

## Notice of Nominations of Directors

**TO:** FAR RESOURCES LTD. (“FAR” or the “Company”)

#510 - 580 Hornby St. Vancouver, BC V6C 3B6 Canada	Suite 400 - 725 Granville St. Vancouver, BC V7Y 1G5 Canada
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**ATTN:** John Gammack, President and CEO  
Email: [john11@telus.net](mailto:john11@telus.net) / [\[email address redacted\]](#) / [info@farresources.com](mailto:info@farresources.com)

Robert G. Dinning, Chief Financial Officer  
Email: [\[email address redacted\]](#)

**FROM:** Scott Taylor (“Mr. Taylor” or the “Nominating Shareholder”)

**RE:** Notice of nominations for the election of directors of FAR by the Nominating Shareholder pursuant to FAR’s Advance Notice Policy, initially adopted by the board of directors of FAR effective as of November 1, 2013

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Take notice that pursuant to FAR’s Advance Notice Policy initially adopted by the board of directors effective as of November 1, 2013, and approved by shareholders at the annual and special meeting of shareholders held on November 28, 2013 (the “**Advance Notice Policy**”), the Nominating Shareholder is hereby providing notice to FAR of the Nominating Shareholder’s nominations for the election of directors (the “**Shareholder Nominees**”) at FAR’s annual meeting of shareholders scheduled to be held on November 12, 2021 (the “**Meeting**”), or any adjournment or postponement thereof.

### INFORMATION ABOUT THE SHAREHOLDER NOMINEES:

As required by the Advance Notice Policy, the table below sets forth: (1) the name, age, business address and residence address of each of the Shareholder Nominees; (2) the principal occupation or employment of each of the Shareholder Nominees; (3) the citizenship of each of the Shareholder Nominees; (4) the class or series and number of shares in the capital of FAR which are controlled or which are owned beneficially or of record by each of the Shareholder Nominees as of the date of this notice; and (5) any other information required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the ‘BCA’ or ‘Applicable Securities Laws’ (as those terms are defined in the Advance Notice Policy).

Name and Age	Business Address and Residential Address	Current Principal Occupation or Employment and Principal Occupation or Employment within the Five Preceding Years	Number of FAR Common Shares Owned or Controlled <sup>(1)</sup>	Position with the Company, Proposed Office and Term
<p><b>Andrew Lyons</b> Age: 55</p>	<p><b>Business Address:</b> 716 – 518 Moberly Road Vancouver, British Columbia V5Z4G3, Canada</p> <p><b>Residential Address:</b> 716 – 518 Moberly Road Vancouver, British Columbia V5Z4G3, Canada</p>	<p>Mr. Lyons’ primary occupation is currently a self-employed independent consultant in the information technology sector where he provides program and project management services. Until January of 2021, he acted as a consultant in the information technology sector as a member of the Annex Consulting Group.</p>	<p>25,000</p>	<p>Proposed director  Upon appointment at the Meeting he will serve as a director for a term expiring at the next annual general meeting.</p>
<p><b>Scott Taylor</b> Age: 41</p>	<p><b>Business Address:</b> 10807 Timberdash Avenue Highlands Ranch, Colorado 80126, USA</p> <p><b>Residential Address:</b> 10807 Timberdash Avenue Highlands Ranch, Colorado 80126, USA</p>	<p>Mr. Taylor is a businessperson specializing in various technological and oilfield services. Since 2019, he has been the owner and manager of Reservoir Imaging Solutions LLC an energy technology and engineering services company. Prior to that, Mr. Taylor managed global operations for Sigma Cubed Inc., another energy technology and engineering services company with offices in the Southern United States, South America, China, and the Middle East.</p> <p>Mr. Taylor is also the co-owner of Universal Seismic PTE Ltd., a real-time analytics technology development company based in Singapore.</p>	<p>515,000<sup>(2)</sup></p>	<p>Proposed director and proposed Chief Executive Office.  Upon appointment as director at the Meeting he will serve as a director for a term expiring at the next annual general meeting.</p>

Name and Age	Business Address and Residential Address	Current Principal Occupation or Employment and Principal Occupation or Employment within the Five Preceding Years	Number of FAR Common Shares Owned or Controlled <sup>(1)</sup>	Position with the Company, Proposed Office and Term
<p><b>Pierre Yves Tenn</b>  Age: 51</p>	<p><b>Business Address:</b>  43 Glenmore Drive West Vancouver, British Columbia V7S 1A5</p> <p><b>Residential Address:</b>  43 Glenmore Drive West Vancouver, British Columbia V7S 1A5</p>	<p>Mr. Tenn’s primary occupation is currently a self-employed business consultant focussing on cross-border investments and Asian/Canadian business development opportunities.</p> <p>From 2018 to 2020, Mr. Tenn was the Vice President of Business Development for Element Retirement Lifestyle Inc., a company specializing in senior living, and prior to that he was the Vice President of Corporate and Governmental Relations at Deep Sea Capital / Circle Harmony, which had offices in Canada and Asia.</p>	<p>Nil</p>	<p>Proposed director</p> <p>Upon appointment at the Meeting he will serve as a director for a term expiring at the next annual general meeting.</p>

- (1) Information as to the securities of FAR beneficially owned or controlled, or directed, directly or indirectly by the Shareholder Nominees, other than those of Mr. Taylor, are not within the knowledge of the Nominating Shareholder and have been furnished by such persons as of the date of this notice and reflects securities owned or controlled as at the date of this notice.
- (2) As disclosed in Mr. Taylor’s early warning report of today’s date, Mr. Taylor is acting jointly and in concert with Jason Barnard and Christina Barnard. As at the date of this notice, Mr. Taylor, Mr. Barnard, and Ms. Barnard as joint actors, own or control an aggregate of 12,187,411 common shares.

Each of the Shareholder Nominees has consented to serve as a director, if elected, and meets the director eligibility requirements established under applicable Canadian law, including the *Business Corporations Act* (British Columbia). If elected, each Shareholder Nominee will hold office until the close of the next annual meeting of shareholders or until his or her successor is elected or appointed, unless his office is earlier vacated. If elected, each of the Shareholder Nominees intend to discharge their duties as directors of FAR consistent with all applicable legal requirements, including fiduciary obligations imposed on all corporate directors, and will execute any consent documents reasonably required by FAR in connection with his or her election.

All of the Shareholder Nominees currently qualify as “independent” of FAR under the rules of the Canadian Securities Administrators relating to governance practices and audit committees, including National Policy 58-201 – *Corporate Governance Guidelines*, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Instrument 52-110 – *Audit Committees*. In particular, no Shareholder Nominee has a ‘material relationship’ which could be reasonably expected to interfere with the exercise of such person’s independent judgement, including any such relationship described in sections 1.4 or 1.5 of National Instrument 52-110 – *Audit Committees*. In the event that Mr. Taylor is appointed as FAR’s chief executive officer by the Shareholder Nominees subsequent to the election of the Shareholder Nominees, Mr. Taylor would no longer be considered “independent” under National

Instrument 52-110 – *Audit Committees* as he would have a material relationship to FAR under section 1.4 of National Instrument 52-110 – *Audit Committees*.”

None of the Shareholder Nominees for election as a director of the Company:

- is, as at the date of this notice, or has been, within the 10 years before the date of this notice, a director, chief executive officer or chief financial officer of any company, including the Company, that:
  - was subject to an order while that person was acting in the capacity as director, executive officer or chief financial officer; or
  - was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the company which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer;
- is, as at the date of this notice, or has been within the 10 years before the date of this notice, 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;
- has, within the 10 years before the date of this notice, 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 as trustee appointed to hold the assets of the proposed director;
- has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **INFORMATION REGARDING THE NOMINATING SHAREHOLDER**

As of the date hereof, there are no proxies, contracts, arrangements, understandings or relationships pursuant to which the Nominating Shareholder has a right to vote any shares of FAR, other than the right of the Nominating Shareholder to vote 515,000 common shares of FAR, representing approximately 0.27% of the issued and outstanding shares of FAR as at the date of this notice, and of which the Nominating Shareholder is the beneficial holder and has beneficial control over all such 515,000 common shares. The Nominating Shareholder, Jason Barnard and Christina Barnard may be considered to be acting “jointly and in concert” with respect to their efforts in relation to this notice and the Shareholder Nominees and with the voting of their shares at the Meeting. As of the date of this notice, the Nominating Shareholder, Mr. Barnard and Ms. Barnard hold directly and indirectly, in aggregate, 12,187,411 common shares of FAR representing approximately 7.70% of the Company’s issued and outstanding shares as at the date of this notice. Furthermore, Mr. Barnard and Ms. Barnard respectively hold directly and indirectly 9,896,000 and 129,411 common share purchase warrants of FAR (each, a “**Warrant**”) and Mr. Barnard indirectly holds options to purchase up to 950,000 common shares of FAR (each, an “**Option**”). In the event that the Warrants and the Options were exercised, the Nominating Shareholder, Mr. Barnard and Ms. Barnard would hold, directly and indirectly, in aggregate 23,162,822 common shares, representing approximately 13.69% of the issued and outstanding shares of FAR on a partially diluted basis as at the date of this notice.

The foregoing percentage calculations were based upon FAR having 158,175,658 issued and outstanding common shares, being the most recently disclosed number of FAR’s issued and outstanding common shares as at August 23, 2021 and taken from FAR’s most recently filed management’s discussion and analysis for the period ended June 30, 2021 found under its issuer profile at [www.sedar.com](http://www.sedar.com).

## **OTHER INFORMATION**

### *Indebtedness of Directors, Officers and Nominees*

The Nominating Shareholder does not have, and is not aware of any Shareholder Nominee (or any of their associates or affiliates) who is or who has been, indebted to FAR or any of its subsidiaries at any time since the beginning of the last completed financial year of FAR or has indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by FAR or any of its subsidiaries.

### *Interests in Material Transactions of FAR*

Other than as disclosed herein, the Nominating Shareholder is not aware and has not been, and is not aware of any Shareholder Nominee (or any of their associates or affiliates) who has had, any material interest, direct or indirect, in any transaction since the commencement of FAR’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect FAR or any of its affiliates.

Christina Barnard provides certain social media related consulting services to FAR for fees of approximately \$3,000 per month (plus applicable sales taxes).

### *Principal Holders of Voting Securities*

The Nominating Shareholder is not aware of any Shareholder Nominee (or any of their associates or affiliates), who beneficially owns, controls or directs, directly or indirectly, voting securities carrying

more than 10% of the voting rights attached to all of the issued and outstanding voting securities of FAR, or any of its affiliates, as at the date of this notice.

*Contracts or Arrangements in Connection with FAR*

Except as disclosed herein, the Nominating Shareholder is not aware and has not been, and is not aware of any Shareholder Nominee (or any of their associates or affiliates) who has entered into any contracts, arrangements or understandings with any person in respect of securities of FAR including joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withhold of proxies, future employment by FAR or any of its affiliates, or future transactions to which FAR or its affiliates will be a party.

*Other Information required in a Dissident's Circular*

In the event that the Nominating Shareholder, or any joint actor, including Mr. Barnard and Ms. Barnard solicits proxies in connection with the nomination and election of the Shareholder Nominees to FAR's board of directors, it is anticipated that the costs incurred for any solicitation will be borne by the Nominating Shareholder, Mr. Barnard and / or Ms. Barnard (the "**Concerned Shareholders**"), provided that, subject to applicable law, the Concerned Shareholders may seek reimbursement from FAR of the Concerned Shareholders' out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with a successful reconstitution of the FAR's board of directors.

The Concerned Shareholders intend to solicit proxies in connection with the nomination and election of the Shareholder Nominees at the Meeting. The Concerned Shareholders have engaged the services Gryphon Advisors Inc. and may engage or authorize other persons to assist in soliciting proxies on behalf of the Concerned Shareholders. Any proxies solicited by or on behalf of the Concerned Shareholders, including by any other agent retained by the Concerned Shareholders, may be solicited pursuant to a dissident information circular or by way of public broadcast, including through press releases, speeches or publications and by any other manner permitted under Canadian corporate and securities laws. Any such proxies may be revoked by instrument in writing executed by a shareholder or by his or her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized or by any other manner permitted by law.

Other than as disclosed herein, there is no other information relating to the Shareholder Nominees that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the 'BCA' or 'Applicable Securities Laws' (as those terms are defined in the Advance Notice Policy).

DATED this 7<sup>th</sup> day of October, 2021.

(signed) "*Scott Taylor*"

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Scott Taylor