

PALLADIUM ONE MINING INC.
Suite 3704 – 88 Scott Street,
Toronto, ON, Canada, M5E 0A9

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the shareholders of **PALLADIUM ONE MINING INC.** (the “Company”) will be held at Suite 910-800 West Pender Street, Vancouver, BC, at 11:30am PT (Vancouver time) on Tuesday, November 15, 2022, for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2021 together with the report of the auditor thereon;
2. to determine the number of directors at five for the ensuing year;
3. to elect five persons as directors of the Company for the ensuing year;
4. to re-appoint the auditor of the Company for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record at the close of business on October 11, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that such shareholder’s shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this October 11, 2022.

BY ORDER OF THE BOARD

(Signed) "Derrick Weyrauch"

Derrick Weyrauch
President, Chief Executive Officer
and Director

**INFORMATION CIRCULAR
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON
NOVEMBER 15, 2022**

This information is given as of October 11, 2022, unless otherwise noted.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management ("**Management**") of Palladium One Mining Inc. (the "**Company**") for use at the annual meeting of the shareholders (the "**Shareholders**") of the Company (the "**Meeting**"), to be held at suite 910-800 West Pender Street, Vancouver, BC, at 11:30am PT (Vancouver time) on Tuesday, November 15, 2022 for the purposes set forth in the accompanying notice of meeting (the "**Notice of Meeting**") and at any adjournment(s) or postponement(s) thereof.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Persons Or Companies Making The Solicitation

The enclosed form of Proxy is solicited by Management. Solicitations will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular. No person is authorized to give any information or to make any representation other than those contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Appointment And Revocation of Proxies

The persons named in the accompanying form of Proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed form of Proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the Proxy and insert the name of his nominee in the blank space provided, or complete another Proxy. The completed Proxy should be deposited with the Company's Registrar and Transfer Agent, TMX Trust Company, 2700-650 West Georgia Street, Vancouver, B.C. V6B 4N9 at least 48 hours before the time of the Meeting or any adjournment(s) or postponement(s) thereof, excluding Saturdays, Sundays and holidays.**

The Proxy must be dated and be signed by the Shareholder or by his attorney in writing, or if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid,

or (b) signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment(s) or postponement(s) thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such Proxy shall be deemed to have been revoked.

Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are "non-registered" Shareholders because the common shares in the capital of the Company ("Common Shares") they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a Registered Shareholder in respect of Common Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms).

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

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice of Meeting, this Information Circular and the Proxy (collectively, the "**Meeting Materials**") directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. The Company will pay for Intermediaries to forward the Meeting Materials to both NOBOs and OBOs.

Meeting Materials sent to Non-Registered Holders 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 Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

All references to Shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to Registered Shareholders unless specifically stated otherwise.

Voting of Shares And Exercise of Discretion of Proxies

On any poll, the persons named in the enclosed form of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the Shareholder in respect of voting for or against any resolution will do so in accordance with such direction.

In the absence of any direction in the Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The form of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Information Circular, Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to incentive stock options.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares without par value. On October 11, 2022 (the "**Record Date**"), 257,753,473 Common Shares were issued and outstanding, each Common Share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each Common Share of which they are the holder.

Only Shareholders of record on the close of business on the Record Date who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "**Appointment and Revocation of Proxies**" will be entitled to have their Common Shares voted at the Meeting or any adjournment(s) or postponement(s) thereof.

To the knowledge of the directors and executive officers of the Company, as of the Record Date, no person beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company except as set out below:

Name of Shareholder	Number of Common Shares Beneficially Owned or Controlled	Percentage of Outstanding Common Shares
Eric Sprott ⁽¹⁾	37,600,000	14.59%

(1) These Common Shares are held by 2176423 Ontario Ltd. a Company owned and controlled by Eric Sprott

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Company's Articles, the quorum for the transaction of business at a meeting of Shareholders is one person who is, or who represents by proxy, one or more Shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting. A simple majority of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution. A majority of at least two-thirds of the votes of those Shareholders who are present and vote either in person or by proxy at the Meeting is required to pass a special resolution.

GENERAL MATTERS

The information prepared herein is with respect to the Company's fiscal year ended December 31, 2021 and includes subsequent events until the Record Date of this Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

Receiving the Financial Statements

The audited consolidated financial statements of the Company for the financial year ended December 31, 2021 have been mailed to the Company's registered and beneficial shareholders who requested to receive them. The financial statements are also available on SEDAR at www.sedar.com. At the Meeting, Shareholders and proxy holders will be given an opportunity to discuss the financial results with Management.

Election of Directors

The board of directors of the Company (the "**Board**") currently consists of five directors and it is intended to determine the number of directors at five and to elect five directors for the ensuing year. Management is nominating the five individuals named in the table below to stand for election. Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then in accordance with the Articles of the Company or the *British Columbia Business Corporations Act*. In the absence of instructions to the contrary, the Common Shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

Pursuant to the Advance Notice Policy adopted by the Board on October 26, 2016, which was approved by shareholders at the annual and special meeting of Shareholders of the Company held on December 15, 2016 and is filed on SEDAR under the Company's profile at www.sedar.com, any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy on or before the close of business on October 16, 2022. No additional director nominations were received by the Company.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of Common Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed a Director	Principal Occupation	Number of Common Shares ⁽¹⁾
Derrick Weyrauch ^{(5) (6)} Ontario, Canada <i>CEO, President, and Director</i>	March 28, 2019	President and CEO of the Company since March 2019. Since 2017 he is a non-executive director at Cabral Gold Inc. and since 2016, founding director and interim-CFO (since May 2021) at Magna Mining Inc.	1,779,168 ⁽²⁾
Lawrence Roulston ^{(4) (5) (6)} British Columbia, Canada <i>Director</i>	March 28, 2019	President and CEO of Mountain Boy Minerals Ltd since December 2017. From 2014-2016. President of Quintana Resources Capital	379,000
Neil Pettigrew Ontario, Canada <i>VP Exploration & Director</i>	July 3, 2019	Neil Pettigrew M.Sc., P. Geo is the Vice President of Exploration for the Company since September, 2019. He is a founding partner of Fladgate Exploration Consulting Corporation and currently a non-executive director at Element79 Gold Corp.	262,167
Peter Lightfoot ^{(4) (5)} Ontario, Canada <i>Director</i>	Sept 9, 2019	Dr. Peter C. Lightfoot, P. Geo. has been a consultant to the global mining industry since 2016. He retired in 2016, after a 20-year career with Inco/Vale, where he was the Principal Geologist – Nickel Sulphide Global Project Generation, Chief Geologist – Nickel Global Technical Services and Chief Geologist – Base Metals. In 2017, Dr. Lightfoot was appointed as the Hutchinson Visiting Industry Professor at the University of Western Ontario.	112,500 ⁽³⁾
Giovanna Bee Moscoso ^{(4) (6)} Utah, USA <i>Director</i>	April 2, 2021	Mrs. Bee Moscoso is currently the Chief Legal Officer for Boart Longyear Group since February 2022, previous to her current role, she was a Natural Resources Consultant from 2019-2022, and Vice-President & Assistant General Counsel and Partner of Barrick Gold Corporation previous to 2019. She was formerly the Chairwoman of Calipuy Resources Inc.	Nil

Notes:

- 1 Information as to voting Common Shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- 2 1,779,168 Common Shares are registered to Weyrauch and Associates Inc., of which Derrick Weyrauch has joint control and direction.
- 3 112,500 shares are held by Lightfoot Geoscience Inc. a private company which is controlled by Peter Lightfoot.
- 4 Member of the Audit Committee.
- 5 Member of Compensation Committee
- 6 Member of the Environmental, Social and Governance (“ESG”) Committee

Other than as disclosed below, no proposed director of the Company:

- (a) is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any corporation (including the Company), that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days, 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.
- (b) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any corporation (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

In addition, no proposed director has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Derrick Weyrauch was elected to the board of directors of Jaguar Mining Inc. ("**Jaguar**") in June 2013. As part of a corporate turnaround and restructuring process, Jaguar declared insolvency and commenced a voluntary proceeding under the Companies' Creditors Arrangement Act (Canada) (the "**CCAA**") on December 23, 2013 in the Ontario Superior Court of Justice. This proceeding was commenced to implement a debt restructuring and financing transaction ("**CCAA Plan**") that was negotiated prior to the commencement of the CCAA proceeding. On April 22, 2014, Jaguar implemented the CCAA Plan and emerged from court protection under the CCAA. On May 2, 2014, the shares of Jaguar began trading on the TSX Venture Exchange (the "**TSX-V**"). Following the voluntary proceeding under the CCAA, the Toronto Stock Exchange advised that it is reviewing the common shares of Jaguar with respect to meeting the requirements for continued listing pursuant to the Expedited Review Process. The common shares were subsequently suspended from trading on the Toronto Stock Exchange. In 2013, NYSE Regulation, Inc. ("**NYSE Regulation**") reached a decision to delist Jaguar's common shares in view of the fact that Jaguar's common shares had fallen below the New York Stock Exchange's ("**NYSE**") continued listing standard for an average closing price of less than US\$1.00 over a consecutive 30 trading day period. As a result, on June 3, 2013, NYSE Regulation commenced proceedings to delist the common shares of Jaguar from the NYSE and trading in Jaguar's common shares was suspended prior to the opening on June 7, 2013.

Mr. Weyrauch was a director of Banro Corporation ("Banro"). On November 20, 2017 Banro became subject to a general cease trade order issued by the Ontario Securities Commission (the "CTO") for failure to file its interim financial statements and management's discussion and analysis for the period ended September 30, 2017, and the certifications of such filings as required by National Instrument 52-109. The filings were not made due to significant uncertainty concerning Banro's ability to continue as a going concern. As part of a corporate turnaround and restructuring process, Banro declared insolvency and commenced a voluntary proceeding under the CCAA on December 22, 2017 in the Ontario Superior Court of Justice. This proceeding was commenced to implement a debt restructuring and sale and investment solicitation process ("SISP"). On May 3, 2018 Banro implemented the CCAA Plan and emerged from court protection under the CCAA.

Lawrence Roulston became a director of KBL Mining Ltd. ("KBL") in March 2015, a company listed on the Australian Stock Exchange at the time, as a result of being the director nominee of Quintana Resources Capital ULC (an investor in KBL by way of a streaming transaction which was secured by KBL's Mineral Hill mine). On September 7, 2016, Mr. Roulston resigned his position as director and on September 8, 2016, KBL was placed into voluntary administration and on September 19, 2016, receivers were appointed.

Appointment of Auditor

The auditor of the Company is presently Davidson & Company LLP (since April 25, 2016), Chartered Accountants, of Suite 1200 – 609 Granville Street, Vancouver, B.C. V7Y 1G6.

The persons named in the enclosed form of Proxy will vote for the re-appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, as auditor of the Company for the ensuing year, until the close of the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

STATEMENT OF EXECUTIVE COMPENSATION

In this section "**Named Executive Officer**" or "**NEO**" means (a) the Chief Executive Officer (or an individual who acted in a similar capacity) ("**CEO**"), (b) the Chief Financial Officer (or an individual who acted in a similar capacity) ("**CFO**"), (c) the Company's most highly compensated executive officer, 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 *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

During the Company's fiscal year ended December 31, 2021, the Company had four Named Executive Officers, namely Derrick Weyrauch, CEO, President and a director of the Company; Sara Hills, CFO; Neil Pettigrew, Vice President of Exploration and Robert Scott, former CFO.

All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.

Oversight and Description of Director and Named Executive Officer Compensation

The Company has a Compensation Committee that is currently comprised of two independent directors and one non-independent director. The compensation paid by the Company to its NEOs is determined by the Board based on recommendations from the Compensation Committee at the time of engagement of the NEO. Compensation payable to an NEO is subsequently reviewed at the discretion of the Board from time to time. The Compensation Committee evaluates the performance of the NEOs, reviews the Company's cash position and general public market conditions, establishes executive and senior officer compensation and determines the general compensation structure, policies and programs of the Company. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility. In general, a NEO's compensation is comprised of (i) base salary; (ii) share-based awards (stock options and restricted share units ("**RSUs**")); and (iii) bonuses.

Compensation Discussion and Analysis

The Company's compensation philosophy for executive officers follows three underlying principles:

- (a) to provide compensation packages that encourage and motivate performance
- (b) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and
- (c) to align the interests of its executive officers with the long-term interests of the Company and its shareholders through stock related programs.

When determining compensation policies and individual compensation levels for the Company's executive officers, the Company takes into consideration a variety of factors, including the overall financial and operating performance of the Company, and the Board's overall assessment of:

- (a) each executive officer's individual performance and contribution towards meeting corporate objectives;
- (b) each executive officer's level of responsibility,
- (c) each executive officer's length of service; and
- (d) industry comparable.

In keeping with the Company's philosophy to link senior executive compensation to corporate performance and to motivate senior executives to achieve exceptional levels of performance, the Company has adopted a model that includes both base salary or consulting fees and "at-risk" compensation, comprised of participation in the Company's Stock Option Plan and Restricted Share Unit Plan, as described below and above. In addition, the Company may award performance bonuses based on executives meeting short-term performance milestones.

When determining compensation for the Company's executive officers the Company references the Bedford Consulting Group's annual study on compensation practices in the mining industry which provides a detailed analysis on remuneration of C-Suite executives, Board and Committee members.

Base Salary - Fees

Base salary and consulting fee levels reflect the fixed component of pay that compensates executives for fulfilling their roles and responsibilities and assists in the attraction and retention of highly qualified executives. Base salaries are reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling his or her role and to ensure executive retention. Compensation is made up with the provision of stock options (see below for description) and restricted share units. Salary and consulting fee levels will be reviewed and revised as the Company grows.

Share-based awards

Performance-based incentives are granted by way of stock options and RSUs. The awards are intended to align executive interests with those of shareholders by tying compensation to share performance and to assist in retention through vesting provisions. Grants of stock options and RSUs are based on:

- (a) the executive's performance;
- (b) the executive's level of responsibility within the Company;
- (c) the number and exercise price of options previously issued to the executive;

- (d) the difference between the executive's salary and that paid by comparable companies; and
- (e) the overall aggregate total compensation package provided to the executive.

Share-based awards are typically granted on an annual basis in connection with the review of executives' compensation packages. Options and RSUs may also be granted to executives upon hire or promotion and as special recognition for extraordinary performance.

Chief Executive Officer Compensation

The components of the CEO's compensation are the same as those which apply to the other senior executive officers of the Company, namely base salary or consulting fees, stock options and restricted share unit incentives and discretionary performance bonuses (which are subject to targets being achieved). In setting the recommended salary or consulting fees of the CEO, the Company takes into consideration the salaries or fees paid to other chief executive officers in similar industries and in the public company sector, as described above under the heading "Compensation Discussion and Analysis". In setting the salary or fees, performance bonus and long-term incentives for the CEO, the Company evaluates the performance of the CEO in light of his impact on the achievement of the Company's goals and objectives.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth all annual and long-term compensation for services paid to or earned by the NEOs and the directors for the two fiscal years ended December 31, 2021:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Derrick Weyrauch <i>President, CEO & Director</i>	2021	275,000	100,000	nil	nil	nil	375,000
	2020	168,000	nil	nil	nil	nil	168,000
Neil Pettigrew <i>VP, Exploration & Director</i>	2021	200,000	50,000	nil	nil	nil	250,000
	2020	150,000	nil	nil	nil	nil	150,000
Lawrence Roulston <i>Director</i>	2021	nil	nil	nil	nil	nil	nil
	2020	25,000	nil	nil	nil	nil	25,000
Giovanna Bee Moscoso <i>Director</i>	2021	nil	nil	nil	nil	nil	nil
	2020	nil	nil	nil	nil	nil	nil
Peter Lightfoot <i>Director</i>	2021	nil	nil	nil	nil	nil	nil
	2020	23,810	nil	nil	nil	nil	23,810
Sara Hills <i>CFO</i> ⁽¹⁾	2021	19,000	nil	nil	nil	nil	19,000
	2020	nil	nil	nil	nil	nil	nil
Rob Scott <i>former CFO</i> ⁽²⁾	2021	nil	nil	nil	nil	nil	nil
	2020	nil	nil	nil	nil	nil	nil

- (1) Of this amount, Mr. Weyrauch received \$375,000 during the year in his capacity as President and CEO of the Company and \$Nil in his capacity as director.
- (2) Of this amount, Mr. Pettigrew received \$250,000 during the year in his capacity as VP, Exploration of the Company and \$Nil in his capacity as director.
- (3) Ms. Hills was appointed CFO on October 1, 2021 and served for 3 months of 2021.
- (4) Mr. Scott served until September 30, 2021 as CFO, for 9 months of 2021. He was employed by FT Management Ltd.

Stock Options and Other Compensation Securities

Compensation securities were granted to NEOs and directors by the Company in the financial year ended December 31, 2021 for services provided or to be provided, directly or indirectly, to the Company, as disclosed in the following table:

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 ⁽¹⁾	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
Derrick Weyrauch⁽²⁾ , <i>President, CEO & Director</i>	Stock Options	1,000,000 (7.9%)	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	255,172 (9.8%)	15-Mar-21	N/A	\$0.22	\$0.19	15-Mar-24
Neil Pettigrew⁽³⁾ , <i>VP Exploration & Director</i>	Stock Options	750,000 (6.0%)	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	168,965 (6.5%)	15-Mar-21	N/A	\$0.22	\$0.19	15-Mar-24
Lawrence Roulston⁽⁴⁾ , <i>Director</i>	Stock Options	300,000 (2.4%)	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	82,759 (3.2%)	15-Mar-21	N/A	\$0.22	\$0.19	15-Mar-24
Peter Lightfoot⁽⁵⁾ , <i>Director</i>	Stock Options	300,000 (2.4%)	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	82,759 (3.2%)	15-Mar-21	N/A	\$0.22	\$0.19	15-Mar-24
Giovanna Bee Moscoso⁽⁶⁾ , <i>Director</i>	Stock Options	500,000	15-Mar-21	\$0.29	\$0.28	\$0.19	15-Mar-26
	Stock Options	300,000	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	82,759 (3.2%)	15-Mar-21	N/A	\$0.28	\$0.19	15-Mar-24
Sara Hills⁽⁷⁾ , <i>CFO</i>	Stock Options	175,000 (1.4%)	15-Nov-21	\$0.22	\$0.22	\$0.19	15-Nov-26
	RSU	136,400 (5.2%)	15-Nov-21	N/A	\$0.22	\$0.19	15-Nov-24
Rob Scott⁽⁸⁾ , <i>former CFO</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

- (1) Each outstanding stock option of the Company entitles the holder thereof to acquire, upon exercise, one Common Share in the capital of the Company.
- (2) As at December 31, 2021, Mr. Weyrauch held 3,500,000 stock options of the Company entitling him to acquire, upon exercise, the same number of Common Shares of the Company. Of these stock options, all were vested except 666,666 in which 333,333 vest in both Nov. 15, 2022 and 2023. Mr. Weyrauch held no other RSUs other than as reflected in the table above.
- (3) As at December 31, 2021, Mr. Pettigrew held 2,450,000 stock options of the Company entitling him to acquire, upon exercise, the same number of Common Shares in the capital of the Company. Of these stock options, all were vested except 500,000 in which 250,000 vest in both Nov. 15, 2022 and 2023. Mr. Pettigrew held no other RSUs other than as reflected in the table above.
- (4) As at December 31, 2021, Mr. Roulston held 1,150,000 stock options of the Company entitling him to acquire, upon exercise, the same number of Common Shares of the Company. Of these stock options, all were vested except 200,000 in which 100,000 vest in both Nov. 15, 2022 and 2023. Mr. Roulston held no other RSUs other than as reflected in the table above.
- (5) As at December 31, 2021, Mr. Lightfoot held 1,250,000 stock options of the Company entitling him to acquire, upon exercise, the same number of Common Shares of the Company. Of these stock options, all were vested except 200,000 in which 100,000 vest in both Nov. 15, 2022 and 2023. Mr. Lightfoot held no other RSUs other than as reflected in the table above.
- (6) As at December 31, 2021, Mrs. Bee Moscoso held 800,00 stock options of the Company entitling her to acquire, upon exercise, the same number of Common Shares of the Company. Of these stock options, all were vested except 533,333 in which 166,667 vest in both March 15, 2022 and 2023 and 100,000 vest in both Nov. 15, 2022 and 2023 and. Mrs. Bee Moscoso held no other RSUs other than as reflected in the table above.
- (7) As at December 31, 2021, Ms. Hills held 175,000 stock options of the Company entitling her to acquire, upon exercise, the same number of Common Shares of the Company. Of these stock options, all were vested except 116,667 in which 58,333 vest in both Nov. 15, 2022 and 2023. Ms. Hills held no other RSUs other than as reflected in the table above.
- (8) Mr. Scott resigned as CFO of the Company on September 31, 2021. All stock options held by Mr. Scott were exercised subsequent to his resignation. Mr. Scott held no RSUs.

No compensation securities were exercised by any director or NEO during the financial year ended December 31, 2021, except as disclosed in the following table:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ⁽¹⁾ (\$)
Derrick Weyrauch <i>President, CEO & Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Neil Pettigrew <i>VP Exploration & Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Lawrence Roulston <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Giovanna Bee Moscoso <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date ⁽¹⁾ (\$)
Peter Lightfoot <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Sara Hills <i>CFO</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Rob Scott <i>former CFO</i> ⁽²⁾	Stock option	100,000	\$0.08	23-Dec-21	\$0.19	\$0.11	\$11,000

(1) Total value on exercise date is calculated by multiplying the number in the column entitled "Number of underlying securities exercised" by the number in the column entitled "Difference between exercise price and closing price on date of exercise".

(2) Mr. Scott exercised stock options subsequent to him serving as CFO.

Stock Option Plans and Other Incentive Plans

The Company currently has in place is a “fixed” stock option plan (the "**Stock Option Plan**") and Restricted Share Unit Plan (the "**RSU Plan**"), in which the plans combined reserve 23,300,000 Common Shares, which meets the requirements of the TSX-V and which was adopted by the directors of the Company. The underlying purpose of the Stock Option Plan and RSU Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plans.

The material terms of the Stock Option Plan are as follows:

1. The term of any options granted under the Stock Option Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
2. The exercise price of any options granted under the Stock Option Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the Market Value of such Shares on the date of the grant.
3. Vesting of options shall be at the discretion of the Board.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued shares may be granted to any one individual in any 12-month period; and (ii) 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period.
6. If the option holder ceases to be a director, employee or consultant of the Company (other than by reason of death or termination for just cause), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director, employee or consultant of the Company, subject to the terms and conditions set out in the Stock Option Plan. If the option holder is terminated for just cause, the option expires the date of termination.

Upon death, the option will expire for a period determined by the administrator which is not earlier than three months and no later than six months after the date of death.

7. The number of shares subject to the Stock Option Plan, in the event of any consolidation, subdivision, conversion or exchange of the Common Shares will be appropriately adjusted by the Board.
8. The Stock Option Plan contains a black-out provision in which the term of the option shall be automatically extended if the expiry date falls within a blackout period given provisions stated in the plan.
9. The Board reserves the right in its absolute discretion to terminate or suspend the Stock Option Plan with respect to all shares in respect of options which have not yet been granted under the Stock Option Plan.

The material terms of the RSU Plan are as follows:

1. The Company may from time-to-time grant RSUs to a Participant at such times, in such numbers and on such terms and conditions, consistent with the RSU Plan, as the Board may in its sole discretion determine. Vesting of RSUs shall be at the discretion of the Board.
2. All RSUs will be non-assignable and non-transferable.
3. The maximum number of Common Shares issuable to any one individual, at any time, pursuant to the RSU Plan is 1% of the total number of Common Shares outstanding and in the aggregate at such time; and
4. The maximum number of RSUs issuable to any one individual in the aggregate in any 12-month period is 2% of the total number of outstanding Common Shares at the proposed Grant Date.
5. The aggregate number of Share-based awards granted to any one person (and companies wholly-owned by that person) in any 12-month period under the RSU Plan alone or when combined with all other security-based compensation arrangements (or grants) of the Company must not exceed 5% of the issued Common Shares, unless disinterested shareholder approval is obtained.
6. The aggregate number of Share-based awards granted to any one Eligible Consultant in any 12-month period under the RSU Plan alone or when combined with all other security-based compensation arrangements (or grants) of the Company must not exceed 2% of the issued Common Shares.
7. The aggregate number of Share-based awards granted to Insiders (as a group) in any 12-month period under RSU Plan alone or when combined with all other security-based compensation arrangements (or grants) of the Company must not exceed 10% of the issued Common Shares, calculated on the date a Share-based award is granted to any Insider, unless disinterested shareholder approval is obtained.
8. As a result of death and total disability of the Participant, the Common Shares underlying the unvested RSUs credited to the Participants' account shall be issued to the Participants' estate and to the Participant, respectively, as soon as practicable.
9. As a result of termination without cause, all unvested RSUs credited to the Participant will vest on the date of termination, and the Common Shares represented by RSUs held by the Participant shall be issued or cash will be paid, as determined by the Committee, as soon as

practicable. If the unit holder ceases to provide services for any other reason other than death, total disability or termination without cause, all units held by such participant shall be forfeited and cancelled as of the date of termination.

10. The number of Common Shares subject to the RSU Plan, in the event of any consolidation, subdivision, conversion or exchange of the Common Shares will be appropriately adjusted by the Board.
11. The Board reserves the right in its absolute discretion to terminate or suspend the RSU Plan with respect to all Common Shares in respect of RSUs which have not yet been granted under the RSU Plan.

The Company does not have any other share-based awards or long-term incentive plans, save as disclosed above, no remuneration payments were made, directly or indirectly, by the Company to its directors or Named Executive Officers during the fiscal year ended December 31, 2021.

Employment, Consulting and Management Agreements

Other than as disclosed and below, no services were provided to the Company during the most recently completed financial year by a director or Named Executive Officer, or any other party who provided services typically provided by a director or Named Executive Officer, pursuant to any employment, consulting or management agreement between the Company and any other party, and the Company has no agreement or arrangement with any director, Named Executive Officer or any other party with respect to any change of control of the Company or any severance, termination or constructive dismissal of any director, Named Executive Officer or any other party, or any incremental payments triggered by any such change of control, severance, termination or constructive dismissal.

Employment Agreement with Derrick Weyrauch

Effective January 2021, the Company entered into an employment agreement with Derrick Weyrauch as President and CEO of the Company. Pursuant to the employment agreement, the Company currently pays Mr. Weyrauch \$275,000 per annum, to be paid monthly in arrears in accordance with the usual compensation practices of the Company.

Termination

The Company may terminate the employment agreement for Just Cause (as defined in the agreement), without advance notice or further obligation by the Company other than any (a) unpaid Base Salary earned prior to the date of termination, (b) earned but unpaid Incentive for the most recently completed fiscal year, excluding any unvested share portion of such Incentive, (c) any expenses or Benefits-related costs properly incurred and not reimbursed prior to termination, and (d) any vacation pay and time earned, but not taken or paid.

The Company shall be entitled to terminate this agreement without Just Cause or if the Executive resigns for Good Reason (as defined in the agreement) by making a one-time payment to the employee equal to twenty-four (24) times the employee's monthly base salary then in effect plus any earned but unpaid incentive, or expenses or Benefits plus an amount equal to two (2) times of the incentive granted to the employee. Such amount shall be payable in full within ten (10) business days following termination of the agreement. In addition, any options granted to the employee will continue to vest for two (2) years after the Employment End Date if permitted by the TSX-V or, if not so permitted, for one (1) year after the Employment End Date. In addition, the employee will be permitted to participate in the Company's group health plan for two (2) years following termination, In the event extension of benefits is prohibited by the Company health plan, the Company will make an equivalent payment, in cash, to the employee.

Change of Control

In the event if there is a change in control and the Company terminates the Employee's services without Just Cause, or the employee resigns with thirty (30) days written notice within twelve (12) months, the Company shall provide the employee with the following:

- (i) the Company, or the successor entity resulting from such Change of Control shall provide the Employee with 100% of the entitlements under the termination for without Just Cause; and
- (ii) notwithstanding any other provision of the Option Plan, all of the Employee's unvested options, (and any other form of equity participation granted, such as Deferred Stock Units or Restricted Share Units) shall vest and be exercisable immediately.

Employment Agreement with Neil Pettigrew

The Company has entered into an employment agreement with Neil Pettigrew as Vice President of Exploration of the Company. Pursuant to the employment agreement, the Company currently pays Mr. Pettigrew \$200,000 per annum, to be paid monthly in arrears in accordance with the usual compensation practices of the Company.

Termination

The Company may terminate the employment agreement for Just Cause (as defined in the agreement), without advance notice or further obligation by the Company other than any (a) unpaid Base Salary earned prior to the date of termination, (b) earned but unpaid Incentive for the most recently completed fiscal year, excluding any unvested share portion of such Incentive, (c) any expenses or Benefits-related costs properly incurred and not reimbursed prior to termination, and (d) any vacation pay and time earned, but not taken or paid.

The Company shall be entitled to terminate this agreement without Just Cause or if the Executive resigns for Good Reason (as defined in the agreement) by making a one-time payment to the employee equal to twenty-four (24) times the employee's monthly base salary then in effect plus any earned but unpaid incentive, or expenses or Benefits plus an amount equal to two (2) times of the incentive granted to the employee. Such amount shall be payable in full within ten (10) business days following termination of this agreement. In addition, any options granted to the employee will continue to vest for two (2) years after the Employment End Date if permitted by the TSX-V or, if not so permitted, for one (1) year after the Employment End Date. In addition, the employee will be permitted to participate in the Company's group health plan for two (2) years following termination, In the event extension of benefits is prohibited by the Company health plan, the Company will make an equivalent payment, in cash, to the employee.

Change of Control

In the event if there is a change in control and the Company terminates the Employee's services without Just Cause, or the employee resigns with thirty (30) days written notice within twelve (12) months, the Company shall provide the employee with the following:

- (i) the Company, or the successor entity resulting from such Change of Control shall provide the Employee with 100% of his entitlements under the termination for without Just Cause; and
- (ii) notwithstanding any other provision of the Option Plan, all of the Employee's unvested options, (and any other form of equity participation granted, such as Deferred Stock Units or Restricted Share Units) shall vest and be exercisable immediately.

Employment Agreement with Steven Velimirovic

As of October 28, 2021, the Company entered into an employment agreement with Mr. Steven Velimirovic in respect of the position Vice President, Corporate Development of the Company. Pursuant to the

employment agreement, the Company currently pays Mr. Velimirovic a base salary/retainer of \$10,000 per month with up to an additional \$2,500 per month when active.

Termination

The Company may terminate the employment agreement for Just Cause (as defined in the agreement), without advance notice or further obligation by the Company other than any (a) unpaid Base Salary earned prior to the date of termination, (b) earned but unpaid Incentive for the most recently completed fiscal year, excluding any unvested share portion of such Incentive, (c) any expenses or Benefits-related costs properly incurred and not reimbursed prior to termination, and (d) any vacation pay and time earned, but not taken or paid.

The Company shall be entitled to terminate this agreement without Just Cause or if the employee resigns for Good Reason (as defined in the agreement) by making a one-time payment to the employee equal to twelve (12) times the employee's monthly base salary then in effect plus an amount equal to one (1) time of the incentive granted to the employee. Such amount shall be payable in full within ten (10) business days following termination of this agreement. In addition, any options granted to the employee will continue to vest for one (1) year after the Employment End Date if permitted by the TSX-V.

Change of Control

In the event if there is a change in control and the Company terminates the Employee's services without Just Cause, or the employee resigns with thirty (30) days written notice within twelve (12) months, the Company shall provide the employee with the following:

- (i) the Company, or the successor entity resulting from such Change of Control shall provide the Employee with 100% of the entitlements under the termination for without Just Cause; and
- (ii) notwithstanding any other provision of the Option Plan, all of the Employee's unvested options, (and any other form of equity participation granted, such as Deferred Stock Units or Restricted Share Units) shall vest and be exercisable immediately.

Employment Agreement with Sara Hills

Effective September 1, 2021, the Company entered into an employment agreement with Sara Hills as CFO of the Company. Pursuant to the employment agreement, the Company currently pays Ms. Hills \$3,500 per month plus hourly billings for time spent on additional duties of the Company.

Recent Significant Events that Affect Compensation

There have been no significant events that have occurred during the financial year ended December 31, 2021 that have significantly affected compensation to a director or Named Executive Officer.

Recent Significant Changes to the Company's Compensation Policies

There have been no significant changes to the Company's compensation policies during the financial year ended December 31, 2021 that could or will have an effect on director or Named Executive Officer compensation.

Pension Disclosure

The Company does not provide any form of pension to any of its directors or Named Executive Officers.

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement,

termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

Securities Authorized for Issuance Under Equity Compensation Plans

As of the financial year ended December 31, 2021, the Stock Option Plan and RSU Plan were the only equity compensation plans under which securities were authorized for issuance. The following table sets forth information with respect to the Stock Option Plan and RSU Plan as at the year ended December 31, 2021:

Plan category	Number of securities to be issued upon exercise of outstanding share-based awards (a)	Weighted-average exercise price of outstanding awards (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders:			
• Stock Options	12,575,000	\$0.17	8,108,038 ⁽¹⁾
• RSUs	2,616,962	N/A	8,108,038 ⁽²⁾
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	15,191,962	\$0.17	8,108,038

- (1) Represents the maximum number of stock options remaining available for future issuance under the current Stock Option Plan assuming no further RSUs are issued under the current RSU Plan.
- (2) Represents the maximum number of RSUs remaining available for future issuances under the current RSU Plan, assuming no further stock options are issued under the current Stock Option Plan.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or 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 carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's financial year ended

December 31, 2021, or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

AUDIT COMMITTEE

Pursuant to the policies of the TSX-V and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Company.

The Company must also have a written charter, which sets out the duties and responsibilities of its audit committee. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers. A copy of the Company's Audit Committee Charter has been posted to the SEDAR website.

Audit Committee's Charter

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee will be comprised of at least three directors as determined by the Board, the majority of whom will be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee should have accounting or related financial management expertise. All members of the Committee that are not financially literate must work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each yearly audit meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (h) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

- (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

As at the date of this circular, the following were the members of the Company's Audit Committee: Giovanna Bee Moscoso, Peter Lightfoot, and Lawrence Roulston (Chairman) each of whom are "**independent**" and "**financially literate**" members of the Audit Committee as defined in NI 52-110.

Relevant Education and Experience

Lawrence Roulston

Lawrence Roulston is a mining professional with over 35 years of diverse hands-on experience. He heads WestBay Capital Advisors, providing business advisory and capital markets expertise to the junior and mid-tier sectors of the mining industry. From 2014 to 2016, he was President of Quintana Resources Capital, which provided resource advisory services for US private investors. Before Quintana, he was a mining analyst and consultant, as well as the editor of "Resource Opportunities", an independent investment publication

focused on the mining industry. Prior to this, Lawrence was an analyst or executive with various companies in the resources industry, both majors and juniors. He has graduate-level training in business and holds a B.Sc. in geology and is presently a director of Metalla Royalty and Streaming Ltd., Mountain Boy Minerals Ltd., Thunderstruck Resources Ltd., Silver Hammer Mining Corp. and Enduro Metals Corp.

Peter Lightfoot

Dr. Peter C. Lightfoot, P.Geol. has over 30 years of experience in the nickel industry, including 20 years with Inco/Vale, and is an expert on magmatic nickel-cobalt-copper and precious metal ore deposits. Currently, Dr. Lightfoot is a consultant to the global mining industry. In 2016, Peter published the first comprehensive textbook on the Ni-Cu-precious metal ore deposits of the Sudbury Igneous Complex. Also in 2016, he compiled and edited a special volume on gold deposits of China, published in *Ore Geology Reviews*. In 2017, Dr. Lightfoot was appointed as the Hutchinson Visiting Industry Professor at the University of Western Ontario. Peter received his B.A. in Earth Sciences from Oxford in 1980, his M.Sc. degree from the University of Toronto in 1982 and his Ph.D from the Open University (U.K.) in 1985. He completed post-doctoral studies at the University of Toronto and undertook extensive research on the geology and geochemistry of the Noril'sk ore deposits during his tenure as an Adjunct Professor.

Giovanna Bee Moscoso

Mrs. Bee Moscoso is an experienced mining executive with over 28 years of experience, including progressive responsibilities over 25 years at Barrick Gold Corporation, where previously she was a partner, Vice President and Assistant General Counsel. She is currently the Chief Legal Officer for Boart Longyear Group. Mrs. Bee Moscoso has managed legal, regulatory, permitting and contractual matters for various mines in the Americas during exploration, development, operations and mine closures, and held responsibilities for coordinating government and public relations, and developing social outreach programs to foster positive relations with stakeholders, including long-term agreements with indigenous communities and private landowners. and her background also includes providing legal and governance oversight to major mining operations. Mrs. Bee Moscoso graduated *summa cum laude* with the highest GPA of the Law School at the University of Lima, Peru (1992) and obtained her Masters in Law degree at Duke University, U.S.A. (2007). She has been a speaker at various international conferences, sharing her experiences in the resource sector.

In addition to each member's general business experience, each of the Audit Committee members has the ability to read and understand financial statements and held director and/or officer positions with other reporting issuers in the mineral exploration and mining sector where she/he has been actively involved in financing and fundraising activities.

Each of the Company's Audit Committee members has been a director or officer of one or more public companies in the natural resource sector and as a director has been responsible for approving financial statements. See "Directorships" below.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial year ended December 31, 2021 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor for the fiscal periods ending December 31, 2021 are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
December 31, 2020	\$37,000	\$ nil	\$2,200	\$ nil
December 31, 2021	\$42,500	\$520	\$ nil	\$ nil

- 1 Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- 2 Fees charged for tax compliance, tax advice and tax planning services.
- 3 Fees for services other than disclosed in any other column.

Exemption in Section 6.1

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

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary, implement such additional practices as it deems appropriate.

Board of Directors

As at the Record Date for the Meeting the Board consists of: Derrick Weyrauch (CEO, President), Neil Pettigrew (Vice President Exploration), Lawrence Roulston, Peter Lightfoot and Giovanna Bee Moscoso each of whom will be standing for re-election as Directors at the Meeting.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is 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 a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the

proposed director nominees of the Company, Lawrence Roulston, Giovanna Bee Moscoso and Peter Lightfoot are considered by the Board to be "independent" within the meaning of NI 58-101, and Derrick Weyrauch (CEO) and Neil Pettigrew (VP Exploration) are considered to be "non-independent".

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management if and when deemed necessary.

Directorships

The following directors or nominee director of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)
Derrick Weyrauch	Cabral Gold Inc. Magna Mining Inc. Nortec Minerals Corp.
Lawrence Roulston	Thunderstruck Resources Ltd. Mountain Boy Minerals Ltd. Metalla Royalty & Streaming Ltd. Silver Hammer Mining Corp. Enduro Metals Corp.
Neil Pettigrew	New Klondike Exploration Ltd. Element79 Gold Corp.
Peter Lightfoot	N/A
Giovanna Bee Moscoso	N/A

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy, and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies that may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX-V to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board has implemented a written code of ethics (the "Code"), and views good corporate governance as an integral component to the success of the Company. The Code has been filed on SEDAR and is available under the Company's profile at www.sedar.com.

Some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities. As such, the Board must comply with the conflict-of-interest provisions of applicable corporate law as well as the relevant securities regulatory instruments, in order to ensure that

directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Board determines new nominees to the Board, the nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Company conducts the due diligence, reference and background checks on any suitable candidate. 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 and a willingness to serve. Nominees are interviewed by the Board and are asked to join the Board where consensus regarding the nominee is obtained.

Other Board Committees

The Company has established three (3) committees, presently being the following:

- (a) Audit Committee which reviews quarterly and annual financial statements and management and discussion and analysis, and works with the Company's auditor. The members of this committee are Lawrence Roulston (Chairman), Giovanna Bee Moscoso, and Peter Lightfoot.
- (b) Compensation Committee, which approves management's salaries and expenses. The members of this committee are Derrick Weyrauch, Lawrence Roulston and Peter Lightfoot
- (c) ESG Committee which provides advice and recommendations with respect to environment, social and governance matters to ensure the Company conducts its activities in an environmentally and socially responsible manner. The members of this committee are Giovanna Bee Moscoso (Chairwoman), Lawrence Roulston and Derrick Weyrauch.

All Board decisions are made by board of director meetings or consent resolutions.

Assessments

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

Corporate Disclosure

The Company has established a policy which sets out the criteria for permitting the disclosure of information about the Company to the public, ensuring that non-publicly disclosed information remains confidential, and ensuring that trading of the Company's securities by directors, officers and employees remains in compliance with applicable securities laws. The policy also provides a procedure to facilitate the receipt, retention, review and resolution of complaints, denunciations and warnings given in any form by any employee or former employee of the Company regarding a questionable event.

The Company feels its corporate disclosure practices are appropriate and effective for the Company and its stage of operations. The Company's method of corporate governance allows the Company to operate efficiently with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

OTHER MATTERS

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 Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com. The Company's audited financial statements and management discussion and analysis ("MD&A") for the fiscal period ended December 31, 2021 are available for review under the Company's profile on SEDAR. Shareholders that wish to receive a copy of the Company's financial statements and MD&A may do so by signing the enclosed financial statement request form and returning it to the address listed on the form.

APPROVAL

The contents of this Information Circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, the 11th of October, 2022.

BY ORDER OF THE BOARD

"Derrick Weynauch"

CEO, President & Director

