



## **NOTICE OF ANNUAL GENERAL & SPECIAL MEETING**

Notice is hereby given that the Annual General & Special Meeting (the "**Meeting**") of the shareholders of **ATOMIC MINERALS CORPORATION** (the "**Company**") will be held on Wednesday, February 21, 2024 at the Company's head office, Suite 830 – 1100 Melville Street, Vancouver, BC, V6E 4A6 at the hour of 11:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial year ended August 31, 2023;
2. To fix the number of directors of the Company at five (5);
3. To elect the directors of the Company for the ensuing year;
4. To appoint Crowe MacKay LLP, Chartered Accountants, as the Company's auditor for the ensuing financial year and to authorize the directors to set the auditor's remuneration;
5. To approve and ratify the Company's 2023 Stock Option Plan;
6. To approve the re-pricing of stock options previously granted to directors; and
7. To approve the transaction of such other business as may properly come before the Meeting.

This notice is accompanied by a Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular.

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting at the close of business on **January 17, 2024** (the "**Record Date**") for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, unless any such shareholder transfers such Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

**All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the Board is requesting that all shareholders vote their shares by proxy and not attend in person. Shareholders should read, date and sign the accompanying proxy and deliver it to Computershare Investor Services.**

**The accompanying Circular provides instructions on the various methods that a shareholder can use to vote their Common Shares at the Meeting.**

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of January, 2024.

**BY ORDER OF THE BOARD**

*"Clive Massey",*  
President & CEO



## ATOMIC MINERALS CORP.

### INFORMATION CIRCULAR

(Containing information as of January 17, 2024, unless otherwise stated)

### INTRODUCTION

**This Information Circular is furnished to you in connection with the solicitation of proxies by management of Atomic Minerals Corp. (“we”, “us” or the “Company”) for use at the Annual General & Special Meeting (the “Meeting”) of shareholders of the Company to be held on Wednesday February 21, 2024 and at any adjournment 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 shares 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.**

### 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 named 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 judgement.**

### RETURN OF PROXY

You must deliver the completed form of proxy to the office of the Company’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524 or to Computershare Investor Services

Inc., 3rd floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment.

### **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 holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered holders 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 Meeting materials, being the Notice of Meeting, this Information Circular, and the form of proxy directly to NOBOs and to the Nominees for onward distribution to OBOs.

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 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 (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 on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the 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.

### **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 Company’s registrar and 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, or to the Chairman of the Meeting on the day of the Meeting or any adjournment.

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

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 other than the election of director, and the ratification and approval of the Company's 2018 stock option plan, approval of which will be sought at the Meeting. See "Particulars of Matters to be Acted Upon".

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Persons who are registered shareholders of common shares at the close of business on January 17, 2024, are entitled to receive notice of and to attend and vote at the Meeting or any adjournment of the Meeting.

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of January 17, 2024, the Company had 23,560,076 common shares issued and outstanding. To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

### Approval of Resolutions

On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each common share. To approve a motion for an ordinary resolution, a majority of the votes cast by shareholders in person or by proxy who vote in respect of that resolution will be required. To approve a motion for a special resolution, a majority of not less than two-thirds of the votes cast in person or by proxy by those shareholders who vote in respect of that resolution will be required.

## STATEMENT OF EXECUTIVE COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* for the financial year ended August 31, 2023.

### General

For the purposes of this Statement of Executive Compensation:

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

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

"Named Executive Officer" or "NEO" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Based on the foregoing definition, during the two most recently completed financial year of the Company ended August 31, 2023 and 2022, the Company had two NEOs, namely, Clive Massey, “CEO”, and Alexander Helmel “CFO.”

### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and director, in any capacity, for the two most recently completed financial years ended August 31, 2023 and 2022:

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Financial Year(s) ended</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of Perquisites (\$)<sup>(a)(b)</sup></b>	<b>Value of all other compensation (\$)<sup>(c)</sup></b>	<b>Total compensation (\$)</b>
<b>Clive Massey</b> <sup>(1)</sup>	2023	120,000	Nil	Nil	Nil	Nil	120,000
	2022	107,500	Nil	Nil	Nil	48,309	107,500
<b>Alexander Helmel</b> <sup>(2)</sup>	2023	60,000	Nil	Nil	Nil	Nil	60,000
	2022	56,000	Nil	Nil	Nil	Nil	56,000
<b>James Hyland</b> <sup>(3)</sup>	2023	30,000	Nil	Nil	Nil	Nil	30,000
	2022	46,000	Nil	Nil	Nil	Nil	46,000
<b>Foster Wilson</b> <sup>(4)</sup>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Richard Dorman</b> <sup>(5)</sup>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Clive Massey was appointed CEO, President & director on November 24, 2017.
- (2) Alexander Helmel was appointed CFO on December 9, 2017, and a director on January 5, 2018.
- (3) James Hyland was appointed as director on January 5, 2018.
- (4) Foster Wilson was appointed as director on November 22, 2021.
- (5) Richard Dorman was appointed as director on January 25, 2022.

- (a) Includes perquisites provided to an NEO or director that are not generally available to all employees. An item is generally a perquisite if it is not integrally and directly related to the performance of the director's or NEO's duties. If something is necessary for a person to do his or her job, it is integrally and directly related to the job and is not a perquisite, even if it also provides some amount of personal benefit. For the purposes of the table, perquisites are valued on the basis of the aggregate incremental cost to the Company and its subsidiaries
- (b) NEOs and directors whose total salary for the applicable financial year was \$150,000 or less did not receive perquisites that, in aggregate, were greater than \$15,000. NEOs and directors whose total salary for the applicable financial year was greater than \$150,000 but less than \$500,000 did not receive perquisites that, in aggregate, were greater than 10% of the NEO's or director's salary for the applicable financial year.
- (c) Stock Based Compensation values calculated at the time of grant. None of the stock options granted have been exercised

### Stock Options and Other Compensation Securities

During the financial year ended August 31, 2023, the following NEOs and directors of the Company were issued or hold compensation securities:

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Clive Massey</b> <i>President, CEO &amp; Director</i>	Stock Options	110,000	Feb 11, 2021	\$0.50	0.50	0.095	Feb 11, 2026
<b>Alexander Helm</b> <i>CFO and Director</i>	Stock Options	100,000	Feb 11, 2021	\$0.50	0.50	0.095	Feb 11, 2026
<b>James Hyland</b> <i>Director</i>	Stock Options	70,000	Feb 11, 2021	\$0.50	0.50	0.095	Feb 11, 2026
<b>Foster Wilson</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Richard Dorman</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

The above table reflects the 5:1 share consolidation on October 18, 2023

### Exercise of Stock Options

During the financial year ended August 31, 2023, none of the NEO's and directors of the Company exercised compensation securities:

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 (\$)
<b>Clive Massey</b> <i>President, CEO &amp; Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Alexander Helm</b> <i>CFO and Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

<b>James Hyland</b> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Foster Wilson</b> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Richard Dorman</b> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

### Stock Option Plan and Other Incentive Plans

The Company has adopted a stock option plan on September 10, 2023 (the “Option Plan”) pursuant to which the board of directors (the “Board”) may grant options (the “Options”) to purchase common shares of the Company (the “Shares”) to NEOs, directors and employees of the Company or affiliated corporations and to consultants retained by the Company.

The purpose of the Option Plan is to attract, retain, and motivate NEOs, directors, employees and other service providers by providing them with the opportunity, through options, to acquire an interest in the Company and benefit from the Company’s growth. Under the Option Plan, the maximum number of Shares reserved for issuance, including Options currently outstanding, is equal to 10% of the Shares outstanding from time to time (the “10% Maximum”). The 10% Maximum is an “evergreen” provision, meaning that, following the exercise, termination, cancellation or expiration of any Options, a number of Shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future Option grants.

The number of Shares which may be the subject of Options on a yearly basis to any one person cannot exceed 5% of the number of issued and outstanding Shares at the time of the grant. Options may be granted to any employee, officer, director, consultant, affiliate or subsidiary of the Company exercisable at a price which is not less than the discounted market price of common shares of the Company on the date of the grant. The directors of the Company may, by resolution, determine the time period during which any option may be exercised (the “Exercise Period”), provided that the Exercise Period does not contravene any rule or regulation of such exchange on which the Shares may be listed. All Options will terminate on the earliest to occur of (a) the expiry of their term; (b) the date of termination of an optionee’s employment, office or position as director, if terminated for just cause; (c) 90 days (or such other period of time as permitted by any rule or regulation of such exchange on which the Shares may be listed) following the date of termination of an optionee’s position as a director or NEO, if terminated for any reason other than the optionee’s disability or death; (d) 30 days following the date of termination of an optionee’s position as a consultant engaged in investor relations activities, if terminated for any reason other than the optionee’s disability, death, or just cause; and (e) the date of any sale, transfer or assignment of the Option.

Options are non-assignable and are subject to early termination in the event of the death of a participant or in the event a participant ceases to be a NEO, director, employee, consultant, affiliate, or subsidiary of the Company, as the case may be. Subject to the foregoing restrictions, and certain other restrictions set out in the Option Plan, the Board is authorized to provide for the granting of Options and the exercise and method of exercise of options granted under the Option Plan.

The TSX Venture Exchange (the “Exchange”) requires listed companies that have “rolling” stock option plans in place to receive shareholder approval for such plans on a yearly basis at the Company’s annual Shareholders meeting.

### Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company.

The Company has entered into the following agreements with the current NEOs and directors of the Company:

In September 2023, the Company entered into a Consulting Agreement with Clive Massey to provide CEO services to the Company, commencing September 1, 2023. The agreement requires monthly payments of \$12,500. Included in

the agreement is a provision for a one-year pay-out (\$150,000) in the event of a termination without notice and a provision for two-year pay-out (\$300,000) in the event of a change of control.

In September 2023, the Company entered into a Consulting Agreement with Alexander Helmelt to provide CFO services to the Company, commencing September 1, 2023. The agreement requires monthly payments of \$6,250. Included in the agreement is a provision for a one-year pay-out (\$75,000) in the event of a termination without notice and a provision for two-year pay-out (\$150,000) in the event of a change of control.

There are no compensatory plans, contracts or arrangements between the Company and any NEO where the NEO is entitled to receive more than \$300,000 from the Company, including periodic payments or installments, in the event of:

- (a) the resignation, retirement or any other termination of employment of the NEOs employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the NEOs responsibilities following a change in control.

### **Oversight and Description of Director and NEO Compensation**

The Board of the Company as a whole has the responsibility of determining the compensation for the NEOs and the directors.

The Company's compensation objectives include the following:

- to assist the Company in attracting and retaining highly-qualified individuals;
- to create a sense of ownership in the Company among directors, officers, consultants and employees and to align their interests with those of the shareholders; and
- to ensure that the Company compensation program is competitive as well as financially affordable.

The Company's compensation program is designed to provide competitive levels of compensation. The Company 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, the Company's NEOs and directors may receive compensation that is comprised of three components:

- salary, wages or contractor payments;
- stock option grants; and/or
- bonuses.

The objective and reason for this system of compensation is to allow the Company to remain competitive compared to its peers in attracting experienced personnel. The base salary of a NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEOs. Base salary is not evaluated against a formal "peer group".

Stock option grants are designed to reward the NEOs and directors for success on a similar basis as the shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatile stock market.

Any bonuses paid to the NEOs and directors are allocated on an individual basis related to the review by the Board of the work planned during the year and the work achieved during the year, including work related to administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.



## Pension Arrangements

The Company does not have any pension arrangements in place for the NEOs and directors.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the end of the financial year ended August 31, 2023:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	620,000		745,492
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
<b>Total</b>	<b>620,000</b>		<b>745,492</b>

## AUDIT COMMITTEE

The Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* (“NI 52-110”) under this heading. The Company is a “venture issuer” under NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110.

### Audit Committee Charter

The Charter of the Company’s Audit Committee is included as Schedule “A” to this Information Circular.

### Composition of the Audit Committee

The Audit Committee is currently composed of the following three directors: Foster Wilson, Richard Dorman and James Hyland, AC Chair. Mr. Dorman, and Mr. Wilson are independent members of the Audit Committee in accordance with Section 1.4 of National Instrument 52-110 *Audit Committees* (“NI 52-110”). **All of the members of the Audit Committee are “financially literate” as that term is defined in NI 52-110.**

### Relevant Education and Experience

All of the members of the Audit Committee are financially literate, in that they have the ability to read and understand a balance sheet, an income statement, a cash flow statement and the notes attached thereto. Additionally, all of the members of the Audit Committee have accounting or related financial experience and are able to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with international financial reporting standards.

### External Auditor Service Fees by Category

#### **Audit Fees and Audit-Related Fees**

The aggregate fees billed/unbilled by the Company’s external auditor for the financial year ended August 31, 2023, for audit and assurance and related services is \$40,500 (August 31, 2022: \$30,000).

#### **Tax Fees**

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company’s external auditor for the financial years ended August 31, 2023, is approximately \$ 3,000 (August 31, 2022: \$ 2,000).

**All Other Fees**

The aggregate fees billed by the Company’s external auditor for the financial year ended August 31, 2023, and 2022 for review of unaudited interim financial statements, compilation of consolidated financial statements and related services were \$NIL (2023) and NIL (2022).

**Exemption**

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed on the Exchange from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

**CORPORATE GOVERNANCE**

*National Instrument 58-101 Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with NI 58-101. The Company is a “venture issuer” within the meaning of NI 58-101. A discussion of the Company’s governance practices within the context of NI 58-101 is set out below.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship that could, in the view of the Company, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Foster Wilson is an “independent” director in that he is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with his ability to act within the best interests of the Company, other than the interests and relationships arising from his shareholdings.

Richard Dorman is an “independent” director in that he is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with his ability to act within the best interests of the Company, other than the interests and relationships arising from his shareholdings.

The Board facilitates its independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. Further supervision is performed through the Audit Committee who may meet with the Company’s auditors without management being in attendance.

**Directorship**

The directors of the Company are currently directors of the following other reporting issuers:

Clive Massey	Universal Copper Ltd.
Alexander Helmelt	Treviso Capital Corp. Global Compliance Applications Corp. Ynvisible Interactive Inc. Silver Sands Resources Corp. Prudent Minerals Corp.
James Hyland	Universal Copper Ltd.
Foster Wilson	None
Richard Dorman	None

### **Board Mandate**

The Board does not have a written mandate. The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

### **Position Descriptions**

The Board has not developed written position descriptions for the officers and directors of the Company. The size and nature of the Company's business allows each director or officer to understand his role in progressing the Company's operations.

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's business, properties and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management 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 Company has not, to date, adopted a formal written Code of Ethical Business Conduct. The current limited size of the Company's operations, and the small number of officers and employees allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. The Board is aware of the recommendation in National Policy 58-201 *Corporate Governance Guidelines* to adopt a written code of business conduct and ethics and is reviewing different standards that may be appropriate for the Company to adopt.

To date, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A director must disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The disclosure must be evidenced in writing by being included in the consent resolutions or minutes of the meeting that approved the transaction or in a written disclosure delivered to the Company's records office. Unless the director properly discloses his interest and has the transaction properly approved, he may be liable to account to the Company for any profit he makes as a result of the transaction, unless the court finds that the transaction was fair and reasonable to the Company. Once the appropriate disclosure has been made by the interested director, the transaction must be approved by the directors or by the shareholders by special resolution. An interested director would not be entitled to vote at meetings of directors which evoke any such conflict.

### **Nomination of Directors**

The Board 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 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, shown support for the Company's mission and strategic objectives and a willingness to serve.

The Board 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 periodically reviews the compensation paid to directors, management and other employees based on such factors as time commitment and level of responsibility, comparative fees paid by other companies in the industry in North America and the Company's current position as an exploration company with limited operating revenue. The Board 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 has no other committees other than the Audit Committee.

### **Assessments**

The Board conducts periodic assessments of its members including individual assessments to determine if the Board, its committee 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 inappropriate 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.

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

During the last completed financial year, no director, executive officer, or nominee for director of the Company or any of their associates has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

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

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.

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, for so long as it holds any of its securities.

## MANAGEMENT CONTRACTS

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

### PARTICULARS OF MATTERS TO BE ACTED UPON

#### Election of Directors

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

Management of the Company proposes that the number of directors for the Company be determined at five (5) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company.

The following table sets out the names of management's nominees for election as directors, the jurisdiction in which each is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each has been a director of the Company, the respective principal occupations or employments during the past five years and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

Name, Jurisdiction of Residence and Position Held with the Company	Principal Occupation During the Past Five Years <sup>(1)</sup>	Director Since	Number of Shares Owned <sup>(1)</sup>
<b>Clive Massey</b> British Columbia, Canada <i>President, CEO &amp; Director</i>	President, CEO and Director of the Company since November 24, 2017. President and CEO of Universal Copper Ltd. since May 31, 2017, and Director since September 29, 2016;	November 24, 2017	127,286
<b>Alexander Helmel</b> <sup>(2)</sup> British Columbia, Canada <i>CFO &amp; Director</i>	Management consultant having served as a director or officer of several early stage venture companies within the Canadian Capital Markets	January 5, 2018	94,500
<b>James Hyland</b> <sup>(2)(3)</sup> British Columbia, Canada <i>Independent Director</i>	Corporate Founder and Manager of numerous early-stage public and private businesses.	January 5, 2018	90,000
<b>Foster Wilson</b> <sup>(2)</sup> British Columbia, Canada <i>Independent Director</i>	Mr. Wilson is a geologist and has over 30 years of experience including exploration, development, reserve drilling and resource estimating, feasibility studies, mine permitting and development. Foster has worked in various capacities for Placer-Dome, Echo Bay, American Bonanza Gold, and various junior exploration companies.	November 22, 2021	Nil
<b>Richard H. Dorman</b> <sup>(2)</sup> British Columbia, Canada <i>Independent Director</i>	Richard 'Dick' Dorman's extensive experience spans more than 46 years and covers all aspects of mineral exploration. He was previously the Vice-President, Exploration at Universal Uranium Ltd., he also worked for Getchell Gold Corporation (a division of Placer Dome), and with uranium explorers and producers Plateau Resources, Cogema and Atlas. Mr. Dorman received a B.Sc. in Geology from the Mackay School of Mines, University of Nevada, Reno, in 1976.	January 25, 2022	Nil

- (1) This information as to principal occupation and number of shares owned, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Member of the Audit Committee.
- (3) Audit Chair

To the knowledge of the Company, no proposed director, except as outlined below in (a)(i)

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:

- (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or 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;

James Hyland was an independent director of BLOK Technologies Inc. (“Blok”) on November 26, 2018, when the British Columbia Securities Commission issued a Temporary Order and Notice of Hearing involving Blok and its participation in an alleged scheme involving the unlawful distribution of securities. The Temporary Order was extended on January 16, 2019, and again on May 29, 2019. The shares of Blok were not halted pursuant to this Temporary Order. On January 7, 2019, James Hyland was appointed the interim Chief Executive Officer of Blok. James Hyland resigned as director and interim Chief Executive Officer of Blok on February 26, 2020.

or

- (ii) was subject to a cease trade or similar order or 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, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) 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
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Each of the proposed directors has consented to being named as a nominee in this Information Circular, and it is not contemplated that any of these proposed directors will be unable to stand for election to the Board or serve as a director.

Further background information with respect to each of the proposed directors is set forth below:

Clive Massey

Mr. Massey has been the President and CEO and a director of the Company since November 24, 2017. He is currently also the President, CEO and a director of Universal Copper Ltd. He has held directorships and senior management

positions with various Exchange listed companies, including CEO of Redhill Resources, Windfire Capital Corp., Prescient Mining and Universal Uranium and has coordinated the marketing programs for many successful public companies.

#### Alexander Helm

Alexander Helm has been the Chief Financial Officer Since December 2017 and a director of the Company since January 2018. He brings over 17 years of experience working with early-stage private and publicly traded venture companies within the Canadian Capital Markets. Mr. Helm focuses on private to public market transitions, corporate governance, the development of senior management teams and corporate growth strategies. Mr. Helm has served as a director or officer for numerous private, and Canadian Securities Exchange or TSX Venture Exchange listed corporations. Mr. Helm obtained his Bachelor of Science degree in mathematics from the University of British Columbia in 1994.

#### James Hyland

James Hyland brings more than 27 years of experience in the public markets as a financial and marketing consultant, a corporate founder and manager of numerous early-stage public and private businesses. His industry expertise includes mining, publishing, financial services, oil & gas, hospitality, technology, alternative energy and healthcare appliances. He is currently a Director of Universal Copper Ltd. (TSX:V: UNV). Mr. Hyland has an extensive network of contacts within the financial community including brokers, fund managers, industry analysts and media, throughout North America, the United Kingdom and continental Europe. Mr. Hyland earned a Bachelor of Commerce in Entrepreneurial Management from Royal Roads University of Victoria, BC. Canada.

#### Foster Wilson

Mr. Wilson is a geologist and has over 30 years of experience including exploration, development, reserve drilling and resource estimating, feasibility studies, mine permitting and development. Foster is former member of technical services group at Placer Dome Exploration 1990-1999 and has worked in various capacities for Echo Bay, American Bonanza Gold, and various junior exploration companies. Mr. Wilson attended the University of Nevada's Mackay School of Earth Sciences and Engineering.

#### Richard 'Dick' Dorman

Mr. Dorman's experience spans more than 46 years and covers all aspects of mineral exploration. He has extensive experience with sediment-hosted mineralized deposits in Colorado, Wyoming, Utah, Arizona and Nevada. He was previously the Vice-President, Exploration at Universal Uranium Ltd., he also worked for Getchell Gold Corporation (a division of Placer Dome), and with uranium explorers and producers Plateau Resources Cogema and Atlas Minerals. Mr. Dorman received a B.Sc. in Geology from the Mackay School of Mines, University of Nevada, Reno, in 1976.

#### **Appointment and Remuneration of Auditor**

Unless otherwise instructed, the proxies given in this solicitation will be voted for the appointment of Crowe MacKay, LLP of Vancouver, British Columbia, as auditors for the Company to hold office until the next annual general meeting, at a remuneration to be fixed by the directors.

#### **Approval of new Incentive 2023 Stock Option Plan**

The Option Plan is a "rolling" stock option plan, which makes a maximum of 10% of the issued and outstanding Shares available for issuance thereunder.

The purpose of the Option Plan is to provide directors, officers and key employees of, and certain other persons who provide services to, the Company with an opportunity to purchase Shares of the Company at a specific price, and subsequently benefit from any appreciation in the value of the Shares. This provides an incentive for such persons to contribute to the future success of the Company and enhances the ability of the Company to attract and retain skilled and motivated individuals, thereby increasing the value of the Shares for the benefit of all Shareholders.

The exercise price of stock options granted under the Option Plan will be determined by the Board and will be priced in accordance with the policies of the Exchange, and will not be less than the closing price of the Common Shares on the Exchange on the date prior to the date of grant less any allowable discounts. All options granted under the Option Plan will have a maximum term as permitted by the Exchange and will be the dates fixed by the Board at the time the options are granted.

The Option Plan provides that it is solely within the discretion of the directors to determine who should receive options and how many they should receive. The Board may issue a majority of the options to insiders of the Company. However, the Option Plan provides that in no case will the Option Plan or any existing share compensation arrangement of the Company result, at any time, in the issuance to any option holder, within a one year period, of a number of Common Shares exceeding 5% of the Company's issued and outstanding Common Share capital.

The Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval for such plans on a yearly basis at the company's annual Shareholders meeting. The full text of the Option Plan is available for review by any Shareholder up until the day preceding the Meeting at the Company's head office, located at #830 – 1100 Melville Street, Vancouver, British Columbia and will also be available at the Meeting.

Upon the approval of the Option Plan by Shareholders, Shareholder approval will not be required or sought on a case-by-case basis for the purpose of the granting of options and the exercise of options under the Option Plan.

At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the Option Plan. The text of the resolution to be considered and, if thought fit, approved at the Meeting is as follows:

**“BE IT RESOLVED THAT:**

1. Subject to the approval of the Exchange, the Company's 2023 incentive stock option plan (the "Option Plan"), which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder as described in the Company's Information Circular dated January 17, 2024, be and is hereby ratified, confirmed and approved.
2. The Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Option Plan.
3. Any one director or officer of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other instruments as may be required to give effect to the true intent of this resolution.”

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

**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 Option Plan.**

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

**Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Option Plan.**

**Approval by disinterested shareholders to amend the exercise price of outstanding stock options previously granted to directors.**

At the Meeting, disinterested shareholders will be asked to pass an ordinary resolution to approve and ratify a directors' resolution dated January 3, 2024 to re-price an aggregate of 280,000 stock options (the "Options") exercisable for an aggregate of 280,000 Shares previously granted to Directors (as that term is defined under the policies of the Exchange) of the Company on February 11, 2021 respectively, from exercise prices of \$0.50 per Share to an exercise price of \$0.09 per Share. The expiry date of the Options, being February 11, 2026, will remain unchanged. The closing price of the Company's Shares on the Exchange on January 3, 2024, following the consolidation of the Company's



Shares on a five (old) for one (new) basis on October 18, 2023 is considerably below the exercise price of the Options. Accordingly, the Options have little or no value or incentive for the holders of the Options, defeating the purpose of their issuance. The re-pricing of the Options ("Option Amendment") is subject to approval by the Exchange.

**The Options were previously granted to the following Optionees, who are Directors of the Company, as set out below:**

<u>Name of Director/Optionee</u>	<u>No. of Optioned Shares</u>	<u>Amended Exercise Price</u>	<u>Original Date of Grant</u>	<u>Original Expiry Date</u>
<u>Clive Massey</u>	<u>110,000</u>	<u>\$0.09</u>	<u>Feb 11, 2021</u>	<u>Feb 11, 2026</u>
<u>Alexander Helmelt</u>	<u>100,000</u>	<u>\$0.09</u>	<u>Feb 11, 2021</u>	<u>Feb 11, 2026</u>
<u>James Hyland</u>	<u>70,000</u>	<u>\$0.09</u>	<u>Feb 11, 2021</u>	<u>Feb 11, 2026</u>
<b><u>Total</u></b>	<b><u>280,000</u></b>	<b><u>\$0.09</u></b>		

*The Option Amendment constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("Instrument") as it involves the amendment of securities of the Company that are beneficially owned by related parties. The Company is exempt from the minority approval requirement in the Instrument because the fair market value of the Option Amendment does not exceed 25% of the Company's market capitalization. However, pursuant to the requirements of the Exchange, the Company is still required to obtain approval of the "disinterested shareholders" of the Company for the Option Amendment. This means that in order for the resolution approving the Option Amendment to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by disinterested shareholders present in person or by proxy at the Meeting. Persons who hold any of the Subject Options and their associates and affiliates may not vote on this resolution. In the absence of contrary directions, it is the intention of the persons identified in the Instrument of Proxy to vote proxies in favour of this ordinary resolution.*

**The text of the ordinary resolution disinterested shareholders will be asked to approve is as follows:**

**"IT IS HEREBY RESOLVED THAT:**

1. the exercise price for 280,000 options held by directors, particulars of which are set forth in the management information circular of the Company dated January 17, 2024, be amended to \$0.09 per share (the "Option Amendment");
2. the shareholders of the Company hereby expressly authorize the board of directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard;
3. all other terms of the Option Agreements remain unchanged and none of the options may be exercised until the applicable disinterested shareholder and/or Exchange approval has been obtained; and
4. any director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution. "

**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 to amend the exercise price of outstanding stock options previously granted to directors.**

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

**Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the amendment of the exercise price of outstanding stock options previously granted to directors.**

**OTHER BUSINESS**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDARPlus at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information is provided in the Company's financial statements and management's discussion and analysis ("**MD&A**") for the most recently completed financial year.

The Company will provide to any securityholder upon request, copies of the Company's financial statements and MD&A for the most recently completed financial year. Please direct your request to the Company at #830 – 1100 Melville Street, Vancouver, British Columbia, V6E 4A6.

The contents of this Info Circular and the sending thereof to the Shareholders of the Company have been approved by the Board.

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of January, 2024.

**ON BEHALF OF THE BOARD**

*"Clive Massey"*  
President & CEO



## SCHEDULE "A" AUDIT COMMITTEE CHARTER

### *Mandate*

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors 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 system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

### *Composition*

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, "financially literate" means 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 appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair of the Committee by a majority vote of the full Committee membership.

### *Meetings*

The Committee shall meet at least twice 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 fulfil its responsibilities and duties, the Committee shall:

#### Documents/Reports Review

- (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.

#### External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with 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 of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each 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.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) 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 revenues 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 of Directors 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.