" (the "**Disinterested Shareholder Approval**") at the Meeting. Accordingly, while it is anticipated that the LOMI Investment will be subscribed for at the same time as the Brokered Offering, it will not close until such time as the Disinterested Shareholder Approval is received at the Meeting. On closing of the LOMI Investment, and assuming the Brokered Offering is fully subscribed and the Underwriters' Option fully exercised, LOMI and Louis Gignac Sr. will collectively hold approximately 13.9% of the outstanding Shares.

With respect to the LOMI Investment, completed and fully executed subscription agreements are expected to be delivered to the Company and the gross proceeds of the LOMI Investment will be deposited into escrow with counsel to the Company, acting as escrow agent, prior to the completion of the Brokered Offering (the "**Escrow Closing**"), with such proceeds to be released to the Company as soon as practicable against delivery by the Company of the Units subscribed for under the LOMI Investment following the Disinterested Shareholder Approval.

The Company intends to use the net proceeds of the Offerings for general corporate and working capital purposes towards the Company's objective to acquire at least one advanced-stage gold asset within the first year, in a tier-one jurisdiction focused in the Americas, where new management's proven expertise in mine building and optimization can best be leveraged.

Shareholders will be asked to pass the following, ordinary resolution, approving the LOMI Investment:

"**IT IS RESOLVED, AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS OF THE COMPANY, THAT:**

1. The LOMI Investment be hereby authorized, approved, confirmed and ratified in all respects; and

2. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

**Recommendation of the Company's Directors**

The directors have reviewed and considered all facts respecting the approval of the LOMI Investment. The Company's directors unanimously recommend that the shareholders vote in favour of ratifying and approving the LOMI Investment.

An ordinary resolution requires the approval of a simple majority (50%+1) of the votes cast at the Meeting by disinterested shareholders, in person, virtually, or represented by proxy. **It is the intention of**

**the persons named in the accompanying proxy, if not expressly directed to the contrary in such proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the LOMI Investment.**

**Continuance Under the Canada Business Corporations Act**

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass, with or without modification, a special resolution in the form attached hereto as Schedule "A" (the "**Continuance Resolution**") approving the continuance (the "**Continuance**") of the Company from the BCBCA to the *Canada Business Corporations Act* (the "**CBCA**") and the adoption of the by-laws of the Company.

Approval of the Continuance is being sought by the Company in connection with the Change of Management.

**Notwithstanding the approval of the Continuance Resolution by the shareholders, such resolution provides that the board of directors may, in its sole discretion, revoke the Continuance Resolution and abandon such proposed Continuance without further approval or action by or prior notice to the shareholders.**

**Results of the Continuance**

As a result of the Continuance, the Company will be governed by the rules and regulations of the CBCA instead of the BCBCA. A comparison of the material provisions of the CBCA and the BCBCA is attached to this Information Circular as Schedule "B".

Upon the Continuance becoming effective, the current constating documents of the Company will be replaced with the articles of continuance (the "**Articles of Continuance**") and by-laws of the Company (the "**By-Laws**") under the CBCA. The form of the Articles of Continuance are attached as Appendix "A" to Schedule "A" of this Information Circular. The principal features of the Articles of Continuance are set forth below.

*Authorized Capital*. The Company's current authorized share capital consists of an unlimited number of common shares. The Articles of Continuance will provide that the Company will be authorized to issue an unlimited number of common shares.

*Common Shares.* Registered holders of common shares will be entitled to receive notice of, to attend and to cast one vote per common share held at all meetings of shareholders of the Company, except meetings at which only registered holders of some other specified class or series are, at law or pursuant to the Articles of Continuance, entitled to vote. The registered holders of the common shares will have the right to receive dividends, if any, in such amount and payable in such manner as the board of directors in its discretion may declare. In the event of the liquidation, dissolution or winding up of the Company or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, registered holders of common shares will have the right to receive assets of the Company.

*Number of Directors.* The Company will be entitled to have a minimum of 3 and a maximum of 10 directors elected to the board of directors. The directors of the Company may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders provided the total number of directors so appointed does not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

*Registered Office.* The registered office of the Company will be located at 595 Burrard Street, Suite 2600, Vancouver , B.C. V7X 1L3.

*Restrictions on Business of the Company*. Neither the Articles of Continuance nor the By-Laws will place any restrictions on the business that the Company may carry on.

*Corporate Name.* Upon the Continuance, the name of the Company will be changed to "G Mining Ventures Corp.".

**Required Approval and Board Recommendation**

In order to be adopted, the Continuance Resolution must be approved by at least two-thirds of the votes cast by shareholders present in person, virtually or represented by proxy at the Meeting. **The board of directors has approved the Continuance and recommends that shareholders vote in favour of the Continuance Resolution set out in Schedule "A" to this Information Circular. It is the intention of the persons named in the accompanying proxy, if not expressly directed to the contrary in such proxy, to vote such proxies FOR the special resolution authorizing the approval of the Continuance Resolution.**

**Dissent Rights**

Section 309 of the BCBCA gives to registered shareholders who object to the continuance of the Company out of British Columbia the right to dissent (the "**Dissent Right**") under Division 2 of Part 8 in respect of the Continuance and to be paid the fair value of their Shares determined as of the day before the Continuance Resolution is passed.

**Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent should contact the registered shareholder for assistance with exercising the Dissent Right.**

The Dissent Right is briefly summarized below, but shareholders are referred to the full text of Sections 237 to 247 of the BCBCA for a complete understanding of the Dissent Right under the BCBCA. A copy of those provisions of the BCBCA is attached to this Information Circular as Schedule "C".

A dissenting shareholder who is a registered shareholder and who wishes to exercise the Dissent Right is required to send to the Company, at Suite 1680 – 200 Burrard Street, Vancouver, BC, V6C 3L6, Attention: Carrie Cesarone, a written notice of dissent in respect of the Continuance Resolution at least two business days prior to the Meeting (December 11, 2020) or any adjournment(s) or postponement(s) thereof. A vote against the Continuance Resolution or an abstention does not constitute a written objection.

If the Continuance Resolution is adopted, the Company is required to give notice to the dissenting shareholder that the Company intends to act, or has acted, upon that resolution and advising the dissenting shareholder of the manner in which dissent is to be completed. Upon receipt of the notice from the Company, a dissenting shareholder then has one month within which to submit to the Company or its transfer agent the share certificates representing the dissenting shareholder's Shares, along with written notice that the dissenting shareholder requires the Company to purchase its Shares, upon which the dissenting shareholder will be deemed to have sold, and the Company will be deemed to have purchased, the dissenting shareholder's Shares.

If the Company and the dissenting shareholder cannot agree on the payout value for the dissenting shareholder's Shares, either the dissenting shareholder or the Company may apply to the court to fix the fair value of the dissenting shareholder's Shares. The court can either fix a payout value or order the matter to be determined by arbitration or by reference to the registrar or a referee of the court. The Company may not make payment to a dissenting shareholder where there are reasonable grounds for believing that the Company is insolvent or that payment would render the Company insolvent.

A notice of dissent ceases to be effective if, among other things, the shareholder giving a dissent notice consents to or votes in favour of the Continuance Resolution.

If the Continuance is not implemented for any reason, dissenting shareholders will not be entitled to be paid the fair value for their common shares and the dissenting shareholders will be entitled to the return of any share certificates delivered to the Company in connection with the exercise of the Dissent Right.

**Shareholders who wish to exercise the Dissent Right should carefully review the dissent procedures described in Sections 237 to 247 of the BCBCA and seek legal advice, as failure to adhere strictly to the Dissent Right requirements may result in the loss of any right to dissent.**

**Shareholder Approval of Incentive Stock Option Plan**

The only equity compensation plan which the Company currently has in place is the 2019 stock option plan (the "**2019 Plan**") which was approved by the directors of the Company. The 2019 Plan was established to provide incentive to employees, officers, directors and consultants who provide services to the Company. Exchange policy requires that all companies listed on the Exchange adopt a stock option plan if a company wishes to grant stock options and that all stock option plans that reserve a maximum of 10% of the issued and outstanding Shares at the time of grant (called a "rolling plan" under Exchange policies), must be approved and ratified by shareholders on an annual basis in accordance with Policy 4.4 of the TSXV Corporate Finance Manual ("**Policy 4.4**"). The Company's 2019 Plan was approved at the previous annual general meeting of shareholders held on December 19, 2019.

Management seeks shareholder approval for renewal of the 2019 Plan, as the Company's 2020 stock option plan (the "**2020 Plan**") in accordance with and subject to the rules and policies of the Exchange. The intention of management in proposing the 2020 Plan is to increase the proprietary interest of employees, officers, directors and consultants in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company. It is proposed that under the 2020 Plan, the total number of Shares that may be reserved for issuance will be 10% of the issued and outstanding Shares of the Company at the time of grant, less any Shares reserved for issuance pursuant to the grant of stock options under any other share compensation arrangements. The 2020 Plan complies with the current policies of the Exchange, and all capitalized terms below that are not defined in this Information Circular, have the meanings given to them in Policy 4.4. The 2020 Plan is subject to approval by the Exchange.

**Terms of the 2020 Plan**

A full copy of the 2020 Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the 2020 Plan from the Company prior to the Meeting on written request. The following is a summary of the material terms of the 2020 Plan:

1. The options are non-assignable and non-transferable (except that the Optionee's heirs or administrators can exercise any portion of the outstanding option, up to one year from the Optionee's death).

2. The number of Shares subject to each option is determined by the board of directors provided that the 2020 Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:

    (a) the number of options granted to any one Person exceeding 5% of the issued Shares of the Company; or

    (b) the number of options granted to any one Consultant exceeding 2% of the issued Shares of the Company; or

(c) the number of options granted to all Persons retained to provide Investor Relations Activities of a number Shares exceeding 2% of the issued Shares of the Company.

3. The exercise price of an option may not be set at less than Discounted Market Price.

4. The options may be exercisable for a period of up to 10 years, (subject to extension where the expiry date falls within a "blackout period").

5. Disinterested shareholder approval will be obtained for any reduction in the exercise price if the Optionee is an Insider of the Company at the time of the proposed amendment.

6. For stock options granted to Employees, Consultants or Management Company Employees, the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.

7. Any options granted to any Optionee who is a Director, Employee, Consultant or Management Company Employee must expire within a reasonable period following the date the Optionee ceases to be in that role (in general, the Exchange considers anything not exceeding 12 months to be a reasonable period for these purposes).

Shareholders will be asked to pass the following, ordinary resolution, approving the Company's 2020 Plan:

"**IT IS RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

1. The Company adopt a 2020 Stock Option Plan (the "**Plan**"), including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company;

2. The board of directors be authorized on behalf of the Company to make any further amendments to the Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Plan;

3. The Company file the Plan with the TSX Venture Exchange for acceptance; and

4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

**Recommendation of the Company's Directors**

The directors have reviewed and considered all facts respecting the approval of the 2020 Plan. The Company's directors unanimously recommend that the shareholders vote in favour of ratifying and approving the 2020 Plan.

An ordinary resolution requires the approval of a simple majority (50%+1) of the votes cast at the Meeting, in person, virtually or represented by proxy. **It is the intention of the persons named in the accompanying proxy, if not expressly directed to the contrary in such proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the 2020 Plan.**

## ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year for which financial statements have been prepared (October 31, 2019). Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the Chief Financial Officer, Joseph Meagher at the address below or by e-mail at joseph@rsdcapital.com.

**KANADARIO GOLD INC.**
1680, 200 Burrard Street,
Vancouver, British Columbia, V6C 3L6
V6E 2Y3

## OTHER MATERIAL FACTS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 16th day of November, 2020.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Dominic Verdejo"*
President and Chief Executive Officer

**Schedule “A”**
**Continuance Resolution**

**Continuance under the Canada Business Corporations Act**

**IT IS RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The continuance of the Kanadario Gold Inc. (the “**Company**”) under the *Canada Business Corporations Act* (the “**CBCA**”) with the new name of “G Mining Ventures Corp.”, or such other name as may be acceptable to relevant regulatory authorities, on substantially the terms and conditions set out in the Information Circular of the Company dated as of November 10, 2020, is authorized and approved;

2. The application, pursuant to Section 308 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), to the Registrar thereunder to continue the Company as if it had been incorporated under the CBCA is authorized and approved;

3. Any director or officer of the Company is authorized and directed to make an application, pursuant to Section 187 of the CBCA, to the Director thereunder for a Certificate of Continuance continuing the Company as if it had been incorporated under the laws of Canada;

4. The notice of articles and articles of the Company are amended by substituting all of the provisions thereof with the provisions set out in the Articles of Continuance, a copy of which is annexed to the Company’s Information Circular, with any amendments, deletions or alterations as may be considered necessary or advisable by any director or officer of the Company in order to ensure compliance with the CBCA and the requirements of the Director thereunder, and that such Articles of Continuance are approved;

5. Any one director or officer of the Company is authorized and instructed to take all such acts and proceedings and to execute and deliver all such applications, authorizations, certificates, documents, and instruments, including, without limitation, the Certificate of Continuance, the Articles of Continuance, by-laws and any forms prescribed by the CBCA or the BCBCA, as in such director or officer’s opinion may be necessary or desirable for the implementation of this resolution;

6. Effective upon the issuance of such Certificate of Continuance, the notice of articles and articles of the Company are cancelled and the new by-laws of the Company are adopted and approved, in the form made available to shareholders before the Meeting and to be filed as part of the Company’s public disclosure record on SEDAR; and

7. The directors of the Company may, in their absolute discretion, abandon the application for the continuance of the Company under the CBCA at any time without further approval, ratification or confirmation by the shareholders of the Company.

**Appendix "A"**
**to Schedule "A"**

## ARTICLES OF CONTINUANCE

# *Canada Business Corporations Act* (CBCA)
# FORM 11
# ARTICLES OF CONTINUANCE
# (Section 187)

**1 - Corporate name**

G Mining Ventures Corp.

**2 - The province or territory in Canada where the registered office is situated** (do not indicate the full address)

British Columbia

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**

The Corporation is authorized to issue an unlimited number of common shares.

**4 - Restrictions, if any, on share transfers**

Not applicable.

**5 - Minimum and maximum number of directors** (for a fixed number of directors, indicate the same number in both boxes)

**Minimum number** 3 **Maximum number** 10

**6 - Restrictions, if any, on the business the corporation may carry on**

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

**7 a) - If change of name effected, previous name**

Kanadario Gold Inc.

**7 b) - Details of incorporation**

The Corporation was incorporated in British Columbia (BC1142433) on November 23, 2017.

**8 - Other provisions, if any**

See Schedule "A" attached.

**9 - Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the CBCA.

| Print name | Signature |
| --- | --- |
| | |

**Note**: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding $5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**Schedule "A"**

8. The directors of the Corporation may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders provided the total number of directors so appointed does not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

## Schedule “B”
## Comparison of CBCA to BCBCA

### General

In general terms, the CBCA provides a corporation’s shareholders with substantively the same rights as are available to a corporation’s shareholders under the BCBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. There are, however, important differences concerning, among other things, the qualifications of directors and certain shareholder remedies. The following is a summary comparison of certain provisions of the CBCA and the BCBCA which pertain to the rights of shareholders and other corporate matters. This summary is not intended to be exhaustive and the shareholders should consult their legal advisers regarding implications of the Continuance which may be of particular importance to them.

### Board of Directors

The BCBCA provides that a reporting company must have a minimum of three directors but does not impose any residency requirements on the directors. Under the CBCA, at least one-quarter of the directors must be resident Canadians. However, if a corporation has less than four directors, at least one director must be a resident Canadian. Subject to certain exceptions, generally an individual has to be ordinarily resident in Canada to be considered a resident Canadian under the CBCA.

Under the BCBCA, a director may be removed by shareholders by special resolution passed by 66 2/3% of the votes cast in person or by proxy at a meeting (a “**Special Resolution**”) unless the articles provide for a lower approval level, while under the CBCA directors may be removed by an ordinary resolution of shareholders. An ordinary resolution means a resolution passed by a majority (i.e., over 50%) of the votes cast by the shareholders who voted in respect of that resolution.

### Charter Documents

Under the BCBCA, a corporation has as its charter documents a notice of articles and articles which contain the rules of conduct of the corporation. The notice of articles must set forth, among other things, the name of the corporation, the amount and type of authorized share structure and must indicate if there are any rights and restrictions attached to the shares.

Similarly, under the CBCA, the charter documents of a corporation consist of: (i) articles of incorporation which must set forth, among other things, the name of the corporation, the amount and type of authorized capital and any restriction on the business that the corporation may carry on; and (ii) by-laws that regulate the business or affairs of a corporation.

### Amendments to Charter Documents

Under the BCBCA, any substantive change to the corporate charter of a corporation, such as an alteration of the restrictions, if any, on the business carried on by the corporation, a change in the name of the corporation or an increase or reduction of the authorized share structure of the corporation, requires a special resolution passed by the majority of such number of votes as specified in the articles of the corporation so long as the prescribed majority (the “**Special Majority**”) is at least two-thirds and not more than three-quarters of the votes cast by shareholders on the resolution or, if the articles do not contain such a provision, a special resolution passed by at least two-thirds of the votes cast on the resolution. A proposed amalgamation requires a similar resolution passed by a Special Majority of all holders of shares of the corporation (or such higher threshold as may be provided in the corporation’s articles), whether or not they are otherwise entitled to vote. In addition, a right or special right attached to a class or series of shares cannot be prejudiced or interfered with unless at least two-thirds (or such higher majority up to and including three-quarters as may be provided by the articles, as described above) of the votes cast by the shareholders holding such class or series of shares consent to such change.

Any substantive change to the articles of a corporation under the CBCA, such as an alteration of the restrictions, if any, on the business carried on by a corporation, a change in the name of the corporation, an increase or reduction of the stated capital of the corporation, or an alteration of the special rights and restrictions attached to issued shares, requires a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing such change (or such higher threshold as may be provided in the corporation's articles). In addition, the holders of a class or series of shares (if such class or series is affected by an amendment in a manner different from other shares of the same class or series) are entitled to vote separately as a class or series on a proposal to amend the articles to add, change or remove any provision that affects the rights, privileges, restrictions or conditions attached to that class or series, whether or not they are otherwise entitled to vote. Other fundamental changes, such as a proposed amalgamation or a continuation of a corporation out of the federal jurisdiction, will also require a special resolution passed by two-thirds of the votes cast by shareholders voting cast on the resolution authorizing such change (or such higher threshold as may be provided in the corporation's articles up to and including three-quarters), whether or not they are otherwise entitled to vote.

**Sale of Undertaking**

Under the BCBCA, a corporation may sell, lease or otherwise dispose of all or substantially all of the undertaking (as opposed to the "property") of the corporation if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution passed by the Special Majority.

The CBCA requires shareholder approval for any sale, lease or exchange of all or substantially all of the property (as opposed to the "undertaking") of the corporation, other than in the ordinary course of business of a corporation, in accordance with the following: (i) each share of a corporation carries the right to vote in respect of the approval of a sale, lease or exchange of all or substantially all of the property of the corporation whether or not it otherwise carries the right to vote; (ii) the sale, lease or exchange must be approved by a special resolution of each class or series of shares entitled to vote thereon; and (iii) holders of shares of a class or series are entitled to vote separately as a class or series only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

While the shareholder approval thresholds can be the same under the BCBCA and the CBCA, the BCBCA allows for a corporation to specify a different approval level in its articles (at least two-thirds but less than three quarters).

There are also differences in the nature of the transaction requiring approval, i.e., a sale of all or substantially all of the "undertaking" under the BCBCA versus all or substantially of the "property" under the CBCA.

**Rights of Dissent and Appraisal**

The BCBCA provides that shareholders who dissent with respect to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value. Under the BCBCA, a holder of shares of any class may dissent if a court order permits such dissent or if the corporation proposes:

- to alter the articles to alter restrictions on the powers of the corporation or on the business it is permitted to carry on;

- to adopt an amalgamation agreement;
- to approve an amalgamation into a foreign jurisdiction;
- to approve an arrangement, the terms of which arrangement permit dissent;
- to authorize the sale, lease or other disposal of all or substantially all of the undertaking of the corporation;
- to authorize the continuation of the corporation into a jurisdiction other than British Columbia;
- to approve any other resolution, if dissent is authorized by the resolution; and
- a matter to which dissent rights are permitted by court order.

The CBCA contains similar dissent provisions which apply if a corporation proposes:

- to amend its articles to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
- to amend its articles to add, change or remove any restriction on the business or businesses that the corporation may carry on;
- to amalgamate (other than an amalgamation between a corporation and its wholly-owned subsidiary, or between wholly-owned subsidiaries of the same corporation);
- to be continued under the laws of another jurisdiction;
- to sell, lease or exchange all or substantially all its property;
- to carry out a going-private transaction or a squeeze-out transaction; or
- To amend its articles to add, modify or remove any provision that affects the characteristics, rights, privileges, restrictions or conditions attached to the shares of a class.

**Oppression Remedies**

Under the BCBCA, a shareholder of a corporation has the right to apply to court on the grounds that:

(a) the affairs of the corporation are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or

(b) some act of the corporation has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court can grant a variety of remedies, ranging from an order restraining the conduct complained of to an order requiring the company to repurchase the shareholder’s shares or an order liquidating the corporation.

The CBCA also includes an oppression remedy which is very similar. However, the CBCA will only allow a court to grant relief if the effect actually exists, while the BCBCA will allow a court to grant relief where a prejudicial effect to the shareholder is merely threatened. In addition, under the BCBCA non-shareholders require the leave of a court in order to bring an oppression claim.

**Shareholder Derivative Actions**

Under the BCBCA, a record shareholder, non-record shareholder or director of a company may, with judicial leave, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such right, duty or obligation. There is a similar right of a shareholder or director, with leave of the court, and in the name and on behalf of the company, to defend an action brought against the company. The court will grant leave under the BCBCA for an application to commence a derivative action if:

(a) the complainant has made reasonable efforts to cause the directors of the company to prosecute or defend the legal proceeding;

(b) notice of the application for leave has been given to the company and to any other person the court may order;

(c) the complainant is acting in good faith; and

(d) it appears to the court that it is in the best interests of the company for the legal proceeding to be prosecuted or defended.

The CBCA extends the right to a broader group of complainants as it affords the right to a record shareholder, former record shareholder, non-record shareholder, former non-record shareholder, director, former director, officer and a former officer of a corporation or any of its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the CBCA permits derivative actions to be commenced in the name and on behalf of not only the corporation, but also any of its subsidiaries. No leave may be granted under the CBCA unless the court is satisfied that:

(a) the complainant has given at least fourteen days' notice to the directors of the corporation or its subsidiary of the complainant's intention to apply to the court if the directors of the corporation or its subsidiary do not bring, diligently prosecute, defend or discontinue the action;

(b) the complainant is acting in good faith; and

(c) it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

**Requisition of Meetings**

The BCBCA provides that one or more shareholders of a corporation holding in aggregate not less than 5% of the issued voting shares of the corporation may give notice to the directors requiring them to call and hold a general meeting. If the directors of the corporation do not send a notice of meeting within 21 days of receiving the requisition, the requisitioning shareholders (or any one of them holding more than 2.5% of the issued voting shares) may do so.

The CBCA permits the holders of not less than 5% of the issued and outstanding shares of a corporation that carry the right to vote at a meeting to requisition the directors to call and hold a meeting of shareholders for the purposes stated in the requisition. If the directors do not call a meeting within 21 days on receiving the requisition, any shareholder who signed the requisition may call the meeting.

**Place of Meeting**

The BCBCA provides that meetings of shareholders must be held in British Columbia, however they may be held at a place outside of British Columbia if such place is: (a) provided for in the articles; (b) approved in writing by the Registrar of Companies (British Columbia) before any such meeting is held; or (c) approved by an ordinary resolution or such other resolution of shareholders required by the articles (provided the articles do not restrict the corporation from approving a location outside of British Columbia).

The CBCA provides that meetings of shareholders must be held at the place within Canada provided for in a corporation's by-laws, or in the absence of such provision, at such place within Canada that the directors so determine. A meeting may be held outside Canada if the articles so provide or if all the shareholders entitled to vote at the meeting agree that such meeting is to be so held.

**Corporate Reorganization**

The BCBCA allows par value shares (even in foreign currency) and expressly confirms, subject to the articles of the corporation, the ability of a corporation to hold shares in its parent or itself (subject to some exceptions). The CBCA prohibits the creation of par value shares and permits a subsidiary to purchase shares of its parent or itself only in limited circumstances. The BCBCA also provides for inter-jurisdictional amalgamations, a mechanism not contemplated in the CBCA.

**Waiver of Annual General Meetings**

The BCBCA allows shareholders to waive or postpone upcoming or even past annual general meetings. The CBCA does not provide for the waiver of annual general meetings.

**Unanimous Shareholder Agreements**

The CBCA permits all of the shareholders of a corporation, or all of the shareholders of the corporation and one or more persons who are not shareholders, to enter into a unanimous shareholder agreement that restricts, in whole or in part, the powers of the directors to manage, or supervise the management of, the business and affairs of the corporation.

The BCBCA does not permit such agreements, but allows the powers of directors to be transferred to one or more other persons in the articles of a corporation.

## Schedule "C"
## Dissent Rights under the BCBCA

**Definitions and application**

**237.** (1) In this Division:

**"dissenter"** means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

**"notice shares"** means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"**payout value**" means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution;

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement;

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order; or

(d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations, excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that:

(a) the court orders otherwise; or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

**Right to dissent**

**237** (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

(a) under section 260, in respect of a resolution to alter the articles:

(i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on; or

(ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91;

(b) under section 272, in respect of a resolution to adopt an amalgamation agreement;

(c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;

(d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(e) under section 301(5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;

(g) in respect of any other resolution, if dissent is authorized by the resolution; or

(h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must:

(a) prepare a separate notice of dissent under section 242 for:

(i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,

(b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent; and

(c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must:

(a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner; and

(b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

**Waiver of right to dissent**

**238** (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must:

(a) provide to the company a separate waiver for:

(i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf; and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver; and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to:

(a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner; and

(b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

**Notice of resolution**

**239** (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote:

(a) a copy of the proposed resolution; and

(b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least twenty-one (21) days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote:

(a) a copy of the proposed resolution; and

(b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within fourteen (14) days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote:

(a) a copy of the resolution;

(b) a statement advising of the right to send a notice of dissent; and

(c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

**Notice of court orders**

**240** If a court order provides for a right of dissent, the company must, not later than fourteen (14) days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent:

(a) a copy of the entered order; and

(b) a statement advising of the right to send a notice of dissent.

**Notice of dissent**

**241** (1) A shareholder intending to dissent in respect of a resolution referred to in section 238(1) (a), (b),(c), (d), (e) or (f) must:

(a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least two (2) days before the date on which the resolution is to be passed or can be passed, as the case may be;

(b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than fourteen (14) days after receiving the records referred to in that section; or

(c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than fourteen (14) days after the later of:

(i) the date on which the shareholder learns that the resolution was passed; and

(ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company:

(a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent; or

(b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company:

(a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241; or

(b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within fourteen (14) days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

(a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;

(b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect; and

(i) the names of the registered owners of those other shares;

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners; and

(iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

(c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and

(i) the name and address of the beneficial owner; and

(ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

**Notice of intention to proceed**

**242** (1) A company that receives a notice of dissent under section 242 from a dissenter must:

(a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of:

(i) the date on which the company forms the intention to proceed; and

(ii) the date on which the notice of dissent was received; or

(b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must:

(a) be dated not earlier than the date on which the notice is sent,

(b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order; and

(c) advise the dissenter of the manner in which dissent is to be completed under section 244.

**Completion of dissent**

**243** (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice:

(a) a written statement that the dissenter requires the company to purchase all of the notice shares;

(b) the certificates, if any, representing the notice shares; and

(c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must:

(a) be signed by the beneficial owner on whose behalf dissent is being exercised; and

(b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out:

(i) the names of the registered owners of those other shares;

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners; and

(iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1):

(a) the dissenter is deemed to have sold to the company the notice shares; and

(b) company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

**Payment for notice shares**

**244** (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must:

(a) promptly pay that amount to the dissenter; or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may:

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court;

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1); and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must:

(a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter’s notice shares; or

(b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b):

(a) the dissenter may, within thirty (30) days after receipt, withdraw the dissenter’s notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares; or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that:

(a) the company is insolvent; or

(b) the payment would render the company insolvent.

**Loss of right to dissent**

**245** The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

(a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;

(b) the resolution in respect of which the notice of dissent was sent does not pass;

(c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;

(d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;

(e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;

(f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;

(g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;

(h) the notice of dissent is withdrawn with the written consent of the company; or

(i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

**Shareholders entitled to return of shares and rights**

**246** If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares:

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates;

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares; and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.