

SIERRA GRANDE MINERALS INC.

ANNUAL GENERAL AND SPECIAL MEETING

NOVEMBER 18, 2021

INFORMATION CIRCULAR AND NOTICE OF MEETING

October 8, 2021

SIERRA GRANDE MINERALS INC.

9648-128TH Street, Suite 210, Surrey, B.C. V3T 2X9
Tel: 604-357-4731 Fax : 604-592-6882

CSE:SGRO
FF:F91Q
OTCQB: SIERF

NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON November 18, 2021

TAKE NOTICE that the annual general and special meeting (the “Meeting”) of the shareholders of Sierra Grande Minerals Inc. (“Sierra” or the “Company”) will be held at Suite 210, 9648-128th Street, Surrey, B.C., V3T 2X9 on November 18, 2021, at 9:30 a.m. (Pacific-Standard time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2020 and the report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To seek approval of a Special Resolution more particularly set out in the information circular forming a part of this Notice.
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

IN VIEW OF THE CURRENT AND RAPIDLY EVOLVING COVID-19 OUTBREAK, THE COMPANY REQUESTS THAT IF POSSIBLE ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON, HOWEVER, IF YOU CHOOSE TO ATTEND THE MEETING IN PERSON, SHAREHOLDERS ARE ASKED TO FOLLOW THE INSTRUCTIONS OF THE PUBLIC HEALTH AGENCY OF CANADA (canada.ca/en/public-health/services/diseases/2019-novelcoronavirus-infection.html).

THE COMPANY RESPECTFULLY ASKS SHAREHOLDERS NOT TO ATTEND THE MEETING IN PERSON IF EXPERIENCING ANY OF THE DESCRIBED COVID-19 SYMPTOMS OF FEVER, COUGH OR DIFFICULTY BREATHING, OR IF THEY HAVE BEEN EXPOSED TO ANYONE EXHIBITING COVID-19 SYMPTOMS WITHIN THE LAST 14 DAYS PRIOR TO THE MEETING DATE.

THE COMPANY MAY TAKE ADDITIONAL PRECAUTIONARY MEASURES IN RELATION TO THE MEETING IN RESPONSE TO FURTHER DEVELOPMENTS IN THE COVID-19 OUTBREAK.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a Request for Financial Statements and form of proxy for use at the Meeting. Any meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only shareholders of record at the close of business on October 8, 2021 will be entitled to receive notice of and vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the “Proxy”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy to the Company’s registrar and transfer agent, Odyssey Trust Company, 323 – 409 Granville Street, Vancouver, BC V6C 1T2 (“Odyssey”) at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment. Failure to do so may result in your shares not being voted at the Meeting. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

SIERRA GRANDE MINERALS INC.

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INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of October 8, 2021.

This Information Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on October 8, 2021 which is the date that has been fixed by the directors of the Company as the record date to determine the shareholders who are entitled to receive notice of the Meeting.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting of the shareholders of the Company that is to be held on Thursday, November 18, 2021 at 9:30 a.m. (Pacific Standard Time) at Suite 210, 9648-128th Street, Surrey, B.C., V3T 2X9.

The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The majority of the costs of solicitation will be borne by the Company. No person has been authorized to give any information or to make any representation in connection with the matters described herein other than those contained in this Circular and, if given or made, any such information or representation should be considered not to have been authorized by the Company.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and the Company Shareholders are urged to consult their own professional advisers in connection therewith.

Under Sierra's Articles, at least one shareholder must be present in person or represented by proxy, before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

PART 1 – VOTING

HOW A VOTE IS PASSED

All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favor, then the resolution is approved (an “ordinary resolution”) unless the motion requires a special resolution in which case 2/3 of the votes cast will be required (a “special resolution”).

WHO CAN VOTE?

If you are a registered shareholder of Sierra Grande Minerals Inc. as at October 8, 2021, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating the officer's authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxy holder to vote in accordance with your instructions (see “*VOTING BY PROXY*” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “*BENEFICIAL*”

SHAREHOLDERS”, below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Company invites you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by voting over the internet or via the telephone (*see proxy for instructions*) or by appointing someone who will be there to act as your proxy holder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

WHAT IS A PROXY?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Information Circular. You should use it to appoint a proxy holder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy to Sierra Growth’s transfer agent, Odyssey, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

APPOINTING A PROXYHOLDER

You can choose any individual to be your proxy holder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person’s name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxy holder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxy holder. Such persons are directors and/or officers or other representatives of Sierra Grande Minerals Inc. (the “Management Proxy holders”).

INSTRUCTING YOUR PROXY

You may indicate on your form of proxy how you wish your proxy holder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxy holder must vote your shares according to your instructions.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxy holder can vote your shares as he or she thinks fit.

At the time of printing this Information Circular, the management of Sierra Growth is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

If you have appointed the Management Proxy holders as your proxy holder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- FOR the election of the proposed nominees as directors;
- FOR the appointment of Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants, as the auditor of Sierra Grande Minerals Inc.;
- FOR the resolution to authorize the directors to fix the remuneration to be paid to the auditor;
- FOR the special resolution authorizing the Company to re-domicile (“continue out”), delist from the CSE and re-apply and/or register with the SEC to maintain its listing on the OTCQB;
- FOR other business

REVOKING YOUR PROXY IF YOU CHANGE YOUR MIND

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by:

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to Sierra Grande Minerals Inc. at 9648-128th Street, Suite 210, Surrey, B.C., V3T 2X9, or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Pacific standard time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting or by voting on the internet as specified in the Proxy.

BENEFICIAL SHAREHOLDERS

The following information is of significant importance to shareholders who do not hold common shares in their own name.

Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common shares) or as set out in the following disclosure.

If Common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common shares will not be registered in the shareholder's name on the records of the Company. Such Common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an “intermediary”). In the United States, the vast majority of such Common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called “OBOs” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “NOBOs” for Non-Objecting Beneficial

Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 "Communication with Beneficial Owners of Securities of a Reporting Issuer" that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF"). These VIFs are to be completed and returned to Odyssey in the envelope provided. In addition, Odyssey provides internet voting as described on the VIF itself which contains complete instructions. Odyssey will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive."

These security holder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company, with the exception of OBOs, has assumed responsibility for (i) mailing these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified above.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure their Common shares are voted at the Meeting.

If you receive a VIF from Broadridge Financial Solutions Inc. ("Broadridge") the VIF must be completed and returned to Broadridge in accordance with its instructions well in advance of the Meeting in order to have your Common shares voted or to have an alternate representative duly appointed to attend and to vote your Common shares at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common shares to be represented at the Meeting and the appointment of any shareholder's representative.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

OUTSTANDING SIERRA GROWTH SHARES

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares. Each shareholder is entitled to one vote per share registered in his or her name. According to the records of the Company's Transfer Agent as of October 8, 2021 there were 53,626,095 shares issued and outstanding.

PRINCIPAL HOLDERS OF SHARES

Only those common shareholders of record on October 8, 2021 will be entitled to vote at the Meeting or any adjournment thereof. To the knowledge of the directors and executive officers of the Company, there is no shareholder that beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company which have the right to vote in all circumstances.

PART 3 - THE BUSINESS OF THE MEETING

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company's directors, the only matters to be dealt with at the Meeting are those matters set forth in the accompanying Notice of Meeting relating to:

- i) receiving and considering the financial statement of the Company for the fiscal year ended December 31, 2020;
- ii) appointment of the auditors;
- iii) fixing the directors at four (4) and electing the directors;
- iv) approval of the special resolution which is attached hereto as Exhibit "A" authorizing the continuance of the Company from BC to Nevada, or a similar American jurisdiction, including the delisting of the Company's shares from the CSE and maintaining and/or apply for SEC registration to in regard to OTCQB listing;
- v) such other business as may properly come before the meeting

CONTINUANCE OF THE COMPANY TO AN AMERICAN JURISDICTION

At the Meeting shareholders will be asked to consider and, if thought advisable, to approve a special resolution which will result in the Company ceasing to be governed by the corporate law of British Columbia and to be governed instead by the corporate law of the State of Nevada, or such State having similar corporate law and taxation regulations. As a result of this change, the Company will cease to be legally domiciled in British Columbia, Canada. Management plans to move its head and registered office to the United States.

The process by which migration will be accomplished, called a "continuance," the reasons for the continuance, and certain consequences that will result from the continuance are described below.

The Shareholders will be asked to consider and, if thought advisable, pass a special resolution (the "**Continuance Resolution**") authorizing the Board, in its sole discretion to apply for the discontinuance of the Company so it is no longer a company governed by the *British Columbia Business Corporations Act* (the "**BCCA**") and to continue the Company to be a company governed by the laws of Nevada or such similar state (the "**Continuance**"); and in connection therewith, to make an application (the "**Continuance Application**") to the State of Nevada, or such similar state, pursuant to the provisions of the corporate laws of the state of Nevada, or such similar state. Upon the Continuance, the Company will adopt the proposed Memorandum of Association and Articles of Association (the "**Articles**") pursuant to the corporate laws of Nevada or such similar state and repeal the BCCA articles.

The Continuance will affect certain of the rights of the Shareholders as they currently exist under the BCCA, which includes dissent rights. Only registered shareholders may dissent. ***Shareholders should consult their legal, tax and other advisors regarding implications of the Continuance which may be of particular importance to them.***

PROCEDURE FOR THE CONTINUANCE

For the Continuance to be effective, the following procedure will be followed:

Shareholder Authorization

1. By special resolution, the Shareholders must authorize the Company to make the Continuance Application, requesting that the Company be continued as a company under state laws.

Application to the CBCA Director

2. The Company must make an application to the director appointed under the BCCA (the “**BCCA Director**”) for the BCCA Director’s letter of satisfaction to permit the Continuance, and the Company must establish to the satisfaction of the BCCA Director that the proposed Continuance will not adversely affect creditors or Shareholders.

Necessary BCCA Conditions for Continuance

3. According to the BCCA, the continuation of the Company as a body corporate to another jurisdiction cannot be completed unless the laws of that jurisdiction provide in effect that:
 - (a) the property of the Company continues to be the property of the body corporate;
 - (b) the body corporate continues to be liable for the obligations of the Company;
 - (c) an existing cause of action, claim or liability to prosecution is unaffected;
 - (d) a civil, criminal or administrative action or proceeding pending by or against the Company may be continued to be prosecuted by or against the body corporate; and
 - (e) a conviction against, or ruling, order or judgment in favour of or against the Company may be enforced by or against the body corporate.

The Company believes that this requirement will be satisfied.

U.S. Certificate of Continuance

4. Subject to compliance with all the requirements of the state of Nevada, or such other similar state (including, but not limited to, the delivery of all required documents to, and approval of, the BCCA Director), the state secretary, or other corporate regulator (the “**U.S. Registrar**”) will issue to the Company a certificate of continuance (the “**Certificate of Continuance**”).

Transition

5. Upon the issue of the Certificate of Continuance by the U.S. Registrar, the Company will become a company governed under the chosen state and the new memorandum of association will constitute the constitution of the Company, replacing the existing BCCA articles and by-law.

EFFECT OF THE CONTINUANCE

Assuming that the Continuance Resolution is approved by the Shareholders at the Meeting, it is expected that the Company will file the Continuance Application with the chosen State and the procedures outlined above will begin as soon as practicable, as determined by the Board in its sole discretion, in order to give effect to the Continuance. The Company will also deliver a regulatory announcement through its news service.

The Continuance, if approved, will effect a change in the legal domicile of the Company on the effective date thereof to the laws of the chosen state in the U.S.

On the effective date of the Continuance, Shareholders will continue to hold one Common Share of the Company (which will then be domiciled in the U.S.) for each Common Share currently held. The existing share certificates or Direct Registration Statements representing Common Shares will not be cancelled and will continue to represent Common Shares following the Continuance; however, upon a transfer of Common Shares represented by an existing share certificate, a new share certificate in the form adopted by the Company following the Continuance will be issued to the transferee.

Furthermore, a new ISIN/CUSIP number will be assigned to the Common Shares following the Continuance. Holders of options/warrants of the Company on the effective date of the Continuance will continue to hold options to purchase, or otherwise acquire, an identical number of Common Shares on the same terms.

The principal attributes of the share capital of the Company will be identical, before and after Continuance, other than differences in Shareholders' rights under the chosen state law, as compared to the BCCA and as supplemented by the Articles.

Immediately following the Continuance, the directors and officers of the Company will remain unchanged; however, the election, duties, resignations and removal of the Company's directors and officers will be governed by the chosen state and the Company will no longer be subject to the BCCA.

Upon completion of the Continuance, the Company's Common Shares will remain listed and traded on the Canadian Stock Exchange ("CSE") and the OTCQB ("QB") until, and if approved by shareholders in the attached resolution, the Company de-lists from the (the "CSE") and will continue to be traded on the OTCQX. The Continuance will, however, will trigger an updated submission/application to the QB.

As noted above, on the effective date of the Continuance the property of the Company will continue to be the property of the Company, the Company will continue to be liable for the obligations of the Company, existing causes of action, claims or liabilities to prosecution of the Company will be unaffected, civil, criminal or administrative actions or proceedings pending by or against the Company may be continued to be prosecuted by or against the Company, convictions against the Company may be continued against the Company, and rulings, orders or judgments in favour of or against the Company may be enforced by or against the Company.

REASONS FOR THE CONTINUANCE

The Company's principal mineral properties are located in Nevada, U.S.A and, accordingly, the principal operations of the Company are outside of Canada. The Company has no business operations in Canada, nor does it own any assets there. While the Company's Common Shares are listed and traded on the CSE and QB, the listing on the CSE is not intended to continue; however the listing on the QB is intended to. The Continuance is expected to provide the Company with a number of benefits, including:

- (a) as Nevada, or such other similar state, is more conveniently located in relation to the Company's operations than Canada, and it is expected that management of the Company will move to the United States, the Company will not be subject to Canadian securities reporting requirements, thereby saving significant expenses; and
- (b) since the Company has no commercial connections to British Columbia, Canada, there is no reason for it to be domiciled there and thereby subject to Canadian income and capital gains taxes or for it to bear the compliance costs associated with being a Canadian taxpayer. By contrast, Nevada, or such similar state, has generally lower rates of income tax, no capital gains tax and a somewhat simpler tax regime overall.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31st, 2020 will be placed before you at the Meeting. A copy of these financial statements, together with the auditor's report thereon, and Management's Discussion and Analysis, were mailed to those shareholders who returned the 'request for annual and interim financial statement return card', mailed to shareholders in connection with the Company's annual general meeting and indicated to the Company that they wished to receive these documents. Shareholders can request a copy of our future financial statements and MD&A by completing our supplemental request card which accompanies the Notice of Meeting and this Information Circular. These financial statements and MD&A are also available for review on SEDAR.

ELECTION OF DIRECTORS

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time. Under Sierra's Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors cannot be fewer than three (3). Currently there are four (4) directors.

Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Company. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

NOMINEES FOR ELECTION

The following information relating to the nominees for directors is based partly on the Company's records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director and their respective principal occupations during the term that each were directors of the Company and their respective number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

While management does not contemplate that the nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of nominees for any reason, the management representative(s) designated in the Proxy solicited in respect of the Meeting shall have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

The following is a table of information about the nominees.

Name, Municipality of Residence and Position with Company	Present Principal Occupation	Director Since	Shares Owned⁽¹⁾
Sonny Janda ⁽²⁾ Vancouver, B.C., Canada CEO & Director	Mr. Janda is a Management Consultant with over ten years of experience in public markets. Mr. Janda holds a bachelor's Degree in Economics from Simon Fraser University.	2011	1,350,000
Shaun Dykes ⁽²⁾ Vancouver, B.C., Canada Director	Shaun M. Dykes, M.Sc. (Eng.) P. Geo founded Geologic Systems Ltd. in 1994 to supply geological expertise to the mining and exploration community. From 1995 until 2011 he was Exploration Manager for Mosquito Consolidated Gold Mines Ltd., during which tenure he played a key and leading role in the acquisition and development of years working as a project geologist with Westmin Resources Ltd. He has managed a wide variety of projects.	2014	Nil
Daryl Ware-Lane ⁽²⁾ Vancouver, B.C. Director	Mr. Ware-Lane has over 10 years of experience, with various privately held and institutional corporations, in business development, investor and public relations as a director and independent consultant.	2019	Nil

<p>Jared Scharf San Diego, California Director</p>	<p>Mr. Scharf's background is in corporate finance and public markets. Prior to working with Desert Gold, Mr. Scharf worked for ITM Corporation, a Toronto-based asset management firm, where he was involved in the development of a variety of companies ranging from gold and geothermal projects in Latin and South America to oil and gas projects in Eastern Europe. Mr. Scharf holds an Honours Commerce degree in Finance from the Telfer School of Management at the University of Ottawa as well as a Bachelors of Administration also from the University of Ottawa</p>	<p>2020</p>	<p>100,000</p>
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(1) Information as to ownership of shares has been taken from the list of registered shareholders maintained by the Company's transfer agent or has been provided by the individual or retrieved from SEDI.

(2) Member of the Audit Committee

The Company's management recommends that shareholders vote in favor of the nominees for election as directors. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the three nominees as directors of the Company for the ensuing year.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCY

Save and except as set out below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

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

PENALTIES OR SANCTIONS

Save and except as set forth below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

PERSONAL BANKRUPTCY

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

CONFLICTS OF INTEREST

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest

and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

APPOINTMENT OF THE AUDITOR

The Company's management recommends that shareholders vote in favor of the re-appointment of Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants as the Company's auditor for the ensuing year and in favor of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Dale, Matheson, Carr-Hilton Labonte, LLP, Chartered Accountants as the auditor of the Company until the close of the next annual meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

PART 4 – EXECUTIVE AND DIRECTOR COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Company has not, as of yet, generated any income or cash flows and operates with limited financial resources. The Board of Directors, through informal discussion without any formal objectives, criteria or analysis, is responsible for determining the final compensation to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

The Board annually reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to executive officers in past years.

The Company has no arrangements, standard or otherwise, under which Directors are compensated for their services in their capacity as Directors, or for committee participation or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

Stock options are an important part of the Company's incentive strategy for its directors and officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and is intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with the officer's level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants.

The following table sets out compensation paid to Management and Directors in the past three fiscal years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Sonny Janda CEO//Director (Former interim CFO)	2020	90,000	Nil	Nil	Nil	Nil	90,000
	2019	151,725	Nil	Nil	Nil	Nil	151,725
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Shaun Dykes Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Daryl Ware- Lane Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Craig Alford (Former Director) ¹	2020	29,973	Nil	Nil	Nil	Nil	29,973
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Larry Tsang CFO	2020	21,000	Nil	Nil	Nil	Nil	21,000
	2019	16,000	Nil	Nil	Nil	Nil	16,000
Jared Scharf Director ²	2020	8,529	Nil	Nil	Nil	Nil	8,529

¹Craig Alford joined the board in 2020 and resigned in April, 2021.

²Jared Scharf joined the board in April, 2021.

PENSION PLAN BENEFITS

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Named Executive Officer with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of December 31, 2020, the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	Options: 1,000,000 Warrants: Nil	Options: \$0.15 Warrants: N/A	
Equity Compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	1,000,000	\$0.15	3,110,709

NOTES: The Company has a 10% rolling stock option plan under which there are currently options granted as at the end of the 2020 fiscal year.

PART 6 – AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

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

The Company’s audit committee is governed by an audit committee charter which is attached as Exhibit “B”.

COMPOSITION OF THE AUDIT COMMITTEE

The Company’s audit committee is currently comprised of three directors, Sonny Janda, Daryl Ware-Lane and Shaun Dykes. Daryl Ware-Lane and Shaun Dykes are considered “independent” as that term is defined in applicable securities legislation. As Chief Executive Officer, Sonny Janda is not independent.

All three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

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

Since the commencement of the Company’s most recently completed financial year ended December 31, 2020, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

RELIANCE ON CERTAIN EXEMPTIONS

The Company is not relying on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit

services provided by the Company’s auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor’s annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year’s audit); or

2. an exemption from the requirements of NI 52/110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter attached as Exhibit “B” to this Information Circular.

EXTERNAL AUDIT SERVICE FEES (BY CATEGORY)

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

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

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
December 31, 2020	\$18,000	\$2,000	Nil
December 31, 2019	\$23,000	2,800	Nil

The Company is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in ‘Composition of the Audit Committee’ above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company’s Annual Information Form, if any).

PART 7 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

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

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices.

BOARD OF DIRECTORS

The Board is currently composed of five directors. All of the proposed nominees for election as directors at the 2021 annual general meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors be reasonably expected to interfere with the exercise of a director’s independent judgment.

Of the current directors, Sonny Janda, CEO is an “inside” or management director and accordingly is considered “non-independent”. Shaun Dykes, Jared Scharf and Daryl Ware-Lane , as outside directors, are considered independent.

Following the Meeting, the Board will have 3 independent directors.

MANDATE OF THE BOARD

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, 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.

Currently, the positions of President and Chief Executive Officer are combined. However, given the size of the Company’s current operations, the Board believes that the Company is well serviced and the independence of the Board from management is not compromised by the combined role. In addition, the Board has found that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances and the “independent” directors have the ability to meet independently of management whenever deemed necessary.

DIRECTORSHIPS

As of the date of this Information Circular, the directors and/or officers listed in the table that follows are currently directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction.

Name of Director	Other Reporting Issuer
Sonny Janda Vancouver, B.C. Canada	Desert Gold Ventures Inc., Grand Peak Capital Corp.
Shaun Dykes Vancouver, B.C. Canada	Lucky Minerals Inc. Cumo Metals Inc.
Jared Scharf	Desert Gold Ventures Inc.
Daryl Ware-Lane	None

ORIENTATION AND CONTINUING EDUCATION

Orientation and education of new members of the Board is conducted informally by management and the Board. The orientation provides background information on the Company's history, performance and strategic plans.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However there is no formal orientation for new members of the Board and this is considered to be appropriate, given the Company's size and current operations.

ETHICAL BUSINESS CONDUCT

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the 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 and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

NOMINATION AND ASSESSMENT

The Board of Directors will consider the size of the Board of Directors each year when it considers the number of directors to recommend for director nominees. The criteria for selecting new directors shall reflect the requirements of the listing standards of the Exchange (or such other exchange or self-regulatory organization on which the Company's shares are listed for trading) with respect to independence and the following factors:

- (a) the appropriate size of the Company's Board;
- (b) the needs of the Company with respect to the particular talents and experience of its directors;
- (c) personal and professional integrity of the candidate;
- (d) level of education and/or business experience;
- (e) broad-based business acumen;
- (f) the level of understanding of the Company's business and the industry in which it operates and other industries relevant to the Company's business;

- (g) the ability and willingness to commit adequate time to Board and committee matters;
- (h) the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;
- (i) the ability to think strategically and a willingness to share ideas; and diversity of experiences, expertise and background.

COMPENSATION

The Board of Directors is responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and the other officers, directors and/or employees of the Company (see "Executive Compensation").

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has only one committee, being the Audit Committee.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended December 31, 2019 and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company during the most recently completed financial year ended December 31, 2020 for other than "routine indebtedness", as that term is defined by applicable securities law; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of the last financial year of the Company, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors, the approval of the Stock Option Plan and the authorization for the granting of stock options thereunder.

MANAGEMENT CONTRACTS

The management functions of the Company are performed by its directors and senior officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and senior officers of the Company.

TRANSFER AGENT AND REGISTRAR

Odyssey Trust Company, 350-409 Granville Street, Vancouver, B.C., V6C 1T2.

LEGAL PROCEEDINGS

There are no pending legal proceedings to which the Company is or is likely to be a party or which any of its properties or business interests are, or, to the best of knowledge of management of the Company, likely to be subject of.

OTHER MATTERS

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

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed in this Information Circular.

ADDITIONAL INFORMATION

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended December 31, 2020. You may access these documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

EXHIBIT "A"

RESOLVED AS A SPRECIAL RESOLUTION THAT:

- A. The Company is hereby authorized to de-list from the Canadian Securities Exchange without further approval from shareholders to do so.
- B. The Company is hereby authorized to Continue out of British Columbia, Canada, to the United States of America, to whichever state it deems best, without further need for approval by shareholders to do so.
- C. The Company is hereby authorized to either:
- i) maintain its current listing on the OTCQB;
 - ii) re-apply for listing on the OTCQB;
 - iii) submit re-qualification of its current listing on the OTCQB including registration with the SEC in the United States.
- D. Any one director or officer of the Company be and is hereby authorized to execute and deliver, under common seal or otherwise, all such instruments, certificates, documents, directions, notices, acknowledgements and receipts and to perform and to do all such other acts as may be necessary or advisable for the purpose of giving effect to these resolutions without the need for further shareholder approval;
- E. Notwithstanding the authorization and approval of the special resolutions hereinabove the directors are not obligated to proceed with any or all of the said resolutions and may choose not to proceed with all or any of the special resolution without the need for consent or approval from shareholders.

EXHIBIT "B"

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SIERRA GRANDE MINERALS INC. (the "Company")

1 Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
 - (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2 Membership

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3 Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
 - (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
 - (c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4 Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
 - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

- (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

