

THE BOARD OF DIRECTORS STRONGLY URGE SHAREHOLDERS TO VOTE AGAINST THE DISSIDENT PROPOSAL

Dear Fellow Shareholders,

At the upcoming Annual General Meeting of Shareholders of FAR Resources Ltd. (the “**Company**”), it will be up to you to determine the best path forward for the Company. We don’t like the current distraction and it isn’t good for the Company or its shareholders. We want to move the Company forward in a measured and focused manner without overly promotional tactics. We want to use Company resources in a reasonable and responsible fashion and in good conscience, and we need to present our view of the Company’s history:

- Mr. Gammack became involved with the Company at the request of former Board members, L. Frank Anderson and Toby Mayo. Mr. Gammack was not “job hunting” at the time but wanted to help at the request of these former Board members.
- Since the current board was appointed on July 21, 2020 and September 11, 2020, management has been the recipient of constant calls from the Barnards to insert promotional material totally separate from actual geological facts into Company news releases. Management refused and this led to increasing tensions in the relationship with the Barnards.
- Mr. Barnard has been involved with the Company since early 2016, and more directly since the middle of 2017. In mid-2017, on July 3, 2017, the stock traded at \$0.135 and peaked on January 18, 2018, at \$1.04 and throughout 2018 the stock was in a freefall to December 24, 2018, when it closed at \$0.06. In the year 2019, the stock peaked on February 12, 2019 at \$0.16 and spent most of the year well under \$0.10. This pattern continued in 2020 and hit a high of \$0.1050, but the Barnards continued to accumulate stock. During the current 2021 calendar year the stock has reached \$0.29 in spite of constant pressure from the Barnards requesting management to use promotional material over and above the actual facts and information released in Company news.
- This pressure also included a request to hire Mr. Barnard’s spouse, Christina, to do press releases and manage the website for a fee of \$7,000 per month which ultimately resulted in the Company agreeing to a \$3,000 per month arrangement for managing the Company’s social media accounts, as management felt that it was not appropriate for an external party to be writing press releases and gaining access to Company information before it was disclosed.
- Jason Barnard threatened on numerous occasions that if we ignored his request to use his promotional news releases, regardless of the facts, he would initiate a proxy battle as he controlled over 80 million votes. This raises the question as to how long he has been an insider. His first early warning filing was in October 2021 and his first SEDI filing was in October 2021, but the information suggests that the insider position was triggered during 2020 with no explanation for the delayed filings, other than opportunistic behaviour.
- Mr. Barnard introduced Mr. Taylor to us in the summer of 2021, and we ultimately declined the offer for him to join the Board as we saw no clear benefit to his addition. Mr. Barnard and Mr. Taylor have now tabled a proposed slate of three directors, including Mr. Taylor. The proposed slate does not include anyone with experience in managing a public company or with mineral exploration experience which makes it unclear how Mr.

Barnard's slate will meet the reporting issuer experience and mineral exploration expertise required under CSE policies. Further, the trading results from 2017 to today do not support that Mr. Barnard's tireless efforts at promoting the Company have been successful.

- With additional property acquired this year in Manitoba (Lithium property), the market price of the stock hit a high of \$0.29 and this was done without questionable promotional material.
- Mr. Barnard constantly reminded management that he and his spouse, Christina, "owned" the Company and to do things their way. When management resisted, they were subjected to heated and abusive responses and other unprofessional behaviour.
- We have added two experienced directors to the Management Director Nominee slate, Mark Fedikow and Lindsay Bottomer. They have been involved with the Company for years as technical experts. They have mineral exploration experience, public company experience and experience with the Company.

After a review of the facts, it should be clear that the best way to protect the interests of the shareholders is to vote FOR all Management Director Nominees – John Gammack, Robert Dinning, Mark Fedikow and Lindsay Bottomer and resolutions using only the BLUE proxy. The up and down history of the Company over the last three years has been varied. We have not been perfect over the course of our tenure, but have tried to make measured decisions, provide even and balanced public disclosure and carefully pursue exploration objectives.

VOTE USING THE BLUE PROXY FOR THE MANAGEMENT DIRECTOR NOMINEES

The Management Director nominees have experience and technical expertise. Mr. Fedikow and Mr. Bottomer are long time technical experts involved with the Company, with desire to see the Company prosper. We urge you to elect them as part of the Management Director Nominees.

PROTECT YOUR INVESTMENTS WITHHOLD FROM VOTING FOR ANY OF THE DISSIDENT DIRECTOR NOMINEES

The intentions of the Dissidents appear to be self-serving actions of Mr. Barnard, who will continue to use your investment for his personal purposes. If elected, the Dissidents will pay for this proxy battle with your investment. The Dissidents have no relevant industry experience or public company experience.

FAR RESOURCES LTD.
#510 - 580 Hornby St.
Vancouver, BC, V6C 3B6

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of Shareholders (the “**Meeting**”) of FAR Resources Ltd. (the “**Company**”) will be held at the offices of the Company’s legal counsel, Miller Thomson LLP at 725 Granville Street, Suite 400, Vancouver, BC, on Friday, December 10, 2021 at 11:00 a.m. (PST) for the following purposes:

1. To receive the Company’s audited financial statements for the financial years ended March 31, 2019, 2020, and 2021 and the auditor’s report thereon;
2. To fix the number of directors to be elected for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To appoint Crowe MacKay LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
5. To approve the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof,

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting.

The Company’s Board of Directors has fixed October 12, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Due to the COVID-19 Pandemic and to mitigate risks to the health and safety of the Company’s shareholders and other stakeholders, the Company requests shareholders to vote by proxy in advance. In order to vote, registered shareholders of the Company are asked to complete, date and sign the accompanying form of proxy, or another suitable form of proxy, and deposit it with the Company’s transfer agent, Odyssey Trust Company, 350 – 409 Granville Street, Vancouver, BC, V6C 1T2, by secure online voting, by hand or by mail, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof being 11:00 a.m. on Wednesday December 8, 2021.

The Company reserves the right to restrict in person attendance depending on available health and safety information at the time of the Meeting and to make such arrangements as are deemed prudent or necessary as a result of the COVID-19 Pandemic and related public health requirements. The ability of shareholders to attend in person is subject to any governmental order applicable at the time of the Meeting, such as restrictions on

gatherings and social distancing rules, which might prevent or restrict shareholders from attending in person.

The Meeting will be held at the offices of Miller Thomson LLP, which has implemented a COVID-19 Vaccination Policy for all clients, visitors, vendors and service providers (the “Policy”). In accordance with the Policy, individuals wishing to attend the Meeting in person must be Fully Vaccinated (as defined below).

Under the Policy, an individual will be fully vaccinated (“Fully Vaccinated”) if they have received the full series of a COVID-19 vaccine, or a combination of COVID-19 vaccines, approved by Health Canada (e.g., two doses of a two-dose vaccine series or one dose of a single-dose vaccine series) at least 14 days prior to attendance at the Meeting. Upon arrival at the meeting in person, each attendee will be required to provide proof of vaccination and complete a pre-attendance health questionnaire.

In order to ensure that all shareholders are able to cast their votes, the Company strongly encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form accompanying this Information Circular or ensure that they have appointed a Fully Vaccinated proxyholder.

DATED at Vancouver, British Columbia this 8th day of November, 2021.

By Order of the Board of FAR Resources Ltd.

(signed) “*John Gammack*”

John Gammack President, Chief Executive Officer and Director

FAR RESOURCES LTD.

#510 - 580 Hornby St.
Vancouver, BC, V6C 3B6

INFORMATION CIRCULAR

(As at October 12, 2021 except as indicated)

This Information Circular accompanies the Notice of Annual General Meeting (the “**Notice**”) and is furnished to shareholders holding common shares of FAR Resources Ltd. (“**FAR Resources**” or the “**Company**”) in connection with the solicitation of proxies by management of the Company, for use at the meeting of the Company to be held on Friday December 10, 2021, at 11:00 a.m. (PST) and at any adjournments thereof (the “**Meeting**”).

MANAGEMENT SOLICITATION OF PROXIES

The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. The Company will not specifically engage employees or soliciting agents to solicit proxies. The Company does not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. The Company will pay the expenses of this solicitation.

APPOINTMENT AND REVOCATION OF PROXY HOLDER

Appointment of Proxy

Registered shareholders are entitled to vote. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of October 12, 2021 on the resolutions to be voted upon at the Meeting and any other matters to come before the Meeting.

The persons named as proxy holders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF THE OTHER PERSON TO BE DESIGNATED, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

A proxy will not be valid unless it is dated and signed by you or your agent duly authorized in writing or, if you are a corporation, by a director, officer, or attorney of the corporation duly authorized in writing.

Revocation of Proxies

If you are a registered shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

- (a) signing a proxy bearing a later date; or
- (b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy.

The later proxy or the notice of revocation must be delivered to the office of the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chair of the Meeting on the day of the Meeting or any adjournment.

If you are a non-registered shareholder who wishes to revoke a voting instruction form ("VIF") or to revoke a waiver of your right to receive Meeting materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

VOTING OF PROXIES

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum but will not be counted as affirmative or negative on the matter to be voted upon.

RETURN OF PROXY

You must deliver the completed form of proxy to the office of the Company's registrar and transfer agent, Odyssey Trust Company, 350 – 409 Granville Street, Vancouver, BC, V6C 1T2, by secure online voting, by hand or by mail, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment. **Please read and follow the instructions on the proxy carefully and return your proxy before 11:00 a.m. PST on Wednesday December 8, 2021.**

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (a “Nominee”). In Canada, the vast majority of such common shares are registered under the name of CDS & Co., being the registration name for The Canadian Depository for Securities Limited (which acts as nominee for many Canadian brokerage firms), and in the United States, under the name Cede & Co., as nominee for the Depository Trust Company (which acts as a brokerage depository for many U.S. firms and custodial banks). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

Regulatory policies require Nominees to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Nominee disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or “NOBOs”) or objecting to their intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or “OBOs”).

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company is not sending the notice of meeting, this Information Circular and a request for voting instructions (a “VIF”), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the “Meeting Materials”) directly to the NOBOs, but rather has distributed copies of the Meeting Materials to Nominees for distribution to NOBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO's Nominee assumes the costs of delivery.**

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on the Beneficial Shareholder's behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Nominees now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions in Canada and Broadridge Financial Services Inc. in the United States (collectively “**Broadridge**”). Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through an intermediary, please contact that Nominee for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting. Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.**

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company 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 Nominee holding on your behalf.

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company who was a director or executive officer since the beginning of the Company’s last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorized to issue an unlimited number of common shares without par value, of which 159,110,359 common shares are issued and outstanding as of October 12, 2021. There is only one class of shares.

Persons who are registered shareholders at the close of business on October 12, 2021 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in

person or represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 2/3 of the votes cast will be required to pass a special resolution.

To the knowledge of our directors and executive officers, there are no persons or companies that beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of all voting rights as of October 12, 2021.

NUMBER AND ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director.

The nomination of candidates for the Board of Directors is subject to the advance notice policy (the “**Advance Notice Policy**”) adopted by the Board of Directors on November 1, 2013 and ratified by the Shareholders at the annual general meeting of the shareholders of the Company held on November 28, 2013. The Advance Notice Policy establishes the process to be followed by Shareholders to nominate a person for election as a director of the Company and provides for a reasonable period of time to submit nominee names, as well as specific requirements as to the information which must accompany the nominations (the “**Advance Notice of Nomination**”). The Company has received an Advance Notice of Nomination by a Shareholder, as detailed below. See the section entitled “Advance Notice of Nomination” below.

Management proposes that the number of directors be set at four (4) for the coming year, subject to such increases permitted by the Company’s Articles. As a result, Shareholders will be asked at the Meeting to determine the number of directors of the Company at four (4) and a total of four (4) nominees are being proposed by management for election as directors.

Unless such authority is withheld, the Designated Persons on the enclosed BLUE proxy intend to vote in favour of determining the number of directors of the Company at four (4) and to vote for the election of the nominees (the “Management Nominees”) whose names are set forth below as directors of the Company.

Name, Province or State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised ⁽²⁾	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
John Gammack B.C, Canada President, CEO and Director ⁽¹⁾	Since July 21, 2020	160,000	Mr. Gammack is a businessman that brings extensive experience working with both public and private companies, including oil and gas, mining and technology.
Robert Dinning B.C, Canada	Since September	800,000	Mr. Dinning is a Chartered Accountant and Chartered Professional Accountant. Mr.

Name, Province or State and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised ⁽²⁾	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
CFO and Director ⁽¹⁾	11, 2020		Dinning has been self-employed providing consulting services in financial and business services in the natural resource industry, including to mining and oil and gas industry companies listed on public stock exchanges
Mark Fedikow B.C., Canada Nominee Director	Nominee for Director	250,000	Mr. Fedikow is Geologist and Applied Geochemist. Over the past 5 years he has been working with the Company on its Zoro Lithium project in the Snow Lake area of east-central Manitoba and on their Hidden Lake project in the Northwest Territories.
Lindsay Bottomer B.C., Canada Nominee Director	Nominee for Director Previously a director of the Company from July 20, 2011 to March 11, 2019	108,000	Mr. Bottomer is a geologist with 48 years of experience in worldwide mineral exploration and mine development. He has been a director and/or officer of more than 20 publicly listed companies, including being a founding director of Entree Gold, Richfield Resources, and the Company.

Notes:

(1) Member of the Audit Committee.

(2) Shares not directly owned by the director, but over which the director has control.

Cease Trade Orders

Other than set out below, no proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

- (a) 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

- (b) 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.

For the purposes of the above, "order" means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Mr. Dinning is a director of Simba Essel Energy Inc ("Simba"). A cease trade order was issued by the British Columbia Securities Commission on November 1, 2019, against Simba, for failing to file its annual audited financial statements, its annual management's discussion and analysis, and its certification of annual filings, for the annual period ended June 30, 2019. The cease trade order remains in place.

Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

- (a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 individual.

Penalties or Sanctions

No director or officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Advance Notice of Nomination

The Company received an advance notice of nomination from Scott Taylor, who acts jointly and in concert with Jason Barnard and Christina Barnard, proposing three nominees as directors, instead of the Management Nominees. For more information see Schedule “A”.

Management and the Board recommends that Shareholders use only the BLUE proxy or voting instruction form “FOR” setting the number of directors at four (4) and “FOR” the election of the Company’s Management Nominees – John Gammack, Robert Dinning, Mark Fedikow and Lindsay Bottomer.

EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the “**Named Executive Officers**” or “**NEOs**” for the purposes of this disclosure:

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”);
- (c) each of the Company’s most highly compensated executive officers, 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, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for the March 31, 2021, 2020 and 2019 year ends; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at March 31, 2021, March 31, 2020 and March 31, 2019.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiaries of the Company to each Named Executive Office and director of the Company during the Company’s three most recent financial years ended March 31, 2021, March 31, 2020 and March 31, 2019.

Table of compensation excluding compensation securities

Name and position	Year Ended March 31	Salary, consulting fee, retainer or commission (\$)	Bonus	Committee or Meeting Fees (\$)	Value of perquisites (\$)	Value of all other Compensation (\$)	Total Compensation(\$)
John Gammack ⁽¹⁾ President and CEO and Director	2021	5,000 ⁽¹⁾	N/A	N/A	N/A	N/A	5,000
	2020	N/A	N/A	N/A	N/A	N/A	N/A

Name and position	Year Ended March 31	Salary, consulting fee, retainer or commission (\$)	Bonus	Committee or Meeting Fees (\$)	Value of perquisites (\$)	Value of all other Compensation (\$)	Total Compensation(\$)
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Toby Mayo ⁽²⁾ Former President and CEO and Director	2021	45,089	Nil	Nil	Nil	Nil	45,089
	2020	192,000	Nil	Nil	Nil	Nil	192,000
	2019	163,072	Nil	Nil	Nil	Nil	163,072
Robert Dinning ⁽³⁾ CFO and Director	2021	5,000 ⁽³⁾	N/A	N/A	N/A	N/A	5,000
	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Eddie Yu ⁽⁴⁾ Former CFO	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	21,067	Nil	Nil	Nil	Nil	21,067
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Cyrus Driver ⁽⁵⁾ Former CFO and former director	2021	N/A	N/A	N/A	N/A	N/A	N/A
	2020	Nil	Nil	Nil	Nil	14,400 ⁽⁶⁾	14,400
	2019	Nil	Nil	Nil	Nil	81,850 ⁽⁶⁾	81,850
L. Frank Anderson ⁽⁷⁾ Former director	2021	18,000	Nil	Nil	Nil	Nil	18,000
	2020	72,000	Nil	Nil	Nil	Nil	72,000
	2019	Nil	Nil	12,000	Nil	Nil	12,000
Murray Seitz ⁽⁸⁾ Former director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	60,000	Nil	Nil	Nil	180,000	240,000
	2019	Nil	Nil	3,000	Nil	45,000	48,000
James Royall ⁽⁹⁾ Former director	2021	N/A	N/A	N/A	N/A	N/A	N/A
	2020	72,000	Nil	Nil	Nil	Nil	72,000
	2019	Nil	Nil	3,000	Nil	Nil	3,000
Lindsay Bottomer ⁽¹⁰⁾ Former director	2021	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2019	Nil	Nil	13,500	Nil	Nil	13,500
Shastri Ramnath ⁽¹¹⁾ Former director	2021	N/A	N/A	N/A	N/A	N/A	N/A
	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) John Gammack was appointed as CEO, President and director on July 21, 2020, so the information for the financial year ended March 31, 2021 represents only a partial year. Mr. Gammack (through a company controlled by him) entered into an executive consulting agreement with the Company dated April 9, 2021. It included a bonus payment of \$83,500 in recognition of services performed from June 1, 2020 to the date of the agreement for which he had not been compensated.
- (2) Toby Mayo resigned July 21, 2020 and an officer and September 9, 2020 as director, so the information for the financial year ended March 31, 2021 represents only a partial year.
- (3) Robert Dinning was appointed as CFO and director on September 11, 2020. Mr. Dinning (through a company controlled by him) entered into an executive consulting agreement with the Company dated April 1, 2021. It included a bonus payment of \$66,800 in recognition of services performed from September 11, 2020 to the date of the agreement for which he had not been compensated.
- (4) Eddie Yu was appointed CFO on April 8, 2019 and resigned September 11, 2020 so the information for the financial years ended March 31, 2020 and March 31, 2021 represent only partial years.
- (5) Cyrus Driver ceased to be a director at the December 19, 2018 AGM and resigned as CFO on April 8, 2019 so the information for the financial years ended March 31, 2019 and March 31, 2020 represent only partial years.
- (6) Accounting fees in the amount of \$14,400 (2020) and \$81,850 (2019) were paid to a company owned by Mr. Driver.
- (7) L Frank Anderson passed away on August 3, 2020 so the information for the financial year ended March 31, 2021 represents only a partial year.
- (8) Murray Seitz became a director on December 19, 2018 so the information for the financial year ended March 31, 2019 represents only a partial year. Mr. Seitz passed away on May 7, 2020 so the information for the financial year ended March 31, 2021 represents only a partial year.
- (9) James Royall became a director on December 19, 2018 and resigned on February 5, 2020 so the information for the financial years ended March 31, 2019 and March 31, 2020 represents only a partial year.
- (10) Lindsay Bottomer resigned on March 11, 2019 so the information for the financial year ended March 31, 2019 represents only a partial year.
- (11) Shastri Ramnath resigned on February 27, 2019 so the information for the financial year ended March 31, 2019 represents only a partial year.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued during the most recently completed financial years ended March 31, 2021, 2020 and 2019 to each Named Executive Officer and director for services provided or to be provided, directly or indirectly, to the Company or its subsidiaries.

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
John Gammack ⁽¹⁾ President and CEO and Director	Stock Options	2,000,000	Nov 20, 2020	\$0.08	\$0.08	\$0.165	Nov 20, 2025
Toby Mayo ⁽²⁾ Former President and CEO	Stock Options	250,000	June 12, 2020	\$0.07	\$0.07	\$0.165	Expired days after Mr. Mayo ceased to be involved with the Company in accordance with the stock option plan
		1,500,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
	Share-based payments	1,200,000 common shares (@ \$0.05 per share)	August 15, 2019	N/A	N/A	N/A	N/A
Robert Dinning ⁽³⁾ CFO and Director	Stock Options	2,000,000	Nov 20, 2020	\$0.08	\$0.08	\$0.165	Nov 20, 2025
Eddie Yu ⁽⁴⁾ Former CFO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
	Share-based payments	1,050,000 common shares (@ \$0.05 per share)	August 15, 2019	N/A	N/A	N/A	N/A
Cyrus Driver ⁽⁵⁾ Former CFO	Stock Options	250,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	Expired after Mr. Driver ceased to be involved with the Company in accordance with the stock option plan
Shastri Ramnath ⁽⁶⁾ Former director	Stock Options	250,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	Expired after S Ramnath ceased to be involved with the Company in accordance with the stock option plan
Murray Seitz ⁽⁷⁾ Former director	Stock Options	500,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	Expired after Mr. Seitz ceased to be involved with the Company in accordance with the stock option plan
James Royall ⁽⁸⁾ Former director	Stock Options	500,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	Expired after Mr. Royall ceased to be involved with the Company in accordance with the stock option plan
L Frank Anderson ⁽⁹⁾ Former Director	Stock Options	250,000	June 12, 2020	\$0.07	\$0.07	\$0.165	Expired after Mr. Anderson ceased to be involved with the Company in accordance
		400,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
							with the stock option plan
Lindsay Bottomer ⁽¹⁰⁾ Former Director	Stock Options	750,000	Jan 17, 2019	\$0.12	\$0.12	\$0.14 ⁽¹¹⁾	Expired after Mr. Bottomer ceased to be a director of the Company in accordance with the stock option plan

Notes:

- (1) John Gammack was appointed as CEO, President and director on July 21, 2020, so the information for the financial year ended March 31, 2021 represents only a partial year.
- (2) Toby Mayo resigned July 21, 2020 as an officer and September 9, 2020 as director, so the information for the financial year ended March 31, 2021 represents only a partial year.
- (3) Robert Dinning was appointed as CFO and director on September 11, 2020, so the information for the financial year ended March 31, 2021 represents only a partial year.
- (4) Eddie Yu became CFO on April 8, 2019 and resigned September 11, 2020 so the information for the financial years ended March 31, 2020 and March 31, 2021 represent only partial years.
- (5) Cyrus Driver ceased to be a director at the December 19, 2018 AGM and resigned as CFO on April 8, 2019, and at that time also held 250,000 options exercisable at \$0.13 that had been granted on May 18, 2016. The options expired in accordance with the terms of the stock option plan.
- (6) Shastri Ramnath resigned on February 27, 2019, and at that time also held 250,000 options exercisable at \$0.05 that had been granted October 17, 2016. The options expired in accordance with the terms of the stock option plan.
- (7) Murray Seitz passed away on May 7, 2020 so the information for the financial year ended March 31, 2021 represents only a partial year.
- (8) James Royall became a director on December 19, 2018 and resigned on February 5, 2020 so the information for the financial years ended March 31, 2019 and March 31, 2020 represents only a partial year.
- (9) L Frank Anderson passed away on August 3, 2020 so the information for the financial year ended March 31, 2021 represents only a partial year.
- (10) Lindsay Bottomer resigned on March 11, 2019 so the information for the financial year ended March 31, 2019 represents only a partial year. Lindsay Bottomer subsequently received 1,100,000 stock options exercisable at \$0.08 on November 20, 2020 as a consultant of the Company as disclosed in the Company's Form 11 filings with the CSE.
- (11) The last trading day of the financial year end was March 29, 2019.

Exercise of Compensation Securities by Directors and NEOs

During the financial year ending March 31, 2021, none of the Named Executive Officers or directors exercised any stock options.

For information about the material terms of the Company's stock option plan, please refer to the heading "Particulars of Matters to be Acted Upon – Shareholder Approval of Stock Option Plan".

Employment, Consulting and Management agreements

Mr. Toby Mayo was President and CEO of the Company from February 25, 2018 until he resigned July 21, 2020 as an officer and September 9, 2020 as a director. He was engaged by

the Company under a consulting agreement dated January 3, 2018 (originally in the role of VP Corporate Development) between the Company and a company controlled by Mr. Mayo. The consulting agreement provided for compensation of \$5,000 per month, plus the ability to invoice the Company for his work with the Company over a certain commitment. This fee increased to \$10,000 per month upon his appointment as CEO and increased to \$15,000 per month in June 2019. Mr. Mayo also received 1,200,000 shares at a deemed price of \$0.05 per share in settlement of fees owed in August 2019.

Mr. Gammack took over as CEO on July 21, 2020 as was paid a total of \$5,000 for his services during the financial year ended March 31, 2021. Mr. Gammack's executive consulting agreement (through his wholly-owned company) dated April 9, 2021, included a bonus payment of \$83,500 in recognition of services performed from July 21, 2020 to the date of the agreement for which he had not been compensated for services to the Company, which effectively annualizes his compensation for the financial year ended March 31, 2021 at \$87,500.

Eddie Yu became CFO on April 8, 2019 and resigned September 11, 2020. He received cash fees of \$21,067 during the financial year ended March 31, 2020, as well as 1,050,000 shares at a deemed price of \$0.05 per share in settlement of fees owed in August 2019.

Mr. Dinning took over as CFO on September 11, 2020 as was paid a total of \$5,000 for his services during the financial year ended March 31, 2021. Mr. Dinning's executive consulting agreement (through his wholly-owned company) dated April 1, 2021, included a bonus payment of \$66,800 in recognition of services performed from September 11, 2020 to the date of the agreement for which he had not been compensated for services to the Company, which effectively annualizes his compensation for the financial year ended March 31, 2021 at \$71,800.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for determining director compensation. Given the Company's current size and its transition over the last three financial years with changing Board members by resignations, directors passing away and then new appointments, focus on director compensation has not been a high priority. Directors receive stock options under the Stock Option Plan but have not typically been provided with meeting fees during the last two financial year ends.

Named executive officer compensation is determined by the Board. Executive compensation is comprised of short-term cash fee compensation and long-term ownership through the Company's Stock Option Plan. With the Board transition over the last three financial years, there has not been a focus on its compensation policies. During the most recently completed financial year ended March 31, 2021, the main compensation provided to the Company's CEO and CFO was the grant of stock options, as disclosed under "Stock Options and Other Compensation Securities" as well as total cash fees of \$45,000 to the Company's former CEO who was with the Company as CEO until July 2020. Subsequent to the year ended March 31, 2021, the current CEO and CFO received bonuses in consideration of services performed during the financial year ended March 31, 2021, as disclosed above. The Board has not set performance criteria for compensation, but have primarily relied on stock option grants. This ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the Canadian Securities Exchange (CSE) limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The Company received shareholder approval for its stock option plan at its last annual general meeting of shareholders held on December 19, 2018.

The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2021.

Plan Category	Number of securities to be issued upon exercise of outstanding options⁽¹⁾	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽²⁾
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	11,600,000	\$0.56	3,921,733
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	11,600,000	\$0.56	3,921,733

Notes:

- (1) Assuming outstanding options are fully vested.
- (2) Excluding the number of shares issuable on exercise of the outstanding options shown in the second column.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading “Particulars of Matters to be Acted On”.

An “informed person” means:

- (a) a director or executive officer of the Company;

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

AUDIT COMMITTEE

Under this heading, the Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* (“NI 52-110”).

Audit Committee Charter

The Audit Committee Charter was adopted by the Company’s Audit Committee and the Board of Directors. The full text of the Company’s Audit Committee Charter is attached as Schedule “B” to the Company’s Information Circular dated November 19, 2018 which was filed on SEDAR on November 29, 2018 and can be viewed under the Company’s profile at www.sedar.com.

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name of Member	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
John Gammack	Not independent	Yes
Robert Dinning	Not independent	Yes

Notes:

(1) As that term is defined in NI 52-110.

Assuming the Management Nominees are elected at the Meeting, the Audit Committee is expected to be comprised of Mr. Dinning, Mr. Fedikow and Mr. Bottomer.

Relevant Education and Experience of Audit Committee Members

The education and experience of each current member of the Audit Committee relevant to the performance of his 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 Company 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 Company'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:

John Gammack – John Gammack is a long term supporter of the Company, and brings extensive experience working with both public and private companies, including oil and gas, mining and technology. He has been involved in securing millions of dollars in financings over the last 30 years. He currently sits on the board of four companies: ENE-MIN Development Corp (a private lithium exploration and development company); Transylvania Resources Inc. (a private polymetallic exploration and development company); BE4 Resources (beryllium) and Agrocasa CBD Commodity Inc. (a private hemp company).

Robert Dinning - Mr. Dinning is a Chartered Accountant and Chartered Professional Accountant. Mr. Dinning has been self-employed providing consulting services in financial and business services in the natural resource industry, including to mining and oil and gas industry companies listed on public stock exchanges. He has also served as officer and director of various mining/oil exploration companies. Mr. Dinning served as CFO and later CEO of Apollo Gold & Silver, an OTC-listed company from 1999 to 2012; CEO of Industrial Minerals Ltd., the owner of a large graphite property in Northern Ontario from 2006 to 2010; Chairman and director of Paramount Gold and Silver Corp., a TSX-listed company, from 2008 to 2015; officer of ATAC Resources Ltd., a TSX Venture Exchange-listed company, from 2010 to 2012; CEO of Simba Essel Energy Inc. (formerly Goldstar Resources), a TSX-listed company, from 2009 to 2016 and director of Simba Essel Energy Inc. from 2016 to present and Chairman and CEO of Meadow Bay Gold Corp. from 2010 to 2016. Mr. Dinning attended the University of Alberta and obtained his CA designation with Peat Marwick Mitchell & Co. (now, KPMG).

Audit Committee Oversight

Since the commencement of the Company'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 Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company'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 Company, 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), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110, the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Company did rely on the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110 regarding the composition of its Audit Committee. During calendar 2020, two of the Company’s then-directors passed away. There were only two directors from May 2020 to July 2020 (Mr. Toby Mayo and Mr. L. Frank Anderson) and the Company relied on the exemption. As at July 21, 2020 when Mr. Gammack joined the Board, it was composed of Mr. Mayo and Mr. Anderson, which briefly resulted in a three person Board and Audit Committee. However, in August 2020, Mr. Anderson passed away leaving only Mr. Mayo and Mr. Gammack on the Board. When Mr. Mayo resigned in September 2020 and the vacancy was filled by Mr. Dinning, the Company needed to rely on the exemption. However, the Company extended the time during which the exemption was relied upon which should have only been a maximum of six months.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
March 31, 2021	\$25,312	Nil	Nil	Nil
March 31, 2020	\$37,485	Nil	Nil	Nil
March 31, 2019	\$26,172	Nil	Nil	Nil

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and if applicable, quarterly reviews 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 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”.
- (4) “All Other Fees” includes all other non-audit services”.

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

Since the Company 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 this Information Circular). However, the Company acknowledges that with its current two person Board it is not compliant with the requirements of NI 52-110. Assuming the Management Nominees are elected at the Meeting, the Audit Committee is expected to be comprised of Mr. Dinning, Mr. ment but retains a superv

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems. Over the last three financial years, the Company has had frequent board changes, which has made setting goals and long term objectives challenging at times. Following the Meeting, the Company expects to have stability in its Board with the four Management Nominee members named to focus on longer term goals and objectives.

The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions (that are not significant enough to require shareholder approval), acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting and appointing senior management and for monitoring their performance.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the current directors, John Gammack, as CEO of the Company, and Robert Dinning as CFO, are "inside" or management directors and accordingly are considered "non-independent". This is contrary to the guidelines in NP 58-201.

The Company knows it must have a more fulsome board and accordingly has proposed a Board of four members, all of whom have relevant public company and mineral exploration experience, along with accounting experience in the case of Mr. Dinning. Additionally, the Company has an advisory board to which its directors consult, which advisory board is comprised of industry veterans, experienced in mineral exploration and finance.

Directorships

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Robert Dinning	Simba Essel Energy Inc. Sonora Gold & Silver Corp. (TSXV: SOC)
Lindsay Bottomer (director nominee)	Rockland Resources Ltd. (CSE: RKL) Tearlach Resources Ltd. (TSXV: TEA)

Orientation and Continuing Education

There is no formal orientation or training program for new members of the Board, and the Board considers this to be appropriate, given the Company's size and current limited operations.

New directors will be briefed on strategic plans, corporate objectives, business risks and mitigation strategies and existing company policies and have the opportunity to become familiar with the Company by meeting with the other directors and with the executive officers and technical advisors. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Board. The Board and the proposed Management Nominees is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the conflict of interest provisions of the *Business Corporations Act* (BC), as well as the relevant securities regulatory instruments, 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.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members.

Compensation

At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee and the Board as a whole is responsible for determining all forms of compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and to the directors to ensure such arrangements reflect the responsibilities and risks associated with each position. The Board decreased compensation

to its current CEO relative to previous Company management members in recent financial years, given the Company's small size.

Other Board Committees

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

Assessments

The Board has not implemented a formal process for assessing its effectiveness. As a result of the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

APPOINTMENT OF AUDITOR

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Crow MacKay LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the next annual general meeting. Crowe MacKay LLP has been the Company's auditors since the Company's inception. The Company proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

Our Audit Committee recommends the election of Crowe MacKay LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as our auditor to hold office until the Company's next annual general meeting. The Audit Committee proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the Company's auditor.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED ON

The Company's current Stock Option Plan is a "rolling" plan pursuant to which the aggregate number of common shares reserved for issuance thereunder may not exceed, at the time of grant, in aggregate 10% of the Company's issued and outstanding common shares from time to time. The Company's current plan was adopted in 2018 and the Board believes it is in the best interests of the Company to adopt a "rolling" stock option plan as the 2021 Stock Option Plan (the "**2021 Plan**") for the Company. The Company will make certain amendments to the 2021 Plan, relative to the 2018 plan, given that the Company is listed on the CSE and that certain elements of the 2018 plan were more suitable to an issuer listed on the TSX Venture Exchange.

Management seeks shareholder approval for 2021 Plan. Shareholders may obtain copies of the 2021 Plan from the Company prior to the Meeting on written request.

Terms of the 2021 Plan

The intention of management in proposing the 2021 Plan is to increase the proprietary interest of employees, officers, directors and consultants in the Company (each an "**Eligible Person**")

and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company. It is proposed that under the 2021 Plan, the total number of common shares that may be reserved for issuance as stock options (“**Stock Options**”) will be 10% of the issued and outstanding common shares of the Company at the time of grant, less any common shares reserved for issuance pursuant to the grant of stock options under any other share compensation arrangements. The 2021 Plan complies with the current policies of the CSE.

All Stock Options are non-assignable and non-transferable (except that the Eligible Person’s heirs or administrators can exercise any portion of the outstanding option, up to one year from such person’s death).

The exercise price of Stock Options granted under the 2021 Plan will be determined by the Board. The exercise price for Stock Options must not be lower than the greater of the closing market prices of the Common Shares on: (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

Stock Options to acquire more than 5% of the issued and outstanding Common Shares may not be granted to any one person in any 12-month period.

The term of any Stock Options granted under the 2021 Plan will be fixed by the Board and may not exceed ten years. Should an Eligible Person cease to qualify as an Eligible Person under the 2021 Plan prior to expiry of the term of their respective Stock Options, those Stock Options will terminate at the earlier of: (i) the end of the period of time permitted for exercise of the Stock Option; or (ii) a “reasonable period” not to exceed one year after the option holder ceases to be an Eligible Person for any reason other than death, disability or just cause. If such cessation as an Eligible Person is on account of disability or death, the Stock Options terminate on the first anniversary of such cessation, and if it is on account of termination of employment for just cause, the Stock Options terminate immediately.

The 2021 Plan also provides for adjustments to outstanding options in the event of alteration in the capital structure of the Company, merger or amalgamation involving the Company or the Company’s entering into a plan of arrangement. The 2021 Plan provides for certain instances (ie. merger transactions, change of control) where all Stock Options outstanding but not yet vested under the 2021 Plan shall become immediately exercisable.

The Board may, at their discretion at the time of any grant, impose a schedule over which period of time Stock Options will vest and become exercisable by the Eligible Person. If a Stock Option is cancelled before its expiry date, the Company may not grant new Stock Options to the same holder until 30 days have elapsed from the date of cancellation.

Subject to any required approval of the CSE, the Board may terminate, suspend or amend the terms of the 2021 Plan, provided that for certain amendments, the Board must obtain shareholder approval.

Shareholders will be asked to pass the following, ordinary resolution, approving the Company’s 2021 Plan:

“IT IS RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Company adopt a 2021 Stock Option Plan (the “Plan”), including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company;

2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Plan; and
3. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

Unless otherwise instructed, the proxies solicited by management will be voted for the approval of the Company’s stock option plan.

ADDITIONAL INFORMATION

Additional information about the Company is located 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 ended March 31, 2021. Shareholders may contact the Company to request copies of the financial statements and Management’s Discussion and Analysis by writing to the Chief Financial Officer, Mr. Robert Dinning at the address below or by e-mail at robertdinning@gmail.com

FAR RESOURCES LTD.
#510 - 580 Hornby St.
Vancouver, BC, V6C 3B6

OTHER MATERIAL FACTS

Management 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 persons voting by proxy.

DATED at Vancouver, British Columbia, on the 8th day of November, 2021.

BY ORDER OF THE BOARD of FAR RESOURCES LTD.

“John Gammack”

John Gammack President, Chief Executive Officer and Director

Schedule "A"

ADVANCE NOTICE OF NOMINATION

The Company received an Advance Notice of Nomination from Scott Taylor. The information reproduced below has been submitted by Mr. Taylor and has not been subject to further independent verification by the Company.

Notice of Nominations of Directors

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

#510 - 580 Hornby St. Suite 400 - 725 Granville St.
Vancouver, BC Vancouver, BC
V6C 3B6 V7Y 1G5
Canada Canada

ATTN: John Gammack, President and CEO
Email: john11@telus.net / John0101@telus.net / info@farresources.com

Robert G. Dinning, Chief Financial Officer
Email: robertdinning@gmail.com

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

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 ⁽¹⁾	Position with the Company, Proposed Office and Term
<p>Andrew Lyons Age: 55</p>	<p>Business Address: 716 – 518 Moberly Road Vancouver, British Columbia V5Z4G3, Canada</p> <p>Residential Address: 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</p> <p>Upon appointment at the Meeting he will serve as a director for a term expiring at the next annual general meeting.</p>
<p>Scott Taylor Age: 41</p>	<p>Business Address: 10807 Timberdash Avenue Highlands Ranch, Colorado 80126, USA</p> <p>Residential Address: 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⁽²⁾</p>	<p>Proposed director and proposed Chief Executive Office.</p> <p>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 ⁽¹⁾	Position with the Company, Proposed Office and Term
<p>Pierre Yves Tenn</p> <p>Age: 51</p>	<p>Business Address:</p> <p>43 Glenmore Drive West Vancouver, British Columbia V7S 1A5</p> <p>Residential Address:</p> <p>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.

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 7th day of October, 2021.

"Scott Taylor"

Scott Taylor