

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of Bird River Resources Inc. (the “Corporation”) of proxies to be used at the annual meeting of shareholders (the “Shareholders”) and any adjournment thereof (the “Meeting”) of the Corporation to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, facsimile, e-mail or in person. The total cost of the solicitation of proxies will be borne by the Corporation.

In this Circular, references to “the Corporation”, “we” and “our” refer to Bird River Resources Inc. “Common Shares” means common shares without par value in the capital of the Corporation, “Beneficial Shareholders” means Shareholders who do not hold Common Shares in their own name, and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail. Proxies may also be solicited personally, by telephone, by facsimile, or by other electronic communication, by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries (if any) and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

The Corporation will not be sending proxy-related materials to registered holders or beneficial owners using notice-and-access.

Management of the Corporation does not intend to pay for intermediaries to forward the proxy-related materials to objecting beneficial owners under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and Form 54-101F7 - *Request for Voting Instructions made by Intermediary*. In the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner’s intermediary assumes the cost of delivery.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors or officers of the Corporation. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, see below under the heading “Registered Shareholders”.

Voting by Proxyholders

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority

on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

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 Proxy and returning it to the Company's transfer agent, Capital Transfer Agency Inc. ("Capital Transfer") at least forty eight (48) hours prior to the time of the Meeting or any adjournment of the Meeting.

Alternatively, registered Shareholder may vote by facsimile or by internet 24 hours a day, 7 days a week. All votes cast by facsimile or by internet must be received no later than forty eight (48) hours prior to the time of the Meeting or any adjournment of the Meeting. To vote by facsimile, registered Shareholders should send the Proxy by facsimile, to 1-416-350-0008. To vote using the internet, registered Shareholders should access <https://linkstar.capitaltransferagency.com/pxlogin>. To vote by internet, a registered Shareholder will need to provide the control number located at the bottom of your Proxy accompanying this Circular. For further information on voting by internet, please refer to 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 Corporation as the registered holders of Common Shares).

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 Shareholders name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the Shareholders broker or an agent of that broker. 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 Shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The voting instruction form ("VIF") supplied to you by your broker will be similar to the Proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to

Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a VIF in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative 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. **If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing an instrument or act in writing, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder’s authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Capital Transfer Agency Inc., 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting, or to the CEO of the Corporation, Jon Bridgman, on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the registered Shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Exercise of Discretion by Proxies

Common Shares represented by properly executed proxies in favour of the persons designated in the enclosed Proxy Form in the absence of any direction to the contrary, will be voted: (i) for the election of directors; and (ii) for the re-appointment of auditors. Instructions with respect to voting will be respected by the persons designated in the enclosed Proxy Form.

The enclosed Proxy Form confers discretionary authority upon the persons named therein with respect to any amendment or variation to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting. At the time of printing the Circular, management of the Corporation

knows of no such amendments, variations or other matters to come before the Meeting. However, in either case, the persons named in the Proxy Form will vote according to their best judgment.

Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 entitled “*Communication with Beneficial Owners of Securities of a Reporting Issuer*”, the Corporation has distributed copies of the Notice of Meeting and this Circular (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, and often use a service company for this purpose.

Non-Registered Holders will either:

- (a) typically, be provided with a computerized form (often called a “voting instruction form”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the Internet or through a toll-free telephone number; or
- (b) less commonly, be given a Proxy Form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the Proxy Form and submit it to Capital Transfer Agency Inc., Attention Proxy Department, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a Proxy Form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the Proxy Form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Investor Services Inc. at the address set out above.

In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or Proxy Form must be delivered.

A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by

written notice to the Intermediary.

RECORD DATE AND QUORUM

The board of directors of the Corporation (the “**Board**”) has fixed the record date for the Meeting at the close of business on November 17, 2021 (the “**Record Date**”). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date.

The quorum for the transaction of business at a meeting of Shareholders is two Shareholders present, in person or represented by proxy.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or senior officer of the Corporation or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of Common Shares where the Shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of Common Shares.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The voting securities of the Corporation consist of Common Shares. The Corporation is authorized to issue an unlimited number of Common Shares. As of the Record Date and November 21, 2021, the effective date of this Circular (the “**Effective Date**”), 16,666,861 Common Shares were issued and outstanding, with each such Common Share carrying the right to one (1) vote at the Meeting.

All holders of at least one Common Share as of the Record Date will have the right to vote at the Meeting, except to the extent that a person has transferred any of his Common Shares after such Record Date and the transferee of those shares (i) produces properly endorsed share certificates, or (ii) otherwise establishes that he owns the Common Shares and demands, no later than ten days before the Meeting, that his name be included in the list prepared by the transfer agent before the Meeting, in which case the transferee will be entitled to vote at the Meeting.

As at the Effective Date, to the knowledge of the Corporation, and based on the Corporation’s review of the records maintained by Capital Transfer, electronic filings with System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and insider reports filed with System for Electronic Disclosure by Insiders (“**SEDI**”), no person or company beneficially owns, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to all classes of voting securities of the Corporation.

VOTES NECESSARY TO PASS RESOLUTIONS

To approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “ordinary resolution”) unless the motion requires a “special resolution” in which case a majority of 2/3 of the votes cast will be required.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commissions or similar regulatory authority in each of Manitoba, Ontario, and British Columbia are specifically incorporated by reference into, and form an integral part of, this Circular: the audited financial statements of the Corporation for the year ended July 31, 2020, the report of the auditor thereon and related management discussion and analyses. Copies of documents incorporated herein by

reference may be obtained by a shareholder upon request without charge from the Corporation. These documents are also available through the internet on SEDAR, which can be accessed at www.sedar.com.

CURRENCY

In this Circular, unless otherwise indicated, all references to “CAD\$” or “\$” refer to Canadian dollars.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making. The Corporation believes that its corporate governance practices ensure that the business and affairs of the Corporation are effectively managed so as to enhance shareholder value.

The Board is presently comprised of four (4) directors: Jon Bridgman, Donal Carroll, Edward Thompson and Warren Hawkins. Pursuant to National Instrument 52-110 – *Audit Committees* (“NI 52-110”), an “independent” director is one who is free from any direct or indirect relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with a director’s exercise of independent judgment.

Donal Carroll and Warren Hawkins are independent directors within the meaning of NI 52-110. Jon Bridgman and Edward Thompson are not independent within the meaning of NI 52-110 as they are the Chief Executive Officer (“CEO”) and Secretary-Treasurer of the Corporation respectively.

The Board has taken reasonable steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management. The Board facilitates its independent supervision over management in a number of ways including by holding meetings or portions of meetings at which members of management and non-independent directors are not in attendance, and by retaining independent consultants where it deems necessary. The Board is of the opinion that the size of the Board is adequate and facilitates the efficiency of its deliberations, while ensuring a diversity of opinion and experience. It believes that each and every proposed director is eager to fulfil his or her obligations and assume his or her responsibilities in the Corporation’s best interests, with due regard to the best interests of the Corporation’s shareholders. The independent directors of the Board meet independently of management as they deem appropriate after Board meetings.

The Board provides leadership for its independent directors through formal Board meetings, by encouraging independent directors to bring forth agenda items, and by providing independent directors with access to senior management, outside advisors, and unfettered access to information regarding our activities. The relatively small size of the Board facilitates this process.

Directorships

The following directors of the Corporation are directors and/or officers of other reporting issuers:

<u>Name</u>	<u>Name of Reporting Issuer</u>
Jon Bridgman	Green Environmental Technologies Inc.
Donal Carroll	FSD Pharma Inc., Senior Officer; World Class Extractions Inc., Senior Officer; The Hash Corporation, Senior Officer
Warren Hawkins	Richmond Minerals Inc., Exploration Manager and is Qualified Person under National Instrument 43-101.

Orientation and Continuing Education

At present, each new director is given an outline of the nature of the Corporation's business, its corporate strategy, and current issues with the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and policies. As each director has a different skill set and professional background, their orientation will be tailored to the particular needs and experience of each director.

All new directors are provided with an information package regarding the business of the Corporation which includes a copy of the following materials: (a) the constating documents of the Corporation; (b) the latest management information circular and annual report including the annual financial statements; (c) all quarterly reports for the last financial year end; (d) any press releases or material change report for the last year; (e) the stock option plan of the Corporation and (f) the Audit Committee Charter.

Continuing education is provided through relevant reading materials, board meeting presentations and discussions to ensure the directors maintain the knowledge and skill necessary to meet their obligations as directors. In addition, management of the Corporation makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board supports ethical business practices. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation, 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 Corporation. The Board is considering adopting a formalized ethics policy but has not yet done so.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Corporation may also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors, which evoke such a conflict.

Nomination of Directors

The Corporation's compensation, corporate governance and nominating committee (the "**Compensation, Corporate Governance, and Nominating Committee**") has the responsibility to identify new director candidates and make recommendations to the Board.

The Board recruits, nominates, and endorses the appointment of new directors based on the needs of the Board. Generally, new nominees for directors must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

Compensation

The Corporation's Compensation, Corporate Governance and Nominating Committee has the responsibility to periodically review compensation issues and to report their findings along with their recommendations to the Board. All executive compensation is approved by the Board. The compensation policy of the Corporation endeavors to provide incentive to management from the perspective of share ownership and share appreciation. Management expects that long term compensation will be primarily derived from the appreciation in the value of the common shares and options they hold. Management compensation is anticipated to consist of a small base salary, the entitlement to participate in a bonus program and incentives in the form of stock options granted pursuant to the Corporation's stock option plan. The Corporation has no executive pension plan.

Details of how management compensation is determined is provided under the heading "Statement of Executive Compensation" in this Circular.

Committees

The Corporation currently has two Board Committees: the Audit Committee and the Compensation, Corporate Governance and Nominating Committee. The latter committee is also responsible for encouragement of ethical business conduct and the assessment of the effectiveness of the Board, its committees and its individual directors.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors. However, the Board will consider implementing one in the future should circumstances warrant. Based on the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board, alongside the Compensation, Corporate Governance and Nominating Committee, is responsible for selecting new directors and assessing current directors.

Audit Committee Disclosure

Pursuant to NI 52-110, the Corporation is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation (the "**Audit Committee**"). NI 52-110 requires the Corporation, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

Audit Committee's Charter

The text of the Corporation's Audit Committee's charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The members of the Audit Committee are set out below:

Donal Carroll	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Edward Thompson	Not independent	Financially Literate ⁽²⁾
Warren Hawkins	Independent ⁽¹⁾	Financially Literate ⁽²⁾

Note:

1. Independent within the meaning of NI 52-110 - *Audit Committees* ("NI 52-110").
2. Within the meaning of NI 52-110.

Relevant Education and Experience

Each member of the Audit Committee has adequate education and experience that is relevant to the performance of his or her responsibilities as a member of the Audit Committee and, in particular, education and experience that have provided the member with:

- a) an understanding of the accounting principles used by the issuer to prepare its financial statements;
- b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- d) an understanding of internal controls and procedures for financial reporting.

The below is a summary of the experience of each member of the Audit Committee.

Mr. Donal Carroll, Director – Mr. Carroll has over 20 years of corporate finance leadership and public company experience, as well as deep expertise in syndicate investing both in equity and debt securities. With a balance of prudent financing practices and unique insights, Mr. Carroll has successfully guided companies for expansion and growth. Throughout his tenure with Danaher, Alberto Culver – now Unilever (NYSE:UL) and Cardinal Meats, Mr. Carroll was instrumental in major restructuring activities, mergers and acquisitions, and the implementations of new internal controls and ERP systems resulting in significant efficiencies through periods of substantial change and strong company growth. Mr. Carroll holds a CPA-CMA designation as well as a Bachelor of Commerce degree from University College Dublin (UCD). Mr. Carroll is a director of Alkaline Spring Inc. an Alberta incorporated private company, director of World Class Extractions Inc., (a CSE listed company) and is CFO & director of FSD Pharma Inc. (a Nasdaq & CSE listed company).

Mr. Edward Thompson, Director and Interim Chief Financial Officer – Mr. Thompson is a retired financial planner and is a past president of a Money Concepts financial planning center in Winnipeg which he established in 1988. He remains a member of Advocis (a Financial Planning regulating group) and has been a member thereof since 1989. Mr. Thompson has a B.Sc. Ag. from the University of Manitoba, was also a past president of the Manitoba Institute of Agrology (a Professional Agricultural organization) and has been a member thereof since 1968. Mr. Thompson is also a past district governor for Rotary International (District 5550). Mr. Thompson is not considered independent as he is an officer of the Corporation.

Mr. Warren Hawkins, Director – over the past 20 years Mr. Hawkins has provided consulting services in the areas of exploration project management, core logging, diamond drill supervision, prospecting, geophysical surveying, and property assessment filing, as well as NI 43-101 compliant reports. Previously he spent 10 years as an Investment Advisor with TSX member firms. Earlier in his career he was an environmental consultant responsible for landfill monitoring, water well development, underground storage tank removal and remediation. Mr. Hawkins is a Qualified Person under National Instrument 43-101. Mr. Hawkins has a P. Eng., in Applied Science in Geological Engineering from the University of Waterloo. Presently he is Exploration Manager for Richmond Minerals Inc. (listed TSX-V company).

Audit Committee Oversight

Since the commencement of the Corporation’s most recently completed financial year, the Audit Committee has not made a recommendation to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Corporation’s most recently completed financial year, the Corporation has not relied on the following exemptions in NI 52-110: (i) section 2.4, (ii) subsection 6.1.1(4), (iii) subsection 6.1.1(5), (iv) subsection 6.1.1(6), and (v) Part 8. However, the Corporation, as a venture issuer, is relying on the exemption provided in section 6.1 of NI 52-110, which provides that a venture issuer is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee ordinarily recommends the nomination and engagement of the independent auditors to audit the financial statements, and approves all audit and audit-related services provided by the Corporation’s auditors. Any services provided by the Corporation’s auditors which are not specifically included within the scope of the audit are approved by management relying upon available exemptions.

External Auditor Service Fees

The following table lists by category the fees billed by the Company’s external auditors for the Company’s financial years ended July 31, 2020 and July 31, 2019.

Financial Year Ending	Audit Fees (\$)	Tax Fees (\$)	All Other Fees (\$)	Total (\$)
July 31, 2020	25,000	6,500	-	31,500
July 31, 2019	50,000	3,000	-	53,000

Note:

1. “Audit Fees” include fees necessary to perform the annual audit of the Company’s financial statements and also fees incurred in relation to the performance of quarterly reviews. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes

assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

4. "All Other Fees" include all other non-audit services.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The information in this section of the Circular has been prepared in accordance with Form 51-102F6V - *Statement of Executive Compensation – Venture Issuers*, and provides a discussion of all significant elements of the compensation to be awarded to, earned by, paid to, or payable to Named Executive Officers (as defined below) of the Corporation, to the extent that it has been determined.

This section describes the Corporation's compensation scheme for each person who acted as CEO and CFO, and the next most highly compensated executive officer (or next most highly compensated individual acting in a similar capacity), other than the CEO and CFO, whose compensation was more than \$150,000 during the financial years ended July 31, 2020 and July 31, 2019 (each a "**Named Executive Officer**" or "**NEO**" and collectively the "**Named Executive Officers**" or "**NEOs**"). This document will address the Company's executive compensation philosophy and objectives and provide a review of the process the Board undertakes in deciding how to compensate NEOs.

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

For the fiscal year ended July 31, 2020, the NEOs of the Corporation and of High Point Oil Inc. ("High Point", a wholly owned subsidiary of the Corporation as at July 31, 2020) were:

- Jon Bridgman - CEO of the Corporation from September 14, 2017 to present, prior thereto CFO of the Corporation;
- John V. Tokarsky - CFO of the Corporation from September 14, 2017 to December 10, 2019;
- Edward Thompson - Secretary-Treasurer of the Corporation; Interim CFO of the Corporation from December 10, 2019 to March 31, 2021;
- Ty Pfeifer - CEO of High Point to November 7, 2019;
- David Walters - CEO of High Point from November 7, 2019; and
- Howard Blacker - CFO of High Point.

The following table discloses compensation paid to the Corporation's NEOs and/or directors for the financial years

ended July 31, 2020 and 2019:

Table of compensation excluding compensation securities							
Name and position	Fiscal Year Ended	Salary, consulting fee, retainer or commission (5) (\$)	Bonus (\$)	Committee or meeting fees (1) (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jon Bridgman CEO and a Director of the Corporation	2020	30,000 (2)	-	-	-	-	30,000
	2019	30,000 (2)	-	-	-	-	30,000
John V. Tokarsky (7) Former CFO of the Corporation	2020	4,400 (3)	-	-	-	-	4,400
	2019	23,400 (3)	-	-	-	-	23,400
Edward Thompson Interim CFO, Secretary-Treasurer and Director of the Corporation	2020	-	-	-	-	-	-
	2019	-	-	2,000	-	-	2,000
Ty Pfeifer (6) Former Director of the Corporation; former CEO and Director of High Point	2020	-	-	-	-	-	-
	2019	154,774	-	-	-	-	154,774
Howard Blacker CFO of High Point	2020	13,000	-	-	-	-	13,000
	2019	134,775	-	-	-	-	134,775
Donal Carroll Director of the Corporation	2020	18,000 (4)	-	-	-	-	18,000
	2019	18,000 (4)	-	-	-	-	18,000
David Walters Director of the Corporation; CEO and Director of High Point	2020	52,500	-	-	-	-	52,500
	2019	2,500	-	1,000	-	-	3,500

Notes:

- (1) Paid as director's fees.
- (2) Paid to United Mercantile Inc., a company owned 100% by Jon Bridgman.
- (3) Paid to Tokarsky Corporate Services Limited, a company owned 100% by John Tokarsky.
- (4) Paid to Epicore Group Inc., a company owned 100% by Donal Carroll.
- (5) Portion of compensation paid with respect to the individual's capacity as an NEO of the Corporation.
- (6) Resigned as Director of the Corporation on November 7, 2019.
- (7) Resigned as CFO of the Corporation on December 10, 2019.

Stock options and other compensation securities

No stock options or any other compensations securities were granted or issued to the Corporation's NEOs and/or Directors during the financial year ended July 31, 2020. There were no options exercised by any NEO or director during the financial year ended July 31, 2020.

Stock option plans and other incentive plans

The Corporation has implemented a stock option plan (the "**Plan**") to allow the Corporation to grant options to directors, officers, employees and service providers. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors and officers of the Corporation. The maximum number of common shares which may be issued pursuant to those granted under the Corporation's Plan are currently limited to 10% of the issued and outstanding common shares of the Corporation at a price determined by the Board, but in any event, not less than the market price of the underlying securities on the date of grant. In addition, the number of options issued to any one individual may not exceed 5% of the issued common shares on a yearly basis. For any person providing ongoing services or employed in investor relations activities, the number of options granted may not exceed 2% of the issued common shares on a yearly basis.

Employment, consulting and management agreements

Management functions of the Corporation are not, to any substantial degree, performed by a person or persons other than the directors or senior officers of the Corporation.

Oversight and description of director and named executive officer compensation

The Board assumes, among other things, the obligations sometimes delegated to the compensation committee. The Board establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs. Executive officers do not vote with respect to compensation matters affecting them.

The Corporation's overall policy regarding compensation of the Corporation's executive officers is structured to provide competitive compensation levels and compensation incentives that support both the short-term and long-term goals of the Corporation, attract and retain suitable and qualified executive management, and establish a compensation framework which is industry competitive. The compensation program consists of the following three components:

Base compensation

Base compensation of executives are determined by referencing salary levels in the industry in which the Corporation operates. The Board reviews information drawn from a variety of sources, including proxy statements of competitive companies of comparable size and complexity, and, when appropriate, surveys conducted by compensation consultants. Criteria included in the determination of salary levels include the individual's experience level, the scope and complexity of the position held and salaries being paid for similar positions at other Canadian and United States companies of similar size.

Annual performance incentive

Bonuses may or may not be paid and are based on the achievement of corporate and individual performance objectives. Individual performance objectives are set at the beginning of the year and aligned with the Corporation's business plan.

Stock options

The stock option component of the executive compensation package is provided to focus management attention on corporate performance over a period of time longer than one year in recognition of long-term horizons for return on investments and strategic decisions. The level of stock option awards given to each executive is determined by his or her position, his or her potential future contributions to the Corporation and the number and terms of stock option awards previously granted to the executive. All stock option awards are reviewed by the Board. The Board determines a meaningful level of award for employees ranging from key employees to the Chief Executive Officer. The level of stock option awards is also influenced by the number of executives and key employees in the current year and the likelihood of grants in future years to executives and key employees since the total number of stock options available under the Corporation's Plan is limited. The Plan shall not exceed the maximum number of Common Shares permitted under the rules of any stock exchange on which the Common Shares are then listed or of any other regulatory body having jurisdiction, which maximum number is presently 1,666,686 Common Shares.

Pension plan benefits

No pension or retirement benefits plans have been instituted and none are proposed at this time.

Termination and change of control benefits

As at July 31, 2020, no payments, benefits or perquisites would be due to be paid to any Named Executive Officer upon any termination, resignation, retirement, change of control of the Corporation or change in responsibilities.

Compensation of directors

During the year ended July 31, 2020, directors of the Corporation were paid an aggregate of \$2,000 for their services as directors. There was no additional compensation for committee membership. Directors would also be eligible to receive a bonus in certain circumstances. Directors who are not officers would be entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by them for such services to arm's length parties.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category	Number of Common Shares to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Remaining Available for Future Issuance under Equity Compensation Plans
Equity compensation plans approved by security holders	1,250,000	\$0.235	416,686
Equity compensation plans not approved by security holders	-	-	-
Total	1,250,000	\$0.235	416,686

MANAGEMENT CONTRACTS

Management functions of the Corporation are not, to any substantial degree, performed by a person or persons other than the directors or senior officers of the Corporation.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of the directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation are indebted to the Corporation or were indebted to the Corporation at any time during the fiscal year ended July 31, 2020.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interest, direct or indirect, of any informed person of the Corporation, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Corporation's fiscal year ended July 31, 2020 or in any proposed transaction, that has materially affected or would materially affect the Corporation.

APPOINTMENT OF AUDITOR

Unless otherwise directed, it is the intention of management nominees to vote proxies in the accompanying Proxy Form in favour of the re-appointment of MNP LLP as auditor of the Corporation until the next annual meeting of shareholders and the authorization of the Board to fix their remuneration.

PARTICULARS OF THE MATTER TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The audited financial statements of the Corporation for the year ended July 31, 2020 and the report of the auditor thereon will be received at the Meeting. No vote will be taken on the financial statements. The audited financial statements of the Corporation and the report of the auditor have been provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Circular and who requested a copy of the audited financial statements and the report of the auditor thereon. The financial statements are also available on SEDAR at www.sedar.com.

2. Election of Directors

The Board proposes to nominate the five (5) persons named below for election as directors of the Corporation. All of the below nominees are already directors of the Corporation. Unless otherwise directed, it is the intention of management nominees to vote proxies in the accompanying Proxy Form for these five (5) nominees. Each director will hold office until the next annual meeting of Shareholders or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause or is replaced in accordance with the by-laws of the Corporation.

The following table sets out the name of each of the persons proposed to be nominated for election as director, all other positions and offices with the Corporation now held by such person, his municipality of residence and principal occupation, the year in which such person became a director of the Corporation, and the number of Common Shares that such person has advised are beneficially owned, controlled or directed, directly or indirectly, by such person as at the date indicated below. The information as to residence, principal occupation and number of shares beneficially owned, or controlled or directed, directly or indirectly, by the nominees was provided by the respective nominees.

Name, Position with the Corporation and Province/State of Residence	Principal Occupation (1)	Date Became a Director of the Corporation	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly (2)
Jon Bridgman (4) Director and Chief Executive Officer <i>Toronto, Ontario</i>	N/A	1990	127,083
Donal Carroll (3)(4) Director <i>Toronto, Ontario</i>	Chief Financial Officer FSD Pharma Inc.	2017	483,333
Edward Thompson (3)(4) Secretary-Treasurer and Director <i>Winnipeg, Manitoba</i>	N/A	1998	150,541 (3)
Warren Hawkins (3) Director <i>Toronto, Ontario</i>	Exploration Manager for Richmond Minerals Inc.	2021	100,000

Notes

- (1) All of the above-named officers and directors have held their present position(s) with the same or associated firms or organizations during the past five years except as noted.
- (2) The information as to shares beneficially owned or over which the above-named officers and directors exercise control or direction not being within the knowledge of the Company has been furnished by the respective directors individually.
- (3) Members of the Company's Audit Committee.

- (4) Members of the Company's Compensation, Corporate Governance & Nominating Committee.

Except as mentioned further, to the knowledge of the Corporation, none of the foregoing nominees for election as a director:

- (a) is, as at the date of this Circular, or has been, within the last ten years, a director, or executive officer of any company that, while that person was acting in that capacity:
- (i) was the subject of an order while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued, after the nominee ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Circular or has been within the last ten years has been, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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 last ten years, 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 his assets.

Except as described below, to the knowledge of the Corporation, none of the foregoing nominees for election as director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed Proxy reserve the right to vote for another nominee in their discretion. **Shares represented by proxies in favour of the management nominees will be voted in favour of the election of the above nominees as directors of the Corporation, unless a Shareholder has specified in his or her Proxy that his or her Common Shares are to be withheld from voting on election of such nominees.**

3. Appointment of Auditor

Unless otherwise indicated, the persons designated as proxyholders in the accompanying Form of Proxy will vote the common shares represented by such Form of Proxy, properly executed, FOR the appointment of MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the 2020 financial year and to authorize the directors to fix their remuneration.

OTHER MATTERS

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to

in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying Proxy Form confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Financial information relating to the Corporation is provided in the Corporation's audited financial statements for the year ended July 31, 2020 and the related management's discussion and analysis (the "MD&A"). Shareholders who wish to obtain a copy of the financial statements and MD&A of the Corporation may contact the Corporation as follows:

By phone:	877-587-0777
By e-mail:	umi@bell.net
By mail:	5204 Roblin Boulevard, Winnipeg, Manitoba R3R 0H1.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Jon Bridgman"

Jon Bridgman
Chief Executive Officer

Toronto, Ontario
November 22, 2021

SCHEDULE "A"

BIRD RIVER RESOURCES INC. (the "Company")

AUDIT COMMITTEE CHARTER

The committee will provide independent review and oversight of the Company's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the selection, oversight and compensation of the Company's external auditors.

The committee will also assist the Board in fulfilling its responsibilities in reviewing the Company's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will review the Company's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

AUTHORITY

The Board authorizes the committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to retain outside legal or professional counsel and other experts and to ensure the attendance of Company's officers at meetings as appropriate.

ORGANIZATION

- a) Membership
 - (a) The committee will be comprised of at least three directors, a majority of which are independent of management.
 - (b) The chairman of the audit committee will be nominated by the committee from time to time. The secretary of the committee will be such person as nominated by the Chairman.
 - (c) A quorum for any meeting will be two members.
- b) Attendance at Meetings
 - (a) The committee may invite such other persons to its meetings, as it deems appropriate.
 - (b) The external auditors may be present at each audit committee meeting and be expected to comment on the financial statements in accordance with best practices.
 - (c) The committee shall meet as frequently as required, and in compliance with National Instrument 52-110 and related applicable laws. Special meetings shall be convened as necessary. External auditors may convene a meeting if they consider that it is necessary.
 - (d) The proceedings of all meetings will be recorded in the minutes.

ROLES AND RESPONSIBILITIES

The committee:

- i. shall recommend to the Board of Directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.
- ii. shall recommend the compensation of the external auditor.
- iii. shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- iv. shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor unless the aggregate amount of all non-audit services is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiary entities to the Company's external auditor during fiscal year in which the services are provided.
- v. shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
- vi. shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must periodically assess the adequacy of those procedures.
- vii. shall establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.