



RESERVOIR CAPITAL CORP.

Information Circular for the

Annual & Special Meeting of Shareholders

To be held on

July 28, 2020



MANAGEMENT INFORMATION CIRCULAR

(As at June 2, 2020 (the “**Record Date**”) and in Canadian dollars, except where indicated)

PERSONS MAKING THIS SOLICITATION OF PROXIES

This Management Information Circular (“Circular”) is provided in connection with the solicitation by the management of Reservoir Capital Corp. (the “Corporation”) of proxies (“Proxies”) from registered shareholders and voting instruction forms (“VIFs”) from the beneficial shareholders (collectively, “Shareholders”) of common shares of the Corporation (“Common Shares”) in respect of the annual general & special meeting of Shareholders (the “Meeting”) to be held at the time and place and for the purposes set out in the notice of meeting (the “Notice of Meeting”).

Although it is expected that the solicitation of Proxies and VIFs will be primarily by mail, Proxies and VIFs may also be solicited personally or by telephone, facsimile or other solicitation services. The costs of the solicitation of Proxies and VIFs will be borne by the Corporation.

The Corporation has given notice of the Meeting in accordance with the “Notice and Access” procedures of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian securities administrators (“**NI 54-101**”). In accordance with NI 54-101, the Corporation has sent the Notice of Meeting and the Proxy or VIF, but not this Circular, directly to its registered Shareholders. Instead of mailing this Circular to Shareholders, the Corporation has posted the Circular on its website pursuant to the “Notice and Access” procedures of NI 54-101. Shareholders may request a paper copy of this Circular be sent to them by contacting the Corporation as set out under “Additional Information” at the end of this Circular.

Pursuant to NI 54-101, arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries, banks, trust companies, trustees and their agents, nominees and other intermediaries (“**Intermediaries**”) to forward the Notice of Meeting and a VIF to each of the unregistered (beneficial) owners of the Common Shares held of record by Intermediaries that have consented to allow their addresses to be provided to the Corporation (“**NOBOs**”). The Corporation may reimburse the Intermediaries for reasonable fees and disbursements incurred by them in doing so.

The Corporation does not intend to pay Intermediaries to forward the Notice of Meeting and VIF to those beneficial Shareholders that have refused to allow their address to be provided to the Corporation (“**OBOs**”). Accordingly, OBOs will not receive the Notice of Meeting and VIF unless their respective Intermediaries assume the cost of forwarding such documents to them.

None of the directors of the Corporation have informed the Corporation’s management in writing that they intend to oppose the approval of any of the matters set out in the Notice of Meeting.

REGISTERED SHAREHOLDERS

Only registered Shareholders of the Corporation or the persons they appoint as their proxies (“**Proxyholders**”) will be recognized, make motions or vote at the Meeting. Registered Shareholders are holders of Common Shares of the Company whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Common Shares.

BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance, as many Shareholders do not hold Common Shares in their own name.

Most Shareholders are “non-registered” Shareholders (“**Beneficial Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of Intermediaries through which they purchased the Common Shares. The Company’s Common Shares beneficially owned by a Beneficial Shareholder are registered either: (i) in the name of an Intermediary that the Beneficial Shareholder deals with in respect of their Common Shares of the Company; or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. Common Shares held by Intermediaries on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares for the Beneficial Shareholders. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

As provided for NI 54-101, the Corporation has elected to obtain a list of its NOBOs from Intermediaries, and deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF instead of a Proxy. A VIF enables a Shareholder to provide instructions to the registered holder of its Common Shares as to how those shares are to be voted at the Meeting and allows the registered Shareholder of those Common Shares to provide a Proxy voting the Common Shares in accordance with those instructions. VIFs should be completed and returned in accordance with its instructions. As indicated in the VIF, Internet voting is also allowed. The results of the VIFs received from NOBOs will be tabulated and appropriate instructions with respect to the voting of Common Shares to be represented at the Meeting will be provided to the registered Shareholders.

The forms of VIF requesting voting instructions supplied to Beneficial Shareholders are substantially similar to the Proxy provided directly to the registered Shareholders by the Corporation, however, their purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. A VIF has its own return instructions, which should be carefully followed by Beneficial Shareholders to ensure their Common Shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining voting instructions from OBOs to Broadridge Investor Communications in Canada and the United States of America. Broadridge prepares a machine-readable VIF, mails the VIF and other proxy materials for the Meeting to OBOs and asks them to return the VIF to Broadridge. It then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

A Beneficial Shareholder may use their VIF to vote their own Common Shares directly at the Meeting if the Beneficial Shareholder inserts their own name as the name of the person to represent them at the Meeting. The VIF must be returned to Computershare, Broadridge or other Intermediary well in advance of the meeting to have the Common Shares voted. Beneficial Shareholders should

carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

Shareholders with any questions regarding the voting of Common Shares held through a broker or other Intermediary, should contact that broker or other Intermediary for assistance.

UNITED STATES SHAREHOLDERS

This solicitation of Proxies and VIFs involves securities of a company located in Canada and is being effected in accordance with the corporate and securities laws of the province of British Columbia, Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of British Columbia, Canada differ from the disclosure and proxy solicitation requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (British Columbia), some of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES AND VIFS

Only persons registered as Shareholders in the Corporation's Central Security Register maintained by its registrar and transfer agent or duly appointed proxyholders of registered Shareholders will be recognized or may make motions or vote at the Meeting.

The persons named (the "**Management Designees**") in the Proxy or VIF have been selected by the board of directors of the Corporation (the "**Board**") and have agreed to represent, as Proxyholder, the Shareholders appointing them.

A Shareholder has the right to designate a person (who need not be a Shareholder and, for a VIF, can be the appointing Shareholder) other than the Management Designees as their Proxyholder to represent them at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Proxy or VIF the name of the person to be designated and by deleting therefrom the names of the Management Designees or, if the Shareholder is a registered Shareholder, by completing another proper form of Proxy and delivering the Proxy or VIF in accordance with its instructions. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as Proxyholder and provide instructions on how their Common Shares are to be voted. The nominee should bring personal identification with them to the Meeting.

A Shareholder may indicate the manner in which the Proxyholders are to vote on behalf of the Shareholder, if a poll is held, by marking an "X" in the appropriate space of the Proxy. **If both spaces are left blank, the Proxy will be voted as recommended by management for any matter requiring a "For" or "Against" vote, and in favour of the matter for any matter requiring a "For" or "Withhold" vote.**

The Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting. As at the date of this Circular, the Corporation's management is not aware that any amendments or variations are to be presented at the

Meeting. If any amendments or variations to such matters should properly come before the Meeting, the Proxies hereby solicited will be voted as recommended by management.

To be valid, the Proxy or VIF must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy or VIF). The completed Proxy or VIF must then be returned in accordance with its instructions. Proxies (but not VIFs, unless the VIF has Computershare's name and address on the top right corner of the first page) and proof of authorization can also be delivered to the Corporation's transfer agent,

Computershare Investor Services Inc. (Attn: Proxy Department)

Fax: 1-866-249-7775 (within North America)
(+1) 416-263-9524(outside North America)

Mail: 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada
(toll free information line: 1-800-564-6253)

Courier: 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, Canada

at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. **Proxies and VIFs received after that time may be accepted or rejected by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept or reject late Proxies.**

A Proxy will be revoked by a Shareholder personally attending at the Meeting and voting their Common Shares. A Shareholder may also revoke their Proxy in respect of any matter upon which a vote has not already been held by depositing an instrument in writing (which includes an Proxy bearing a later date) executed by the Shareholder or by their authorized attorney in writing, or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, at the office of the transfer agent at one of Computershare's addresses set out above, the office of the Corporation (Attn: Monique Hutchins) at 82 Richmond Street East, Toronto, ON M5C 1P1 (or by fax to (+1) 416-848-0790) or the registered office of the Corporation at DuMoulin Black (Attn: Garrett Lee), 10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5, Canada (or by fax to 1-866-687-5792 (toll free)) at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or by depositing the instrument in writing with the Chairman of such Meeting, prior to the commencement of the Meeting or of any adjournment thereof. VIFs may only be revoked in accordance with their specific instructions.

VOTING OF PROXIES AND VIFS

At the date of this Circular it is the intention of the Corporation to hold the Meeting at the location set out in the attached Notice of Meeting. In the context of the effort to mitigate potential risks associated with COVID-19 to the health and safety of the Shareholders, employees, communities and other stakeholders, and in compliance with the orders and directives of the Government of Canada, the Province of British Columbia and the City of Vancouver, Shareholders are being discouraged from attending the Meeting in-person. All Shareholders are encouraged to vote on the matters before the meeting by proxy or VIF, as applicable, in the manner set out in the Notice of Meeting and this Circular. Those wishing to attend the meeting are invited to participate instead by dialing our conference line: 1-866- 365-4406 (Toll Free North America) or 647-723-3984 (Toronto Local) with passcode: 8484501#. Please ensure you dial in at least 5 to 10 minutes prior to the meeting start time.

The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak.

Voting at the Meeting will be by a show of hands, each registered Shareholder and each Proxyholder having one vote, unless a poll is required (if the number of Common Shares represented by Proxies and VIFs that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting) or requested, whereupon each registered Shareholder and Proxyholder is entitled to one vote for each Common Share held or represented, respectively.

Each Shareholder may instruct their Proxyholder how to vote their Common Shares by completing the blanks on the Proxy or VIF. All Common Shares represented at the Meeting by properly executed Proxies and VIFs will be voted or withheld from voting when a poll is requested or required and, where a choice with respect to any matter to be acted upon has been specified in the Proxy or VIF, such Common Shares will be voted in accordance with such specification. **In the absence of any such specification on the Proxy or VIF as to voting, the Management Designees, if named as Proxyholder or nominee, will vote in favour of the matters set out therein.**

The Proxy or VIF confers discretionary authority upon the Management Designees, or other person named as Proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting.

To approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an “**ordinary resolution**”) unless the motion requires a “**special resolution**” in which case a majority of 66-2/3% of the votes cast will be required.

QUORUM

The Articles of the Corporation provide that a quorum for the transaction of business at any meeting of Shareholders shall be two Shareholders present in person or represented by Proxy, representing not less than 5% of the outstanding Common Shares.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares, which are the only shares entitled to be voted at the Meeting. As at the Record Date, the Corporation had 575,347,377 Common Shares issued and outstanding. Shareholders are entitled to one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Corporation, no person beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to the Common Shares as at the Record Date except the following:

Name	Number of Common Shares Owned or Controlled at the Record Date	Percentage of Outstanding Common Shares
Tunde Joseph Afolabi	219,942,233	38.23%
Vincent T.P. Gueneau ⁽¹⁾	135,800,000	23.60%

Directly and through private companies controlled by him.

STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise noted the following information is for the Corporation's last completed financial year (which ended December 31, 2019) and, since the Corporation has subsidiaries, is prepared on a consolidated basis.

A. Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("NEO") means each of the following individuals during the most recently completed financial year:

- (a) each chief executive officer ("CEO") of the Corporation;
- (b) each chief financial officer ("CFO") of the Corporation; and
- (c) each of the Corporation's three most highly compensated executive officers, or individuals acting in a similar capacity, other than the CEO and CFO, if their individual total compensation (excluding the value of any pension) was more than \$150,000 for that financial year.

B. Compensation Discussion and Analysis

The Compensation Committee of the Board is responsible for ensuring that the Corporation has appropriate procedures for reviewing executive compensation and making recommendations to the Board with respect to the compensation of the Corporation's executive officers. The Compensation Committee seeks to ensure that total compensation paid to all executive officers is fair and reasonable and is consistent with the Corporation's compensation philosophy.

The Compensation Committee is also responsible for recommending compensation for the directors and officers and granting stock options, entitling the holder to purchase Common Shares (the "**Options**"), to the directors, officers and employees of, and consultants to, the Corporation pursuant to the Corporation's stock option plan (the "**Option Plan**"). Options already held by NEOs are considered when granting new Options to them.

Annual Assessment

The Compensation Committee assesses each NEO's performance on the basis of his or her respective contribution to the achievement of corporate goals as well as to needs of the Corporation that arise on a day-to-day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board with respect to the determination of executive compensation.

Risk Assessment

The Compensation Committee also evaluates the potential risks associated with Corporation's compensation policies and practices. The Compensation Committee recommends to the Board of Directors compensation strategies which align the NEOs' interests with those of the Shareholders and other stakeholders to insure that the Corporation's long term goals are met without exposing the Corporation to unnecessary risk. The Compensation Committee considers a mix of base salary, short term incentives, and long term incentives to attract high caliber executives to encourage behaviour that leads to creation of long term value while limiting incentives that might promote inappropriate risk-taking.

Compensation Components

The compensation of the NEOs is comprised of (i) base salary, and (ii) long-term incentives in the form of stock option grants under the Option Plan. In establishing compensation levels, the Compensation Committee also relies on the experience of its members as officers and directors of other companies in similar lines of business as the Corporation. The other companies of which they are currently a director are identified under the heading “Disclosure of Corporate Governance Practices – Directorships” of this Circular. The purpose of this comparison to similar companies is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards for the Compensation Committee’s approval.

To date, no specific formulas have been developed to assign a specific weighting to each of these components. Instead, the Board considers the Corporation’s performance and assigns compensation based on this assessment and the recommendations of the Compensation Committee.

No NEO or director is permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, 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.

Base Salary

In establishing base salaries for NEOs, the Compensation Committee considers the NEO’s performance, level of expertise, responsibilities, length of service to the Corporation and comparable levels of remuneration paid to executives of other companies of comparable size. Using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, the Compensation Committee then makes its recommendations to the Board and the Board then sets the base salaries of the NEO’s.

Long Term Compensation

Long term compensation is paid in the form of grants of stock options. The Board established the Option Plan to encourage share ownership and entrepreneurship on the part of the directors, management and employees. The Compensation Committee believes that the Option Plan aligns the interests of the NEOs’ with the interests of Shareholders by linking a component of compensation to the longer term performance of the Common Shares.

Options are generally granted on an annual basis, subject to the imposition of trading black-out periods, in which case Options scheduled for grant will be granted subsequent to the end of the black-out period. All Options granted to NEOs are recommended by the Compensation Committee and approved by the Board. In monitoring Option grants, the Compensation Committee takes into account the level of Options granted by comparable companies for similar levels of responsibility and considers each NEO based on reports received from management, its own observations on individual performance (where possible) and its assessment of individual contribution to Shareholder value.

In addition to determining the number of Common Shares subject to options to be granted pursuant to the methodology outlined above, the Compensation Committee also makes the following determinations:

- the exercise price for each Option granted;
- the date on which each Option is granted;
- the vesting terms for each Option; and
- the other materials terms and conditions of each Option grant.

The Compensation Committee makes these determinations subject to and in accordance with the provision of the Option Plan.

C. Summary Compensation Table

The following table contains a summary of the compensation paid to the NEOs during the Corporation's last three financial years.

Name and principal position	Year Ended Dec. 31 ⁽¹⁾	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
Lewis Reford CEO	Dec 2019	100,000	0	0	0	0	0	0	100,000
	Dec 2018	85,000	0	0	0	0	0	0	85,000
	Apr 2018	60,000	0	0	0	0	0	0	60,000
Aamer Siddiqui CFO ⁽²⁾	Dec 2019	4,334 ⁽²⁾	0	0	0	0	0	0	4,334
	Dec 2018	0 ⁽²⁾	0	0	0	0	0	0	0
	Apr 2018	0 ⁽²⁾	0	0	0	0	0	0	0
Vincent Gueneau Executive Chairman	Dec 2019	60,000	0	0	0	0	0	0	60,000
	Dec 2018	0	0	0	0	0	0	0	0
	Apr 2018	0	0	0	0	0	0	0	0

- (1) On September 21, 2018, the Corporation completed a business combination with Kainji Power Holding Limited (“**KPHL**”). Due to certain accounting rules relevant to business combinations, KPHL is treated as the acquiror which among other things, resulted in the Corporation having to change its year end to from April 30 to December 31.
- (2) Pursuant to a Management Services Agreement between the Corporation and Marrelli Support Services Inc., Mr. Siddiqui's remuneration is paid to Marrelli. See “Management Contracts” for a description of the material terms of the Management Services Agreement.

The Corporation calculates the “grant date fair value” amounts in the ‘Option-based Awards’ column using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from a simple “in-the-money” value calculation. Stock options that are well “out-of-the-money” can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last

column is the total compensation of each NEO reported in the other columns. The value of the in-the-money Options currently held by each director (based on Common Share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Outstanding Share-Based and Option-Based Awards” table below.

Employment Agreements

For the year ended December 31, 2018, a one-time remuneration of \$85,000 in cash was paid to Mr. Reford, the CEO of the Corporation.

On November 23, 2018, the Corporation entered into an employment agreement with Mr. Reford whereby he is retained to act as the Corporation’s CEO. The agreement provides for the remuneration of Mr. Reford at the rate of \$100,000 per annum (effective January 1, 2019). In addition to the remuneration payable under this agreement, the Corporation may pay bonuses and grant Options to Mr. Reford.

In the event that the Corporation has good and sufficient cause to terminate Mr. Reford’s employment, then it may do so without notice or payment in lieu of notice. In the event that Mr. Reford wishes to terminate his employment with the Corporation, he is required to provide two months prior written notice. In the event that the Corporation wishes to terminate Mr. Reford’s employment, it may do so by providing him with written notice or payment in lieu thereof equal to the greater of two months prior notice or the amount of notice required by applicable legislation.

D. Incentive Plan Awards

Outstanding Share-Based and Option-Based Awards

There were no outstanding share-based awards or option-based awards held by NEOs as of the last financial year.

The Compensation Committee’s approach to recommending Options to be granted is consistent with prevailing practice junior public companies. Grants of Options depend on the length of service of the NEOs. There are, therefore, no formulae followed or performance goals or significant conditions which must be met before Options will be granted. Options are always granted at the prevailing market price of the Common Shares.

Value of Share-Based and Option-Based Awards Vested or Earned During the Year

There were no incentive plan awards that vested or were earned by a NEO during the Corporation’s last completed financial year.

E. Pension Plan Benefits

The Corporation does not have a pension plan or deferred compensation plan.

F. Termination and Change of Control Benefits

See “Summary Compensation Table – Employment Agreements” for a description of the material terms of the termination and change of control benefits that the Corporation has agreed to provide to certain NEOs as a result of a change of control of the Corporation, its subsidiaries or affiliates.

G. Director Compensation

The following table describes director compensation for non-executive directors for the Corporation's last financial year.

Name	Year ended Dec. 31⁽¹⁾	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Andrea Zaradic	20,000	0	0	0	0	0	0	20,000
Barakat Balmelli	6,483	0	0	0	0	0	0	20,000
Vianney Mathonnet	20,000	0	0	0	0	0	0	20,000
Vincent Gueneau	15,000	0	0	0	0	0	0	15,000

(1) Director fees.

The Corporation calculates the “grant date fair value” amounts in the ‘Option-based Awards’ column using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from a simple “in-the-money” value calculation. Stock options that are well out-of-the-money can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last column is the total compensation of each director reported in other columns.

The value of the in-the-money options currently held by each director (based on Common Share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Share-Based and Option-Based Awards to Directors” table below.

The methodology used for determining the remuneration of the Board is similar to that used for the remuneration of NEOs. Remuneration of committee chairmen is determined based on their own merits and circumstances after being considered in light of prevailing economic conditions – both on a corporate level and on national and international levels – and industry norms for such remuneration. Levels of remuneration of directors, committee members and committee chairmen are usually first informally discussed among the members of the Compensation Committee before being formally considered and approved by the Board.

Share-Based and Option-based Awards to Directors

There were no outstanding share-based awards or option-based awards held by the directors as of the last financial year.

The Compensation Committee's approach to recommending options to be granted is consistent with prevailing practice for junior public companies. Grants of options depend on the length of service of the directors. Therefore, there are no formulae followed or performance goals or significant conditions which must be met before options will be granted. Options are always granted at the prevailing market price of the Common Shares.

The methodology used for determining the remuneration of the Board is similar to that used for the remuneration of NEOs. Remuneration of committee chairmen is determined based on their own merits and

circumstances after being considered in light of prevailing economic conditions – both on a corporate level and on national and international levels – and industry norms for such remuneration. Levels of remuneration of directors, committee members and committee chairmen are usually first informally discussed among the members of the Compensation Committee before being formally considered and approved by the Board.

Value of Share-Based and Option-Based Awards Vested or Earned During the Year

There were no share-based or option-based awards vested or earned during the Corporation's last financial years by the directors.

H. Management Contracts

Pursuant to a management service agreement (the “**Marrelli Agreement**”) dated January 1, 2019 between the Corporation and Marrelli Support Services Inc. (“**Marrelli**”) of 82 Richmond Street East, Toronto, Ontario, the Corporation pays \$1,500 per month to Marrelli in consideration of Marrelli providing office, reception, secretarial, accounting and corporate records services to the Corporation, which services include Aamer Siddiqui in his capacity as chief financial officer of the Corporation and Monique Hutchins in her capacity as corporate secretary of the Corporation.

I. Stock Option Plan

The Board established the Option Plan to advance the interests of the Corporation by encouraging the directors, officers and employees of, and consultants to, the Corporation and its subsidiaries, if any, and management company (“**Optionees**”) to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation, subsidiary or management company, as applicable, and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

Pursuant to the Option Plan, the Board, based on the recommendations of the Compensation Committee, may grant Options to Optionees in consideration of them providing their services to the Corporation or a subsidiary. The number of Common Shares subject to each Option is determined by the Board within the guidelines established by the Option Plan. The Options enable the Optionees to purchase Common Shares at a price fixed pursuant to such guidelines. The Options are exercisable by the Optionee giving the Corporation notice and payment of the exercise price for the number of Common Shares to be acquired.

The Option Plan authorizes the Board to grant Options to the Optionees on the following terms:

1. The number of Common Shares issuable upon the exercise of all Options granted under the Option Plan shall not exceed 10% of the issued and outstanding Common Shares.
2. The number of Common Shares issuable upon the exercise of Options granted under the Option Plan by one Optionee or all Optionees providing investor relations services is subject to the following limitations:
 - (a) no Optionee can be granted Options during a 12 month period to purchase more than
 - (i) 5% of the issued Common Shares unless disinterested Shareholder approval has been obtained (such approval has not been sought); or
 - (ii) 2% of the issued Common Shares, if the Optionee is a consultant, and

- (b) the aggregate number of Common Shares subject to Options held by all Optionees providing investor relations services cannot exceed 2% in the aggregate.
- 3. Approval by disinterested Shareholders must be obtained (such approval has not been, nor is it intended to be, sought) if options granted under the Option Plan, together with all of the Corporation's previously established and outstanding Options, stock option plans, employee stock purchase plans, or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, could result, at any time, in:
 - (a) the number of Common Shares reserved for issuance pursuant to Options granted to insiders exceeding 10% of the Common Shares outstanding at the time of granting;
 - (b) the grant to insiders, within a one year period, of Options to purchase that number of Common Shares exceeding 10% of the outstanding Common Shares; or
 - (c) the issuance to any one insider and such insider's associates, within a one year period, of Common Shares totalling in excess of 5% of the outstanding Common Shares.
- 4. The exercise price of the Options cannot be set at less than the greater of \$0.10 per Common Share and the closing trading price of the Common Shares on the day before the granting of the Options. If the Optionee is subject to the tax laws of the United States of America ("USA") and owns (determined in accordance with such laws) greater than 10% of the Common Shares, the exercise price shall be at least 110% of the price established as aforesaid.
- 5. The options may be exercisable for up to 10 years.
- 6. There are no vesting requirements unless the Optionee is a consultant providing investor relations services for the Corporation, in which case the Options must vest in stages over at least 12 months with no more than one quarter vesting in any three month period. However, the Board may impose additional vesting requirements and, subject to obtaining any required approval from the Canadian Securities Exchange (the "CSE"), may authorize all unvested options to vest immediately. If there is a 'change of control' of the Corporation (due to a take-over bid being made for the Corporation or similar event), all unvested Options, subject to obtaining any required approval from the CSE, shall vest immediately.
- 7. The Options can only be exercised by the Optionee (to the extent they have already vested) for so long as the Optionee is a director, officer, or employee of, or consultant to, the Corporation or any subsidiary or is an employee of the Corporation's management company and within a period thereafter not exceeding the earlier of:
 - (a) the termination date specified for such option in the stock option certificate;
 - (b) 90 days after the Optionee ceases to be a director, officer or employee of, or consultant to, the Corporation, or employee of the Corporation's management company, unless such Optionee was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Optionee's services to the Corporation; and
 - (c) one year from the Optionee's death.

If the Optionee is terminated 'for cause', involuntarily removed or resigns (other than at the request of the Board or for the benefit of another director or officer) from any of such positions the option will terminate concurrently.

8. The Options are non-assignable and non-transferable except to a wholly-owned holding company. If the option qualifies as an ‘incentive stock option’ under the United States Internal Revenue Code, the option is not assignable to a holding company.
9. No financial assistance is available to Optionees under the Option Plan.
10. Any amendments to the Option Plan are subject to the approval of the CSE and, if required by the CSE or the Option Plan, of the Shareholders of the Corporation, possibly with only ‘disinterested Shareholders’ being entitled to vote.

No Options have been granted under the Option Plan, which are subject to Shareholder approval. As of the date hereof, there are nil Options outstanding.

The Option Plan does not permit Options to be transformed into stock appreciation rights.

Repricing of Stock Options

The Corporation did not make any downward repricing of Options or stock appreciation rights during the year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as at the end of the Corporation’s last two financial years, information regarding outstanding Options, warrants and rights (other than those granted *pro rata* to all Shareholders) granted by the Corporation under its equity compensation plans.

Plan Category	Number of shares issuable upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted average exercise price of outstanding options, warrants and rights	Number of shares remaining available for issuance under equity compensation plans ⁽²⁾
Equity compensation plans approved by Shareholders	0	0	52,934,738
Equity compensation plans not approved by Shareholders	N/A	N/A	N/A
Totals	0	0	52,934,738

(1) Assuming outstanding Options, warrants and rights are fully vested.

(2) Excluding Common Shares issuable upon exercise of outstanding Options, warrants and rights shown in the second column.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) of the Canadian securities administrators requires the Corporation to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

1. Board of Directors

The Board has responsibility for the stewardship of the Corporation including responsibility for strategic planning, identification of the principal risks of the Corporation’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 Corporation’s internal control and management information systems.

The Board sets long term goals and objectives for the Corporation 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 Corporation to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Corporation 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 reviews, as frequently as required, the principal risks inherent in the Corporation’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, 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, 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 Corporation is authorized to act without Board approval, on all ordinary course matters relating to the Corporation’s business.

The Board also monitors the Corporation’s compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board is responsible for the appointment of the CEO, Executive Chairman and other senior management and monitoring of their performance.

The Board has adopted a written mandate or code setting out the foregoing obligations, which supplements the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Corporation.

The Board considers that the following directors are “independent” in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholding: Andrea Zaradic, Barakat Balmelli and Vianney Mathonnet. The Board considers that Lewis Reford, CEO of the Corporation and Vincent Gueneau, Executive Chairman are not independent, because they are members of management.

The Board facilitates its exercise of independent supervision over the Corporation’s management through regular 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 each of the Corporation's last two financial years, 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 Corporation's business.

The Executive Chairman of the Board is responsible for presiding over all meetings of the directors and Shareholders. He is not an independent director however, the independent directors either have significant experience as directors and officers of publicly traded companies or as members of the financial investment community and, therefore, do not require the guidance of an independent chairman of the Board in exercising their duties as directors.

2. Descriptions of Roles

The Board has not established written descriptions of the positions of CEO, Executive Chairman or chair of any of the committees of the Board (except as may be set out in a charter applicable to a committee) as it feels they are unnecessary and would not improve the function and performance of the Board, CEO, Executive Chairman or committee. The role of chair is delineated by the nature of the overall responsibilities of the Board or the committee.

The Board has not set limits on the objectives to be met by the CEO or the Executive Chairman, but believes that such limits and objectives should depend upon the circumstances of each situation and that to formalize these matters would be restrictive and unproductive.

3. Directorships

Certain of the directors are presently a director of one or more other reporting issuers, as follows:

Director	Other Reporting Issuers
Andrea Zaradic	Kootenay Silver Inc.
Barakat Balmelli	N/A
Lewis Reford	N/A
Vianney Mathonnet	N/A
Vincent Gueneau	N/A

4. Orientation and Continuing Education

The Board takes the following measures to ensure that all new directors receive a comprehensive orientation regarding their role as a member of the Board, its committees and its directors, and the nature and operation of the Corporation.

The first step is to assess a new director's set of skills and professional background since each new director brings a different skill set and professional background. Once that assessment has been completed, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director.

The second step is taken by one or more existing directors, who may be assisted by the Corporation's management, to provide the new director with the appropriate orientation through a series of meetings, telephone calls and other correspondence.

The third and final step is the Corporation provides a copy of its Board Policy Manual, which sets out a comprehensive introduction to the Board and its committees, to each new director.

The Board takes the following measures to provide continuing education for its directors to maintain the skill and knowledge necessary for them to meet their obligations as directors:

- the Board annually reviews its Charters, Policies and Mandate which comprise the Board Policy Manual; and
- there are technical presentations at Board meetings, focusing on either a particular property or a summary of various properties. The ‘question and answer’ portions of these presentations are a valuable learning resource for the non-technical directors.

5. Ethical Business Conduct

To comply with its legal mandate, the Board seeks to foster a culture of ethical conduct by striving to ensure the Corporation carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board

- has adopted a written Code of Business Conduct and Ethics for its directors, officers, employees and consultants.
- has established a Corporate Governance Committee.
- has established a Whistleblower Policy which details complaint procedures for financial concerns.
- encourages management to consult with legal and financial advisors to ensure the Corporation is meeting those requirements.
- is cognizant of the Corporation’s timely disclosure obligations and reviews material disclosure documents such as financial statements, Management’s Discussion & Analysis (“MD&A”) and press releases prior to distribution.
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Corporation’s external auditor.
- actively monitors the Corporation’s compliance with the Board’s directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.

The Board must also comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as relevant securities regulatory instruments and stock exchange policies, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

6. Nomination of Directors

To identify new candidates for nomination for election as directors, the Board considers the advice and input of the Corporate Governance Committee, the members of which are listed under “Particulars of

Matters to be Acted Upon – 4. Election of Directors” and which is composed of a majority of independent directors, regarding:

- the appropriate size of the Board, the necessary competencies and skills of the Board as a whole and the competencies and skills of each director individually; and
- the identification and recommendation of new individuals qualified to become new Board members. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve as directors.

7. Other Board Committees

In addition to the Audit Committee, described in the next section, the Board has established a Compensation Committee, and a Corporate Governance Committee.

Committees of the Board are composed of independent and non-independent directors. The functions and members of these committees are described below.

Compensation Committee: The Compensation Committee is responsible for the review of all compensation (including stock options) paid by the Corporation to the Board, senior management and employees of the Corporation and any subsidiaries, to report to the Board on the results of those reviews and to make recommendations to the Board for adjustments to such compensation.

The Committee consists of three directors, all of whom are independent (outside, non-management directors Andrea Zaradic – Chairperson, Barakat Balmelli and Vianney Mathonnet). Each member of the Committee has direct experience relevant to their responsibilities on the Committee, including acting as officers and directors of other publicly traded companies so that they are familiar with remuneration in the Corporation’s industry.

For further details on the role of the Compensation Committee, refer to “Compensation Discussion and Analysis”.

Corporate Governance Committee: The Corporate Governance Committee is responsible for advising the Board of the appropriate corporate governance procedures that should be followed by the Corporation and the Board and monitoring whether they comply with such procedures. The Corporate Governance Committee is also responsible for assisting in the recruitment of new directors.

The Committee consists of three directors, one of whom is independent (outside, non-management director) (Barakat Balmelli) and two of whom are not independent (Vincent Gueneau – Chairman and Lewis Reford).

8. Assessments

The Board and the Corporate Governance Committee have not established a process to regularly assess the Board and its committees 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, its committees 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.

AUDIT COMMITTEE

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

Overview

The Audit Committee of the Board is principally responsible for

- recommending to the Board the external auditor to be nominated for election by the Shareholders at each annual general meeting and negotiating the compensation of such external auditor.
- overseeing the work of the external auditor, including the resolution of disagreements between the auditor and management regarding the Corporation’s financial reporting.
- pre-approving all non-audit services to be provided to the Corporation, by the auditor.
- reviewing the Corporation’s annual and interim financial statements, MD&A and press releases regarding earnings before they are reviewed and approved by the Board and publicly disseminated by the Corporation.
- reviewing the Corporation’s financial reporting procedures and internal controls to ensure adequate procedures are in place for the Corporation’s public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph.

The Corporation’s auditor reports directly to the Audit Committee.

The Audit Committee’s Charter

The Board has adopted a Charter for the Audit Committee (the “**Charter**”) which sets out the Committee’s mandate, organization, powers and responsibilities. The Charter is attached to this Circular.

Composition of the Audit Committee

The Audit Committee consists of three directors. 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) as of the end of its last two financial years, NI 52-110 requires each of the members of the Committee to be independent and financially literate. Since the Corporation is a “Venture Issuer” (its securities are listed on the CSE, but are not listed or quoted on any other exchange or market) it is exempt from this requirement. In addition, the Corporation’s governing corporate legislation requires the Corporation to have an Audit Committee composed of a minimum of three directors, a majority of whom are not officers or employees of the Corporation. The Audit Committee complies with this requirement.

The following table sets out the names of the members of the Audit Committee and whether they are ‘independent’ and ‘financially literate’.

Name of Member	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Barakat Balmelli (Chairperson)	Yes	Yes
Vianney Mathonnet	Yes	Yes
Andrea Zaradic	Yes	Yes

Notes:

- (1) To be considered independent, a member of the Committee must not have any direct or indirect 'material relationship' with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have 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 reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his/her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Corporation to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting, are as follows:

Name of Member	Education	Experience
Barakat Balmelli (Chairperson)	Bachelor of Business Administration Lubin School of Business, Pace University, NY, NY Major in Public Accounting; Minor in Business Law- 1999 Certified Public Accountant License - 2001	Ms. Balmelli is a Certified Public Accountant (CPA, US certification) with extensive experience in the Financial Services and Energy sectors. She co-founded Sana Elias, Sarl, a Swiss-based advisory firm focused on technology, finance, strategy and innovation. Barakat spearheads the firm's financial and energy advisory practice. Sana Elias advises Energy clients looking to deliver superior, innovative services in frontier regions on all aspects of their business ranging from product sourcing and logistics to financial matters. Prior to joining Sana Elias, Barakat had considerable experience in the field of financial services having worked at world class firms such as PricewaterhouseCoopers, Morgan Stanley and Deutsche Bank. She has worked in North America, Asia, Europe and sub-Saharan Africa.

Name of Member	Education	Experience
Vianney Mathonnet	<p>Bachelor of Arts in Hospitality Management with Real Estate finance and Revenue Management, Honors Glon Institute of Higher Education - Switzerland - 2013</p> <p>Financial Markets Certificate Yale Online University - 2018</p>	<p>Mr. Mathonnet is a French national based in Dubai who serves as Director of the Family Office division at Kappafrik Group, a Mauritius private equity firm that focuses on Energy and Infrastructure investments in African markets. He started his career in Central Africa in charge of internal auditing and cost optimization for a multinational company in the hospitality sector and held management positions in the industry across sub-Saharan African countries. Mr. Mathonnet managed the corporate relations with global Mining, Education, and Oil companies, supervised multiple African profit centers and directly managed 400+ employees. Mr. Mathonnet lived across Africa and Europe and has undertaken various African investments in real estate, tourism, digital marketing and micro-finance as an angel investor.</p>
Andrea Zaradic	<p>Bachelor Applied Science Mechanical Engineering University of British Columbia – 1988</p> <p>Master of Applied Science Mechanical Engineering University of British Columbia - 1994</p>	<p>Ms. Zaradic has 30 years of experience in corporate, project and business development with an extensive mining and renewable energy project portfolio throughout the Americas, Africa, Asia, and Europe. As Manager of Infrastructure Development for Canico Resource Corp. she led the development of all major road and power infrastructure in Brazil for the Onca Puma nickel laterite project prior to a successful corporate take-over by Vale. As Construction and Senior Process Operations Engineer for BHP Billiton, she was lead mechanical engineer in the successful development of the Ekati mine; the first diamond mine in Canada's arctic. Ms. Zaradic held the position of VP Operations and Development for Magma Energy Corp. and led the Magma based team through both a financial and technical due diligence of Plutonic Power, resulting in the successful merger of Magma and Plutonic to form Alterra Power Corp., now recently acquired by Innergex Renewable Energy. As President and CEO of Troon Ventures Ltd., Ms. Zaradic led the company through a successful merger/RTO with Grenville Strategic Royalty Corp. Following the successful merger of Troon and Grenville, Ms. Zaradic went on to the role of President and CEO of Northair Silver where she successfully completed a merger with Kootenay Silver. She now resides on the board of Kootenay and remains actively involved in the geothermal renewable energy sector as a technical advisor to Northleaf Capital.</p>

Complaints

The Audit Committee has established a Whistleblower Policy which outlines procedures for the confidential, anonymous submission by employees regarding the Corporation's accounting, auditing and financial reporting obligations, without fear of retaliation of any kind. If an applicable individual has any concerns about accounting, audit, internal controls or financial reporting matters which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing and forward it to the Chairman of the Audit Committee in a sealed envelope labelled “*To be opened by the Audit Committee only*”. Further, if the applicable individual wishes to discuss any matter with the Audit Committee, this request should be indicated in the submission. Any such envelopes received by the Corporation will be forwarded promptly and unopened to the Chairman of the Audit Committee.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

The Audit Committee did not receive any complaints during the last two financial years.

The Whistleblower Policy is reviewed by the Audit Committee on an annual basis and is included as an addendum to the Audit Committee Charter attached hereto.

Audit Committee Oversight

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

Reliance on Exemptions in NI 52-110 regarding *De Minimis* Non-audit Services or on a Regulatory Order Generally

Since the commencement of the Corporation’s most recently completed financial year, the Corporation has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Corporation’s auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor’s annual fees charged to the Corporation, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year’s audit), or
2. an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in section III.B “Powers and Responsibilities – Performance & Completion by Auditor of its Work” of the Charter.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last three financial years.

Financial Year Ending	Audit Fees ⁽²⁾	Audit Related Fees ⁽³⁾	Tax Fees ⁽⁴⁾	All Other Fees ⁽⁵⁾
December 31, 2019	35,000	Nil	Nil	Nil
December 31, 2018 ⁽¹⁾	18,890	Nil	Nil	Nil
April 30, 2018 ⁽¹⁾	23,460	Nil	Nil	Nil

- (1) On September 21, 2018, the Corporation completed a business combination with KPHL. Due to certain accounting rules relevant to business combinations, KPHL is treated as the acquiror which among other things, resulted in the Corporation having to change its year end to from April 30 to December 31.
- (2) The aggregate fees billed by the Corporation's auditor for audit fees.
- (3) The aggregate fees billed for assurance and related services by the Corporation's auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the 'Audit Fees' column.
- (4) The aggregate fees billed for professional services rendered by the Corporation's auditor for tax compliance, tax advice, and tax planning.
- (5) The aggregate fees billed for professional services other than those listed in the other three columns.

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Corporation is a Venture Issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in 'Composition of the Audit Committee' above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Corporation's Annual Information Form, if any, and this Circular).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or who at any time during the last two financial years was, a director or executive officer of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last two financial years has been, indebted to the Corporation or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of each of such years been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

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

Other than disclosed in this Circular, the Corporation is not aware of any material interest of any executive officer, director or nominee for director, or anyone who has held office as such since the beginning of the Corporation's last financial years, or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors except for the current and future directors and executive officers of the Corporation and its subsidiaries, if any, inasmuch as, in the following year, they may be granted Options to purchase Common Shares pursuant to the Option Plan, ratification of which will be sought at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below, and in the Corporation's consolidated audited financial statements for financial year ended December 31, 2019, to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2019, or has any interest in

any material transaction in the current year other than as set out below.

On October 7, 2019, the Corporation entered into an agreement (the “**Buyout Agreement**”) with its Executive Chairman, Mr. Vincent Gueneau, to acquire his 5% ownership interest in the Company’s 95%-owned subsidiary Kainji Power Holding Limited (“**KPHL**”). A Special Committee of REO’s Board of Directors comprising of only independent directors negotiated the terms of the Buyout Agreement and recommended the transaction to the Board. Under the Buyout Agreement, the Corporation paid Mr. Gueneau a consideration of approximately US\$1.2 million comprising a mix of 50% cash in instalments (some of which are still outstanding as of date) and 50% REO common shares, representing 13.3 million shares to be issued at C\$0.06 per share (the “**Transaction**”).

Prior to completion of the Transaction, Mr. Gueneau beneficially owned 36,000,000 common shares and exercised control over 88,800,000 common shares (held through Kappafrik Management DMCC (“**KMGT**”)), representing approximately 25.9% of the Corporation’s 481,047,377 issued and outstanding shares at the time. Immediately after the completion of the Transaction, Mr. Gueneau owned or controlled a total of 135,800,000 common shares (37,000,000 common shares held in Mr. Gueneau’s personal name and 88,800,000 common shares held through KMGT and 10,000,000 held through Kapower Ltd.), representing approximately 27.54% of the Corporation’s 494,347,377 issued and outstanding common shares on an undiluted basis. Please also refer to Vincent Gueneau Early Warning Report as filed under the Corporation’s SEDAR corporate website at www.sedar.com on October 27, 2019.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board the only matters to be brought before the Meeting are those matters set forth in the Notice of Meeting.

1. Report of Directors

The Board will provide a report on the events of its last financial year at the meeting. No approval or other action needs to be taken at the Meeting in respect of this report.

2. Financial Statements and Management’s Discussion & Analysis

The financial statements of the Corporation, the auditor's report thereon, and the MD&A for the year ended December 31, 2019 will be approved by the Board no later than June 15, 2020, all of which will be tabled at the Meeting. No approval or other action needs to be taken at the Meeting in respect of these documents.

3. Set Number of Directors to be Elected

The Corporation currently has five directors. Accordingly, it will be proposed at the Meeting that five directors be elected to hold office until the next annual general meeting of Shareholders or until their successors are elected or appointed.

The Board recommends that Shareholders vote in favour of setting the number of directors at five. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the ordinary resolution setting the number of directors to be elected at five.

4. Election of Directors

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's province or state and country of residence, principal occupation at the present and during the preceding five years

(unless shown in a previous management information circular), the period during which the nominee has served as a director, and the number of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

The Board recommends that Shareholders vote in favour of the following proposed nominees. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote for the election of the persons named in the following table to the Board. Management does not contemplate that any of such nominees will be unable to serve as directors. Each director elected will hold office until the next annual general meeting of Shareholders or until their successor is duly elected, unless their office is earlier vacated in accordance with the Corporation's Articles or the provisions of the corporate law to which the Corporation is subject.

Name and Province or State and Country of Residence	Present Office and Date First Appointed a Director	Principal Occupation During the Past Five Years ⁽⁴⁾	Number of Common Shares ⁽⁵⁾
Barakat Balmelli ⁽¹⁾⁽²⁾⁽³⁾ Geneva Switzerland	Director September 3, 2019	Ms. Balmelli is a Certified Public Accountant (CPA, US certification) with extensive experience in the Financial Services and Energy sectors. Co-founder Sana Elias, Sarl, a Swiss-based advisory firm focused on technology, finance, strategy and innovation. Prior roles at PricewaterhouseCoopers, Morgan Stanley and Deutsche Bank, working in North America, Asia, Europe and sub-Saharan Africa.	nil
Vincent Gueneau ⁽³⁾	Executive Chairman & Director September 21, 2018	Executive Chairman of the Corporation, November 2019 – present. Chairman, Kappafrik Group, a Mauritius private equity firm that focuses on Energy and Infrastructure investments in African markets. marketing and micro-finance as an angel investor.	135,800,000
Vianney Mathonnet ⁽¹⁾⁽²⁾	Director September 21, 2018	Director of the Family Office division at Kappafrik Group, a Mauritius private equity firm that focuses on Energy and Infrastructure investments in African markets. marketing and micro-finance as an angel investor.	2,163,000
Lewis T. Reford ⁽³⁾ Ontario Canada	CEO August 29, 2016 Director January 20, 2011	CEO of the Corporation, August 2016 – present. Advisor to Solar Ship Inc. (an aerospace company pioneering solar electric flight). Chief Executive Officer of Schneider Power Inc., the wind and solar project development division of Quantum Technologies, a U.S. based alternative energy solutions company, 2008-2010.	1,090,000

Name and Province or State and Country of Residence	Present Office and Date First Appointed as Director	Principal Occupation During the Past Five Years ⁽⁴⁾	Number of Common Shares ⁽⁵⁾
Andrea Zaradic⁽¹⁾⁽²⁾ Vancouver British Columbia	Director September 21, 2018	Technical Advisor, Northleaf Capital, 2014 to present. Independent Director, Kootenay Silver Inc., a silver exploration company that trades on the TSX Venture Exchange, 2014 to present. President, CEO and Director, Grenville Strategic Corp. (presently Flow Capital Corp.), 2012 – 2016.	nil

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Corporate Governance Committee

(4) Includes occupations for preceding five years unless the director was elected at the previous Annual General Meeting and was shown as a nominee for election as a director in the Circular for that meeting.

(5) Number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised as at the Record Date. As of Record Date, Mr. Gueneau currently owns directly 37,000,000 Common Shares and controls indirectly another 98.8 million shares representing in total a control over 23.6% of the Corporation's issued and outstanding share capital.

To the knowledge of the Corporation, except as disclosed below, no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued
 - (i) while the proposed director was acting as a director, chief executive officer or chief financial officer of that company, or
 - (ii) after the proposed director ceased to be a director, chief executive officer or chief financial officer of that company but resulted from an event that occurred while acting in such capacity;
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that while acting in that capacity or within a year of 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 the assets of the proposed director.
- (c) has, within the 10 years before the date of this 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 their assets;
- (d) has entered into, at any time, a settlement agreement with a securities regulatory authority; or
- (e) has been subject, at any time, to any penalties or sanctions imposed by
 - (i) a court relating to securities legislation or a securities regulatory authority, or

- (ii) a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for the proposed director.

On April 17, 2019, the Corporation made an application to the British Columbia Securities Commission (the “BCSC”), as the principal regulator of the Corporation, under National Policy 12-203 – *Management Cease Trade Orders* (“NP 12-203”) that the Corporation be subject to a management cease trade order (a “MCTO”) in respect of the Corporation’s anticipated failure to file its audited annual financial statements for its fiscal year ended December 31, 2018 (the “**Annual Financial Statements**”) and related management’s discussion and analysis (the “MD&A”) by the filing deadline of April 30, 2019 under National Instrument 51-102 – *Continuous Disclosure Obligations*.

The Annual Financial Statements are the Corporation’s first financial statements to be filed since the completion of the Transaction. Following Canadian Auditing Standards and upon the request of Davidson & Company (Auditor of the Corporation), a valuation report by an independent auditing firm on MESL was completed but only delivered to the Corporation in late March 2019, consequently delaying the audit work on the Annual Financial Statements.

The Corporation intends to remedy the default by completing the preparation and audit of the Annual Financial Statements, and completing the preparation of the MD&A, and filing each of them as soon as possible. The Corporation anticipates that the Annual Financial Statements and MD&A will be filed no later than June 30, 2019.

In the meantime, the Corporation intends to comply with the alternative information guidelines relating to a default announcement and default status report described in sections 9 and 10, respectively, of NP 12-203.

5. Consolidation of Share Capital

The Board believe that a consolidation of the Common Shares is necessary in order for the Corporation to more easily raise capital and attract business opportunities. Under the *Business Corporations Act* (British Columbia), any company may, by the type of resolution as specified in its Articles, alter its constating documents to consolidate its issued share capital. The Articles of the Corporation specify that these alterations may be implemented by an ordinary resolution of the Shareholders.

Accordingly, at the Meeting, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution (the “**Consolidation Resolution**”) authorizing the consolidation of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every 100 pre-consolidation Common Shares (the “**Consolidation**”), or such lesser ratio as may be approved by the Board and the CSE. The Corporation does not propose to change its name in connection with the Consolidation.

As at the date of this Circular, the Company had 575,347,377 Common Shares issued and outstanding. The proposed Consolidation, assuming the maximum ratio of 100:1, will reduce the number of outstanding Common Shares to approximately 5,753,474 Common Shares.

If the ordinary resolution is approved, the Consolidation would be implemented only upon a determination by the Board that it is in the best interests of the Corporation at that time and the approval of the CSE. In connection with any determination to implement the Consolidation, the Board will set the timing for the Consolidation to become effective, which the Board currently anticipates will be as soon as practicable following the Meeting. No further action on the part of Shareholders would be required in order for the Board to implement the Consolidation.

If the Consolidation Resolution is approved and implemented, the Corporation will send letters of transmittal to Shareholders which will provide instructions on how to obtain new share certificates representing the number of Common Shares to which such Shareholders are entitled as a result of the Consolidation.

Shareholders of the Corporation shall not be entitled to receive fractional Shares as a result of the Consolidation. The number of Shares issuable on the Consolidation shall be rounded either up or down to the nearest whole number of Shares. Except for any variances attributable to the aforementioned rounding, the change in the number of issued and outstanding Common Shares that will result from the Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will not materially affect any Shareholder's proportionate voting rights. Each Common Share outstanding after the Consolidation will be entitled to one vote and will be fully paid and non-assessable.

Shareholders should not destroy any share certificate and should not submit any share certificate for a new share certificate until requested to do so.

The number of Common Shares reserved for issuance under the Option Plan will be reduced proportionately based on the Consolidation ratio and the exercise or conversion price and/or the number of Common Shares of the Corporation issuable under the Corporation's outstanding stock options will be proportionately adjusted upon the Consolidation with any fractional Common Shares rounded down to the nearest whole number.

The exercise price and/or the number of Common Shares of the Corporation issuable under any outstanding Common Share purchase warrants of the Corporation will be proportionately adjusted upon the Consolidation ratio on the same basis as stock options referenced above.

The Consolidation Resolution must be passed by a majority of the votes cast by Shareholders present or represented by proxy at the Meeting. Accordingly, at the Meeting, Shareholders will be asked to approve an ordinary resolution in substantially the following form:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. subject to the approval of the Canadian Securities Exchange, if and when the directors of the Corporation shall deem appropriate to do so, the issued and outstanding common shares of the Corporation be consolidated at a ratio of up to 100 pre-consolidation common shares for one (1) post-consolidation common share (the "**Consolidation**");
2. pursuant to the provisions of Section 83 of the *Business Corporations Act* (British Columbia), any fractional shares resulting from the Consolidation be: (a) rounded up to the next whole share if such fractional share is equal to or greater than one-half of a share; and (b) rounded down to the next whole share if such fractional share is less than one-half of a share;
3. notwithstanding that this ordinary resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they hereby are, authorized and empowered to determine whether or not to proceed with the Consolidation without further notice to, or approval of, the shareholders of the Corporation and to determine the actual ratio of the Consolidation without further approval of the shareholders of the Corporation; and
4. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed and to deliver or

cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolutions."

The Board recommends that Shareholders vote IN FAVOUR of the resolution to consolidate the Corporation's share capital and the persons named in the enclosed form of proxy intend to vote for the approval of the resolution at the Meeting, unless otherwise directed by the Shareholders appointing them.

The Corporation cannot complete the Consolidation without the approval of the CSE. If Shareholders pass the Consolidation Resolution, the CSE approves the Consolidation and the Board proceeds with the Consolidation, the Consolidation will take effect on a date to be coordinated with the CSE and announced in advance by the Corporation. At such time, the Corporation will send each Shareholder a letter of transmittal which will provide instructions on how to obtain new share certificates representing the number of Common Shares to which such Shareholder is entitled as a result of the Consolidation.

6. Appointment and Remuneration of an Auditor

Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200, 609 Granville Street, Vancouver, British Columbia, is the auditor of the Corporation and it is proposed that it be re-appointed at the Meeting.

The Board recommends that Shareholders vote in favour of the re-appointed of the proposed auditor. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the re-appointment of Davidson & Company LLP, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the Board.

7. Ratification of Stock Option Plan

The Option Plan is described under 'Executive Compensation – Stock Option Plan'.

Shareholders are being asked to pass an ordinary resolution ratifying, adopting and re-approving the Option Plan, which permits the issuance of up to 10% of the issued and outstanding Common Shares from time to time. The Option plan was previously approved by the Shareholders at the Corporation's annual general meeting held June 12, 2019. To be effective, the resolution must be passed by a simple majority of the votes cast thereon by Shareholders present in person or by proxy at the Meeting. If the resolution to approve the Option Plan is not approved by the Shareholders, all unallocated Options will be cancelled and the Company will not be permitted to make any further grants until Shareholder approval is obtained.

Shareholders will be asked to pass an ordinary resolution, in substantially the following form, to approve the Option Plan.

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Option Plan of the Company, as adopted by the Board of Directors, and as described in the Company's management information circular dated June 2, 2020, be and is hereby approved and ratified, and the Company be and is hereby authorized to reserve for issuance pursuant to the Option Plan up to 10% of the issued and outstanding common shares of the Company from time to time;
2. the Board of Directors be and is hereby authorized on behalf of the Company to make any amendments to the Option Plan as may be required by regulatory authorities or otherwise made

necessary by applicable legislation, without further approval of the shareholders of the Company, in order to ensure the adoption and efficient function of the Option Plan; and

3. any director or officer of the Company be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection with the implementation of the Option Plan."

The Board believes the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that the Shareholders vote **IN FAVOUR** of the resolution. **In the absence of contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intended to vote IN FAVOUR of the approval of the Option Plan.**

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, **it is intended that the Proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may contact the Corporation by mail at 82 Richmond Street East, Toronto, Ontario M5C 1P1, Canada, telecopier at 1-416-848-0790, telephone at 1-416-848-4501 (collect calls accepted) or e-mail at mhutchins@dsacorp.ca to request copies of the Corporation's financial statements and Management's Discussion & Analysis (MD&A).

DATED this 2nd day of June, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) MONIQUE HUTCHINS
Secretary

**CHARTER
FOR
THE AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
RESERVOIR CAPITAL CORP.**

I. MANDATE

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Reservoir Capital Corp. (the “**Company**”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company’s independent external auditor (the “**Auditor**”); and
4. The performance of the Company’s internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members, the majority of which shall be independent.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

In accordance with the By-Laws of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to sub-committees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such sub-committee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least once in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

- 1). Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company, consistent with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.
- 2). Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
- 3). Require the Auditor to report directly to the Committee.
- 4). Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

- 5). Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
- 6). Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor.

- 7). Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Auditor unless such non-audit services:
- (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;
 - (b) were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (c) are promptly brought to the attention of the Committee by Management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Company

- 8). Establish procedures for:
- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

- 9). Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- 10). Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
- 11). Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- 12). Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- 13). Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
- (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor or management.

- (b) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

- 14). Review the Company's annual and quarterly financial statements, management's discussion and analysis (MD&A) and press releases before the Board approves and the Company publicly discloses this information.
- 15). Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
- 16). Review any disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

- 17). Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- 18). Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- 19). Have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other consultants to advise the Committee.
- 20). Meet, to the extent it deems necessary or appropriate, with management and the Auditor in separate executive sessions at least quarterly.
- 21). Make regular reports to the Board.
- 22). Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 23). Annually review the Committee's own performance.
- 24). Provide an open avenue of communication among the Auditor to the Board.
- 25). Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or 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 and applicable rules and regulations. These are the responsibilities of management and the Auditor.

