

Fire River Gold Corp.
400 – 837 West Hastings Street
Vancouver, British Columbia
V6C 3N6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE is hereby given that the Annual General and Special meeting of Fire River Gold Corp. (the “Company”) will be held at Suite 400 - 837 West Hastings Street, Vancouver, British Columbia, on Monday, June 28, 2021 at 9:00 a.m. Vancouver, British Columbia time. At the meeting, the shareholders will receive the consolidated financial statements for the year ended October 31, 2020, together with the auditor’s report thereon available by request, and consider resolutions to:

1. to receive and consider the audited financial statements of the company for the year ending October 31, 2020 together with the auditor’s report thereon and the related management discussion and analysis;
2. elect directors for the ensuing year;
3. to set the number of directors at three;
4. to re-approve the Company’s stock option plan for the ensuing year;
5. appoint DMCL LLP, Chartered Professional Accountants (formerly known as Dale Matheson Carr-Hilton LaBonte LLP), as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
6. by special resolution to review and approve a proposed amendment to the Articles of the Company; and
7. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Endeavor Trust Corporation (“Endeavor”). If a shareholder does not deliver a proxy by mail, hand or fax to Endeavor, Attention: Proxy Department, Suite 702, 777 Hornby Street, Vancouver, BC, V6Z 1S4 (Fax: 604-559-8908) by 9:00 am (Vancouver, British Columbia time) on Thursday, June 24, 2021 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) prior to the time of the meeting at which the proxy is to be used, then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on May 26, 2021 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.
DATED at Vancouver, British Columbia, the 31st day of May, 2021.

ON BEHALF OF THE BOARD

“David Bentil”

David Bentil, CEO

FIRE RIVER GOLD CORP.

MANAGEMENT INFORMATION CIRCULAR

FOR

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 28, 2021

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of Fire River Gold Corp. (“**Fire River**” or the “**Company**”) for use at the Annual General and Special Meeting to be held on June 28, 2021 and at any adjournments thereof. Unless the context otherwise requires, references to the Company in this Information Circular include its subsidiaries.

While it is expected that the solicitations will be primarily by mail, proxies may be solicited personally or by telephone, without special compensation, by directors, officers and regular employees of Fire River or by agents retained for that purpose. The Company does not have any contract or arrangement for the solicitation with any specially engaged employees or soliciting agents. Fire River may reimburse shareholders, nominees or agents for any costs incurred in obtaining from their principals proper authorization to execute proxies. Fire River may also reimburse brokers and other persons holding shares in their own name or in the names of their nominees for expenses incurred in sending proxies and proxy materials to the beneficial owners thereof in obtaining their proxies. All costs of all solicitations on behalf of management will be borne by Fire River.

For the purposes of Item 3 of Form 51-102 F5 under National Instrument 51-102 - “Continuous Disclosure Obligations” (“**NI 51-102**”) of the Canadian Securities Administrator (the “**CSA**”), the Company advises that no director of the Company has informed management in writing that such director intends to oppose any action intended to be taken by management at the Meeting.

Appointment of Proxyholder

Shareholders of Fire River who hold Fire River shares in their own names are described in this Information Circular as “**registered shareholders**”. Only registered shareholders of the Company or their duly appointed proxy holders are entitled to vote at the Meeting. Voting instructions for non-registered shareholders are set forth below under “*Advice to Beneficial Holders of Fire River Shares on Voting Fire River Shares*”.

The purpose of a proxy is to permit a registered shareholder to designate one or more persons as proxy holder(s) to vote on that registered shareholder’s behalf in accordance with the instructions given by the registered shareholder in the proxy. The persons designated as proxy holders in the form of proxy accompanying this Information Circular (the “**Proxy**”), each of whom is a director or officer of the Company, have been selected by management.

Each registered shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for and on behalf of such shareholder at the Meeting other than the person(s) designated by management in the form of proxy (the “Proxy”) accompanying this circular. A

registered shareholder desiring to appoint some other person as proxy holder may do so by striking out the printed names and inserting the name of the desired person in the space provided in the Proxy, or by executing and delivering another acceptable form of proxy similar to the Proxy.

If no choice of proxy holder is made in such manner by the registered shareholder, then the person first named as proxy holder in the Proxy will exercise the Proxy with automatic substitution of the succeeding named proxy holder if such first named proxy holder does not attend the Meeting and automatic Substitution of the third named proxy holder, if any, if such second named proxy holder does not attend the Meeting.

Deposit of Proxy

Registered shareholders desiring to vote by Proxy may do so by:

1. depositing a signed and dated Proxy with Endeavor Trust Corporation (“Endeavor”) at its Vancouver office located at Suite 702, 777 Hornby Street, Vancouver, BC, V6Z 1S4; or
2. faxing a signed and dated Proxy to Endeavor from within North America to 1-604-559-8908; or
3. using any other method described in the Proxy, such as internet voting, by following the instructions for such method set out in the Proxy, in which case the registered shareholder will need the control number set out in the Proxy.

In all cases, to be valid, a Proxy (or other acceptable form of Proxy vote) must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting unless the Chairman of the Meeting exercises his discretion to accept proxies received after that time.

Revocation of Proxy

A registered shareholder which has submitted a Proxy may revoke it either by signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid or by signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing the same at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting, or on the day of any adjournment thereof, or registering with the scrutineer at the Meeting as a registered shareholder present in person, or in any other manner provided by law, whereupon such proxy shall be deemed to have been revoked. Revocation of a Proxy will not affect any matter on which a vote has been taken before the revocation.

Voting by Proxy

If the instructions of a registered shareholder are certain, the shares represented by any Proxy given by that registered shareholder will be voted or withheld from voting on any ballot that may be called for, and where the registered shareholder specifies a choice with respect to any matter to be acted on, the shares will be voted or withheld from voting on any ballot that may be called for in accordance with the specified choice. **Where no choice is specified, the Proxy confers discretionary authority on the registered shareholder’s appointed proxy holder. If a registered shareholder has not appointed his or her own proxy holder, such shares will be voted by management’s designates in favour of the matters described in the Proxy and, if applicable, for the nominees of management and auditors as identified in the Proxy.**

Exercise of Discretion by Proxyholder

The Proxy gives each registered shareholder the ability to confer discretionary authority upon the proxy holder with respect to amendments or variations to matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. At the time of printing this Circular, Management of Fire River knows of no such amendments, variations or other matters which are anticipated to be presented for consideration or action at the Meeting.

Advice to Beneficial Holders of Fire River Shares on Voting Fire River Shares

The information set forth in this section is of significant importance to any beneficial owner of Fire River shares who does not hold title to such Fire River shares in his, her or its own name. Beneficial owners of Fire River shares who do not have such shares registered in their own name (referred to in this Information Circular as “**Non-Registered Owners**”) should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

Most beneficial owners of Fire River shares are Non-Registered Owners. If your Fire River shares are listed in an account statement provided to you by an “intermediary” (a term used to refer to, among others, brokerage firms, banks, trust companies and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), then, in almost all cases, those Fire River shares will not be registered in your name on the records of Fire River. Such Fire River shares will more likely be registered under the name of the Non-Registered Owner’s intermediary or an agent of that intermediary. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the nominee of The Canadian Depository for Securities, which acts as depository for many Canadian brokerage firms and other intermediaries. In the United States, the vast majority of such shares are registered under the name of Cede & Co., the nominee of Depository Trust Company, which acts as depository for many United States brokers and other intermediaries. Such intermediaries and depositories are collectively referred to in this Information Circular as “**Intermediaries**”. The Intermediary with which a Non-Registered Owner has a direct relationship, such as the brokerage firm with which the Non-Registered Owner has deposited his Fire River shares, is known as the “proximate Intermediary” of that Non-Registered Owner.

Pursuant to National Instrument 54-101 - “Communications with Beneficial Owners of Securities of a Reporting Issuer” (“**NI 54-101**”) of the CSA, all Intermediaries are required to seek voting instructions from Non-Registered Owners in advance of each shareholder meeting. Fire River shares held by an Intermediary can, by law, only be voted with instructions from the Non-Registered Owner of such shares. Without specific instructions, Intermediaries are prohibited from voting such shares. **Therefore, Non-Registered Owners should ensure that instructions respecting the voting of their Fire River shares are communicated to the appropriate person.** That person is generally the proximate Intermediary of that Non-Registered Owner.

Pursuant to NI 54-101, the Company advises as follows:

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

The Notice of Meeting, this Information Circular and other security holder materials respecting the Meeting, including a Proxy or Voting Instruction Form (a “**VIF**”) (collectively, “**Meeting Materials**”) are being sent directly to Registered Shareholders. As noted above under “Appointment of Proxy holder”, Meeting Materials sent to Registered Shareholders include a Proxy.

There are two kinds of Non-Registered Owners recognized by NI 54-101. Non-Registered Owners who have not objected to their Intermediary disclosing certain ownership information about themselves to Fire River are referred to as non-objecting beneficial owners (“**NOBOs**”). Those Non-Registered Owners who have objected to their Intermediary disclosing ownership information about themselves to Fire River are referred to as objecting beneficial owners (“**OBOs**”).

Voting Instruction Form

The purpose of the procedure established by NI 54-101 is to permit Non-Registered Owners to direct the voting of the Fire River shares which they beneficially own. Meeting Materials sent to Non-Registered Owners who have not waived the right to receive Meeting Materials, regardless of whether they are NOBOs or OBOs, do not include a Proxy. Instead, pursuant to NI 54-101, they include a VIF. The content of a VIF is almost identical to the content of a proxy. A VIF differs from the proxy insofar as its purpose is limited to instructing the registered shareholder (i.e. the Intermediary) or the Company how to vote on behalf of the Non-Registered Owner. By returning a VIF in accordance with the instructions noted on it, a NOBO is able to instruct Fire River and an OBO is able to instruct its Intermediary how to vote on behalf of the Non-Registered Owner.

A Non-Registered Owner who wishes to attend the Meeting and vote in person may write the name of the Non-Registered Owner in the place provided for that purpose on the VIF. A Non-Registered Owner can also write the name of someone else whom the Non-Registered Owner wishes to attend the Meeting and vote on behalf of the Non-Registered Owner. Unless prohibited by law, the person whose name is written in the space provided in the VIF will be appointed as proxy holder for the Non-Registered Owner pursuant to section 2.18 or section 4.5 of NI 54-101 and, as such, will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in the VIF or this Information Circular. A Non-Registered Owner should consult a legal advisor if the Non-Registered Owner wishes to modify the authority of the person to be appointed as proxy holder in any way.

VIFs contain specific instructions, all of which should be followed closely. VIFs, whether provided to the Non-Registered Owner by Fire River or by an Intermediary, should be completed and returned in accordance with the specific voting instructions noted on the VIF.

Non-Registered Owners who are NOBOs

NI 54-101 permits the Company to obtain a list of its NOBOs from Intermediaries via its transfer agent, and to send Meeting Materials to NOBOs directly or indirectly. If an issuer elects to send Meeting Materials to NOBOs indirectly, such Meeting Materials are sent to NOBOs by the Intermediaries in the same manner as Meeting Materials are sent to OBOs by the Intermediaries, described under “*Non-Registered Owners who are OBOs*” below.

Fire River has elected to send Meeting Materials, including a VIF, directly to NOBOs. It may retain the services of its transfer agent or another agent to handle the mailing of Meeting Materials to NOBOs and the tabulation of votes received from NOBOs. Pursuant to NI 54-101, the Company advises as follows:

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions

Non-Registered Owners who are OBOs

Meeting Materials will not be sent to OBOs directly by the Company, and the Company does not intend to pay for any Intermediary to deliver Meeting Materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless their Intermediary assumes the costs of delivery. The majority of Intermediaries now delegate responsibility for obtaining voting instructions from OBOs, and mailing Meeting Materials to OBOs, to Broadridge Financial Solutions, Inc. (“Broadridge”). In cases where an issuer does not elect to send Meeting Materials to NOBOs directly, the same delegation process typically applies. Broadridge prepares its own form of VIF based on the Proxy, mails that VIF and the other Meeting Materials to OBOs (and NOBOs, where applicable), and tabulates the results of all voting instructions received from the OBOs (and NOBOs, where applicable). Broadridge then delivers such voting results to the issuer or its transfer agent, where they are added to the votes of Registered Shareholders and any votes of NOBOs which have been submitted directly to the issuer or its transfer agent.

Notice and Access

NI 54-101 permits an issuer to send proxy-related materials to registered shareholders and Non-Registered Owners using a procedure referred to as “notice and access”. Fire River is not using the “notice and access” procedure for the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Fire River is authorized to issue an unlimited number of shares, of which 10,304,415 shares were issued and outstanding on May 26, 2021, the record date (the “**Record Date**”) for the Meeting. Each Share carries the right to one vote on any poll at meetings of shareholders of Fire River. Fire River has no other class of voting securities.

In respect of currently issued and outstanding shares, those persons entitled to receive notice of and to attend and vote at the Meeting in person or by Proxy will be determined by the record of registered shareholders of Fire River at 4:00 p.m. (local Vancouver time) on the Record Date. If Fire River should issue additional shares from treasury after the Record Date, the person or persons to whom those shares are issued shall not be entitled to receive notice of the Meeting, but shall, if included on the record of registered shareholders of Fire River before the time for the meeting, be entitled to vote at the meeting in person or, if they have deposited a Proxy not fewer than 48 hours (Saturdays, Sundays and statutory holidays excluded) before the time for the Meeting, by Proxy.

The quorum required for the transaction of business at the Meeting is two persons who are, or who represent by Proxy, registered shareholders who, in the aggregate, hold at least 5% of the Company’s outstanding shares.

To the best of the knowledge and belief of the directors and senior officers of Fire River, as at the Record Date, no person beneficially owned, directly or indirectly, or exercised control or direction over shares carrying more than 10% of the voting rights attached to any class of voting securities of Fire River. As at the date of this Information Circular, the directors and senior officers of Fire River as a group own beneficially, directly or indirectly, or exercise control or direction over an aggregate of 1,028,571 Shares, or approximately 9.98% of the 10,304,415 outstanding Fire River Shares

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No person who has been a director or senior officer of the Company at any time since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of an auditor, except as may be disclosed herein under the heading “Particulars of Matters to be Acted Upon”.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, as defined in NI 51-102, “informed person” means:

- (a) a director or executive officer of Fire River;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of Fire River;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of Fire River or who exercises control or direction over voting securities of Fire River, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of Fire River, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) Fire River if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person of Fire River, nor any proposed director of Fire River, nor any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of Fire River’s last completed financial year, or has any material interest, direct or indirect, in any proposed transaction which, in either case, has materially affected or would materially affect Fire River or any of its subsidiaries, except as may otherwise be disclosed herein.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed director, executive officer, employee or former executive officer, director or employee of the Company or any of its subsidiaries, or any associate of any director, proposed director or executive officer has been indebted to the Company or any subsidiary of the Company at any time since the beginning of the last completed financial year of the Company, other than for routine indebtedness.

STATEMENT OF EXECUTIVE COMPENSATION

Summary of NEO Compensation

Form 51-102F6 – “Statement of Executive Compensation”, adopted by the CSA defines “Named Executive Officers” or “NEOs” to include:

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

Pursuant to Form 51-102F6, the Company provides the following disclosure regarding all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director in the most recently completed year, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the Company or a subsidiary of the Company.

Except as set forth in this Circular, no compensation has been awarded to, earned by, paid to, or become payable to any director or NEO, in any capacity with respect to the Company or its subsidiaries, and, to the best of management's knowledge and belief, no compensation has been awarded to, earned by, paid to, or become payable to, an NEO or director, in any capacity with respect to the Company, by another person or company.

Neither of the current NEOs is an employee of the Company. Both the current CEO David Bentil and current CFO Sue He are directors of the Company.

To the best of management's knowledge and belief, except as set forth in this Circular, there have been no awards, earnings, payments, or payables to an associate of an NEO, or of a director, as a result of compensation awarded to, earned by, paid to, or payable to the NEO or the director, in any capacity with respect to the Company.

NEO Compensation Discussion and Analysis

The compensation paid to NEOs directly and indirectly is designed to fairly compensate the NEOs for the time they commit to the Company's affairs. The objective of the compensation is to retain their services and to incent and reward them for those services.

The Company does not currently have a Compensation Committee. The Board as a whole determines compensation of directors and the Chief Executive Officer. The objective of the Board is to maintain strong executive leadership through, in part, compensation practices, and thereby build shareholder value. The Board seeks to motivate and reward executives whose knowledge, skills and performance are critical to the Company's success. Performance goals are subjective because the Company is a junior natural resource company, but may be generally described as enhancing shareholder value through acquisition, disposition and enhancement of assets, arranging debt and equity financings, and managing Company business and investor relations

The Company uses option-based awards to incent NEOs, as well as directors, officers, employees and consultants who are not also NEOs. The Board as a whole is responsible for setting or amending any equity incentive plan under which an option-based award is granted. Previous grants of option-based awards are taken into account when considering new grants. The Company also pays cash compensation in the form of salaries or management or consulting fees. In some cases bonuses are considered appropriate for past performance of NEOs.

No new actions, decisions or policies were made after the end of the most recently completed financial year that could affect a reasonable person's understanding of an NEO's compensation for the most recently completed financial year. Neither the Board nor any committee of the Board has considered the implication of risks associated with the Company's compensation policies and practices, as such policies and practices are subject to constant change having regard to the Company's stage of development and external factors such as the state of the world financial markets and the world economy. No NEO or director is prohibited from purchasing financial instruments that are designed to hedge or offset a

decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director; and to the best of the Company's knowledge and belief, there are no such financial instruments currently available.

NEO Compensation - Summary Compensation Table

The following table sets forth information concerning compensation earned by each person who was an NEO of the Company in the financial year ended October 31, 2020, for each of the three most recently completed financial years. For NEOs who are also directors and who received compensation for services as a director during any such year, the table includes that compensation and a footnote which explains which amounts relate to the director role.

Summary Compensation Table⁽¹⁾

Name and position	Year	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			
David Bentil CEO and Director ⁽²⁾	2020	Nil	Nil	Nil	Nil		Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A		N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A		N/A	N/A	N/A
Sue He CFO and Director ⁽³⁾	2020	Nil	Nil	Nil	Nil		Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A		N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A		N/A	N/A	N/A
Anthony Jackson Former CEO and Former Director ⁽⁴⁾	2020	74,000	Nil	Nil	Nil		Nil	Nil	74,000
	2019	60,000	Nil	Nil	Nil		Nil	Nil	60,000
	2018	60,000	Nil	Nil	Nil		Nil	Nil	60,000
Tara Haddad Former CFO and Former Director ⁽⁵⁾	2020	Nil	Nil	Nil	Nil		Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil		Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A		N/A	N/A	N/A

⁽¹⁾ In this table, Nil represents that the NEO was not paid in that year. N/A represents that the NEO was not a NEO during that year.

⁽²⁾ David Bentil was appointed as CEO and Director on November 27, 2020.

⁽³⁾ Sue He was appointed as CFO and Director on November 27, 2020.

⁽⁴⁾ Anthony Jackson was appointed CEO and Director on January 13, 2016, and resigned on November 27, 2020. Mr. Jackson was remunerated through his private company for his services as CEO and Director.

⁽⁵⁾ Tara Haddad resigned as CFO and Director on November 27, 2020.

NEO Compensation - Outstanding Share-based Awards and Option-based Awards

The following table sets out for each NEO all awards outstanding at the end of the most recently completed financial year. This includes awards granted before the Company's financial year ended October 31, 2020.

Name and Position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
David Bentil CEO and Director	Nil	N/A	N/A	N/A	Nil	N/A	N/A
Sue He CFO and Director	Nil	N/A	N/A	N/A	Nil	N/A	N/A
Anthony Jackson Former CEO and Former Director	Nil	N/A	N/A	N/A	Nil	N/A	N/A
Tara Haddad Former CFO and Former Director	Nil	N/A	N/A	N/A	Nil	N/A	N/A

NEO Compensation - Incentive Plan Awards - Value Vested or Earned During the Year

The following table provides information regarding the value vested or earned on incentive plan awards for each NEO during the financial year ended October 31, 2020:

Name and Position	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David Bentil CEO and Director	N/A	N/A	N/A
Sue He CFO and Director	N/A	N/A	N/A
Anthony Jackson Former CEO and Former Director	N/A	N/A	N/A
Tara Haddad Former CFO and Former Director	N/A	N/A	N/A

- (1) “Value vested during the year” means, in respect of option-based awards, the aggregate dollar value that would have been realized if all options had been exercised on the vesting date, computed as the difference between the market price of the Company’s shares on the vesting date and the exercise price of the options. No options were granted to NEOs during the Company’s financial year ended October 31, 2020.

Narrative Discussion

Incentive plan award (“IPA”) means compensation awarded, earned, paid, or payable under any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. The Company did not award any IPAs to any NEO during the most recently completed financial year.

Option-based award (“OA”) means an award under an incentive equity plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features. The Company did not award any OAs to any NEO during the most recently completed financial year.

Share based award (“SA”) means an award under an incentive equity plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock. The Company did not award any SAs to any NEO during the most recently completed financial year.

Non-equity Incentive Plan (“NIP”) means an incentive plan or portion of an incentive plan that is not an equity incentive plan. The Company did not award any NIPs to any NEO during the most recently completed financial year.

The Company’s incentive equity plan for OAs is described under “SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN”.

NEO Compensation - Pension Plan Benefits

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

NEO Compensation - Termination and Change of Control Benefits

The Company does not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO’s responsibilities, excluding compensation in the form of perquisites and other personal benefits aggregating less than \$50,000.

Director Compensation - Director Compensation Table

The following directors who are not also NEOs received payment for services provided to the Company or a subsidiary of the Company during the financial year ended October 31, 2020, directly or through corporations of which they are principals, as follows. The compensation for directors that are NEOs is described under “STATEMENT OF EXECUTIVE COMPENSATION – NEO Compensation - Summary Compensation Table”:

Name and position	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Quinn Field-Dyte Director ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Quinn Field-Dyte was appointed as a director of the board on February 9, 2016.

Narrative Discussion

There are no formal arrangements under which any directors of the Company were compensated by the Company or a subsidiary of the Company during the most recently completed financial year for serving as directors or as members of any committee of directors. Travel expenses and out of pocket costs to attend directors' meetings are reimbursed by the Company.

Director Compensation – Outstanding Share-based Awards and Option-based Awards

The following table sets out for each director who is not also an NEO all awards outstanding at the end of the most recently completed financial year. This includes awards granted before the most recently completed financial year. The awards outstanding for directors who are NEOs is described under "STATEMENT OF EXECUTIVE COMPENSATION – NEO Compensation - Summary Compensation Table".

Name and Position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Quinn Field-Dyte Director	Nil	N/A	N/A	N/A	Nil	N/A	N/A

Director Compensation - Incentive Plan Awards - Value Vested or Earned During the Year

The following table provides information regarding the value vested or earned on incentive plan awards for each director as of the Company's financial year ended October 31, 2020. The information regarding the value vested or earned on incentive plan awards for directors who are NEOs is described under "STATEMENT OF EXECUTIVE COMPENSATION – NEO Compensation - Incentive Plan Awards – Value Vested or Earned During the Year":

Name and Position	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Quinn Field-Dyte Director	N/A	N/A	N/A

(1) “Value vested during the year” means, in respect of option-based awards, the aggregate dollar value that would have been realized if all options had been exercised on the vesting date, computed as the difference between the market price of the Company’s shares on the vesting date and the exercise price of the options. No options were granted to directors during the Company’s financial year ended October 31, 2020.

Narrative Discussion

Incentive plan award (“IPA”), Option-based award (“OA”), Share-based award (“SA”) and Non-equity Incentive Plan (“NIP”) are described under “NEO Compensation - Incentive plan awards – Value Vested or Earned During the Year”. The Company did not award any IPAs, OPs, SAs or NIPs to any director during the most recently completed financial year.

The Company’s incentive equity plan of options is described under “SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN”.

Fire River is a venture issuer and relies on the exemption in section 2.2 of Form 51-102F6 “Statement of Executive Compensation” from the requirement to include a Performance Graph.

MANAGEMENT CONTRACTS

No management functions of Fire River are to any substantial degree performed other than the directors or senior officers of Fire River or its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has in place a stock option plan (the “Plan”). The Company has no other incentive plans.

The Plan is a so-called “10% rolling stock option plan”. The TSX Venture Exchange (the “TSXV”) requires all listed companies having 10% rolling stock option plans to obtain shareholder re-approval of such plans annually. Accordingly, the Company will seek shareholder re-approval of the Plan at the Meeting. The Plan and the requirements for re-approval are more particularly described under “Particulars of Matters to be Acted On – Stock Option Plan”.

The following tables sets out equity compensation plan information required to be disclosed by Form 52-102F5 – “Information Circular” as at the end of the Company’s financial year ended October 31, 2020.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights as at October 31, 2020	Weighted-average exercise price of outstanding options, warrants and rights as at October 31, 2020	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽¹⁾	Nil	\$0.00	1,030,441 ⁽²⁾
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	Nil	\$0.00	1,030,441

- (1) The Plan permits the grant of stock options exercisable to purchase that number of shares which is equal, in the aggregate, to a maximum of 10% of the number of shares of the Company outstanding at the time of grant. No warrants or rights are issuable under the Plan and the Company has no other incentive plan.
- (2) If all outstanding options and all options remaining available for grant under the Plan were granted and were exercised, the shares which would be issued upon such exercise would constitute 10% of the Company's issued and outstanding shares on a non-diluted basis. The Company had 10,304,415 shares outstanding since October 31, 2020.

CORPORATE GOVERNANCE

National Instrument 58-101 - "Disclosure of Corporate Governance Practices" requires that, whenever management of a venture issuer solicits a proxy from a security holder for the purpose of electing directors to that issuer's Board of Directors, that issuer must include in its information circular for the meeting at which directors are proposed to be elected the disclosure in respect of its corporate governance practices required by Form 58-101F2 - "Corporate Governance Disclosure (Venture Issuers)". The Company is a venture issuer and, accordingly, provides the following prescribed disclosure, having regard to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201 - "Corporate Governance Guidelines". The Guidelines are not prescriptive, but have been considered by Fire River in adopting its corporate governance practices.

Board of Directors

The Board facilitates its exercise of independent supervision over the Management through frequent communication with Management.

In accordance with NI 52-101, a director is considered "independent" if he or she has no direct or indirect "material relationship" with the Company, being a relationship which could in the view of the Board be reasonably expected to interfere with the exercise of a director's independent judgment, subject to certain specified circumstances where an individual is considered to have a material relationship.

Directorships

The directors listed below are presently directors of a reporting issuer (or equivalent) in a jurisdiction of Canada or a foreign jurisdiction.

Director	Directorship in other Reporting Issuer(s)
David Bentil	EGF Theramed Health Corp.
Sue He	N/A
Quinn Field-Dyte	Quantum Battery Metals Corp
	Plantx Life Inc. (formerly, Vegaste Technologies Corp.)
	Fort St. James Nickel Corp.
	Goldseek Resources Inc.
	Vantex Resources Ltd.
	GGX Gold Corp.
	Intact Gold Corp.

Orientation and Continuing Education

The Board ensures that each new nominee has the competencies, skills and personal qualities required to perform his duty properly, and Company management does provide informal orientation and education to new directors respecting Fire River’s history, properties, performance and strategic plans. However, the Board does not have any formal policies with respect to the orientation of new directors, nor does it take any measures to provide continuing education for the directors. At this stage of Fire River’s development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place. Each director is responsible for keeping informed of Company affairs, and directors are informed not less than quarterly regarding corporate developments in the process of approving financial statements and other continuous disclosure documents.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited scope of Fire River’s operations and the small number of officers and consultants allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As Fire River grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board has not historically had a formal process in place with respect to the recruitment or appointment of new directors. Candidates have historically been recruited by existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. The Board does not currently have a Nominating Committee.

Compensation

The Company currently has a Compensation Committee, described under “*Compensation Discussion & Analysis*” in the Statement of Executive Compensation herein, but does not, at present, have a formal process in place for determining compensation for the directors and the CEO. Compensation for the

directors and the CEO is ultimately determined by the Board as a whole, and CEO compensation must, as well, be approved by a majority of independent directors.

Other Board Committees

At the present time, the only standing committee other than the Compensation Committee is the Audit Committee. As Fire River grows, and its operations and management structure become more complex, the Board expects it will constitute additional formal standing committees and will ensure that such committees are governed by written charters and are composed, where practicable, of a majority of independent directors.

Assessments

The Board monitors, but does not formally assess, the performance of individual Board and committee members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on Fire River's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

APPOINTMENT OF AUDITOR

The Company's auditor is DMCL LLP, Chartered Professional Accountants.

AUDIT COMMITTEE

As a reporting issuer in British Columbia, Fire River is required to have an audit committee. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular the information required by Form 52-110F2 – "Disclosure by Venture Issuers". The required information is set out below.

The Company's Audit Committee Charter is attached to this Information Circular as **Schedule A**. The following is a summary of matters relating to the Audit Committee.

Composition of the Audit Committee

David Bentil, Sue He, and Quinn Field-Dyte are currently members of the Company's audit committee.

NI 52-110 provides that a member of an audit committee is independent if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. Quinn Field-Dyte is considered independent for the purposes of NI 52-110. David Bentil and Sue He are not considered independent due to each being a NEO.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the Company's Audit Committee are considered to be financially literate as that term is defined in NI 52-110.

Relevant Education and Experience

Mr. David Bentil is an economist by trade and has been in the luxury car business for over 17 years. More recently Mr. Bentil is the founder and owner of an automotive dealership with revenues ranging from \$19-million to \$25-million annually.

Ms. Sue He has vast expertise in financial reporting services for both public and private companies. She has extensive experience in public company environments and full-cycle accounting as well as providing accounting services for business acquisitions and reverse takeovers. Ms. He earned her bachelor of business administration degree from Kwantlen Polytechnic University, concentrating in both accounting and finance, and holds the professional designation of chartered professional accountant (CPA).

Mr. Quinn Field-Dyde has over eight years of experience in the financial services industry having served from 1996 to 2004 as an investment adviser and later as a consultant to Raytec Development Corp. From 2004 to 2010, he was involved in the interactive entertainment industry, working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Mr. Field-Dyde currently sits on the board of multiple publicly traded companies.

Audit Committee Oversight

The Audit Committee has not, at any time since the commencement of the Company's most recently completed financial year, made a recommendation to the Board to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Fire River has not, at any time since the commencement of the Company's most recently completed financial year, relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 51-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Engagements for such services are considered on a case-by-case basis

External Auditor Service Fees

The following table sets forth the fees billed to the Company by its auditor, DMCL LLP, Chartered Professional Accountants, for services rendered in respect of the last two financial years for which audits have been completed:

Year	Audit Fees ⁽¹⁾ :	Audit Related Fees ⁽²⁾ :	Tax Fees ⁽³⁾ :	All Other Fees ⁽⁴⁾ :
2020	\$10,628	nil	nil	nil
2019	\$10,628	nil	nil	nil

(1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also

include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) “Audit-Related Fees” include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include fees for all other non-audit services.

Reliance on Exemption in Section 6.1 of NI 52-110

Fire River is a venture issuer as defined in NI 52-110 – Audit Committees and relies on the exemption in section 6.1 of NI 52-110 relating to parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED ON

A. Appointment of Auditor

Management recommends that shareholders vote in favour of reappointing DMCL LLP, Chartered Professional Accountants, as Fire River’s auditor to hold office until the next annual meeting of Shareholders or until it resigns or is removed from office by the Company, with remuneration to be approved by the Board of Directors.

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution, in substantially the following form, subject to such changes as may be recommended or required by counsel or securities regulatory authorities:

“Resolved, as an ordinary resolution, that DMCL LLP, Chartered Professional Accountants, be appointed as the Company’s auditor until the next annual meeting of Shareholders following the Meeting, or until it resigns or is removed from office by the Company, with remuneration to be approved by the Board of Directors.”

The directors recommend that the shareholders vote “FOR” the appointment of DMCL LLP as auditors of the Company, at a remuneration to be approved by the directors.

If named as proxy holder, on any ballot, the management designees of Fire River named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” the appointment of DMCL LLP, Chartered Professional Accountants, as auditor of Fire River, unless such Proxy specifies that authority to do so is withheld.

B. Number of Directors

The Company currently has three directors. The number of directors to be elected at the Meeting is proposed to be set at three. Article 13.1 of the Company’s Articles permits the number of directors to be set by ordinary resolution.

At the Meeting, the shareholders will be asked to pass an ordinary resolution in substantially the following form, subject to such changes as may be recommended by legal counsel or required by Regulatory Authorities:

“Resolved as an ordinary resolution that the number of directors of the Company be set at three.”

The directors recommend that the shareholders vote “FOR” the proposed number of directors.

If named as proxy holder, on any ballot, the management designees of Fire River named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” approval of a resolution setting the number of directors at three unless such Proxy specifies that they are to vote “AGAINST” such resolution.

C. Election of Directors

Each director of the Company holds office until the conclusion of the first annual general meeting of shareholders held after his or her appointment, election or re-election, unless that person ceases to be a director or withdraws his or her consent to stand for re-election before such meeting. Accordingly, each person elected or re-elected as a director at the Meeting will hold office until the conclusion of the next annual general meeting of shareholders unless that person ceases to be a director or withdraws his or her consent to stand for re-election before such meeting.

The persons named in the table below are management’s nominees for election at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a Director. The following table sets out the names of management’s nominees for election as directors, their respective Province or State and Country of residence, the periods during which incumbent directors have served as directors and their committee memberships, the positions and offices with the Company and its subsidiaries held by each nominee, if any, the present principal occupation business or employment of each nominee (including the name and principal business of any company in which such employment is carried on, and, for each nominees who has not previously been elected as a director at a meeting of shareholders of the Company, his principal occupation, business or employment during the past five years) and the number of shares of the Company beneficially owned, or controlled or directed, by each nominee as of the date of this Information Circular:

Name, Province or State and Country of Residence, and Office Held	Principal Occupation, Business or Employment ⁽²⁾	Period as a Director of the Company	Number of Shares Beneficially Owned or Controlled ⁽³⁾
⁽¹⁾ David Bentil Vancouver, BC, Canada CEO and Director	Business Owner of Miles End Motors	November 27, 2020 to Present	1,028,571
⁽¹⁾ Sue He Vancouver, BC, Canada CFO and Director	Chartered Professional Accountant, CFO of Fire River Gold Corp.	November 27, 2020 to Present	Nil
⁽¹⁾ Quinn Field-Dyde Vancouver, BC, Canada Director	Director of multiple listed companies (Please refer to section “Corporate Governance – Directorships”)	February 13, 2016 to Present	Nil

(1) Member of Audit Committee.

(2) The information as to principal occupation, business or employment and shares beneficially owned or controlled by certain of the nominees is not within the knowledge of management, and has been furnished by the respective nominees.

As at the date of this Information Circular, the directors of Fire River as a group own beneficially, directly or indirectly, or exercise control or direction over an aggregate of 1,028,571 shares, or approximately 9.98% of the 10,304,415 outstanding Fire River shares.

Arrangements and Understandings

Form 51-102F5 – “Information Circular” under NI 51-102 requires disclosure of any arrangement or understanding between any nominee and any other person or company, except the directors and executive officers of the Company acting solely in such capacity. The Company is not aware of any arrangement or understanding.

Corporate Cease Trade Orders, Penalties or Sanctions, Bankruptcies

Form 51-102F5 also requires disclosure of certain background information on nominees. The Company has confirmed with the nominees that no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of the information circular, or has been within 10 years before the date of the information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The Board recommends that the shareholders vote “FOR” the election of management’s nominees as directors.

If named as proxy holder, on any ballot, the management designees of Fire River named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” the election of each of management’s nominees as a director of Fire River unless such Proxy specifies that authority to do so is withheld.

Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any of the nominees is unable or declines to stand for election re-election,

the management designees of Fire River named in the Proxy will vote for another nominee of management, if presented at the Meeting, or to reduce the number of directors accordingly, in their discretion.

D. Stock Option Plan

Pursuant to TSXV Policy 4.4 – “Incentive Stock Options”, all TSXV listed companies are required to adopt a stock option plan. The Board of Directors of the Company has established the Plan, which provides for the granting of options to directors, officers, employees and consultants of the Company and subsidiaries of the Company. Stock options are a significant long-term incentive and are viewed as an important aspect of compensation.

The Plan is a so-called “10% rolling stock option plan” and was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued pursuant to option agreements to directors, officers, employees and consultants of the Company and subsidiaries of the Company. Options do not vest until such agreement has been executed and delivered to the Company by the grantee. All options expire on a date determined by the Board, but in any event not later than ten years after the granting of such options.

The TSXV requires all listed companies having 10% rolling stock option plans to obtain shareholder re-approval of such plans annually.

The Plan authorizes the Board of Directors to grant stock options to eligible persons on the following essential terms:

1. The aggregate number of shares which may be issued pursuant to options granted under the Plan, unless otherwise approved by shareholders, may not exceed that number which is equal to 10% of the shares of the Company issued and outstanding on the relevant grant date.
2. The number of shares subject to each option will be determined by the Board of Directors, provided that the aggregate number of shares reserved for issuance pursuant to option(s) granted to:
 - (a) any one individual during any 12 month period may not exceed 5% of the issued shares of the Company, unless the additional options are approved by majority of the votes cast by “disinterested shareholders” at a general meeting;
 - (b) any one Consultant during any 12 month period may not exceed 2% of the issued shares of the Company;
 - (c) any one Person employed to provide Investor Relations Activities during any 12 month period may not exceed 2% of the issued shares of the Company;

in each case calculated as at the date of grant of the option, including all other shares under option to such Person at that time.

3. The exercise price of an option may not be set at a price less than the closing market price of the Company’s shares on the trading day immediately preceding the date of grant of the option less a maximum discount of 25%.

4. Options may be exercisable for a period of up to 10 years and, in the case of Persons retained to provide Investor Relations Activities, must vest in stages over a period of not less than 12 months with no more than 25% of such options vesting in less than a three month period within the first 12 months after such options are issued.
5. The options are non-assignable, except in certain circumstances.
6. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Plan or within a reasonable period (set by the directors in each case) after ceasing to be an eligible optionee or, if the optionee dies, within one year from the date of the optionee's death.
7. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board of Directors will have the right to accelerate the date on which any option becomes exercisable.

The foregoing is only a summary of the salient features of the Plan. A copy of the Plan may be inspected at the offices of the Company, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any shareholder of the Company who requests a copy, in writing, mailed to the CFO of the Company at Suite 400 – 837 West Hastings Street Vancouver, BC, Canada V6C 3N6.

The TSXV requires that any amendments to the Plan or outstanding options must be approved by the TSXV and, in some cases, by the “disinterested shareholders” of the Company prior to becoming effective. For example, any proposed extension of the exercise term or decrease in the exercise price of options held by insiders must be approved by the “disinterested shareholders” and accepted by the TSX-V. “Disinterested shareholders” are holders of outstanding common shares entitled to vote and represented in person or by proxy, excluding votes attaching to outstanding common shares beneficially owned by insiders of the Company to whom shares may be issued pursuant to the Plan and associates of such insiders. No approval is being sought at the Meeting for any amendment to the plan or any amendment to any outstanding options. Accordingly, there is no requirement for disinterested shareholder approval of the Plan.

At the Meeting, the shareholders will be asked to re-approve the Plan by ordinary resolution. Specifically, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution in substantially the following form, subject to such changes as may be recommended by legal counsel or required by Regulatory Authorities:

“BE IT RESOLVED THAT:

- 1) the Company's Stock Option Plan dated April 24, 2020 be and is hereby ratified, confirmed and re-approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable; and
- 2) the directors and officers of the Company be authorized and directed to perform all such acts and deeds and things and execute, under the seal of the Company or otherwise, all such documents, agreements and other writing as may be required to give effect to the true intent of these resolutions.”

The Board recommends that the shareholders vote “FOR” re-approval and ratification of the Plan.

If named as proxy holder, on any ballot, the management designees of Fire River named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” re-approval and ratification of the Plan unless such Proxy specifies that the proxy holder is to vote “AGAINST” re-approval and ratification of the Plan.

E. Amendment to Articles

At the Meeting, shareholders of the Company will be asked to review and, if deemed appropriate, to adopt the special resolution of shareholders reproduced below to approve an amendment to the Articles of the Company (the “**Articles Amendment Resolution**”). If approved, the Articles Amendment Resolution will authorize the Company to delete and replace section 9.3 of the Articles, thereby permitting the Company to change its name by resolution of the Board, as follows:

“9.3 Change of Name

The Company may by resolution of the board of directors authorize an alteration of its Notice of Articles in order to change its name or adopt or change any translation of that name.”

The text of the Articles Amendment Resolution, subject to such amendments, variations or additions as may be approved at the Meeting, is set forth below:

“BE IT RESOLVED THAT:

1. Pursuant to Sections 257 and 259 of the Business Corporations Act (British Columbia), the Articles of the Company be amended by deleting the existing section 9.3 in its entirety and replacing with the new section 9.3 as set out in the Management Information Circular for the Annual General and Special Meeting of Shareholders dated May 31, 2021.
2. Any one director or officer of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other instruments as may be required to give effect to the true intent of this resolution.”

Approval of the resolution will require the affirmative vote of a special majority of the votes cast at the Meeting in respect thereof.

The Board recommends that the shareholders vote “FOR” approval of the Articles Amendment Resolution.

If named as proxy holder, on any ballot, the management designees of Fire River named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” approval of the Articles Amendment Resolution unless such Proxy specifies that the proxy holder is to vote “AGAINST” approval of the Articles Amendment Resolution.

F. Other Business

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the proxy holders.

RESTRICTED SECURITIES

No action is proposed to be taken at the Meeting which involves a transaction that would have the effect of converting or subdividing, in whole or in part, existing securities into restricted securities, or creating new restricted securities.

ADDITIONAL INFORMATION

Additional information relating to the Company is available for review on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year.

Shareholders wishing to request copies of the Company's financial statements and Management's Discussion and Analysis may contact the Company at:

Fire River Gold Corp.
Suite 400 – 837 West Hastings Street
Vancouver, BC
Canada V6C 3N6

Telephone: 604-495-9610
Facsimile: 888-241-5996

BOARD APPROVAL

This Information Circular contains information as of May 31, 2021, except where another date is specified. The contents of this Information Circular have been approved and its mailing authorized by the Board of Directors of the Company by resolution passed on May 31, 2021.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. The Company will provide a copy of its financial statements and MD&A free of charge to any security holder of the Company upon written request. Financial information concerning the Company is provided in the Company's comparative financial statements and MD&A for the financial year end October 31, 2020 which is also available on SEDAR.

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OF SHAREHOLDERS OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING; HOWEVER, SHOULD ANY OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE FORM OF PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

DATED at Vancouver, British Columbia as of May 31, 2021.

SCHEDULE A

FIRE RIVER GOLD CORP. AUDIT

COMMITTEE CHARTER

The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The audit committee will:

1. review and report to the board of directors of the Company on the following before they are published:
 - a. the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
 - b. the auditor's report, if any, prepared in relation to those financial statements,
2. review the Company's annual and interim earnings press releases before the Company publicly discloses this information,
3. satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures,
4. recommend to the board of directors:
 - a. the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - b. the compensation of the external auditor,
5. oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
6. monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established,
7. monitor the management of the principal risks that could impact the financial reporting 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,
9. pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
10. review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company, and
11. with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

Composition of the Committee

The committee will be composed of 3 directors from the Company's board of directors, a majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each committee member will have no direct or indirect relationship with the company which, in the view of the board of directors, could reasonably interfere with the exercise of a member's independent judgment. All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

Authority

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors. The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

Reporting

1. The reporting obligations of the committee will include:
 - (a) reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
 - (b) reviewing, and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company