



READY SET GOLD CORP.

NOTICE OF MEETING

and

MANAGEMENT INFORMATION CIRCULAR

for the

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on **October 12, 2021** beginning at **10:00 a.m. (Vancouver time)**

at

**333 Terminal Avenue
Suite 220
Vancouver, British Columbia, V6A 4C1**

Your vote is important. To ensure your vote is counted at the Annual General and Special Meeting of Shareholders, please ensure it is received in advance of the proxy voting deadline of October 7, 2021, at 10:00 a.m. (Vancouver time). If you require assistance voting your **GOLD PROXY, please contact Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca.**

Your Vote is Important! Shareholders are URGED to vote ONLY the GOLD PROXY provided by Management IN FAVOUR of, among other things, the Management Nominees.

September 13, 2021



Dear Fellow Shareholders:

Our upcoming annual general and special meeting will be pivotal for Ready Set Gold Corp. (“**Ready Set Gold**” or the “**Company**”). While we have only just begun to get started down the exciting road ahead of us as the new 100% owner of the Northshore Gold Project located in the Schreiber-Hemlo Greenstone Belt near Thunder Bay, Ontario (the “**Northshore Gold Project**” or simply “**Northshore**”), already we find ourselves under attack by a former vendor of the Northshore Gold Project (turned minority shareholder of the Company), CBLT Inc. (the “**Dissident**”), in a transparent display of predatory opportunism dressed up as hollow shareholder activism.

Our Company is valuable. The Northshore Gold Project is prospective for gold and silver mineralization. The Dissident is the former owner of a majority interest in Northshore, which sold its interest to the Company at a time when the Company was seeking to consolidate Northshore under one entity and re-attain a stock exchange listing, which was successfully completed in early January 2021. After less than a month following the announcement of favourable drill results from our initial exploration programme at Northshore, the Dissident has already jumped at the chance to try and snatch back control of the Northshore Gold Project by seeking the replacement of your board of directors, through the initiation of a time-consuming, distracting and costly proxy contest.

The Dissident has a long-standing history of being financially hard-up, and selling its interest in Northshore was a way for the Dissident to obtain some much-needed immediate liquidity as well as retaining upside potential in the development of the property through share ownership. However, if the Dissident were to now obtain control over your board of directors, then it will have effectively monetized Northshore for the benefit of its investors while retaining control over the property. This would not bode well for Company shareholders. Indeed, the superficial criticisms of your management team betrays the Dissident’s true intentions; which is to re-obtain control over Northshore. In its initial public announcement made on June 14, 2021, the Dissident claimed that the purported failings of our management team affect it the most of all Company shareholders simply because it believes itself to be the largest shareholder. While we reject the Dissident’s criticism of us as being unfounded, the selfish entitlement of this statement is revealing – it is the statement of someone who believes that they deserve more than other shareholders of the Company. In actual fact, the Dissident is a relatively minor shareholder who, to the knowledge of the Company, holds in and around 5% of the outstanding shares of the Company; and yet, the Dissident is seeking control of the entire board. Does that make sense to you?

Yet, if successful, the Dissident (of which Peter M. Clausi, the director and Chief Executive Officer of the Dissident, who is also the former Chief Executive Officer and former director of the Company when it was a struggling shell company) would replace your board with a slate of dissident nominees (the “**Dissident Nominees**”) which would have the effect of returning Northshore under the control and management of the Dissident’s very own hand-picked crew, some of whom have long-standing business and/or personal ties with Mr. Clausi, calling their independence into question, which should be of concern to all shareholders.

Perhaps most concerning, however, is the fact that the person at the helm of the Dissident has a track record of failure. Not only is Mr. Clausi the Chief Executive Officer of the Dissident (which has been struggling financially for years) but, prior to the Dissident’s former ownership interest in the Northshore Gold Property, such interest was held by GTA Resources and Mining Inc. (a shell company known as GTA Financecorp Inc.), of which Mr. Clausi is also the President and Chief Executive Officer (together with a couple of his long-standing and presumably loyal associates who are now Dissident Nominees). Neither the Dissident nor the previous owner of the Dissident’s former interest in Northshore, were able to create shareholder value with the Northshore Gold Project, other than “flipping” it into the next Clausi-affiliated company. What do shareholders think will happen if the Dissident obtains control of the Northshore Gold Project, now that Northshore has been consolidated under one entity and promising drilling results have been disclosed?

It appears that the Dissident's chief complaint against the management team at Ready Set Gold is the false claim that the Company has somehow failed in respecting the rights of First Nations, which is an embarrassing claim for the Dissident to make. In fact, the Company has a track record of working closely alongside First Nations, including utilizing the services of a First Nations owned and operated exploration services company as part of its commitment to local First Nations communities.

The only other substantive complaint the Dissident has publicly made against the Company is the false claim that we lack the necessary technical expertise to operate a mineral exploration Company. This is ridiculous. Brad Lazich, who was our VP Exploration, still provides his services to the Company on a consulting basis, and to assist with a transition to a new VP Exploration to be announced shortly. Furthermore, among our highly qualified and independent nominees for election as your directors is Mark Smethurst, a Professional Geoscientist and industry veteran, with over 25 years of experience in the mining and exploration industry. Despite what the Dissident would have Shareholders believe with its inflammatory and misinformed public commentary, the Company is in good hands.

To date, the Dissident has not provided the detailed disclosure regarding itself nor its nominees that are necessary for inclusion in an information circular. We assume the Dissident will prepare and mail a dissident's information circular containing such information as required pursuant to applicable securities laws, in connection with its own proxy solicitation campaign. Neither has the Dissident made any mention of any sort of coherent plan or strategy for the Company going forward, other than to obtain control of it. We would urge shareholders to discard any proxy materials you have received or may yet receive in respect of the upcoming meeting from the Dissident or in respect of the election of Dissident Nominees.

Make no mistake, the upcoming Meeting is squarely about who controls Northshore, and to whom the benefit of such control accrues. We will do everything we can as your management team to protect your investment and safeguard the best interests of the Company, but please, we ask you to carefully review the management nominees, consider the alternative, and vote the management's **GOLD Proxy** or **GOLD VIF** contained within the accompanying notice of meeting and management information circular today. Do not let the Dissident take what does not belong to it - protect your investment. On behalf of the board of directors and management team, I thank you for your continued support and I look forward to an exciting future for all of us with Ready Set Gold.

Sincerely,

(signed) "Christian Scovenna"

Christian Scovenna

Chief Executive Officer and Director
Ready Set Gold Corp.

READY SET GOLD CORP.
(formerly Omni Commerce Corp.)
Unit 220, 333 Terminal Avenue
Vancouver, British Columbia, Canada, V6A 4C1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the authorized share structure of Ready Set Gold Corp. (the “**Company**”) will be held at the offices of ACM Management Inc. at Suite 220 - 333 Terminal Avenue, Vancouver, British Columbia, Canada on October 12, 2021 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the fiscal years ended April 30, 2021 and 2020, together with the independent auditors’ reports thereon;
2. to fix the number of directors to be elected;
3. to elect the directors for the ensuing year;
4. to re-appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors to fix the auditor’s remuneration; and
5. to transact such further or other business as may properly come before the Meeting or, if the meeting is adjourned or postponed, any reconvened Meeting.

The matters to be addressed at the Meeting also addresses the matters set forth in a requisition received from a dissident shareholder of the Company. The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the management information circular accompanying this notice of Meeting.

The directors of the Company have fixed September 3, 2021, as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at the Meeting, or at any adjournment or postponement thereof.

Management of the Company urges Shareholders to vote by proxy. If you are a registered Shareholder of the Company or a non-registered Shareholder that has received these material directly from the Company, you may exercise your right to vote by completing and returning the accompanying GOLD form of management proxy or voting information form, as applicable, and depositing it with the Company’s registrar and transfer agent, Alliance Trust Company. All proxies for use at the Meeting must be completed, dated, signed and returned to Alliance Trust Company, at Suite 1010, 407 - 2nd Street SW, Calgary, Alberta, Canada, T2P 2Y3 by 10:00 a.m. (Vancouver Time) on October 7, 2021 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to Alliance Trust Company at 403-237-6181 and Internet voting can be completed at www.alliancetrust.ca/shareholders/. If you are a non-registered Shareholder and have received your proxy-related materials from your bank, broker or other financial intermediary, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

DATED at Vancouver, British Columbia, this 13th day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Christian Scovenna”

Christian Scovenna
Chief Executive Officer and Director

SHAREHOLDERS' FREQUENTLY ASKED QUESTIONS

1. What am I being asked to vote on?

The Meeting is an annual general and special meeting of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Ready Set Gold Corp. (“**Ready Set Gold**”, or the “**Company**”). It is being held to consider the usual annual meeting matters as well as the matters set forth in a requisition (the “**Dissident Requisition**”) delivered to the Company by CBLT Inc. (the “**Dissident**”). The business to be addressed at the Meeting is as follows:

- (a) to receive and consider the audited consolidated financial statements of the Company for the fiscal years ended April 30, 2021 and 2020, together with the independent auditors’ report thereon;
- (b) to fix the number of directors to be elected;
- (c) to elect the directors for the ensuing year;
- (d) to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors to fix the auditor’s remuneration; and
- (e) to transact such further or other business as may properly come before the Meeting or, if the meeting is adjourned or postponed, any reconvened Meeting.

2. How does Ready Set Gold recommend that I vote?

Ready Set Gold’s board of directors (the “**Board**” or the “**Board of Directors**”) unanimously recommends that Shareholders use only the GOLD Proxy or GOLD VIF accompanying the notice of meeting and management information circular (the “**Circular**” or the “**Management Information Circular**”), to vote as follows:

FOR setting the size of the Board at five (5);

FOR the election of each of the nominees of the Company (collectively, the “**Management Nominees**”), namely:

- ✓ Christian Scovenna
- ✓ Darren Collins
- ✓ Peter Simeon
- ✓ Mark Smethurst
- ✓ Gerhard Merkel

FOR the re-appointment of Smythe LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors to fix the auditor’s remuneration.

Important!

Vote using **ONLY** the **GOLD Proxy** or **GOLD VIF**. Do **NOT** vote on or submit any form(s) of proxy or voting instruction form provided by the Dissident (together, the “**Dissident’s Proxy**”).

3. What if I can’t attend the Meeting in person?

It is recommended that you vote your Common Shares in advance of the Meeting by submitting a GOLD Proxy or GOLD VIF. Accordingly, please submit the GOLD Proxy or GOLD VIF using the various voting methods available, whether you plan to personally attend the Meeting or not. The GOLD Proxy or GOLD VIF includes instructions as to how you may vote by mail, fax or via the Internet.

PROTECT YOUR INVESTMENT – VOTE MANAGEMENT’S GOLD PROXY OR GOLD VIF TODAY
For assistance with voting, please contact: Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca

If you are a registered Shareholder and wish to vote your Common Shares at the Meeting, please ensure that the enclosed GOLD Proxy is submitted by 10:00 a.m. (Vancouver time) on Friday, October 7, 2021. It is important that as many Shareholders as possible be represented at the Meeting.

If you are a non-registered Shareholder, please ensure that the enclosed GOLD VIF is submitted sufficiently in advance of the Meeting in accordance with the instructions set out in your GOLD VIF.

4. Who is entitled to vote at the Meeting?

All Shareholders as of the close of business on September 3, 2021 (the “**Record Date**”) are entitled to receive notice of, and to vote at, the Meeting.

5. Who is soliciting my proxy?

The solicitation of the GOLD Proxy and GOLD VIF by this Circular is being made by or on behalf of management of Ready Set Gold. The Company may, in its discretion, retain a professional proxy solicitor to assist in soliciting proxies.

6. What documents have been sent to Shareholders?

In addition to this Circular, Shareholders have been sent (a) a letter from our Chief Executive Officer and director Christian Scovenna; (b) a notice in respect of the Meeting; and (c) a GOLD Proxy or GOLD VIF. Copies of these documents are also available on the Company’s SEDAR profile at www.sedar.com.

7. What form of proxy or voting instruction form should I use?

You are encouraged to vote on the GOLD Proxy or GOLD VIF accompanying this Circular. Shareholders are encouraged to discard any other proxy materials you have received or may yet receive in respect of the Meeting from the Dissident, including the Dissident’s Proxy.

8. When must I submit my GOLD Proxy or GOLD VIF?

In order to be valid and acted upon at the Meeting, your GOLD Proxy or GOLD VIF must be received no later than 10:00 a.m. (Vancouver time) on Friday, October 7, 2021 or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. The time limit for the deposit of GOLD Proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If you are a non-registered Shareholder, you will have received a GOLD VIF or GOLD Proxy with this Circular. You should carefully follow the instructions in such GOLD VIF or GOLD Proxy, including respecting how and when voting instructions are to be submitted, to have your Common Shares voted at the Meeting.

9. How many Common Shares are eligible to vote?

As of the Record Date, there were a total of 30,185,170 Common Shares issued and outstanding, each carrying the right to one (1) vote at the Meeting.

10. What if I voted the Dissident’s form of proxy and want to change my vote?

It is not too late to change your vote! Simply voting your Common Shares on the GOLD Proxy or GOLD VIF will have the effect of revoking any proxies or voting instructions previously delivered to the Dissident. The later dated GOLD Proxy or GOLD VIF shall revoke the earlier form of proxy or VIF, with the vote of the later dated proxy or VIF standing.

<p>PROTECT YOUR INVESTMENT – VOTE MANAGEMENT’S <u>GOLD PROXY</u> OR <u>GOLD VIF</u> TODAY For assistance with voting, please contact: Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca</p>

11. How do I appoint someone else to vote for me?

If you intend to attend the Meeting in person, or have someone attend in your place, you must write their name in the appointee field. In order for your Common Shares to be voted, the appointee must attend the Meeting in-person and check-in with the scrutineer with government-issued photo ID.

12. What if I want to change my vote or revoke my proxy or voting instruction form?

You have the right to change or revoke your vote up until the proxy cut-off. If you have delivered and wish to revoke a proxy or voting instructions in connection with the Meeting, including a proxy or voting instruction form delivered to the Dissident, you may change your vote and/or revoke your proxy or VIF by voting on the GOLD Proxy or GOLD VIF. This will revoke and replace your earlier-cast vote.

13. Who do I contact if I need help with voting?

If you require assistance with voting your GOLD Proxy or GOLD VIF, please contact Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca.

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<p>PROTECT YOUR INVESTMENT – VOTE MANAGEMENT’S <u>GOLD PROXY</u> OR <u>GOLD VIF</u> TODAY For assistance with voting, please contact: Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca</p>

READY SET GOLD CORP.
Unit 220, 333 Terminal Avenue
Vancouver, British Columbia, Canada, V6A 4C1

MANAGEMENT INFORMATION CIRCULAR

(Dated as of September 13, 2021)

GENERAL PROXY INFORMATION AND CIRCULAR DISCLOSURE

Persons Making the Solicitation

This management information circular (the “Circular” or the “Management Information Circular”) is being furnished in connection with the solicitation by of GOLD form of proxy (“**GOLD Proxy**”) or GOLD form of voting instruction form (“**GOLD VIF**”), in each case, by the management of Ready Set Gold Corp. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of the holders of common shares (the “Common Shares”) in the capital of the Company (the “Shareholders”) to be held at the offices of ACM Management Inc. at Suite 220 - 333 Terminal Avenue, Vancouver, British Columbia, Canada on October 12, 2021 at 10:00 a.m. (Vancouver time) for the purposes set forth in the accompanying notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. The Company may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute proxies. In addition, the Company may retain the services of a proxy solicitation agent to assist in the solicitation of proxies, in which case the Company expects it will compensate such proxy solicitor and reimburse it for its approved out-of pocket expenses. All costs of the solicitation of proxies by or on behalf of the Company will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Management Information Circular.

Appointment and Revocation of Proxies

The persons named in the accompanying GOLD Proxy are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THE SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.** The proxy will not be valid unless the completed, dated and signed proxy is received by Alliance Trust Company, at Suite 1010, 407 - 2nd Street SW, Calgary, Alberta, Canada, T2P 2Y3 by 10:00 a.m. (Vancouver Time) on October 7, 2021 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed (the “**Proxy Cut-Off**”). Fax votes can be sent to Alliance Trust Company at (403) 237-6181 and Internet voting can be completed at www.alliancetrust.ca/shareholders/.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

A Shareholder who has given a proxy may revoke it by: (a) completing, dating and signing another valid form of proxy with a later date and depositing it with Alliance Trust Company, before the Proxy Cut-Off; (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chair of the Meeting on the day of the Meeting or any adjournment of it; or (c) any other manner permitted by law. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to revoke your voting instructions.

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Exercise of Discretion

If the instructions in a proxy are certain, the Common Shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Common Shares represented thereby will, on a poll, be voted for or against or withheld from voting in accordance with the specifications so made. **If you do not provide instructions in your GOLD Proxy, the persons named in the enclosed GOLD Proxy will vote your Common Shares FOR the: (a) setting the size of the Board of Directors at five (5); (b) election of the Management Nominees and (c) re-appointment of Smythe LLP as auditors of the Company and authorizing the Board of Directors to fix the remuneration of the auditors.**

The persons named in the enclosed GOLD Proxy will have discretionary authority with respect to any amendments or variations of these matters or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment or other item of business that comes before the Meeting is routine or contested. The persons named in the enclosed GOLD Proxy will vote on such matters in accordance with their best judgment. Except as otherwise set out in this Circular, at the time of the printing of this Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

Advice to Non-Registered (Beneficial) Shareholders

The information set out in this section is important to many Shareholders as a substantial number of Shareholders do not hold their shares in their own name.

Only registered Shareholders or duly appointed proxyholders for registered Shareholders are permitted to attend and vote at the Meeting. Many of the Shareholders of the Company are “non-registered” Shareholders because the Common Shares that they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares.

More particularly, a person is not a registered Shareholder in respect of Common Shares of the Company which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either (a) in the name of an intermediary (each, an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans), or (b) in the name of a clearing agency of which the Intermediary is a participant, such as CDS Clearing and Depository Services Inc. (“**CDS**”), through its nominee, CDS & Co. (the registration name for CDS). There are two categories of Non-Registered Holders. Non-Registered Holders who have provided instructions to their Intermediary that they do not object to the Intermediary disclosing ownership information about them are considered to be “non-objecting” Non-Registered Holders (or “**NOBOs**”). Non-Registered Holders who have objected to their Intermediary providing ownership information about them are known as “objecting” Non-Registered Holders (or “**OBOs**”).

The securityholder materials for the Meeting are being sent to both registered Shareholders and Non-Registered Shareholders of Common Shares. If you are a Non-Registered Holder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares has been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these securityholder materials directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

If you have received a GOLD VIF, you may return it to the Company’s registrar and transfer agent, Alliance Trust Company:

- (a) by regular mail in the return envelope provided,
- (b) by fax at (403) 237-6181,
- (c) by voting over the Internet at www.alliancetrust.ca/shareholders/.

Non-Registered Holders that are OBOs should follow the instructions of the Intermediary holding the Common Shares on behalf of such OBO. Every Intermediary has its own mailing procedures and provides its own instructions. Intermediaries are required to forward the Meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to

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receive them. Very often, Intermediaries will use service companies (such as Broadridge Investor Communication Solutions) to forward the Meeting materials to Non-Registered Holders. Generally, if you are a Non-Registered Holder and you have not waived the right to receive the Meeting materials you will either:

1. be given a form of **proxy 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 you, but which is otherwise not complete. Because the Intermediary has already signed the proxy, this proxy is not required to be signed by you when submitting it. In this case, if you wish to submit a proxy you should otherwise properly complete the executed proxy provided and deposit it with Alliance Trust Company, as provided above; or
2. more typically, a Non-Registered Holder will be given 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 (often called a “proxy”, “proxy authorization form” or “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page printed form, the voting instruction form will consist of a regular printed proxy accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy **and return it to the Intermediary or its service company (not the Company or Alliance Trust Company)** in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares that they beneficially own. If you are a Non-Registered Holder and you wish to vote at the Meeting in person as proxyholder for the shares owned by you, you should strike out the names of the management designated proxyholders named in the proxy authorization form or voting instruction form and insert your name in the blank space provided. **In either case, you should carefully follow the instructions of your Intermediary, including when and where the proxy, proxy authorization or voting instruction form is to be delivered.**

If you are a Non-Registered Holder that is also an OBO, you should be aware that the Company does intend to pay Intermediaries to forward the materials with respect to the Meeting, including proxies or voting information forms, to OBOs and, therefore, an OBO should receive the materials with respect to the Meeting.

Your vote is important. If you have any questions with regards to how to vote your GOLD Proxy or GOLD VIF, please contact Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this Circular, including any information as to Ready Set Gold’s strategy, projects, priorities and plans, future financial or operating performance, business prospects, planned capital expenditures and certain corporate objectives, goals and plans for the future, or other things that have not yet taken place, constitutes “forward-looking information” under Canadian securities legislation. Forward-looking information is not based on historical facts, but rather on current expectations, assumptions and projections about future events. Forward-looking information is based on information that is available to management and/or assumptions management believes are reasonable at the time they were made. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases (including negative variations thereof) or statements that certain actions, events or results “may”, “could”, “would”, “likely”, “might”, or “will be taken”, “occur” or “be achieved”.

Forward-looking information is subject to various risks and uncertainties which could cause Ready Set Gold’s anticipated results and experience to differ materially from the anticipated results or expectations expressed. The Company’s risk factors are set out in the management’s discussion and analysis for the Company’s most recently completed financial quarter and financial year, which are available on the Company’s SEDAR profile at www.sedar.com. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ

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materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking information.

BACKGROUND TO THIS SOLICITATION

The Meeting is expected to involve a contested election of the Company's board of directors (the "**Board of Directors**" or the "**Board**"). In addition to the consideration of annual meeting matters, the meeting has also been called to consider the matters raised in a requisition (the "**Dissident Requisition**") received from a dissident shareholder of the Company, CBLT Inc. (the "**Dissident**"). In the Dissident Requisition, the Dissident has advised that it is seeking the election of six individuals, namely: J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Eric Klein, Stephen Burega and Francine Long (collectively, the "**Dissident Nominees**").

The Dissident is the former owner of a 56% interest in the Company's Northshore Gold Project, located in the highly-regarded Schreiber-Hemlo Greenstone Belt near Thunder Bay, Ontario (the "**Northshore Gold Project**" or "**Northshore**"). The Dissident's former interest in the Northshore Gold Project was conveyed to the Company pursuant to a mineral property purchase and sale agreement dated May 29, 2020 between the Dissident and the Company on August 19, 2020 in consideration of \$350,000 in cash and \$1,100,000 in Common Shares resulting in the issuance of an aggregate of 9,166,666 Common Shares to the Dissident at a deemed price of \$0.12 per share (for reference, the closing price of the Common Shares on the trading day prior to the date of this Circular was \$0.18, representing a 50% increase in value).

In a separate transaction, the Company also acquired the remaining 44% interest in the Northshore Gold Project through an acquisition from the former owner thereof, resulting in the consolidation of the Northshore Gold Project within the Company as a 100% owned interest.

The Chief Executive Officer of the Dissident is an individual named Peter M. Clausi, who is the former Chief Executive Officer and former director of the Company. Under the management of Mr. Clausi, the predecessor to the Company pursued a failed reverse takeover transaction before being de-listed from the TSX Venture Exchange on April 16, 2020. Mr. Clausi resigned as a director and Chief Executive Officer of the Company on April 24, 2020, at which point Mr. Clausi owed no further fiduciary obligations towards the Company as a director. On April 27, 2020, the Company entered into a letter of intent with the Dissident in respect of the aforementioned acquisition of the Dissident's then 56% interest in the North Gold Project. The acquisition and consolidation of Northshore within the Company was part of an effort by the then management of the Company to seek a re-listing of the Common Shares on the Canadian Securities Exchange. These efforts were ultimately successful following the subsequent acquisition of the remaining 44% interest in Northshore as described above as well as the acquisition of additional mineral rights in connection with a business combination with Ready Set Gold Corp. (a separate company which amalgamated with a subsidiary of the Company and to which the Company subsequently changed its name) (the "**RSG Acquisition**").

The RSG Acquisition was completed on December 9, 2020 and, in connection with this milestone transaction, Christian Scovenna joined the Company in his current role as director and Chief Executive Officer, the Common Shares began trading on the Canadian Securities Exchange and the Company was poised to embark on a new era as a mineral exploration company holding the consolidated 100% interest in the Northshore Gold Project (as well as a 100% interest in two separate claim blocks known as the Hemlo Eastern Flanks Project, and an option to acquire a 100% interest in the Emmons Peak Project).

Management of the Company quickly got to work on an exploration programme for the Northshore Gold Project during the Fall of 2020, reporting promising results of surface sampling in September 21, 2020 at Northshore, as well as more exploration results in January 2021. In late January 2021 the Company announced a Phase 1 diamond drilling program at Northshore, which was completed in March 2020, with the results of the drilling program summarized in a news release issued on May 20, 2021.

Shortly after these generally positive developments, on June 14, 2021 the Company received a purported requisition from the Dissident seeking to replace the Board of Directors and the election of the Dissident Nominees. The Dissident Requisition alleged unspecified breaches of fiduciary duty by the current Board, as well as a false accusation (in both fact and law) that the Company failed to observe the constitutional rights of First Nations. In particular, certain of the Dissident Nominees put forward by the Dissident have long-standing business and/or personal ties to Mr. Clausi, calling their independence into question. In addition, the timing of the Dissident Requisition, following generally positive exploration initiatives at Northgold, together with the bald allegations and complete absence of an articulated plan for the Company if the Dissident Nominees were to be

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elected, have left the Board extremely concerned that the Dissident is engaging in shareholder activism as a tool to opportunistically re-take control of the Northshore Gold Project, for self-serving purposes that are not aligned with the best interests of the Company or its shareholders generally.

Further attempts to engage constructively with the Dissident by the Board have not been fruitful, and has resulted in additional inflammatory public statements by the Dissident concerning the Board.

The Board called the Meeting in good faith in order to address both the desire of the Dissident to seek the election of its own slate of directors pursuant to the Dissident Requisition, as well as to address usual annual meeting matters, in order to mitigate the significant costs and expenses of a contested meeting of Shareholders. In addition, the holding of the Meeting in this fashion would permit the newly elected directors at the Meeting to enjoy a full mandate from Shareholders for the ensuing year.

The Northshore Gold Property represents the Company's flagship mineral project and management believes it is of significant value to shareholders. The Board of Directors is concerned that the Dissident's interest in obtaining control of the Board of Directors is opportunistic in nature and not one which aligns with the best interests of the Company nor with shareholders generally. The Board of Directors recommends that Shareholders discard any proxy materials that may have been received or which Shareholders may yet receive from the Dissident in respect of the upcoming Meeting or in respect of the Dissident Nominees and vote only the GOLD Proxy or GOLD VIF in favour of the Management Nominees and the other Meeting matters, as recommended by management of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

The Meeting constitutes both the Company's annual general meeting of Shareholders as well as addressing the matters raised by the Dissident pursuant to the Dissident Requisition. For further information about the Dissident and the Dissident Requisition, see "*Background to this Solicitation*", above.

Financial Statements

The audited consolidated financial statements of the Company for the financial years ended April 30, 2021 and April 30, 2020 and the independent auditors' reports thereon will be tabled before the Meeting for consideration by the Shareholders. The Board has approved the consolidated financial statements of the Company and, as such, no Shareholders' vote needs to be taken thereon at the Meeting. The consolidated financial statements can be found on the Company's SEDAR profile at www.sedar.com.

Appointment and Remuneration of Auditor

Shareholders will be asked at the Meeting to approve the re-appointment of Smythe LLP, Chartered Professional Accountants, of Suite 1700 – 475 Howe Street, Vancouver, British Columbia, as auditor of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the directors. Smythe LLP was appointed as the Company's auditor on July 11, 2014. Smythe LLP is independent of the Company, in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

In the absence of instructions to the contrary, a properly executed and returned GOLD Proxy or GOLD VIF will be voted FOR the re-appointment of Smythe LLP as auditor of the Company until the next annual general meeting of the Shareholders and to authorize the directors to fix the auditors' remuneration.

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Number of Directors

The size of the Board is generally set at each meeting of Shareholders at which directors are to be elected (unless the size of the Board has not changed). Setting the size of the Board requires the passage of an ordinary resolution of Shareholders. At the Meeting, management will propose that the size of the Board be set at five (5) for the ensuing year, corresponding to the number of Management Nominees. The Company expects that, in its proxy materials, the Dissident will be soliciting proxies in favour of setting the size of the Board at six (6), corresponding with the number of Dissident Nominees.

The Board of Directors recommends a vote **FOR** the approval of the resolution setting the number of directors at **five (5)**. **In the absence of instructions to the contrary, a properly executed and returned GOLD Proxy or GOLD VIF will be voted “FOR” the approval of the resolution setting the number of directors at five (5).**

Election of Directors

The directors of the Company are elected at each annual general meeting of Shareholders and each elected director holds office until the next annual general meeting of the Shareholders or until his successor is elected or appointed or unless he becomes disqualified under the *Business Corporations Act* (British Columbia) to act as a director.

Management Nominees

The Management Nominees proposed to be elected by management as directors of the Company for the ensuing year are set out in the following table. The Board of Directors recommends that Shareholders vote “**FOR**” each of the nominees listed below. **In the absence of instructions to the contrary, a properly executed and returned GOLD Proxy or GOLD VIF will be voted FOR the Management Nominees set out below.** Management does not contemplate that any of the proposed directors will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Shareholders or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the name of each Management Nominee, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of Common Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as of the date of this Management Information Circular. Alex McAulay, a current director of the Company and its Chief Financial Officer, will not stand for re-election but will remain with the Company acting in his current capacity as Chief Financial Officer:

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Date first became a director	Independence	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly ^{Error! Reference source not found.}
Christian Scovenna Ontario, Canada <i>Chief Executive Officer and Director</i>	December 4, 2020	Not independent	915,332
Darren Collins Ontario, Canada <i>Director</i>	June 1, 2021	Independent	Nil
Peter Simeon Ontario, Canada <i>Director</i>	June 14, 2021	Independent	Nil
Mark Smethurst⁽²⁾ Ontario, Canada	n/a	Independent	Nil
Gerhard Merkbel Sinsheim, Germany	n/a	Independent	Nil

Notes:

- (1) The information as to the number of Common Shares beneficially owned or controlled by each nominee, not being within the knowledge of the Company, has been furnished by the respective proposed directors themselves.
- (2) In connection with the completion by the Company of a private placement offering of Mr. Merkel is the nominee of an investor in the Company’s recently completed non-brokered private placement financing of 7.5% unsecured convertible debentures, the Company agreed to nominate Mr. Gerhard for election to its Board of Directors.

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- (3) In addition to the Common Shares beneficially owned or controlled by each Management Nominee as disclosed above: (a) Christian Scovenna holds stock options to purchase up to 300,000 Common Shares and warrants to purchase up to 166,666 Common Shares; (b) Darren Collins holds stock options to purchase up to 150,000 Common Shares; and Peter Simeon holds stock options to purchase up to 200,000 Common Shares.

Unless otherwise stated, each of the below-named nominees has held the principal occupation or employment indicated for the past five years, which information, not being within the knowledge of the Company, has been furnished by the respective proposed director themselves.

Christian Scovenna - Mr. Scovenna is a highly-experienced C-Suite Executive with over twelve years of capital market experience. In his most recent engagement with Mojave Jane Brands Inc. (formerly High Hampton Holdings Corp.) (CSE: JANE), he was instrumental in building the company as one of the original founders and was a key member of the management team as interim CEO and Senior VP Corporate Finance while also serving on the board as a director. As Managing Director at a boutique firm, Mr. Scovenna led six portfolio companies within the group where he focused on raising capital and business development. Mr. Scovenna also spent four years with Frontier Merchant Capital Group as Director & Senior VP of Operations and served as Managing Partner with Lions Edge Capital. Over the years, Mr. Scovenna has been successful in completing numerous M&A activities and capital raises. Mr. Scovenna currently serves as Director and Senior Vice President of Corporate Development for Pasofino Gold Limited (formerly Enforcer Gold Corp.) (TSXV: VEIN) and Tevano Payment Systems (Private Co.) as Vice President of Corporate Development.

Darren Collins - Mr. Collins has over 15 years of corporate experience as an executive, director advisor of private and public companies. His expertise spans mergers and acquisitions, debt and equity financings, go-public transactions, commercial partnerships, accounting, and corporate governance. In recent engagements with corporate issuers, he has coordinated and executed on fundraisings totaling over \$200 million in equity capital and launched active M&A programs for early-stage companies. Prior to his current corporate activities, Darren worked for several investment and merchant banks, including Alegro Capital LP in London, UK, Scotia Capital Inc., and Quest Capital Corp. (now known as Sprott Resource Lending Corp.) in Toronto, Canada. Mr. Collins holds a Bachelor of Commerce degree in finance from Dalhousie University.

Peter Simeon - Mr. Simeon has over 20 years of experience as a lawyer focused on securities, corporate finance, and mergers and acquisitions. Since February 2015, he has been a partner at Gowling WLG (Canada) LLP and has extensive experience in corporate commercial and securities law. Prior to 2015, he was a partner at a boutique corporate law firm in Toronto. Mr. Simeon has a Bachelor of Arts from Queen's University and a law degree from Osgoode Hall at York University. Mr. Simeon acts as an independent director for several publicly traded companies in Canada.

Mark Smethurst - Mr. Smethurst has over 25 years of experience in the mining and exploration industry, with a special focus on vetting and identifying prospect mineral properties and developing mineral resources. He obtained a master of science degree in geophysics from the University of Windsor in 1998 and is a Professional Geoscientist. From 2004-2013, Mr. Smethurst was employed in several roles ranging from Project Geologist to Vice President - Development and Exploration and was responsible for, among other things, authoring technical reports, performing property assessments and acquisitions, locating mineralization, establishing drill programs, and conducting drilling. Since 2014, Mr. Smethurst has been employed as an acquisition and valuation analyst in mining and metal where he has provided opinions, property valuations, reviewing production and growth opportunities of economically viable deposits, and drafting reports on economic mineral valuation assessments. From October 2018 to January 2021, Mark served as an independent director of Tocvan Ventures Corp., a CSE-listed issuer, and also served as its chief operating officer from December 2019 to January 2021.

Gerhard Merkel - Mr. Merkel has extensive senior executive experience having served in various C-Suite positions, including as chief executive officer and chief financial officer, for over 25 years. Mr. Merkel's industry experience includes mining, trade and commerce, international imports and exports and retail sales. Mr. Merkel served as the chief executive officer and chief financial officer of Metex (Germany) Trading Company from 1994-2005. From 2005 to present, he has been chief financial officer and chief operating officer of CGM Import-Export Ltd. (Portugal) Import/Export, a wholesaler and retailer of catering equipment and producer of catering accessories. Mr. Merkel's public company experience includes serving as a former independent director of Explor Resources Inc. and as a current independent director on the board of TSX-V listed Galleon Gold Corp.

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Corporate Cease Trade Orders or Bankruptcies

No Management Nominee is, as of the date of this Management Information Circular or was within ten years before the date thereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or Chief Executive Officer or Chief Financial Officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the director or executive officer 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.

No Management Nominee:

- (a) is, as of the date of this Management Information Circular or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within ten years before the date as of the date of this Management 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.

Penalties or Sanctions

No Management Nominee 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.

Dissident Nominees

Pursuant to the Dissident Requisition, management understands that, at the Meeting, the Dissident intends to nominate the Dissident Nominees for election as directors of the Company for the ensuing year, namely: J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Eric Klein, Stephen Burega and Francine Long. Accordingly, unless the Dissident Requisition is withdrawn or the Dissident fails to validly nominate the Dissident Nominees at the Meeting, the Dissident Nominees will be included on any ballot that may be called for in connection with the election of directors at the Meeting.

The Company expects that additional details regarding the Dissident Nominees and the Dissident will be provided by the Dissident in connection with its own proxy solicitation materials as required by applicable securities laws. Such disclosure, if any is provided, will be provided by or on behalf of the Dissident in respect of the Dissident Nominees, and not on behalf of the Company. Accordingly, the Company can make no representation as to the accuracy or completeness of any dissident proxy solicitation materials or disclosure relating to the Dissident Nominees. Management of the Company strongly urges Shareholders to disregard any form of proxy or proxy solicitation materials provided by or on behalf of the Dissident, or in respect of the election of the Dissident Nominees, and strongly encourages Shareholders to vote **FOR** the Management Nominees by voting the **GOLD Proxy** or **GOLD VIF**, as applicable.

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Other Nominees

Pursuant to the advance notice policy of the Company adopted on December 15, 2014 and ratified by Shareholders at the annual general meeting of the Company held on January 19, 2015 (the “**Advance Notice Policy**”), except in respect of a shareholder proposal or a requisition, in each case made pursuant to the *Business Corporations Act* (British Columbia) (which includes the Dissident Requisition), in order to nominate individuals for election to the Board of Directors, Shareholders must give timely notice of nominations containing certain prescribed information regarding such nominees of no less than 30 and no more than 65 days prior to the date of the annual meeting and, for special meetings, no later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made. As of the date of this Management Information Circular, the Company has not received any notice of nominations for the election of directors pursuant to the Advance Notice Policy. For further details concerning the Advance Notice Policy, please see the discussion under the heading “*Corporate Governance Disclosure – Nomination of Directors – Advance Notice Policy*”.

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

None of the current directors or executive officers, no nominee proposed by management of the Company for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share structure of the Company consists of an unlimited number of common shares (the “**Common Shares**”), each Common Share carrying the right to one vote. As at the Record Date (as defined below), a total of 30,185,170 Common Shares were issued and outstanding.

Only holders of Common Shares of record at the close of business on September 3, 2021 (the “**Record Date**”), are entitled to receive notice of, and to vote (or to have their Common Shares voted) at the Meeting.

As at the Record Date, to the knowledge of the directors and executive officers of the Company, based on filings made on the Company’s SEDAR profile at www.sedar.com and the System for Electronic Disclosure by Insiders (SEDI), no persons or companies beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying 10% or more of the voting rights attached to all of the issued and outstanding Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed management nominees for election to the board of directors of the Company, or their respective associates or affiliates, are or have been indebted to the Company or its subsidiaries since the beginning of the Company’s most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the beginning of the Company’s last financial year, no “informed person” of the Company (including a director, officer or individual or corporation that beneficially owns or controls 10% or more of the issued and outstanding voting securities of the Company), proposed nominee for election as a director of the Company, or any associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

The management functions of the Company and its subsidiaries are primarily performed by the directors and executive officers of the Company, and not to any substantial degree by any other person with whom the Company has contracted.

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STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Management Information Circular, a “**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

During the Company’s fiscal year ended April 30, 2021, the following individuals were the Named Executive Officers of the Company:

- Christian Scovenna, CEO and director
- Alex McAulay, CFO and director
- Brad Lazich, Former VP, Exploration

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company to each Named Executive Officer and director of the Company during the fiscal years ended April 30, 2021 and 2020, other than stock options and other compensation securities.

Table of Compensation excluding compensation securities							
Name and position	Financial Year	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites⁽¹⁾	Value of all other compensation	Total compensation
Christian Scovenna⁽²⁾ <i>Chief Executive Officer and director</i>	2021	\$59,132	Nil	Nil	Nil	Nil	\$59,132
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Alex McAulay <i>Chief Financial Officer, Corporate Secretary and director</i>	2021	\$73,865	Nil	Nil	Nil	Nil	\$73,865
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Brad Lazich⁽³⁾ <i>Former VP, Exploration</i>	2021	\$27,000	\$20,000	Nil	Nil	Nil	\$47,000
	2020	n/a	n/a	n/a	n/a	n/a	n/a
John Veltheer⁽⁴⁾ <i>Former Chief Executive Officer and former director</i>	2021	\$31,500	Nil	Nil	Nil	Nil	\$31,500
	2020	\$5,000	Nil	Nil	Nil	Nil	\$5,000
Darren Collins⁽⁵⁾ <i>Director</i>	2021	n/a	n/a	n/a	n/a	n/a	n/a
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Peter Simeon⁽⁶⁾ <i>Director</i>	2021	n/a	n/a	n/a	n/a	n/a	n/a
	2020	n/a	n/a	n/a	n/a	n/a	n/a

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Table of Compensation excluding compensation securities

Name and position	Financial Year	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites ⁽¹⁾	Value of all other compensation	Total compensation
Adam Schatzker⁽⁷⁾ <i>Former director</i>	2021	\$14,000	Nil	Nil	Nil	Nil	\$14,000
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Jason Jessup⁽⁸⁾ <i>Former director</i>	2021	\$90,190	Nil	Nil	Nil	Nil	\$90,190
	2020	n/a	n/a	n/a	n/a	n/a	n/a
Morgan Good⁽⁹⁾ <i>Former director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Leighton Bocking⁽⁹⁾ <i>Former director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Damien Good⁽⁹⁾ <i>Former director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Alan Reynolds⁽¹⁰⁾ <i>Former director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes

- (1) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (2) Mr. Scovenna was appointed as Chief Executive Officer on December 9, 2020, in connection with the completion of the RSG Acquisition.
- (3) Mr. Lazich resigned as VP Exploration subsequent to the financial year ended April 30, 2021, but has continued to provide services to the Company on a consulting basis.
- (4) Mr. Veltheer resigned as Chief Executive Officer on December 9, 2020, in connection with the completion of the RSG Acquisition, and he resigned as a director of the Company subsequent to the financial year ended April 30, 2021, on June 2, 2021.
- (5) Mr. Collins was appointed as a director of the Company subsequent to the financial year ended April 30, 2021.
- (6) Mr. Simeon was appointed as a director of the Company subsequent to the financial year ended April 30, 2021.
- (7) Mr. Schatzker resigned as a director of the Company subsequent to the financial year ended April 30, 2021.
- (8) Mr. Jessup resigned as a director of the Company subsequent to the financial year ended April 30, 2021.
- (9) Messrs. Morgan Good, Leighton Bocking and Damien Good resigned as directors of the Company during the financial year ended April 30, 2021 on December 9, 2020, in connection with the completion of the RSG Acquisition.
- (10) Mr. Reynolds resigned as a director of the Company during the financial year ended April 30, 2021, on May 11, 2020.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended April 30, 2021 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant ⁽¹⁾	Closing price of security or underlying security at year end	Expiry date
Christian Scovenna <i>Chief Executive Officer and director</i>	Stock Options	300,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2025
Alex McAulay <i>Chief Financial Officer, Corporate Secretary and director</i>	Stock Options	200,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2025
Brad Lazich <i>Former VP, Exploration⁽²⁾</i>	Nil	n/a	n/a	n/a	n/a	n/a	n/a
John Veltheer <i>Former Chief Executive Officer and former director</i>	Stock Options	175,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2025 ⁽⁴⁾
Darren Collins <i>Director</i>	Nil	n/a	n/a	n/a	n/a	n/a	n/a

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Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant ⁽¹⁾	Closing price of security or underlying security at year end	Expiry date
Peter Simeon <i>Director</i>	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Adam Schatzke <i>Former director</i>	Stock Options	125,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2025 ⁽⁵⁾
Jason Jessup <i>Former director</i>	Stock Options	275,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2025 ⁽⁶⁾
Morgan Good <i>Former director</i>	Stock Options	100,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2022
Leighton Bocking <i>Former director</i>	Stock Options	75,000	December 4, 2020	\$0.60	n/a	\$0.21	December 4, 2022
Damien Good <i>Former director</i>	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Alan Reynolds <i>Former director</i>	Stock Options	52,000	June 10, 2016; October 17, 2016; December 6, 2016	\$0.45	n/a	\$0.21	June 10, 2021; October 17, 2021; December 6, 2021 ⁽⁷⁾

Notes

- (1) The Common Shares were not trading on any marketplace at the applicable date(s) of grant.
- (2) During the financial year ended April 30, 2021, there has been no compensation securities of the Company that have been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, except as may be set out in the notes to this table.
- (3) Stock Options granted on December 4, 2020 vest as to: 25%, on March 4, 2021; 25%, on June 4, 2021; 25% on September 4, 2021; and 25% on December 4, 2021.
- (4) Notwithstanding the stated expiry date in the above table, 87,500 Stock Options were cancelled on June 11, 2021 and the remaining 137,500 expire on June 11, 2022.
- (5) Notwithstanding the stated expiry date in the above table, 93,750 Stock Options granted to Mr. Schatzke were cancelled on May 25, 2021, and the remaining 31,250 Stock Options expire on May 25, 2022.
- (6) Notwithstanding the stated expiry date in the above table, 137,500 Stock Options granted to Mr. Jessup were cancelled on June 11, 2021, and the remaining 137,500 Stock Options expire on June 11, 2022.
- (7) Notwithstanding the stated expiry date in the table above, all Stock Options granted to Mr. Reynolds have been cancelled.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended April 30, 2021.

Stock Option Plans and Other Incentive Plans

The Board of Directors adopted a stock option plan (the “**Stock Option Plan**”) on February 9, 2016. The Stock Option Plan is a 10% “rolling” stock option plan. The underlying purpose of the Stock Option Plan is to attract and motivate the directors, Employees and Consultants (as such terms are defined in the Stock Option Plan) of the Company and its subsidiaries to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan.

The Stock Option Plan provides that the aggregate number of securities reserved for issuance will be 10% of the number of the Common Shares issued and outstanding from time to time (calculated on a non-diluted basis). The Stock Option Plan is administered by the Board of Directors, which has full and final authority with respect of the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Company and their affiliates, if any, as the Board of Directors may from time to time delegate. The exercise price of option grants will be determined by the Board of Directors, will not be less than the closing market price of the Common Shares on the Canadian Securities Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of

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the issued Common Shares. All options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such options are granted. Options terminate earlier as follows: (i) 90 days from the date of termination, other than for cause; or (ii) one year from the date of death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

The Stock Option Plan does not require approval by Shareholders, except as may be required by the Canadian Securities Exchange.

Employment, Consulting and Management Agreements

Other than as disclosed below, the Company does not have any employment, consulting or management agreements or arrangements with any other of the Company's current NEOs or directors.

The Company and its subsidiaries have entered into, or had entered into, the following consulting or employment agreements with the NEOs:

Christian Scovenna Agreement

Christian Scovenna provides his services to the Company pursuant to an independent consulting agreement (the "**Scovenna Agreement**"), pursuant to which he performs duties normally performed by a chief executive officer. Mr. Scovenna is required to report to the Board of Directors and to keep the Board informed of all relevant matters concerning his services and must act faithfully, honestly and diligently and use his best efforts to promote the best interests of the Company and utilize maximum professional skill and care to ensure his services are rendered to the satisfaction of the Company. The Company is required to reimburse Mr. Scovenna for documented expenses reasonably incurred by him as well as an annual base salary of \$120,000 per year, plus a signing bonus of \$30,000. Mr. Scovenna is also eligible for a cash bonus of up to 25% of his base salary, the awarding of which is to be assessed by the Board of Directors in its sole discretion against an annual operational plan. Mr. Scovenna is subject to confidentiality obligations under the Scovenna Agreement, and the Scovenna Agreement is terminable at any time by the parties on mutual consent, by either party on 30 days' advance written notice, or by the Company without notice in the event of a breach of the Scovenna Agreement by Mr. Scovenna, neglect of his duties, dishonest or reputationally damaging conduct; moral turpitude, or if Mr. Scovenna commits certain acts of bankruptcy. There are no provisions in the Scovenna Agreement relating to change of control, severance, termination or constructive dismissal.

Consulting Agreement with ACM Management Inc.

The Company entered into a consulting agreement dated for reference September 29, 2020, with ACM Management Inc. ("ACM"), whereby ACM makes available Alex McAulay to act as CFO and Corporate Secretary of the Company (the "**ACM Executive Agreement**") for a term subject to automatic renewal. As consideration for the provision of the services described in the ACM Executive Agreement, the Company agreed to pay ACM on an hourly basis for each hour of provided services in accordance with the following hourly rate structure:

- | | | |
|-------|------------------------------|-----------------|
| (i) | Manager of Financial Report: | \$150/hour; |
| (ii) | Senior Accountant: | \$115/hour; |
| (iii) | Corporate Secretary: | \$100/hour; and |
| (iv) | Accountant: | \$80/hour. |

The ACM Executive Agreement automatically renews at the end of each Term for a period of three months.

Pursuant to the terms of the ACM Executive Agreement, the Company or ACM may terminate the agreement immediately for failure of the other party to meet its obligations thereunder. Should the Company terminate the ACM Executive Agreement without cause before the services have been fully provided, the Company will compensate ACM in accordance with the terms of the ACM Executive Agreement for the services provided and expenses incurred through the effective date of termination.

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Consulting Agreement with Laurentia Minerals (Brad Lazich)

The Company has entered into a consulting agreement with Laurentia Minerals, of which the principal is the Company's former Vice President, Exploration, Brad Lazich, pursuant to which the services of Mr. Lazich are provided to the Company on an as-needed basis. The Company compensates Mr. Lazich for services rendered at a rate of \$1,000 per day, and reimburses Mr. Lazich for his reasonable and necessary documented expenses. There are no provisions relating to change of control, severance, termination or constructive dismissal, and the consulting agreement is terminable by either party immediately in the event of a breach, and otherwise at any time on 30 days' prior written notice.

Oversight and Description of Director and NEO Compensation

Compensation payable to directors, officers and employees of the Company is currently determined by the Board of Directors. The Board relies on the experience of its members to ensure that total compensation paid to the Company's management is fair and reasonable and is both in-line with the Company's financial resources and competitive with companies at a similar stage of development.

The Company does not have a compensation committee. All tasks related to developing and monitoring the Company's approach to the compensation of executive officers of the Company are performed by members of the Board. The Board meets to discuss and determine management compensation as required, without reference to formal objectives, criteria or analysis.

Compensation Philosophy

The Company has taken a forward-looking approach for the compensation of its directors, officers, employees and consultants to ensure that the Company can continue to build and retain a successful and motivated discovery and development team and, importantly, align the Company's future success with that of the Company's shareholders.

The Company's compensation strategy is to attract and retain talent and experience with focused leadership in the operations, financing and asset management of the Company with the objective of maximizing the value of the Company. The Company compensates its NEOs based on their skill and experience levels and the existing stage of development of the Company. NEOs are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation. The stage of the Company's development and the size of its specialized management team allow frequent communication and constant management decisions with the interest of developing shareholder value as a primary goal.

The Board believes that the compensation policies and practices of the Company do not encourage executive officers to take unnecessary or excessive risk; however, the Board intends to review from time to time and, at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time.

Compensation Components

The Board has implemented three levels of compensation to align the interests of the NEOs with those of the Company's shareholders. First, NEOs may be paid a monthly salary or consulting fee. Second, the Board may award NEOs long-term incentives in the form of stock options. Finally, and only in special circumstances, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide medical, dental, pension or other benefits to NEOs. To date, no specific formulas have been developed to assign a specific weighting to each of these components.

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Base Salary

The base compensation of the NEOs is reviewed and set annually by the Board. The salary review for each NEO is based on an assessment of factors, such as:

- current competitive market conditions;
- level of responsibility and importance of the position within the Company; and
- particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, the Board intends to perform an annual assessment of all executive officer compensation levels and then set the base salaries or consulting fees of the NEOs, in accordance with such assessment.

Annual Incentive Plan

The Company has no formal annual incentive plan.

Long-term Compensation

Long-term compensation is paid to NEOs in the form of grants of stock options.

Pension Plan Benefits

The Company has no pension, defined benefit or defined contribution plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out details of all the Company's equity compensation plans as of April 30, 2021, being the end of the Company's most recently completed financial year. For a description of the material terms and conditions of the Stock Option Plan, please see the discussion under the heading "*Statement of Executive Compensation – Stock Options and Other Incentive Plans*".

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders	6,458,046	\$0.88	173,517
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	6,458,046	\$0.88	173,517

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") of the Canadian Securities Administrators requires the Company to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

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Board of Directors

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

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

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

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

The Board of Directors also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board of Directors is responsible for the appointment of senior management and monitoring of their performance.

The Board of Directors has not adopted a written mandate or code setting out all of the foregoing obligations, as it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Company. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The Board of Directors is currently comprised of four directors, of which two are considered "independent" within the meaning of NI 58-101. A director is "independent" if the director has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. The current independent members of the Board are Darren Collins and Peter Simeon. Christian Scovenna and Alex McAulay are not considered to be independent as they are executive officers of the Company. Alex McAulay is not seeking re-election at the Meeting. If the Management Nominees are elected, it is expected that the following directors would be "independent" within the meaning of NI 58-101: Darren Collins, Peter Simeon, Mark Smethurst and Gerhard Merkel, while Christian Scovenna would not be considered "independent" within the meaning of NI 58-101, as he is the Chief Executive Officer of the Company.

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board does not hold regularly scheduled meetings without the non-independent directors and members of management. Since the beginning of the Company's last financial year, the independent directors did not hold any *ad hoc* meetings without the non-independent directors and management.

When a matter being considered involves a director, that director does not vote on the matter. As well, the directors regularly and independently confer amongst themselves and thereby keep apprised of all operational and strategic aspects of the Company's business.

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Other Directorships

Certain of the current directors of the Company as well as proposed Management Nominees that are not currently directors of the Company are presently on the boards of other public companies, as follows.

Name of Director	Name of Other Reporting Issuer	Name of Exchange or Market
<i>Current Board of Directors</i>		
Christian Scovenna	Revise Therapeutics Ltd.	CSE
	PharmaTher Holdings Ltd.	CSE
	Tevano Systems Holdings Inc.	CSE
Alexander McAulay	Mantaro Silver Corp.	TSX-V
Darren Collins	Momentous Capital Corp.	TSX-V
	Bald Eagle Gold Corp.	TSX-V
Peter Simeon	AF2 Capital Corp.	TSX-V
	Amilot Capital Inc.	TSX-V
	Bald Eagle Gold Corp.	TSX-V
	Choom Holdings Inc.	CSE
	Consolidated HCI Holdings Corporation	NEX
	PlantX Life Inc.	CSE
<i>Management Nominees not on Current Board</i>		
Mark Smethurst	n/a	n/a
Gerhard Merkel	Galleon Gold Corp.	TSX-V

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

- (i) information respecting the functioning of the Board of Directors and committees;
- (ii) access to recent and historical, publicly filed documents of the Company, management reports and the Company's internal financial information;
- (iii) access to management, technical experts and consultants; and
- (iv) a summary of significant corporate and social responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board of Directors adopted a "Code of Business Conduct and Ethics" on July 2, 2014, as set out in Appendix "A" to this Management Information Circular. The Board instructs its managers and employees to abide by this Code.

Nomination of Directors

General

The Board has responsibility for identifying potential Board candidates. The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting. The Board takes in to account the number of directors required to carry out the Board's duties effectively and to provide the required skills, independence and experience.

The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

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Advance Notice Policy

The Company has adopted the Advance Notice Policy in respect of procedures for the nomination of directors, requires that a shareholder proposing to nominate a person for election as a director at a meeting of shareholders (other than in connection with a meeting requisition or shareholder proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia)), must provide the Company with advance notice of, and prescribed details concerning, the proposed nominee.

The purpose of the Advance Notice Policy is to foster a variety of interests of the Shareholders and the Company by ensuring that all Shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Policy fixes the deadline by which Shareholders must submit director nominations to the Company prior to any annual or special meeting of Shareholders for any director nominee to be eligible for election at such annual or special meeting of Shareholders and set forth the minimum information that a Shareholder must include in the written nomination notice to the Company. A copy of the Advance Notice Policy is attached as Schedule "A" to the management information circular of the Company dated December 15, 2014, which was prepared by the Company's management in connection with the annual general meeting that was held on January 19, 2015, which is available on the Company's SEDAR profile at www.sedar.com.

If a Shareholder proposes to nominate an individual or individuals for election as a director of the Company at the next annual general meeting of shareholders to be held, notice to the Company must be given not less than 30 and not more than 65 days prior to the date of the annual general meeting; provided, however, that in the event an annual general meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual general meeting is made, notice of a director nomination may be given by a Shareholder to the Company not later than the close of business on the 10th day following the date of such first public announcement.

Compensation

The Board of Directors, as a whole, performs the functions of a compensation committee. The performance of the Chief Executive Officer, Chief Financial Officer and other senior management of the Company is evaluated by the independent Board members and measured against the Company's business goals and industry compensation levels. During the financial year ended April 30, 2021, the Board did not retain any such outside consultants or advisors to assist in the determination of compensation for any of the Company's directors or executive officers.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board of Directors has not established a formal process to regularly assess the Board and the Audit Committee with respect to their effectiveness and contributions. Nevertheless, their effectiveness is subjectively measured on an ongoing basis by each director based on their assessment of the performance of the Board, the Audit Committee or the individual directors compared to their expectation of performance. In doing so, the contributions of an individual director are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

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AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company’s Audit Committee to meet certain requirements. It also requires the Company to disclose in this Management Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The primary function of the Audit Committee of the Board (the “**Audit Committee**”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company’s financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board of Directors. The Audit Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

Unless it is a “venture issuer” (an issuer, the securities of which are not listed or quoted on any of the Toronto Stock Exchange, a market in the USA other than the over-the-counter market, or a market outside of Canada and the USA other than the Alternative Investment Market of the London Stock Exchange, the PLUS markets operated PLUS Market Group plc and certain other exchanges identified in exemptive relief orders) as of the end of its last financial year, NI 52-110 requires each of the members of the Audit Committee to be independent and financially literate. Since the Company is a “venture issuer” (its securities are listed on the TSXV, but are not listed or quoted on any other exchange or market) it is exempt from this requirement.

The Audit Committee is currently comprised of the following members: Christian Scovenna, Darren Collins and Peter Simeon. Each member of the Audit Committee is considered to be “financially literate” as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements. To be considered to be “independent” for purposes of NI 52-110, a member of the Audit Committee must not have any direct or indirect “material relationship” with the Company, as well as satisfy the additional independence requirements set forth in section 1.5 of NI 52-110. A material relationship is a relationship which could, in the view of the Board reasonably interfere with the exercise of a Board member’s independent judgment. Darren Collins is “independent” as defined under NI 52-110. Christian Scovenna is not “independent” under NI 52-110 as he is an executive officer of the Company. Peter Simeon may not be considered “independent” for purposes of NI 52-110 as he is a partner of a firm that provides legal services to the Company.

The members of the Audit Committee are appointed by the Board of Directors at its first meeting following the annual Shareholders’ meeting. Unless a Chairman is elected by the full Board, the members of the Committee designate a Chairman by a majority vote of the full Committee membership.

Relevant Education and Experience

In addition to each member’s general business experience, each of the Audit Committee members has the ability to read and understand financial statements and has held positions with other corporations or reporting issuers where he has been actively involved in financing and fundraising activities.

Audit Committee Charter

The Company has adopted a Charter for the Audit Committee which sets out the committee’s mandate, organization, powers and responsibilities, a copy of which is attached to this Management Information Circular as Appendix “B”.

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Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Company's 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

Since the commencement of the Company's most recently completed financial year, the Company has not relied on an exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*) of NI 52-110, Subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110, Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has specific policies and procedures for the engagement of non-audit services, as set out in the Charter for the Audit Committee, a copy of which is attached to this Management Information Circular as Appendix "B".

External Auditor Service Fees

The following table sets out the fees paid by the Company to its auditors in the last two fiscal years.

Financial Year Ended	Audit Fees (\$) ⁽¹⁾	Audit Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾
April 30, 2021	\$28,000	-	-	-
April 30, 2020	\$21,762	\$6,580	-	-

Notes:

- (1) The aggregate fees billed by the Company's independent auditors for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice, and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

Venture Issuer Exemption

Since the Company is a "venture issuer" it relies on the exemption contained in Section 6.1 *Venture Issuers* 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, and this Management Information Circular).

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the shares represented thereby in accordance with their best judgement on such matter, exercising discretionary authority with respect to amendments or variations of matters set forth in the notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

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ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on SEDAR at www.sedar.com under “*Issuer Profiles – Ready Set Gold Corp. (formerly, Omni Commerce Corp.)*”. The Company’s consolidated financial information is provided in the Company’s comparative financial statements and related management’s discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management’s discussion and analysis for the financial years ended April 30, 2019, 2020 and 2021 by contacting the Company by mail at Unit 220, 333 Terminal Avenue, Vancouver, British Columbia, Canada, V6A 4C1, Attention: Corporate Secretary.

DATED this 13th day of September, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “Christian Scovenna”

Christian Scovenna
Chief Executive Officer and Director

PROTECT YOUR INVESTMENT – VOTE MANAGEMENT’S GOLD PROXY OR GOLD VIF TODAY
For assistance with voting, please contact: Alliance Trust Company at (403) 237-6111 or toll free at 1-877-537-6111 or by email at inquiries@alliancetrust.ca

APPENDIX “A”

Code of Business Conduct and Ethics

(begins on following page)

OMNI COMMERCE CORP.

Code of Business Conduct and Ethics

I. Introduction

We require high standards of professional and ethical conduct from our employees. Our reputation with our shareholders and prospective investors for honesty and integrity is key to the success of our business. No employee will be permitted to achieve results through violations of laws or regulations, or through unscrupulous dealings.

We intend that the Company's business practices will be compatible with the economic and social priorities of each location in which we operate. Although customs vary by country and standards of ethics may vary in different business environments, honesty and integrity must always characterize our business activity. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

This Code reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all employees are expected to comply. Please read this Code carefully.

In addition to following this Code in all aspects of your business activities, you are expected to seek guidance in any case where there is a question about compliance with both the letter and the spirit of our policies and applicable laws. This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of the Company. This Code does not supersede the specific policies and procedures that are covered in the Company's operating manuals or in separate specific policy statements. References in this Code to the "Company" means the Company or any of its subsidiaries. Reference to "employees" includes officers and independent accounting contractors.

Those who violate the standards set forth in this Code will be subject to disciplinary action up to and including dismissal. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section XVII below.

Your cooperation is necessary to the continued success of our business and the cultivation and maintenance of our reputation as a good corporate citizen.

II. Compliance With Laws, Rules and Regulations

Compliance with the letter and spirit of all laws, rules and regulations applicable to our business is critical to our reputation and continued success. All employees must respect and obey the laws of the cities, provinces, states and countries in which we operate and avoid even the appearance of impropriety. Not all employees are expected to know the details of these laws, but it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. The Company holds information and training sessions to promote compliance with laws, rules and regulations, including insider trading laws.

III. Conflicts of Interest

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, in any way with the interests of the Company. A conflict situation can arise when an employee or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the Company and any other organization in which you or any member of your family have an interest.

It is a conflict of interest for an employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or director. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on behalf of the Company.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved by the Board of Directors or the Audit Committee. It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interests should be reported immediately to senior management or the Company's general legal counsel.

Given that the Directors are engaged in a wide range of activities, each Director or officer is required to disclose to the Company any interest in a material contract or transaction or proposed material contract or transaction with the Company or the fact that such person is a director or officer of, or otherwise has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Company. Such disclosure is required to be made at the first meeting at which a proposed contract or transaction is considered. In any case, a Director who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his remuneration as a Trustee, one for indemnity under the Declaration of Trust or one for insurance.

IV. Corporate Opportunities

Employees and directors are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Employees and directors are also prohibited from competing with the Company directly or indirectly. Employees and directors owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises.

V. Confidentiality

Employees must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of their employment, except when disclosure is authorized or legally mandated. Employees are required to execute a confidentiality agreement upon employment and from time to time during the course of employment. The obligation to preserve confidential information continues even after you leave the Company.

Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us.

VI. Protection and Proper Use of Company Assets

All employees should endeavour to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as equipment, funds or computers, may only be used for legitimate business purposes or other purposes approved by management. Company assets may never be used for illegal purposes.

The obligation to protect Company assets includes proprietary information. Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information include intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, proprietary geological concepts, engineering and manufacturing ideas, designs, contact lists, databases, records, salary information and any unpublished geological, geophysical, geochemical, financial data or reports. Unauthorized use or distribution of this information is a

violation of Company policy. It may also be illegal and may result in civil and criminal penalties. The obligation to preserve proprietary information continues even after you leave the Company.

VII. Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the business of the Company. All non-public information about the Company should be considered confidential. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal.

VIII. Fair Dealing

We seek to outperform our competition fairly and honestly and to acquire, explore and develop mineral projects in a fair and honest manner. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information obtained without the owner's consent or inducing the disclosures of proprietary information or trade secrets by past or present employees of other companies is prohibited. Each employee should endeavor to deal fairly with the Company's business associates, option partners, joint ventures, suppliers, competitors and employees. No employee should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

IX. Discrimination and Harassment

We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees are encouraged to speak out when a co-worker's conduct makes them uncomfortable, and to report harassment when it occurs.

X. Safety and Health

We are all responsible for maintaining a safe and healthy workplace by following safety and health rules and practices, and more specifically detailed in the Company's Safety Manual/Field Guide and Fuel Spill Contingency Plan. The Company is committed to keeping its workplaces and project areas free from hazards. Please report any accidents, injuries, unsafe equipment,

practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

In order to protect the safety of all employees, employees must report to work in condition to perform their duties and free from the influence of any substance that could prevent them from conducting work activities safely and effectively. The use of alcohol or illegal drugs in the workplace is prohibited. Likewise, employees are prohibited from being under the influence of alcohol or illegal drugs during the course of their duties.

XI. Record Keeping

Honest and accurate recording and reporting of information is critical to our financial reporting and our ability to make responsible business decisions. The Company's accounting records are relied upon to produce reports for the Company's management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must truthfully and accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees have a responsibility to ensure that the Company's records, including accounting records, do not contain any false or intentionally misleading entries. We do not permit intentional misclassification of transactions as to accounts, departments or accounting periods. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

All Company books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Company transactions and must conform to both applicable legal requirements and the system of internal controls of the Company. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications may become public through legal or regulatory investigations or the media. Exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies must be avoided. This applies to communications of all kinds, including email and informal notes or interoffice memos. Records should be retained and destroyed in accordance with the Company's records retention policy.

XII. Use of E-Mail and Internet Services

E-Mail systems and Internet services are provided to help us do work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not

access, send or download any information that could be insulting or offensive to another person, such as sexually explicit material or jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that "flooding" our systems with junk mail and trivia hampers the ability of our systems to handle legitimate Company business and is prohibited.

Employees should not download copyrighted materials, should not copy material that is not licensed to the Company and should follow the terms of a licence when using material that is licenced to the Company. No changes should be made to licensed materials without the prior consent of the Company. In addition, employees are prohibited from downloading games and screensavers as these are common sources of viruses.

Your messages (including voice mail) and computer information are considered the Company's property and you should not have any expectation of privacy. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

XIII. Political Activities and Contributions

We respect and support the right of our employees to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees will not be reimbursed for personal political contributions.

We may occasionally express our views on local and national issues that affect our operations. In such cases, Company funds and resources may be used, but only when permitted by law and by our strict guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. No employee may make or commit to political contributions on behalf of the Company without the approval of the Board of Directors.

XIV. Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other merchandise or services. In some cultures they play an important role in business relationships. However, a problem may arise when such courtesies compromise –or appear to compromise – our ability to make objective and fair business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons. No gift or entertainment should ever be offered, given, provided or accepted by any director or employee of the Company, or by any family member of a director or employee, unless it:

- a.is not a cash gift;
- b.is consistent with customary business practices;
- c.is not excessive in value;
- d.cannot be construed as a bribe or payoff; and
- e.does not violate any applicable laws or regulations.

Please discuss with your supervisor any gifts or proposed gifts if you are uncertain whether they are appropriate.

XV. Waivers of This Code of Business Conduct and Ethics

Any waiver of this Code with respect to a director or officer of the Company may be made only by the Board of Directors or the Audit Committee. Any such waiver will be promptly disclosed to the extent required by applicable law or stock exchange regulation.

XVI. Reporting of Any Illegal or Unethical Behavior

We have a strong commitment to conduct our business in a lawful and ethical manner. Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation and to report violations of laws, rules, regulations or this Code. We prohibit retaliatory action against any employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

XVII.Compliance Procedures

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action.

Since we cannot anticipate every situation that may arise, it is important for the Company to set forth a general way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all of the facts. In order to reach the right solutions, you must be as fully informed as possible.

- Ask yourself what you are specifically being asked to do. This analysis will enable you to focus on the specific issues that are raised and the available alternatives. Use your judgment and common sense. If something seems unethical or improper, it probably is.

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and to discuss the problem.

- Discuss the problem with your supervisor. This approach is best in most if not all situations. Your supervisor may be more knowledgeable about the issue and will appreciate being brought into the process. It is a supervisor's responsibility to help you to solve problems.

- Seek help from Company resources. In the rare instance in which it may not be appropriate to discuss an issue with your supervisor, or in which you feel uncomfortable approaching your supervisor, discuss the problem with the Company's general legal counsel. If you prefer to write, address your concerns to the Company's general legal counsel or the President.

- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, the Company will protect your anonymity. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.

- Ask first. If you are unsure of the proper course of action, seek guidance before you act.

If you do not feel comfortable discussing the matter with your supervisor, please call _____ at _____. We strive to ensure that all questions or concerns are handled fairly, discreetly and thoroughly.

APPENDIX “B”

Audit Committee Charter

(begins on following page)

OMNI COMMERCE CORP.

Audit Committee Charter

The Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") of Omni Commerce Corp. (the "Company") is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to monitor:

- a. the integrity of the financial statements of the Company;
- b. the external auditor's qualifications and independence;
- c. the performance of the Company's external auditor; and
- d. management's reporting on internal control.

Although the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. The majority of the members of the Audit Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Audit Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations. These are the responsibilities of management and the external auditor.

Committee Membership

The Audit Committee shall consist of no fewer than three members, a majority of whom must be "unrelated" to the Company as required by Policy 3.1 of the TSX Venture Exchange (the "TSX-V") Corporate Finance Manual. A majority of the members should also be "independent" and all of the members should be "financially literate" within the meaning of those terms set out in National Instrument 52-110 – Audit Committees.

The members of the Audit Committee will be appointed or reappointed by the Board following each annual meeting of the Company's shareholders. Each member of the Audit Committee will continue to be a member of the Audit Committee until his or her successor is appointed unless he or she resigns or is removed by the Board or ceases to be a director of the Company. Where a vacancy occurs at any time in the membership of the Audit Committee, the Board may appoint a qualified individual to fill such vacancy and must appoint a qualified individual if the membership of the Audit Committee is less than three directors as a result of any such vacancy.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. Any member of the Audit Committee or the external auditor may call a meeting of the Audit Committee. At all Audit Committee meetings a majority of the members shall constitute a quorum. The acts of the Audit Committee at a duly constituted meeting shall require the vote of a majority of the members present provided that, in any circumstances, a resolution or other instrument in writing signed by all members of the Audit Committee shall avail as the act of the Audit Committee. The Audit Committee shall meet periodically with management, the internal auditors and the external auditor in separate executive sessions to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately. The Audit Committee may request any officer or employee of the Company or the Company's external legal counsel or external auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The members of the Audit Committee shall select a chair from among their number who must be an "unrelated" to the Company as required by TSX-V Policy 3.1. The chair will preside at each meeting of the Audit Committee and, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

Committee Authority and Responsibilities

The Audit Committee shall recommend to the Board (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company, and (ii) the compensation of the external auditor.

The Audit Committee shall be directly responsible for the oversight of the work of the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The external auditor shall report directly to the Audit Committee. The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its external auditor. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting. The membership of any such subcommittee must consist of a majority of unrelated directors. The Audit Committee shall consult with management but shall not delegate any of its responsibilities to management.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the external auditor and to any advisors employed by the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review the Audit Committee's own performance.

In fulfilling its responsibilities, the Audit Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the external auditor the annual audited financial

statements and related documents, including disclosures made in management's discussion and analysis, prior to filing with the appropriate securities regulatory authorities or public dissemination;

2. Review and discuss with management and the external auditor, if so engaged, the Company's quarterly financial statements and related documents including disclosures made in management's discussion and analysis, prior to filing with the appropriate securities regulatory authorities or public dissemination;
3. Discuss with management the Company's press releases or material change reports discussing financial matters, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made);
4. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company or any of its subsidiaries with unconsolidated entities or other persons including related persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses;
5. Review and discuss with management and the external auditor the quality and acceptability of the accounting principles, policies and practices used in the preparation of the Company's financial statements, including all critical accounting policies and practices used, any alternative treatments of financial information, those policies for which management is required to exercise discretion or judgments regarding the implementation thereof, the ramification of their use and the external auditor's preferred treatment, as well as any other material communications between the external auditor and management;
6. Discuss with the external auditor the matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants relating to the conduct of the audit.

Annual or Periodic Reviews

7. Annually or periodically, as appropriate, review any significant changes to the Company's accounting principles and financial disclosure practices as suggested by the external auditors, management or the internal audit group.
8. Annually review separately with each of management, the external auditors and the internal audit group:
 - a. any significant disagreement between management and the external auditors or the internal audit group in connection with the preparation of the financial statements;
 - b. any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information; and
 - c. management's response to each.
9. Annually discuss with the external auditors, without management being present:
 - a. their judgments about the quality and appropriateness of the Company's accounting

- principles and financial disclosure practices as applied in its financial reporting;
 - b. the completeness and accuracy of the Company's consolidated financial statements; and
 - c. the external auditor's relationship with management.
10. Annually or periodically, as appropriate, discuss with management the Company's major financial and investment risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.
 11. Review and discuss with management, the external auditor and the Company's in-house and external legal counsel, as appropriate, any legal, regulatory or compliance matters arising periodically that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules.

Oversight of the Company's Relationship with the Independent Auditor

12. The Audit Committee shall review annually the selection, qualifications and performance of the external auditor, including considering whether the external auditor's quality controls are adequate.
13. Review, in advance where feasible, all auditing services to be provided by the external auditor, determine which non-audit services may not be provided by the external auditor and approve any non-audit services, as permitted by applicable securities laws and the TSX-V.
14. Ensure that the external auditors submit to the Audit Committee on an annual basis a written statement affirming their independence, discuss with the external auditor any disclosed relationships or services that may impact its objectivity and independence and satisfy itself as to the external auditor's independence, taking into account the opinions of management and internal auditors.
15. Consider whether, in order to assure continuing independence of the external auditor, it is appropriate to adopt a policy of rotating the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit on a regular basis.
16. Recommend to the Board policies for the Company's hiring of employees or former employees of the external auditor who participated in any capacity in the audit of the Company.
17. Meet with the external auditor prior to the audit to review with the external auditor and management the external auditor's audit plan, discuss and approve audit scope, staffing locations, reliance upon management, and internal audit and general audit approach.

Oversight of the Company's Internal Audit Function

18. Review annually the performance of the controller or the Chief Financial Officer, if he or she acts in the capacity of controller.
19. Review, based upon the recommendations of the external auditor and the Company's senior internal auditing executive, the scope and plan of the work to be done by the internal audit group.
20. Review and, if it deems appropriate, approve the appointment and replacement of the Company's controller.
21. Review the significant reports to management prepared by the internal auditing department and

management's responses and subsequent follow-up to any identified weaknesses.

22. In consultation with the external auditor and the internal audit group, review the adequacy of the Company's internal control structure and procedures designed to ensure compliance with the applicable laws and policies, and discuss the responsibilities, budget and staffing needs of the internal audit group.

Oversight of Complaints

23. The Company shall forward to the Audit Committee any complaints that it has received regarding accounting, internal accounting controls, or auditing matters. Any employee of the Company may submit, on a confidential, anonymous basis if the employee so desires, any concerns by sending such concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee. The envelope is to be clearly marked, "To be opened by the Audit Committee only."

Disclosure

24. The Audit Committee will provide a report of its activities to the shareholders of the Company as part of the Company's management proxy circular for its annual meeting.