



**ATTENTION FELLOW FAR RESOURCES SHAREHOLDERS**

**The Current Board's Many Failings  
And Deceptions Are Destroying  
Shareholder Value.**

**THE TIME FOR  
CHANGE IS NOW.**

The Concerned Shareholders are proposing a New Board and Management team that is committed to FAR Resources' success by aggressively developing valuable Lithium assets, engaging with shareholders and attracting new investors and capital to materially increase share value.

**VOTE GOLD | 1.833.292.5847**

**HOW TO CAST YOUR VOTE TO PROTECT YOUR INVESTMENT  
IN YOUR COMPANY**

Your investment is at risk and we urge you to protect it by not allowing a self-serving management group to continue to destroy value in your Company.

Vote only the **GOLD** form of proxy today or no later than 5:00 p.m. (Vancouver Time) Tuesday, December 07, 2021.

Time is short. In order to ensure that your proxy is received in time for FAR Resources LTD's annual general meeting of shareholders to be held on Friday, December 10, 2021 we recommend that you vote in one of the following ways as soon as possible.

VOTING METHOD	BENEFICIAL SHAREHOLDERS If your Shares are held with a broker, bank or other intermediary	REGISTERED SHAREHOLDERS If your Shares are held in your name and represented by a physical certificate
<b>INTERNET</b>	Visit <a href="http://www.proxyvote.com">www.proxyvote.com</a> and enter your 16-digit control number located on the enclosed <b>GOLD</b> voting instruction form.	Complete, sign and date your <b>GOLD</b> form of proxy. Scan both sides of the proxy and return it by email to: <a href="mailto:inquiries@gryphonadvisors.ca">inquiries@gryphonadvisors.ca</a>
<b>TELEPHONE</b>	<b>Canada: Call 1.800.474.7493</b> <b>U.S.: Call 1.800.454.8683</b>  and provide your 16-digit control number located on the enclosed <b>GOLD</b> voting instruction form.	<b>Within North America:</b> <b>1.833.292.5847</b> (Toll free)  <b>Outside North America:</b> <b>1.416.902.5565</b> (Collect calls accepted)
<b>FACSIMILE</b>	<b>Canada:</b> Fax your <b>GOLD</b> voting instruction form to <b>905.507.7793</b> or toll free to <b>1.866.623.5305</b> that your vote is received before the deadline.  <b>U.S.: N/A</b>	<b>Within North America:</b> Fax your <b>GOLD</b> form of proxy toll free to <b>1.877.218.5372</b> to ensure that your vote is received before the deadline.  <b>Outside North America:</b> Fax your <b>GOLD</b> form of proxy to <b>1.416.214.3224</b> in order to ensure that your vote is received before the deadline.
<b>MAIL</b>	Mail your <b>GOLD</b> voting instruction form using reply envelope provided.	Mail your <b>GOLD</b> form of proxy using reply envelope provided.



If you have any questions or require any assistance in executing your proxy or voting instruction form, please call Gryphon Advisors Inc. at:

**North American Toll-Free Number:** 1.833.292.5847

**Outside North America, Banks, Brokers and Collect Calls:** 416.902.5565

**Email:** [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca)

**North American Toll-Free Facsimile:** 1.877.218.5372

**For up-to-date information and assistance in voting please visit:** [www.Farbetterforall.com](http://www.Farbetterforall.com)

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.**

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RECOMMENDATION TO FAR RESOURCES LTD. SHAREHOLDERS

FAR RESOURCES LTD. ("FAR" OR THE "COMPANY") AND YOUR INVESTMENT ARE AT RISK. THE FUTURE OF FAR WILL BE DETERMINED BY THE OUTCOME OF THIS VOTE.

THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMEND THAT SHAREHOLDERS VOTE USING ONLY THE ENCLOSED GOLD PROXY FORM:



AGAINST FIXING THE NUMBER OF DIRECTORS AT FOUR (4)



FOR FIXING THE NUMBER OF DIRECTORS AT THREE (3)



FOR THE ELECTION OF THE THREE (3) NOMINEES FOR DIRECTOR NAMED IN THIS CIRCULAR (AND ACCOMPANYING CONCERNED SHAREHOLDERS GOLD PROXY) AS DIRECTORS OF FAR



FOR THE RE-APPOINTMENT OF THE CURRENT AUDITORS



FOR THE APPROVAL OF THE COMPANY'S 2021 STOCK OPTION PLAN



FOR TRANSACTING SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF

THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMEND THAT SHAREHOLDERS:



DISREGARD ANY PROXY MATERIALS RECEIVED FROM THE MANAGEMENT AND DO NOT VOTE FOR ANY OF THEIR SELF-SERVING NOMINEES






IF YOU ARE A BENEFICIAL SHAREHOLDER AND RECEIVE A VOTING INSTRUCTION FORM OR OTHER FORM OF PROXY FROM AN INTERMEDIARY, THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN THE MANNER INDICATED ABOVE.

YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.

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## THE PATH AHEAD FOR FAR RESOURCES SHAREHOLDERS

The proposed strategy and plan for the Company (which is further outlined in greater detail in the Circular) will build positive momentum and offer a number of avenues to significant value creation for ALL Shareholders such as:

Create and deliver an aggressive program focused on the Company's three (3) lithium assets to delineate more tonnage and a higher-grade resource as well as to ensure exploration and drilling on the Company's gold/silver assets.	
Secure financing which will include activities such as investor road shows to reach new investors who will deliver working capital to meet asset development plans.	
Engage in an effective shareholder communication strategy which includes transparency, new protocols, and high standards, where mistakes, apathy and inattentive attitudes towards shareholders shall not be tolerated.	
Build strategic partnerships both domestic and foreign, and leverage current nominee's experience working in Asia to secure financing through agreements in the development of FAR's lithium properties as well as in the future production of lithium	
Reposition company brand and name to reflect strategic focus on lithium exploration and technology	

**QUESTIONS OR ASSISTANCE IN VOTING YOUR GOLD PROXY,  
PLEASE CALL GRYPHON ADVISORS TOLL-FREE AT 1.833.292.5847**

**For up-to-date information and assistance in voting please visit:**

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**Shareholders of FAR Resources Ltd.**  
**The Success of FAR is in Your Hands**

November 17, 2021

Dear Fellow Shareholders,

We (collectively, the “**Concerned Shareholders**”), are significant shareholders of FAR and are writing to solicit your support at the upcoming annual general meeting of shareholders scheduled to be held on Friday, December 10, 2021 (the “Meeting”). The Concerned Shareholders collectively hold **7.7%** of the shares of FAR that are entitled to be voted at the Meeting. Together with other shareholders who are supportive of change at FAR, the Concerned Shareholders have the support of over **45%** of the Shares entitled to be voted at the Meeting.

The Concerned Shareholders believe The Company’s current Board and Management lack experience, have no coherent strategy and have demonstrated a clear lack of focus which has led to questionable decisions and no increase in shareholder value since they took control of the company in the summer of 2020. The Concerned Shareholders believe that this lack of focus and experience is reflected in the current share value. There has been no material change in the share value in over a year under their direction and mismanagement while comparable Lithium companies have delivered significant increases in shareholder value. The Concerned Shareholders believe investors have lost confidence in the current management given the Current Board’s failure to communicate or execute on any meaningful tactical strategy to realize the full potential of the company’s valuable Lithium and precious metals assets. The Company’s lack of progress puts it at very serious risk of being unable to fund future operations and deliver preliminary resource estimates on each of the assets.

In addition to a lack of corporate strategy, the Company’s failure to adopt basic corporate governance practices demands dramatic change. Governance failures include:

- The Company’s last shareholders meeting was held December 19, 2018, even though shareholders’ meetings are required to be held on an annual basis
- The Company has only two (2) Officers: Mr. John Gammack, as President & Chief Executive Officer and Mr. Robert G. Dinning, CPA as Chief Financial Officer who was appointed by Mr. Gammack.
- The Company has only two (2) named Directors: Mr John Gammack and Mr. Robert Dinning. A key role for Directors is to provide oversight of management. Clearly Msrs. Gammack and Dinning are in an inescapable conflict situation as the only Directors in that they can hardly provide effective oversight of themselves in their dual roles as Officers.
- Neither Mr. Gammack nor Mr. Dinning were elected by shareholders. These individuals were appointed via personal and business relationships

The Concerned Shareholders raise questions about Mr. Dinning and Mr. Gammack’s relationship as they have had a decades long friendship and there is no independence or oversight whatsoever from the current Board of Directors. This also raises questions of conflicts of interest, with only two board members all decisions are self-directed and self-approved by the same two board members who aren’t acting independently in their decisions on such issues as asset development, remuneration, risk taking, negotiations on M&A activity, and use of proceeds.

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***It has been abundantly clear for quite some time that a change is needed to the Board of Directors and Management of the Company to deliver shareholder value. The concerned shareholders are proposing a New Board and Management team that is committed to FAR success by aggressively developing valuable Lithium assets, engaging with shareholders and attracting new investors and capital.***

***The Concerned Shareholders propose a new Board of Directors that are aligned with shareholders interests and who will develop and execute strategies to realize FAR's assets maximum potential and materially increase share value.***

At the shareholders Meeting, the Concerned Shareholders are seeking to replace the Incumbent Directors due to their track record of incompetence and complete failure to execute any meaningful exploration work on any of the company's assets.

The Concerned Shareholders are nominating and soliciting proxies to elect Scott Taylor, Pierre-Yves Tenn and Andrew Lyons (the "Nominees") as the new directors of FAR with a mandate to build shareholder value through the creation and execution of a logical and coherent business plan focused on:

- The creation and delivery of an aggressive technical work program focused on the Company's three (3) lithium assets with a goal of utilizing the recently awarded \$300,000 MMDF Grant by the Province of Manitoba to help expand the inferred resource at Zoro and further explore lithium at Jean Lake, as well to ensure exploration and drilling on the Company's gold/silver assets.
- Securing financing that will include activities such as investor roadshows to reach new investors and deliver working capital to meet asset development plans.
- Implementing an effective shareholder communication strategy that includes transparency, new protocols, and high standards.
- Putting an end to current management's litany of mistakes, apathy and inattention to shareholders.
- Building both domestic and foreign strategic partnerships and leveraging the current nominee's experience working in Asia with a long-term goal of securing financing opportunities including offtake agreements in the development of FAR's lithium properties as well as in the future production of lithium.
- Consider a name change from FAR to better relate to the Company's focus on lithium assets. Incorporating lithium into our corporate name will likely enhance market interest in the Company and likely draw new investors and financing options to aid in the development of our lithium assets.

The Concerned Shareholders and their Board Nominees value the Company's current technical team and have reached out to Drs. Mark Fedikow and Michael Feinstein and Mr. Lindsay Bottomer. They have all have agreed to continue working with the Company once the new Board is elected. It should be clear to all shareholders the current technical team is not the problem at FAR, as they have done an excellent job with respect to the Company's assets. The Concerned Shareholders are highly confident that by combining a new Board and management team with the expertise of Drs. Fedikow and Feinstein and Mr Bottomer, the Company will be very well positioned to move forward and create significant shareholder value. The Concerned Shareholders are especially pleased that they also extended an invitation to Victor Cantore to remain on the advisory Board of FAR as he is very well-respected advisor and well known throughout the mining and lithium sector and Mr. Cantore has also agreed to remain as trusted advisor to their Board Nominees.

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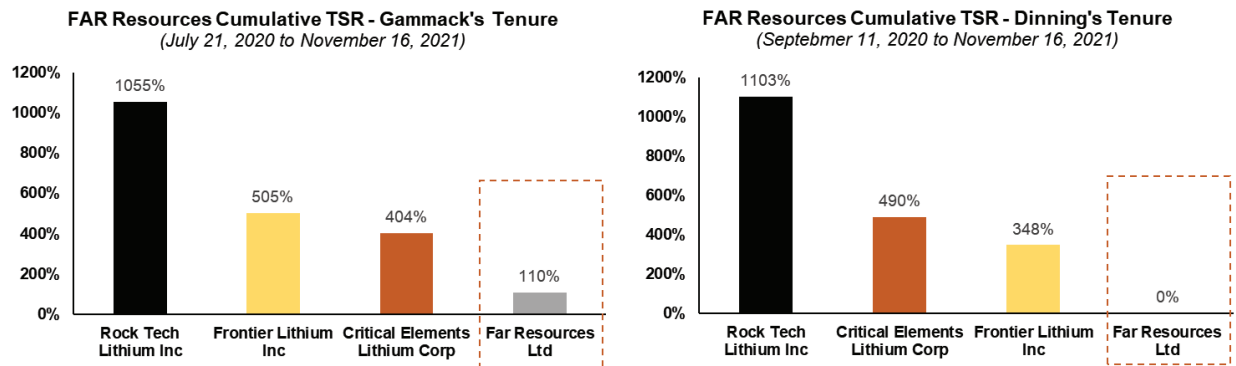
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# THE RATIONALE FOR CHANGE --THE INABILITY TO REALIZE EXPECTATIONS

## Inability to Realize Expectations – Stock price performance shows no signs of life

The Company’s complete lack of corporate strategy and failed asset development have resulted in negative market perception of management. It is unforgivable that in the current bullish lithium market FAR’s promising lithium assets have created little market interest or share appreciation. In almost a year and a half since Mr. Gammack and Mr. Dinning have been in their leadership roles, FAR’s stock price has stagnated while comparable lithium companies have delivered significant value to their shareholders

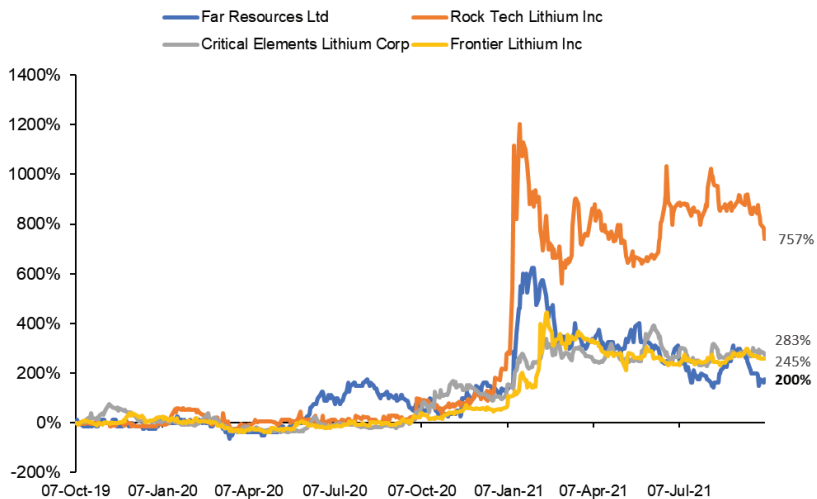
For example, other lithium companies such as Frontier Lithium (TSX-V: FL) (OTCQX: LITOF) Rocktech (TSX-V:RCK) and Critical Elements (TSX-V:CRE) have ALL delivered material and substantial total shareholder returns significantly outperforming FAR during both Messrs. Gammack and Dinning’s tenures since they were appointed.



Source: Bloomberg Finance LP as at November 16, 2021 (most recent).

Over the longer term in the last two years and considering the date when director nominations were received by FAR (October 7, 2021), other lithium companies have vastly outperformed FAR.

### Share Price Returns of FAR Resources vs Lithium Peers (2-year as at October 7, 2021)



Source: Bloomberg Finance LP as at October 7, 2021, the date Far Resources Ltd. received director nominations.

All comparisons to other lithium focused issuers referred to herein are conceptual in nature and there is no certainty that FAR’s assets would host comparable mineralization or will have the

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feasibility of the referenced projects or determination of what additional work would be required to make such a determination.

Though FAR's assets and financial attributes may not be directly comparable to such other lithium companies' assets and financial attributes, it is clear that FAR is underperforming many companies in its sector, even as the demand for lithium has increased.

The value of Lithium carbonate has reached new highs due to limited supply and sustained lithium-ion battery demand in China. Lithium has quickly become one of the most sought-after commodities on the planet and many called January 2021, "The Electric Metals Mobility Inflection Point". With an increasing demand for electric vehicles ("EV's"), the current demand for lithium-ion EV batteries is \$27 billion per year. That demand is expected to grow to \$127 billion by 2027. The top ten (10) battery manufacturing plants are currently all in China. Both Europe and North America are focusing on multi-billion dollar domestic investment to reduce their reliance on Asian suppliers. European and North American governments are clearly focused on creating a secure and stable supply of domestic battery metals and manufacturers. The aim is to provide the critical battery metals and battery manufacturing locally. The market conditions are a golden opportunity for all companies with lithium assets and yet FAR shareholders have had to suffer with current management's lack of focus and progress on any of the Company's highly valuable Lithium assets.

## **Failure to Execute on Assets & Selective Disclosure**

### **Zoro Lithium Property**

On January 18, 2021 FAR announced a Spring 2021 Drill Program on the Zoro Lithium Program . On February 4, 2021 the Company filed on SEDAR a press release providing a positive update on the Zoro Lithium project. The full press release can be found on SEDAR. The following day or on February 5, 2021 the Company issued a retraction to the February 4<sup>th</sup> press release. The press release on the 5<sup>th</sup> effectively apologized to shareholders for the misleading disclosure in the press release from February 4<sup>th</sup>, 2021 referring to a 13 tonne indicated resource that does not exist. Incredibly the Company chose not to file the retraction press release on SEDAR and so many shareholders and the market at large were never formally made aware of the embarrassing mistake committed by Messrs Gammack and Dinning. The retraction press release can be found on stock watch and we have included it below for illustration of the incompetence and perhaps worse behaviour of your current Board and management. Once again this is a critical example of a colossal mistake by Mr. Gammack who then chose to limit the damage by selectively disclosing the correction to StockWatch and not filing the correction on SEDAR which is a standard practice for Canadian public companies.

*"2021-02-05 07:17 ET - News Release*

*Mr. John Gammack reports*

*FAR RESOURCES LTD AMENDS FEBRUARY 4, 2021 PRESS RELEASE*

*Far Resources Ltd. has corrected some statements made in the news release issued on Feb. 4, 2021, regarding its Zoro lithium project in Manitoba.*

*The company fully retracts the reference to 13 million tonnes of indicated resource on the property. No such resource exists.*

*The company also wishes to correct a typographical misstatement in the quoted lithium grade of the 1,074,567-tonne inferred resource calculated in the National Instrument 43-101 technical*

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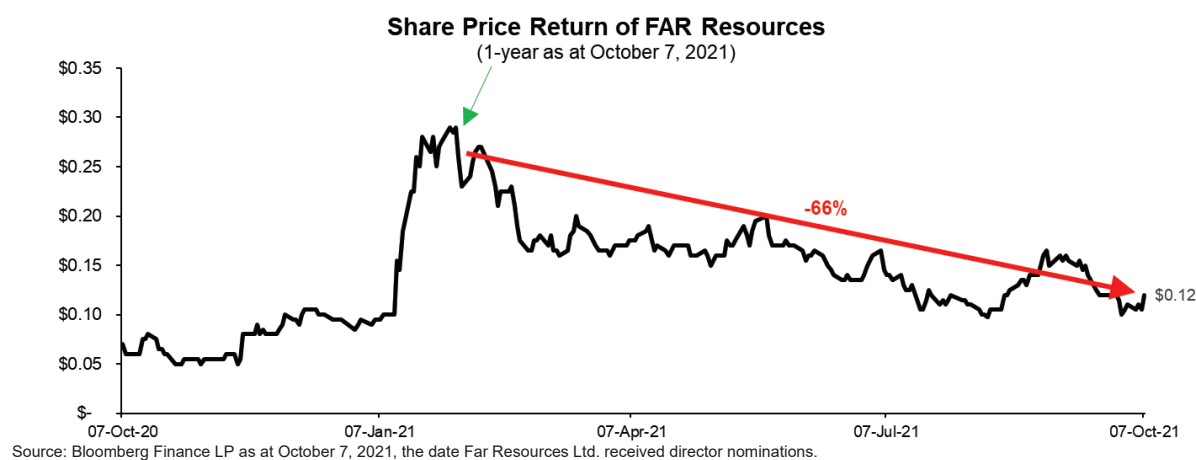
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report prepared by Mark Fedikow, PGeo, and Scott Zelligan, PGeo, dated July 6, 2018, and filed on SEDAR. The correct lithium oxide grade (Li<sub>2</sub>O) is 0.91 per cent Li<sub>2</sub>O, not 0.091 per cent as stated in the earlier news release.”

The Company issued a news release on February 16, 2021, announcing plans for a drilling program for the Zoro lithium property. Incredibly no drilling program ever materialized nor was any update or explanation provided by the Company. The failure by Messrs Gammack and Dinning to execute on their stated plans contributed to shareholder apathy and value destruction as the Company stock price dropped when the drill plan failed to materialize. Stock markets in general have an expectation that companies deliver on their commitments or at the very least explain themselves when circumstances change. Unfortunately, Messrs Gammack and Dinning appear to have never learned the axiom “do what you say you will” and consequently shareholders have been subjected to the painful consequences with a depressed stock price.

FAR’s share price has not materially improved over the past 12 months. The green arrow indicates the price on the date of the February 4th news and the red arrow shows the value destruction -66% due to managements complete lack of performance and transparency. It was very unfortunate as the Company share price peaked to a 52 week high of 29 cents on February 03, 2021 and the momentum was lost to such an egregious error.



## Winston Gold and Silver Property

The Company issued a news release on September 21, 2020, announcing plans for an exploration program on The Winston Gold and Silver Property in New Mexico. On February 2, 2021 a follow up press release was issued that included the first batch of samples together with a positive message from Mr. Gammack in which he said he was “more than pleased to report these findings, to say that I’m over the moon Is an understatement! Additionally, we will be providing further widespread sampling results in future news releases in the weeks to come.” Subsequent press releases dated April 23, 2021, May 11, 2021, May 18, 2021, May 26, 2021 all hinted at the launch of a diamond core drilling program. To-date there has been no drilling program nor any update on the property. It appears Messrs Gammack and Dinning simply lost interest in the property and clearly failed to recognize they have repeatedly indicated that aggressive development of the property was at hand only to completely drop the ball. Incredibly to-date absolutely no material progress has been achieved - no drill program has materialized, without explanation, and the result is a loss of two-thirds (-66%) of the Company’s share value.

## Incompetence and lack of Best Practices

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FAR's current board and management lack a long-term strategy and the ability to convey to the market the underlying intrinsic value of the Company. Shareholders deserve a board of directors ready to take charge and focus their efforts on developing a clear, understandable and achievable long-term strategy that enables investors and the market to properly value the Company. Current management has failed to properly communicate and respond to shareholders in a timely manner and execute on the Company's assets in a meaningful way. It has become more than abundantly clear that the Company requires a complete change in leadership to regain market trust and credibility and to start to build significant value for shareholders.

We encourage you to take this opportunity to voice your concern and vote for the Concerned Shareholders' Nominee Slate with a commitment to focusing on the best interests of ALL Shareholders, while demonstrating a shareholder mindset necessary to ensure that shareholder value is maximized.

Sincerely,  
*The Concerned Shareholders*

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## **QUESTIONS AND ANSWERS FOR SHAREHOLDERS**

*The following Questions and Answers are intended to address some of the key aspects of the Meeting (as defined in this Circular). This section is a summary only and is qualified in its entirety by the more detailed information contained elsewhere in this Circular (as defined in this Circular). Capitalized terms which are not defined in this Questions and Answers section have the meaning given to them elsewhere in this Circular. Shareholders are urged to read this Circular in its entirety.*

### **Q: WHAT IS THE PURPOSE OF THE SHAREHOLDERS MEETING?**

At the Meeting, you will be voting on, among other things, the election of highly qualified individuals who are extremely motivated to act in the long-term interest of the Company and enhance value for all shareholders. Our Nominee Slate are experienced executives and mining professionals with a broad mix of industry experience, capital markets expertise and board leadership abilities as well as a broad range of functional skills which are necessary to advance the Company's success and enhance shareholder wealth. The other matters to be acted upon at the Meeting are described in this Circular.

### **Q: WHY ARE YOU PROPOSING AN ALTERNATIVE SLATE OF DIRECTORS FOR THE BOARD OF DIRECTORS OF FAR?**

The Concerned Shareholders believe The Company's current Board and Management lack experience, have no coherent strategy, and have demonstrated a clear lack of focus which has led to questionable decisions and no increase in shareholder value since they took control of the company in the summer of 2020. The Concerned Shareholders believe that this lack of focus and experience is reflected in the current share value. There has been no material change in the share value in over a year under their direction and mismanagement while comparable Lithium companies have delivered significant increases in shareholder value. The Concerned Shareholders believe investors have lost confidence in the Company given the Current Board's failure to communicate or execute on any coherent strategy to realize the full potential of the company's valuable Lithium and precious metals assets. The Company's lack of progress puts it at very serious risk of being unable to fund future operations and deliver preliminary resource estimates on each of the assets.

As a result, at the Meeting, the Concerned Shareholders are seeking to replace the Incumbent Directors due to their track record of incompetence and complete failure to execute any meaningful exploration work on any of the company's assets.

### **ONLY SHAREHOLDERS CAN EFFECT THE CHANGE NEEDED AT FAR.**

### **Q: WHO IS SOLICITING MY PROXY?**

Scott Taylor, and joint actors Jason Barnard and affiliates, and Christina Barnard (collectively, the "Concerned Shareholders") look to nominate Scott Taylor, Pierre-Yves Tenn and Andrew Lyons (the "Nominees") as the new directors of FAR with a mandate to build shareholder value through the creation and execution of a logical and coherent business plan. Each nominee is qualified, well-known in the business community and have the required mining, capital markets and corporate governance experience to guide FAR forward. Please refer to each nominee's biographies described in full, in this Circular.

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**Q: HOW DO YOU RECOMMEND I VOTE?**

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMEND THAT SHAREHOLDERS VOTE USING ONLY THE ENCLOSED GOLD PROXY FORM:**



**AGAINST FIXING THE NUMBER OF DIRECTORS AT FOUR (4)**



**FOR FIXING THE NUMBER OF DIRECTORS AT THREE (3)**



**FOR THE ELECTION OF THE THREE (3) NOMINEES FOR DIRECTOR NAMED IN THIS CIRCULAR (AND ACCOMPANYING CONCERNED SHAREHOLDERS GOLD PROXY) AS DIRECTORS OF FAR**



**FOR THE RE-APPOINTMENT OF THE CURRENT AUDITORS**



**FOR THE APPROVAL OF THE COMPANY'S 2021 STOCK OPTION PLAN**



**FOR TRANSACTING SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF**

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS:**



**DISREGARD ANY PROXY MATERIALS RECEIVED FROM THE MANAGEMENT AND DO NOT VOTE FOR ANY OF THEIR SELF-SERVING NOMINEES**

**IF YOU ARE A BENEFICIAL SHAREHOLDER AND RECEIVE A VOTING INSTRUCTION FORM OR OTHER FORM OF PROXY FROM AN INTERMEDIARY, THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN THE MANNER INDICATED ABOVE.**

**Q: WHEN AND WHERE IS THE MEETING?**

The Meeting is scheduled to be held on Friday, December 10, 2021 at 11:00 a.m. (Vancouver Time) at the offices of Miller Thompson LLP, 725 Granville Street, Suite 400, Vancouver, BC or at any adjournment thereof.

**Q: WHO IS ENTITLED TO VOTE?**

Shareholders owning shares as of the close of business on Tuesday, October 12, 2021 are entitled to vote. Only registered shareholders at the close of business on the Record Date (as defined in this Circular) are entitled to notice of the Meeting and to vote at the Meeting.

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If you have any questions or require assistance voting your **GOLD** proxy, please contact our strategic shareholder advisor and proxy solicitor, Gryphon Advisors, at 1.833.292.5847 toll-free in North America (1.416.902.5565 by collect call) or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca).

Each share is entitled to one vote on those items of business identified in the notice of Meeting dated • sent by FAR.

**Q: HOW MANY SHARES ARE ENTITLED TO VOTE?**

As of Tuesday, October 12, 2021, to the Concerned Shareholder’s knowledge, there were 159,110,359 shares outstanding, as stated in the Management Circular (as defined in this Circular). Each shareholder has one vote for each share held as of the close of business on October 12, 2021.

**Q: HOW DO I VOTE MY GOLD FORM OF PROXY OR GOLD VOTING INSTRUCTION FORM?**

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE USING ONLY THE ENCLOSED GOLD PROXY FORM.**

If you are a **non-registered (beneficial) shareholder** (you hold shares through a bank, broker or other intermediary), you may vote in person, by Internet, by fax, by telephone or by mail or delivery as follows:

**To vote by Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) and enter your 16-digit control number located on the enclosed **GOLD** voting instruction form. If you are a U.S. resident, follow the instructions provided with your **GOLD** voting instruction form or other proxy document.

**To vote by fax:** Properly complete, sign and date your **GOLD** voting instruction form and return it by fax to 905-507-7793 or toll free to 1-866-623-5305. If you are a U.S. resident, follow the instructions provided with your **GOLD** voting instruction form or other proxy documents.

**To vote by telephone:** If you are a Canadian beneficial holder, call 1-800-474-7493 (English) or 1-800- 474-7501 (French). You will require a 16-digit control number (located on the front of your **GOLD** voting information form) to identify yourself to the system. If you are a U.S. beneficial holder, call 1-800-454-8683; you will also require a 16-digit control number.

**To vote in person:** Insert your name in the space provided on the enclosed **GOLD** voting instruction form or submit any other document in writing to your nominee (i.e., broker, advisor, trust company) that requests that you should be appointed as proxy. Then, follow the instructions on the **GOLD** voting instruction form and sign and return the **GOLD** voting instruction form in accordance with the instructions provided. Before the official start of the Meeting on December 10, 2021, register with the representative(s) from Odyssey Trust Company (“Odyssey”) who will be located at a welcome table just outside the meeting room, subject to compliance with the Company’s restrictions on in-person attendance in accordance with COVID-19 Protocols. Please note Management’s Information Circular states the following:

*“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*

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.**

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1.833.292.5847 toll free or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca) or visit: [www.Farbetterforall.com](http://www.Farbetterforall.com)

*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.”*

**To vote by mail or delivery:** Complete, sign and date your **GOLD** voting instruction form and return it in the postage prepaid envelope provided to the address set out on the envelope.

If you are a **registered shareholder** (you hold a physical share certificate registered in your name) you may vote in person, by email, by fax, or by mail or delivery as follows:

**To vote by email:** Complete, sign and date your **GOLD** form of proxy. Scan both sides of the proxy and return it by email to: [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca).

**To vote by fax:** Properly complete, sign and date your **GOLD** form of proxy and return it by facsimile to Gryphon Advisors at 1-877-218-5372 toll-free or 1-416-214-3224.

**To vote in person:** You do not need to complete and return the enclosed **GOLD** form of proxy. All you need to do is to come to the Meeting with your **GOLD** form of proxy. Before the official start of the Meeting on December 10, 2021, register with the representative(s) from Odyssey who will be located at a welcome table just outside the meeting room, subject to compliance with the Company’s restrictions on in-person attendance in accordance with COVID-19 Protocols. Please note Management’s Information Circular states the following:

*“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.*

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*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.”*

**Q: WHAT IS THE DIFFERENCE BETWEEN A NON-REGISTERED (BENEFICIAL) AND A REGISTERED SHAREHOLDER?**

You are a “registered shareholder” if your shares are held in your name and you are in possession of a share certificate or direct registration statement that indicates the same.

Most shareholders are not registered shareholders but are “non-registered (beneficial) shareholders”. You are a non-registered (beneficial) shareholder if your shares are held by a broker, advisor, trust company or similar person.

To find out what type of shareholder you are, call Gryphon Advisors at 1.833.292.5847 toll-free in North America (1.416.902.5565 by collect call) or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca).

**Q: WHAT HAPPENS IF I SIGN THE GOLD FORM OF PROXY OR GOLD VOTING INSTRUCTION FORM ENCLOSED WITH THIS CIRCULAR?**

If you sign and return the enclosed GOLD form of proxy or GOLD voting instruction form in accordance with the instructions provided, you will give authority to the Concerned Shareholder’s representatives, or to any other person you have appointed, to vote your shares at the Meeting.

**Q: HOW WILL MY PROXY BE VOTED?**

You can choose how to vote by checking the appropriate boxes on the GOLD form of proxy or GOLD voting instruction form. If you do not specify how you want your shares to be voted on a particular issue, then your proxy holder may vote your shares as he or she sees fit.

Unless contrary instructions are provided, shares represented by proxies where representatives of the Concerned Shareholders are appointed as proxyholders will be voted as follows:

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMEND  
THAT SHAREHOLDERS VOTE USING ONLY THE  
ENCLOSED GOLD PROXY FORM:**



**AGAINST FIXING THE NUMBER OF DIRECTORS AT FOUR (4)**



**FOR FIXING THE NUMBER OF DIRECTORS AT THREE (3)**

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.**

For questions or assistance, please contact Gryphon Advisors Inc. at:  
1.833.292.5847 toll free or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca) or visit: [www.Farbetterforall.com](http://www.Farbetterforall.com)



**FOR** THE ELECTION OF THE THREE (3) NOMINEES FOR DIRECTOR NAMED IN THIS CIRCULAR (AND ACCOMPANYING CONCERNED SHAREHOLDERS **GOLD** PROXY) AS DIRECTORS OF FAR



**FOR** THE RE-APPOINTMENT OF THE CURRENT AUDITORS



**FOR** THE APPROVAL OF THE COMPANY'S 2021 STOCK OPTION PLAN



**FOR** TRANSACTING SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS:**



**DISREGARD** ANY PROXY MATERIALS RECEIVED FROM THE MANAGEMENT AND **DO NOT** VOTE FOR ANY OF THEIR SELF-SERVING NOMINEES

**IF YOU ARE A BENEFICIAL SHAREHOLDER AND RECEIVE A VOTING INSTRUCTION FORM OR OTHER FORM OF PROXY FROM AN INTERMEDIARY, THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN THE MANNER INDICATED ABOVE.**

**Q: WHAT IF I ALREADY VOTED THE MANAGEMENT PROXY AND HAVE CHANGED MY MIND?**

Even if you have already voted using the management form of proxy or voting instruction form you have every right to change your vote. Only the later dated proxy or voting instruction form will be counted at the Meeting. Vote only the **GOLD** form of proxy or **GOLD** voting instruction form by 5:00 p.m. (Vancouver time) on Tuesday, December 7, 2021.

If you are a beneficial shareholder, you can change your vote by notifying your broker, trust company or other advisor in writing.

If you are a registered shareholder, you can revoke your previously voted proxy by:

- Completing a **GOLD** form of proxy that is dated later than the proxy form you are revoking and emailing it to Gryphon so that it is received no later than 5:00 p.m. (Vancouver time) on Tuesday, December 7, 2021.
- Depositing an executed instrument revoking the management form of proxy in writing (executed by you or your attorney) at FAR's registered office at #510 - 580 Hornby St., Vancouver, BC, V6C 3B6 any time up to and including the last business day preceding the day of the Meeting or on the day of the Meeting with the Chair at the Meeting.

If you need assistance revoking a previously voted proxy, call Gryphon Advisors at 1.833.292.5847 toll-free in North America (1.416.902.5565 by collect call) or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca).

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR **GOLD** PROXY TODAY.**

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**Q: HOW DO I GET MORE INFORMATION?**



If you have any questions or require any assistance in executing your **GOLD** proxy or voting instruction form, please call Gryphon Advisors Inc. at:

**North American Toll-Free Number:** 1.833.292.5847

**Outside North America, Banks, Brokers and Collect Calls:** 1.416.902.5565

**Email:** [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca)

**North American Toll-Free Facsimile:** 1.877.218.5372

**Facsimile:** 1.416.214.3224

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.**

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# CONCERNED SHAREHOLDERS' PROXY CIRCULAR

to be used in connection with the Annual General Meeting (the "Meeting")  
of the holders of common shares of

**FAR RESOURCES LTD.**

("FAR" or the "Corporation")  
scheduled to be held on

**Friday, December 10, 2021**

for the solicitation of proxies by and on behalf of **Scott Taylor, and joint actors Jason Barnard and affiliates, and Christina Barnard** (collectively, the "Concerned Shareholders")

**THE CONCERNED SHAREHOLDERS UNANIMOUSLY RECOMMEND  
THAT SHAREHOLDERS VOTE USING ONLY THE  
ENCLOSED GOLD PROXY FORM:**



**AGAINST FIXING THE NUMBER OF DIRECTORS AT FOUR (4)**



**FOR FIXING THE NUMBER OF DIRECTORS AT THREE (3)**



**FOR THE ELECTION OF THE THREE (3) NOMINEES FOR DIRECTOR NAMED  
IN THIS CIRCULAR (AND ACCOMPANYING CONCERNED SHAREHOLDERS  
GOLD PROXY) AS DIRECTORS OF FAR**



**FOR THE RE-APPOINTMENT OF THE CURRENT AUDITORS**



**FOR THE APPROVAL OF THE COMPANY'S 2021 STOCK OPTION PLAN**



**FOR TRANSACTING SUCH OTHER BUSINESS AS MAY PROPERLY COME  
BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF**

**This Circular has been prepared by the Concerned Shareholders and solicits proxies opposed to those of management of FAR. Your vote is important, and time is short.** Please review this Circular. If you support the Concerned Shareholders, please follow the instructions set forth under "**General Proxy Information – Appointment and Revocation of Proxies**" in this Circular and instructions contained in the GOLD form of proxy with respect to depositing a GOLD form of proxy.

**YOU MAY SUPPORT THE CONCERNED SHAREHOLDERS EVEN IF YOU HAVE PREVIOUSLY DEPOSITED A PROXY IN SUPPORT OF THE CURRENT MANAGEMENT OF FAR OR OTHER FORM OF PROXY.**

Your GOLD form of proxy should be voted in accordance with the voting instructions on the GOLD form of proxy no later than **5:00 p.m. (Vancouver Time) on Tuesday, December 7, 2021**, in order to be deposited with FAR's registrar and transfer agent, Odyssey Transfer Agent & Trust Company ("**Odyssey**") in time to be used at the Meeting.

**YOUR INVESTMENT IS AT RISK - VOTE ONLY YOUR GOLD PROXY TODAY.**

*For questions or assistance, please contact Gryphon Advisors Inc. at:  
1.833.292.5847 toll free or by email at [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca) or visit: [www.Farbetterforall.com](http://www.Farbetterforall.com)*

## **FORWARD LOOKING STATEMENTS CAUTION**

This Circular contains “forward-looking statements” which reflect the current expectations of the Concerned Shareholders’ expectations regarding FAR Resource Ltd.’s 2021 Annual General Meeting and its future growth, operations, performance and business prospects and opportunities. Wherever possible, words such as “may”, “would”, “could”, “will”, “anticipate”, “believe”, “plan”, “expect”, “intend”, “estimate” and similar expressions have been used to identify these forward-looking statements. These forward-looking statements reflect the Concerned Shareholders’ current beliefs with respect to future events and are based on information currently available to it. Forward-looking statements involve significant risks, uncertainties and assumptions and there can be no assurance that the plans, intentions, or expectations upon which forward-looking statements are based will occur. Many factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statement Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this Circular. These factors should be considered carefully, and readers should not place undue reliance on any forward- looking statements. The shareholders of FAR are cautioned that all forward-looking statements involve risks and uncertainties, including those risks and uncertainties detailed in FAR’s filings with applicable Canadian securities commissions available at [www.sedar.com](http://www.sedar.com).

Dated: November 17, 2021

# CONCERNED SHAREHOLDERS' GOLD PROXY CIRCULAR

Dated: November 17, 2021

## SOLICITATION OF PROXIES

This proxy circular (this “**Circular**”) and the accompanying GOLD Form of Proxy are being furnished to you by and on behalf of **Scott Taylor, together with joint actors Jason Barnard and affiliates, and Christina Barnard** (collectively, the “**Concerned Shareholders**”) in connection with the solicitation of proxies to be used at the annual general meeting (the “**Meeting**”) of shareholders of common shares (“**Shares**”) of FAR Resources Ltd. (“**FAR**” or the “**Corporation**”) scheduled to be held at 11:00 a.m. (Vancouver Time) on Friday, December 10, 2021, or at any and all adjournments and postponements thereof.

The Concerned Shareholders are soliciting proxies in support of the following matters:

1. **Voting AGAINST fixing the number of Directors at four (4);**
2. **Voting FOR fixing the number of Directors at three (3);**
3. **Voting FOR the election of the three (3) nominees for Director named in this Circular and accompanying Concerned Shareholders' GOLD Form of Proxy as Directors of FAR;**
4. **Voting FOR the re-appointment of the current auditors;**
5. **Voting FOR the approval of the Company's 2021 Stock Option Plan;**
6. **Voting FOR transacting such other business as may properly come before the Meeting or any adjournment thereof.**

Your vote is very important to the future of your investment in FAR. If, after reading this Circular, you agree that the proposed changes are desirable, please sign, date and return the enclosed form GOLD Form of Proxy. You may do this even if you have previously deposited a management proxy or other form of proxy. The later-dated proxy automatically revokes the earlier one. **Please see “General Proxy Information - Appointment and Revocation of Proxies” for instructions.**

If you are a registered shareholder, you may also revoke your management proxy by personally attending the Meeting and indicating your wish to vote in person, subject to compliance with the Company's restrictions on in-person attendance in accordance with its COVID-19 Protocols. Please refer to the instructions provided in the accompanying information circular under the heading “**General Proxy Information - Appointment and Revocation of Proxies**” for additional instructions.

The information concerning FAR contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statements contained herein taken from or based upon such documents and records or other public sources are untrue or incomplete, the Concerned Shareholders do not assume any responsibility for the accuracy or completeness of the information taken from or based upon such documents, records and public sources, or for any failure by FAR to publicly disclose events or facts which may have occurred or which may affect the significance or accuracy of any such information but which are unknown to the Concerned Shareholders.

**This solicitation of proxies is made by and on behalf of the “Concerned Shareholders”. This solicitation of proxies is NOT made by or on behalf of the Management of FAR.**

Please see “General Proxy Information” for details on the manner of solicitation, the procedure for the appointment and revocation of proxies, and the voting of shares and proxies and exercise of discretion by proxyholders.

## REASONS FOR THIS SOLICITATION

The purpose of this solicitation by and on behalf of the Concerned Shareholders is to, among other things; seek the support and approval of the Shareholders at the Meeting to elect the Concerned Shareholders’ three shareholder nominees, being Scott Taylor, Pierre-Yves Tenn and Andrew Lyons (the “Shareholder Nominees”). The following Shareholder Nominees being proposed by the Concerned Shareholders collectively have the required mining, capital markets and corporate governance experience to guide FAR forward:



### *Scott Taylor - CEO and President (Nominee)*

Scott Taylor is a successful entrepreneur with a strong financial markets background. Scott, born and raised in Vancouver, has over 20 years’ direct experience in finance, energy, mining, defense, and civil engineering industries. Scott started his career raising money for both public and private markets as well as mining projects in commodities trading. He continued in commercial finance in Moscow Russia with Delta Credit and then moved to Switzerland and intermediated commodities transactions for a private family office in Lugano, Switzerland. Scott has held positions spanning ownership (start-up founder), executive management and leadership, technology development, software commercialization, business development, technical sales, and product marketing. Scott sold his first company together with a portfolio of patents and software technology to Symphony Technology Group’s (“STG” of Palo, Alto CA) portfolio energy services company, Sigma Cubed. Scott ran the global operations and held the Profit & Loss responsibility of one of Sigma’s three service lines. Scott co-founded Reservoir Imaging Solutions and grew RIS into a multi-million-dollar SaaS business in less than 2 years. RIS provides cutting edge fiber optic based subsurface diagnostics to the oilfield and geothermal sectors.

Scott has prior technical and financial experience in exploration, development, and pilot scale production on two private mines in Mexico and the Russian Federation. His experience also includes five years working for an engineering company in the mining and energy space which included resource development and drill programs on mines. His skill set enabled him to work hands-on in the field on drill programs which brought old mines into productions using modern geo-physical techniques. Scott graduated from Franklin College (Lugano) Switzerland with B.Sc in Finance 2002 and graduated with honors from St. Georges High School in Vancouver in 1998. Scott is a published author, invited speaker and member of the Society of Petroleum Engineers and the Society of Exploration Geophysicists. With dual residency in both US and Canada, Scott brings the ability to cross borders easily and seamlessly, and visit and manage FAR assets in Manitoba, NWT and New Mexico at a moments notice, unencumbered.



**Pierre-Yves Tenn, Director (Nominee)**

Pierre-Yves Tenn, holds an MA in International Relations and Diplomacy and is an innovative and focused International sales leader, business strategist and global representative with the vision and leadership skills required to introduce, position and promote business development and sales for corporations in international markets. He offers 20 years of proven experience in the development of international strategies, business, trade, sales, and commerce, both domestically and abroad. Pierre-Yves is an accomplished strategist, communicator and consultant with the diplomatic acumen and talent needed to close major sales, negotiate contracts and manage small to major projects. Some of his key strengths include strategic planning and global growth as he's well-versed in the marketing of North American critical minerals to key players in Asia and accessing Chinese investments funds as well as international business promotion, marketing joint ventures and negotiations. He understands nuances amongst international clientele and clearly understands the complexities and opportunities arising from a global market perspective. He thrives in challenging situations and achieves results consistent with established goals and is fluent in English, French, spoken Mandarin Chinese and highly conversant in Spanish.

His experience includes the promotion of Canadian mining and exploration projects with a focus on accessing Chinese investment funds for the development, exploration, and operations of international mining projects. Pierre-Yves was based in China for over a decade, working with Canadian entities to create joint ventures with Chinese private and state-owned enterprises for the advancement of natural resource projects as well as soliciting support from Canadian provincial and federal representatives for the securing off-take agreements and partnership initiatives. Pierre-Yves has played a central role in many international negotiations and strategic initiatives, as well as past project management in Canadian iron ore, potash, and uranium exploration projects. With a network of contacts throughout Asia in the investment, manufacturing and natural resource industries, his presence in these markets go FAR beyond regular trade shows and industry conventions and will prove invaluable for the promotion of FAR in this part of the world.



**Andrew Lyons, Director (Nominee)**

Andrew Lyons has over 30 years' experience in program and project management in the public markets, financial and technology sectors. He holds a BSc(CS) and BBA from the University of New Brunswick, an MBA from the University of Ottawa and a PMP from the Project Management Institute. Andrew is well versed in corporate governance of organizations in the private, public, and non-profit, and has worked with private, public companies and governments, involving scope, budgeting, capital funding, and project management. Recently he has consulted with several mining companies, working with senior management and boards, and consulted on use of proceeds. Andrew was on the advisory board of Lida Resources before Lida went public and is currently on the advisory board of Lakestone Resources, both Canadian Mining Companies Andrew brings proven leadership working at C suite senior management level with corporate experience in the mining sector, utilizing his over 35 years experience as an independent consultant, helping drive business forward through development and implementation of enterprise-wide information technology solutions. He most recently consulted with several mining company senior boards to refocus their operations and streamline costs and efficiencies.

**It's about time Shareholder's have three (3) highly qualified and independent directors executing on their best interest**

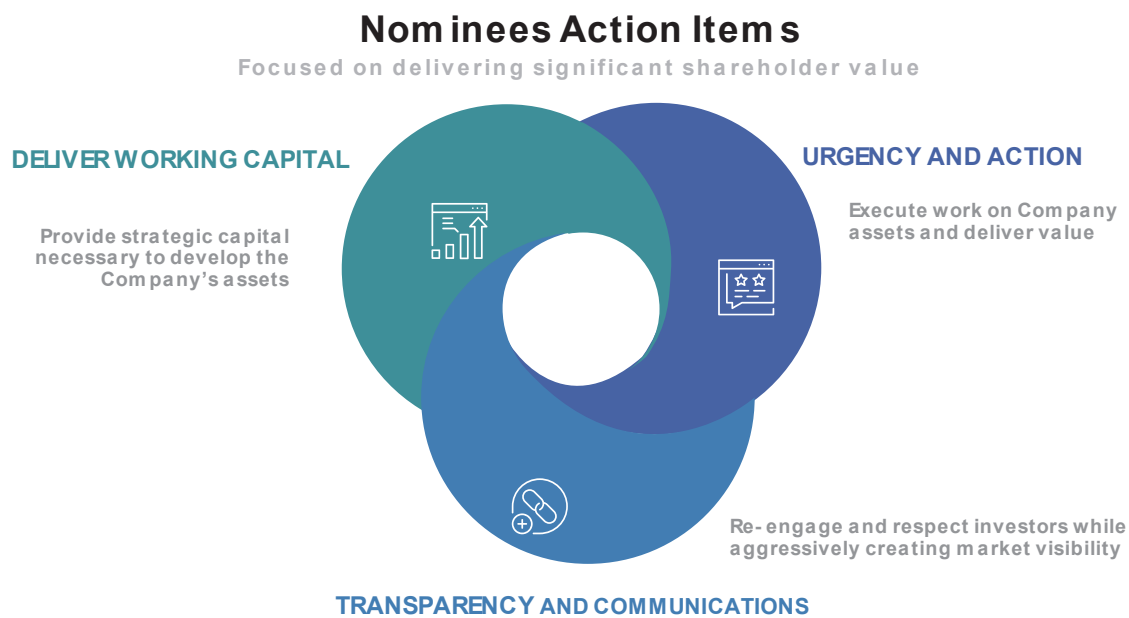
Nominees Scott Taylor, Pierre-Yves Tenn and Andrew Lyons plan to deliver a considerable difference and approach to FAR shareholders. They are committed to the Company's success which should result in considerable growth to share price and maximize The Company's robust portfolio of assets.

As Shareholders of FAR , the Concerned Shareholders' interests are aligned with yours. The Nominees plan to lead and move the direction of the company forward in the following three initial steps:

**1 - URGENCY AND ACTION** - On the Lithium assets, Scott, Pierre and Andrew, The Nominees, plan to immediately meet with the FAR team of geologists and technical experts and implement a meaningful work program for the remainder of 2021 and into 2022. Some of those plans have already started and budgets allocated by Dr. Mark Fedikow when \$300,000 was awarded by The Manitoba Mineral Development Fund's ("MMDF") Grant with some exploratory work already commenced on the Jean Lake Property. Mr. Taylor commits to being on site personally to ensure the program is executed on time and on budget on both Zoro and Jean Lake for 2021/22. Scott Taylor plans also include an immediate on-site visit to the Winston Gold/Silver Property in New Mexico in person and find out why the drill program has been delayed for over a year, and subsequently fund and execute a meaningful drill program in an expedient timeframe.

**2 - TRANSPARENCY AND MARKETING-** Communication with the market is critical in creating and maintaining investor confidence. The Nominees will utilize multiple techniques to re-engage with and respect current and historical shareholders as well as create visibility in the market for new investors with bi-monthly podcasts, inclusion in radio shows, online videos, all social media platforms, conducting road shows to provide transparency and methodical progress on asset development thereby boosting confidence and capitalization.

**3 - DELIVER WORKING CAPITAL -** Diligently engage with strategic and institutional investors both domestically and internationally to deliver the working capital necessary for exploration, drilling, and asset development on each of the Company’s assets. Where appropriate, we will engage in joint ventures or strategic alliances to access strategic capital and long-term investors who require battery grade lithium hydroxide thereby significantly increasing the value of the company’s lithium assets.



**1. URGENCY AND ACTION**

**Lithium Properties - Advancement of Zoro, Hidden Lakes, and Jean Lake Assets**

If elected, Scott and the Nominees plan to fully engage and collaborate with the highly talented and experienced technical team led by Dr. Mark Fedikow and Lindsay Bottomer at FAR immediately upon commencement. Realizing the importance of the battery metals market and the huge explosion of the Renewable and Green Energy Markets, their focus will be on lithium and the development of the Company’s Zoro, Hidden Lake, and Jean Lake assets.

The Nominees plans for the lithium properties include four (4) actionable items within the first year in their roles if elected and will include:

1. Move Forward and begin drill programs on Zoro and Jean Lake in Manitoba Winter 2021/Spring 2022. Scott, Pierre, and Andrew were very excited to hear about the \$300,000 MMDF grant recently awarded from the Province of Manitoba and will confer with Dr. Mark Fedikow and the allocated budget thus far, and how to best deploy the remainder of the grant most effectively.



2. Review and revisit Hidden Lakes Lithium Property in the NWT. Further, the Nominees plan to explore strategic investment on this asset
3. Form strategic partnerships with both domestic and international battery manufacturers who consume battery grade lithium hydroxide. The goal is to capitalize the company to fund immediate and aggressive exploration and resource delineation with strategically aligned long-term investors who have a vested interest aligned with the Company.
4. Leverage Pierre-Yve Tenne's years of experience working in Asia with private and government organizations in order to secure investments and offtake agreements for the future production of lithium to develop FAR's assets.

Scott realizes that providing inaccurate information in press releases without review from the Company's internal technical team was an unforced error that significantly harmed shareholders. He will implement a new policy immediately for news releases and corporate communications that all information will be reviewed by a qualified person and geologist in the company before it's disseminated into the public markets.

## **WINSTON GOLD AND SILVER PROPERTY - NEW MEXICO**

Unlike current management, Scott Taylor plans to meet with Dr. Feinstein in New Mexico, FAR Geologist, and immediately work through any issues that may have prevented the drill program from commencing. Exploration on The Winston Gold/Silver Program started a year ago and like any shareholder, Scott wants to get the drills turning expeditiously and work with Dr. Feinstein on-site to achieve the desired results.

Scott's background working within Canada, the United States, as well as all over the world in the last 18 years in the Oil and Gas Industry provided him the luxury of having built some great relationships with reputable drill and many technical service companies in his personal network. Scott, with an easy phone-call can access some of his professional associates that own drilling, logistical support, water transport, and high-tech geophysical companies. Scott is certain that diamond-core 4" inch drill rigs can be on-site within weeks as required. The oilfield operates 24-7-365 days a year, and the industry requires a continual sense of urgency and a requirement to perform on time, to budget and specification.

Scott, Pierre, and Andrew's commitment to shareholders is to ensure there are no further delays and to communicate in a news release when the drilling will start with exact dates and clear actionable items. Scott will put to an end the previous practice of meaningless news releases without any clear actionable items, timelines, or clearly articulated value driven objectives. Scott commits to physically being present on site and ensuring the operations are executed in a timely manner to plan, and on budget.

## **2. TRANSPARENCY AND MARKETING**

If FAR did any marketing over the last year, it was very minimal, as there was no presence and it was not visible to the market. Scott, and the rest of the Nominees, believe in a very different approach. They believe in a broad presence and enhanced visibility for FAR. Scott is used to delivering high impact presentations to large corporations and is very familiar with the most advanced diagnostic geophysical technologies. Scott is routinely an invited presenter to the most prestigious oil & gas technology forums and is a recognized industry thought leader. Scott intends to use these skills to methodically and aggressively boost the visibility of the Company in a professional and technically credible manner.

Some of the marketing programs shareholders should expect will look follows:

1. **Podcast.** - Bi-monthly podcast to keep shareholders informed. This may include video imagery when any of the nominees may be on-site at projects providing shareholders progress; could include

drone footage of exploration or drilling of projects questions and answer periods for shareholders to participate as well as have featured guest segments.

2. **Network opportunity** - The Nominees will attend all network opportunities, virtual and in person to expand FAR reach in the mining industry, critical minerals, green energy, battery, lithium, battery technology, etc.; The goal is to expand FAR share of voice and opportunities.
3. **Digital Marketing Landscape** - Scott believes in investing marketing dollars where today's investors are spending their time moving forward. Shareholders should expect more online presence to expand FAR's footprint as the Nominees want to attract new investors but also change current brand perception. Nominees feel confidence in the Company is at an all time low and changing that perception and providing trust, will increase shareholder value.
4. **Radio Investment Talk Show** - There are current radio investment talk shows that are specific to green energy and lithium that may be an excellent environment to further FAR's exposure.
5. **Current Marketing Trends** - The Current nominees want to be on top of current investment and marketing trends and ensure FAR is "ahead of the curve" and not "follow".

Pierre-Yves Tenn will also bring the international strategic Asian lithium manufacturing community to FAR's backyard. As he is multilingual he has years of experience marketing in Asian markets, speaking to international investors, attending international trade shows and updating all investor media kits in multi-languages.

Scott Taylor has noticed feedback regarding shareholder's inability to get in touch with management and will implement new protocols when he takes over as new CEO and President. He is committed to be responsive to all shareholders within 48 hours to all queries via email or phone. Non responsiveness is not an option.

### **3. DELIVER WORKING CAPITAL**

The Nominees have deep industry connections and contacts within the capital markets in Canada and internationally. They plan to build a new stable base of long-term shareholders by systematically engaging and presenting to the institutional base that is focused on lithium and precious metals. Pierre-Yves Tenn's many years of working and living in Asia will provide the resources and contacts to attract foreign delegates and investment interest in the company's exploration and mining assets, particularly lithium and the associated battery metals industry. Scott, Pierre and Andrew are extremely confident they will deliver the work programs on the assets in a timely manner and the treasury will be well funded.

#### **The Concerned Shareholders Have Ensured ALL SHAREHOLDERS Interests are Aligned with Their Nominees**

Scott Taylor, Pierre-Yves Tenn and Andrew Lyons (the "Nominees") are committed to move FAR forward by executing a comprehensive exploration program designed to produce meaningful results and create shareholder value for all FAR stakeholders. The Concerned Shareholders believe that the Nominees individually and collectively possess the experience and skills required to create a business plan focused on value creation and begin exploration on all the company's assets. It is this execution and value creation that will unlock the company's full potential and restore shareholder confidence. Time is a luxury in short supply at FAR. The Concerned Shareholders Nominees intend to move swiftly, and shareholders can take confidence in knowing that meaningful, progressive change will commence immediately upon the election of the Concerned Shareholders Nominees. Given their individual and collective experience and skills, the Concerned Shareholders believe the Nominees will lead FAR forward and deliver maximum long-term value to shareholders.

For further information on the Shareholder Nominees, see “Matters to be Acted Upon at the Meeting – Election of Directors” in this Circular.



If you have any questions or require any assistance in executing your proxy or voting instruction form, please call Gryphon Advisors Inc. at:

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## QUORUM & MAJORITY TO PASS RESOLUTIONS

FAR’s Articles provide that a quorum for the transaction of business at Meeting shall be two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to vote at the Meeting must be present at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Company will reschedule the Meeting.

In conformity with the *Business Corporations Act* (British Columbia), a majority of the votes cast by shareholders on a question at the Meeting is required to pass an ordinary resolution unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required.

## MATTERS TO BE ACTED UPON

### A. **Fixing the Number of Directors at Four (4)**

Based on FAR’s management information circular (the “**Management Circular**”) dated as at November 8, 2021, the Concerned Shareholders understand that the shareholders of FAR will be asked at the Meeting by management to consider an ordinary resolution to fix the number of Directors of FAR for the ensuing year at four (4). **At the Meeting, the Concerned Shareholders will ask the shareholders of FAR to vote AGAINST fixing the number of Directors at four (4).**

*The Concerned Shareholders recommend that the shareholders vote, and the persons named as proxyholder in the accompanying **GOLD** form of proxy intend to vote, **AGAINST** the resolution to set the number of Directors for FAR for the ensuing year at four (4).*

### B. **Fixing the Number of Directors at Three (3)**

At the Meeting, the Concerned Shareholders will ask the shareholders of FAR to pass an ordinary resolution to fix the number of Directors of FAR for the ensuing year at three (3).

*The Concerned Shareholders recommend that the shareholders vote, and the persons named as proxyholder in the accompanying **GOLD** form of proxy intend to vote, **FOR** the resolution to set the number of Directors for FAR for the ensuing year at three (3).*

### C. **Election of Directors: The Nominee Slate**

The Concerned Shareholders will nominate the three (3) individuals (collectively, the “**Nominee Slate**”) listed in the table below for election as Directors of FAR for the ensuing year. Each elected Director of

FAR will hold office until the next annual general meeting of the shareholders of FAR or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) and the constating documents of FAR.

The Shareholder Nominees are aligned with the interests of the Shareholders and collectively have the required mining, capital markets and corporate governance experience to guide FAR Resources forward. The Shareholder Nominees will act in the best interests of Shareholders and maximize Shareholder value.

***The Concerned Shareholders recommends that the shareholders vote FOR, and the persons named as proxyholder in the accompanying GOLD form of proxy intend to vote FOR, each resolution to elect or appoint a member of the Nominee Slate as a Director of FAR for the ensuing year.***

If there are more nominees for election as Directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

*Information Regarding Members of the Nominee Slate*

The information provided below is given as October 12, 2021, being the record date set by FAR’s board of directors for the Meeting (the “**Record Date**”), unless otherwise specified. The table below sets forth: (1) the name, age, business address and residence address of each member of the Nominee Slate; (2) the principal occupation or employment of each member of the Nominee Slate; (3) the citizenship of each member of the Nominee Slate; (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 member of the Nominee Slate as of the Record Date and (5) such other information as is required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) or applicable securities laws:

<b>Name and Age</b>	<b>Business Address and Residential Address</b>	<b>Current Principal Occupation or Employment and Principal Occupation or Employment within the Five Preceding Years</b>	<b>Number of FAR Common Shares Owned or Controlled<sup>(1)</sup></b>	<b>Position with the Company, Proposed Office and Term</b>
<b>Andrew Lyons</b> <b>Age:</b> 55 <b>Citizenship:</b> Canadian	<b>Business Address:</b> 716 – 518 Moberly Road Vancouver, British Columbia V5Z4G3, Canada <b>Residential Address:</b> 716 – 518 Moberly Road Vancouver, British Columbia V5Z4G3, Canada	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.	25,000	Proposed director Upon appointment at the Meeting he will serve as a director for a term expiring at the next annual general meeting.

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>Scott Taylor</b> Age: 41 Citizenship: Canadian</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>	515,000 <sup>(2)</sup>	<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>
<p><b>Pierre Yves Tenn</b> Age: 51 Citizenship: Canadian</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 focusing 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>	Nil	<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 affiliates) 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 member of the Nominee Slate 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 member of the Nominee Slate will hold office until the close of the next annual general meeting of shareholders or until his or her successor is elected or appointed, unless his office is earlier vacated. If elected, each of the member of the Nominee Slate intends 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 election.

All of the members of the Nominee Slate 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 Nominee Slate subsequent to the election of the Nominee Slate, 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*.

Brief background information on the members of the Nominee Slate is as follows:

**Andrew Lyons, Age 55:** 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.

**Scott Taylor, Age 41:** 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.

Mr. Taylor is also the co-owner of Universal Seismic PTE Ltd., a real-time analytics technology development company based in Singapore.

**Pierre Yves Tenn, Age 51:** Mr. Tenn’s primary occupation is currently a self-employed business consultant focusing on cross-border investments and Asian/Canadian business development opportunities.

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.

**As you will see, the Nominee Slate not only bring years of experience and expertise, but they are also extremely knowledgeable of the industry and understand what it means to be a director of a public company. They understand what their fiduciary duties are and will always put FAR first.**

*Cease Trade Orders, Corporate and Personal Bankruptcies*

For purposes of the disclosure in this section, an “order” means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and which, for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to the Directors or executive officers of the relevant company that was in effect for a period of more than 30 consecutive days.

None of the members of the Nominee Slate (herein, a “proposed Director”), including any personal holding company of a proposed Director:

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

Penalties and Sanctions

None of the proposed Directors, including any persona holding company of a proposed Director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

**D. Re-Appointment of Auditor**

Based on the Management Circular, the Concerned Shareholders understands that the shareholders of FAR will be asked at the Meeting to consider an ordinary resolution to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the Directors to fix their remuneration.

***The Concerned Shareholders recommends that the shareholders vote FOR, and the persons named as proxyholder in the accompanying GOLD form of proxy intend to vote FOR, a resolution to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the Directors to fix their remuneration.***

### **E. Re-Approval of 10% Rolling Stock Option Plan**

Based on information provided in the Management Circular, the Concerned Shareholders understands that the shareholders of FAR will be asked at the Meeting to re-approve FAR's 10% rolling stock option plan originally approved by FAR's shareholders on December 19, 2018 (the "**Option Plan**"). The following information regarding Option Plan has been taken from FAR's Management Circular:

"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:**

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;

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

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.”

***The Concerned Shareholders recommends that the shareholders vote FOR, and the persons named as proxyholder in the accompanying GOLD form of proxy intend to vote FOR the resolution to approve the Company's 10% rolling stock option plan, as set out in the Management Circular.***

**F. Other Matters to be Acted Upon**

As at the date of this Circular, the Concerned Shareholders know of no other matters to be presented for action at the Meeting. If, however, any other matters properly come before the Meeting, the persons named as proxyholder in the **GOLD** form of proxy solicited hereby will vote on such matters in accordance with his or her best judgment on the matter.

## **GENERAL PROXY INFORMATION**

**Notice to United States Shareholders**

This solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities Exchange Act of 1934*, as amended (the “U.S. Exchange Act”). Accordingly, such solicitation is made in the United States with respect to securities of a Canadian foreign private issuer in accordance with Canadian corporate and securities laws and this Circular has been prepared in accordance with disclosure requirements applicable in Canada. Shareholders of FAR in the United States should be aware that such requirements are different from those of the United States applicable to registration statements under the United States Securities Act of 1933, as amended, and proxy statements under the U.S. Exchange Act.

**Manner of Solicitation**

Proxies may be solicited by mail, telephone, fax/telecopier, internet and or other electronic means, and in person as well as by newspaper or other media advertising. The cost incurred in the preparation and mailing of this Circular and the solicitation will be borne directly by the Concerned Shareholders. If any solicitations are made by the Concerned Shareholders, they will only be made by or on behalf of the Concerned

Shareholders, who will receive no additional compensation for such solicitation.

The Concerned Shareholders have retained **Gryphon Advisors Inc.** (“Gryphon”) to assist in the solicitation of proxies for use at the Meeting. In connection with these services Gryphon are expected to receive a fee of approximately CAD \$110,000. Proxies may also be solicited personally or by telephone by the Concerned Shareholders. In the event that the Concerned Shareholders are successful, the Concerned Shareholders will seek reimbursement from FAR for their reasonable costs incurred in connection with this solicitation.



If you have any questions or require any assistance in executing your proxy or voting instruction form, please call Gryphon Advisors Inc. at:

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No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

#### **About the Concerned Shareholders**

**Mr. Scott Taylor of Highlands Ranch, Colorado, USA:** As of the Record Date, Mr. Taylor holds direct ownership and control over an aggregate of 515,000 common shares of the FAR, representing 0.32% of FAR’s issued and outstanding common shares.

**Mr. Jason Barnard of North Vancouver, British Columbia, Canada:** As of the Record Date, Mr. Barnard holds direct and indirect ownership and control over an aggregate of 10,827,000 common shares of FAR, representing 6.80% of FAR’s issued and outstanding common shares. Mr. Barnard also holds direct and indirect ownership over options to acquire up to 950,000 common shares of FAR (each, an “**Option**”), and warrants to acquire up to 9,896,000 common shares of FAR (each, a “**Warrant**”). Assuming the exercise of all Options and Warrants held directly and indirectly by Mr. Barnard, Mr. Barnard would hold an aggregate of 21,673,000 common shares of FAR, representing 13.62% of the then issued and outstanding common shares of FAR.

**Ms. Christina Barnard of North Vancouver, British Columbia, Canada:** As of the Record Date, Ms. Barnard holds direct ownership and control over an aggregate of 845,411 common shares of FAR, representing 0.53% of FAR’s issued and outstanding common shares. Ms. Barnard also holds direct ownership over 129,411 Warrants. Assuming the exercise of all Warrants held directly by Ms. Barnard, Ms. Barnard would hold an aggregate of 974,822 common shares of FAR, representing 0.61% of the then issued and outstanding common shares of FAR.

The Concerned Shareholders have determined that they are and have been working “jointly and in concert”, as that term is defined under applicable Canadian securities laws, with respect to their efforts to have Nominee Slate nominated at the Meeting, and the voting of the shares held by them at the Meeting once called. Combined, the Concerned Shareholders hold, directly and indirectly, an aggregate of 12,187,411 common shares of FAR representing approximately 7.66% of the issued and outstanding common shares of FAR as at the Record Date. Assuming exercise of all Options and Warrants held directly and indirectly by the Concerned Shareholders, the Concerned Shareholders would hold an aggregate of 23,162,822 common shares of FAR, representing an aggregate of 14.56% of the then issued and outstanding common shares of FAR.

#### **Appointment and Revocation of Proxies**

The persons named as proxyholder in the enclosed **GOLD** form of proxy are Scott Taylor or, failing him, Jason Barnard. You should carefully complete and sign your proxy in accordance with the instructions on the **GOLD** form of proxy in order to ensure that your proxy can be used at the Meeting.

**YOU MAY REVOKE A PROXY ALREADY GIVEN PURSUANT TO THE MANAGEMENT OF FAR’S SOLICITATION OF PROXIES BY COMPLETING, SIGNING AND DELIVERING THE ENCLOSED GOLD FORM OF PROXY.** The accompanying **GOLD** form of proxy revokes any and all prior proxies given by you in connection with the Meeting.

Your **GOLD** form of proxy should be voted in accordance with the voting instructions on the **GOLD** form of proxy **no later than 5:00 p.m. (Vancouver Time) on Tuesday, December 7, 2021, in order to be deposited with FAR’s registrar and transfer agent, Odyssey, in time to be used at the Meeting.**

If you have already given a proxy, you have the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy and may do so: (1) by delivering another properly executed form of proxy bearing a later date and depositing it in accordance with the instructions below at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof; (2) by depositing an instrument in writing revoking the proxy and properly executed by you or by your attorney authorized in writing, or, if the shareholder is a corporation, by a duly authorized officer or attorney of such corporation (a) at the registered office of FAR, #510 - 580 Hornby St., Vancouver, BC, V6C 3B6 Canada , at any time up to and including the business day immediately preceding the scheduled time of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof; or (3) in any other manner permitted by law.

**Time is short. In order to ensure that your proxy is received in time for FAR’s annual general meeting of shareholders to be held on Friday, December 10, 2021, we recommend that you vote in one of the following ways as soon as possible.**



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**Voting of Proxies and Exercise of Discretion by Proxyholders**

A shareholder may indicate the manner in which the persons named in the accompanying **GOLD** form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy on any ballot that may be called for. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter 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 proxyholder named in the accompanying **GOLD** form of proxy. It is intended that the proxyholders named in the accompanying **GOLD** form of proxy will in such circumstances vote the shares represented by the proxy in the manner indicated in this Circular.**

The accompanying **GOLD** form of proxy confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in this Circular and with respect to any other matters which may properly come before the Meeting. As of the date of this Circular, the Concerned Shareholders are not aware of any such amendments or variations, or any other matters that will be presented for action at the Meeting other than those referred to in this Circular. If, however, other matters that are not now known to the Concerned Shareholders properly come before the Meeting, then the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment.

**Advice to Beneficial Shareholders**

**INFORMATION IN THIS SECTION IS IMPORTANT TO MANY SHAREHOLDERS AS A SUBSTANTIAL NUMBER OF SHAREHOLDERS DO NOT HOLD THEIR SHARES IN THEIR OWN NAME.**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their shares in their own name (“Beneficial Shareholders”) are advised that only proxies from shareholders of record can be recognized and voted at the Meeting.** Beneficial Shareholders who complete and return an Instrument of Proxy must indicate thereon the person (usually a brokerage house) who holds their shares as registered shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The form of proxy supplied to Beneficial Shareholders may be identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder.

If shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those shares will not be registered in such Beneficial Shareholder’s name in the securities register of FAR. Such shares will more likely be registered in the name of the broker or agent of that broker. In Canada, the vast majority of such shares are registered in the name of “CDS & Co.,” the registration name of The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms. Such shares can only be voted by brokers, agents or nominees, and can only be voted by them upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The Concerned Shareholders do not know for whose benefit the shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Concerned Shareholders have distributed copies of this Circular and the **GOLD** form of proxy to the clearing agencies and intermediaries for onward distribution to Beneficial Shareholders. Applicable regulatory policies

require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting materials.

Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically provides their own Voting Instruction Form ("**VIF**"), mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return VIFs to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that VIF to vote shares directly at the Meeting - the VIF must be voted by telephone or on the internet or mailed or faxed to Broadridge and received no later than Tuesday, December 7 at 5:00 p.m. (Vancouver Time) in order to have the shares voted.**

This Circular and accompanying **GOLD** form of proxy are being sent to both registered and non-registered owners of the shares of FAR. If you are a non-registered owner and the Concerned Shareholders has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

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

All references to shareholders in this Circular and the accompanying **GOLD** form of proxy are to registered shareholders unless specifically stated otherwise.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

### **Record Date**

Based on the Management Circular, the close of business on October 12, 2021, has been set as the record date (the "**Record Date**") for the Meeting. Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of common shareholders entitled to vote at the Meeting prepared as at the Record Date. **See also "General Proxy Information – Advice to Beneficial Shareholders".**

### **Authorized and Issued Voting Shares**

Based on the Management Circular, FAR's authorized voting shares consist of an unlimited number of common shares, of which 159,110,539 common shares were issued and outstanding on the Record Date.

### **Principal Holders of Voting Shares**

Based on a review of the SEDI (System for Electronic Disclosure by Insiders) website on the Record Date and as at the date of this Circular, to the knowledge of the Concerned Shareholders, no persons or companies beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of FAR.

Notwithstanding the foregoing, Mr. Jason Barnard, beneficially owns, or controls or directs, directly or indirectly, 10,827,000 common shares of FAR, 950,000 Options, and 9,896,000 Warrants. Assuming exercise of all Options and Warrants held directly and indirectly by Mr. Barnard, Mr. Barnard would hold an aggregate of 21,673,000 common shares of FAR, representing an aggregate of 13.62% of the then issued and outstanding common shares of FAR. In addition, Mr. Jason Barnard has determined that he and the other Concerned Shareholders are and have been working “jointly and in concert”, as that term is defined under applicable Canadian securities laws, with respect to their efforts to have Nominee Slate nominated at the Meeting, and the voting of the shares held by them at the Meeting once called. Combined, the Concerned Shareholders hold, directly and indirectly, an aggregate of 12,187,411 common shares of FAR representing approximately 7.66% of the issued and outstanding common shares of FAR as at the Record Date. Assuming exercise of all Options and Warrants held directly and indirectly by the Concerned Shareholders, the Concerned Shareholders would hold an aggregate of 23,162,822 common shares of FAR, representing an aggregate of 14.56% of the then issued and outstanding common shares of FAR.

## **ADDITIONAL INFORMATION**

### **Executive Compensation**

As the information relating to executive compensation of FAR’s executives is not independently known by the Concerned Shareholders, the Concerned Shareholders refer shareholders to the Statement of Executive Compensation provided in the Management Circular, a copy of which is available under FAR’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Securities Authorized for Issuance under Equity Compensation Plans**

As the information relating to securities authorized for issuance under FAR’s Equity Compensation Plans is not independently known by the Concerned Shareholders, the Concerned Shareholders refer shareholders to the information concerning securities authorized for issuance under FAR’s Equity Compensation Plans provided in the Management Circular, a copy of which is available under FAR’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Indebtedness to the Corporation**

As at the date hereof and at any time since the beginning of the most recently completed financial year of the Corporation, none of the Concerned Shareholders, members of the Nominee Slate, or their respective associates (i) is or was indebted to the FAR or a subsidiary thereof, or (ii) is or was a person whose indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by FAR or a subsidiary thereof.

### **Material Interest in Material Transactions**

Other than as disclosed within this Circular, none of the Concerned Shareholders, members of the Nominee Slate, or their respective associates and affiliates, has any material interest, direct or indirect, (i) in any transaction since the commencement of the most recently completed financial year of Corporation, or (ii) in any proposed transaction, which in either case has materially affected or would materially affect FAR or any subsidiary thereof.

### **Interest in Matters to be Acted Upon**

Other than as disclosed within this Circular, none of the Concerned Shareholders, members of the Nominee Slate, or their respective associates and affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditors.

### **Management Contracts**

As the information relating to any management contracts of FAR or any of its subsidiaries is not independently known by the Concerned Shareholders, the Concerned Shareholders refer shareholders to

the information concerning management contracts provided in the Management Circular, a copy of which is available under FAR's SEDAR profile at [www.sedar.com](http://www.sedar.com) .

#### **Audit Committee**

As the information relating to FAR's audit committee is not independently known by the Concerned Shareholders, the Concerned Shareholders refer shareholders to the information concerning FAR's audit committee provided in the Management Circular, a copy of which is available under FAR's SEDAR profile at [www.sedar.com](http://www.sedar.com).

It is expected that upon the election of the Nominee Slate, the audit committee will be comprised of the Nominee Slate: Andrew Lyons, Scott Taylor and Pierre Yves Tenn. Messrs. Lyons and Tenn are considered "independent" as that term is defined in applicable securities legislation. Following the Meeting, it is the Nominee Slate's intention to appoint Mr. Taylor as FAR's chief executive officer, and at such time 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*.

All three current audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements and are therefore considered "financially literate".

All of Nominee Slate are businesspersons with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

#### **Additional Information Concerning the Meeting**

Additional information relating to FAR and the Meeting is set forth in the Management Circular, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of FAR's financial statements and Management Discussion and Analysis for its most recently completed financial year is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **APPROVAL OF CIRCULAR**

Information contained herein, unless otherwise indicated, is given as of the date hereof. The contents and sending of this Circular has been approved by Scott Taylor on behalf of the Concerned Shareholders.

November 17, 2021.

(signed) "*Scott Taylor*"

**Scott Taylor**

**HOW TO CAST YOUR VOTE TO PROTECT YOUR INVESTMENT  
IN YOUR COMPANY**

Your investment is at risk and we urge you to protect it by not allowing a self-serving management group to continue to destroy value in your Company.

Vote only the **GOLD** form of proxy today or no later than 5:00 p.m. (Vancouver Time) on Tuesday, December 7, 2021.

Time is short. In order to ensure that your proxy is received in time for FAR Resources' annual general meeting of shareholders to be held on Friday, December 10, 2021, we recommend that you vote in one of the following ways as soon as possible.

VOTING METHOD	BENEFICIAL SHAREHOLDERS If your Shares are held with a broker, bank or other intermediary	REGISTERED SHAREHOLDERS If your Shares are held in your name and represented by a physical certificate
<b>INTERNET</b>	Visit <a href="http://www.proxyvote.com">www.proxyvote.com</a> and enter your 16-digit control number located on the enclosed <b><u>GOLD</u></b> voting instruction form.	Complete, sign and date your <b><u>GOLD</u></b> form of proxy. Scan both sides of the proxy and return it by email to: <a href="mailto:inquiries@gryphonadvisors.ca">inquiries@gryphonadvisors.ca</a>
<b>TELEPHONE</b>	<b>Canada: Call 1.800.474.7493</b> <b>U.S.: Call 1.800.454.8683</b>  and provide your 16-digit control number located on the enclosed <b><u>GOLD</u></b> voting instruction form.	<b>Within North America:</b> <b>1.833.292.5847</b> (Toll-free)  <b>Outside North America:</b> <b>1.416.902.5565</b> (Collect calls accepted)
<b>FACSIMILE</b>	<b>Canada:</b> Fax your <b><u>GOLD</u></b> voting instruction form to <b>905.507.7793</b> or toll free to <b>1.866.623.5305</b> that your vote is received before the deadline.  <b>U.S.: N/A</b>	<b>Within North America:</b> Fax your <b><u>GOLD</u></b> form of proxy toll free to <b>1.877.218.5372</b> to ensure that your vote is received before the deadline.  <b>Outside North America:</b> Fax your <b><u>GOLD</u></b> form of proxy to <b>1.416.214.3224</b> in order to ensure that your vote is received before the deadline.
<b>MAIL</b>	Mail your <b><u>GOLD</u></b> voting instruction form using reply envelope provided.	Mail your <b><u>GOLD</u></b> form of proxy using reply envelope provided.



If you have any questions or require any assistance in executing your proxy or voting instruction form, please call Gryphon Advisors Inc. at:

**North American Toll-Free Number:** 1.833.292.5847  
**Outside North America, Banks, Brokers and Collect Calls:** 416.902.5565  
**Email:** [inquiries@gryphonadvisors.ca](mailto:inquiries@gryphonadvisors.ca)  
**North American Toll-Free Facsimile:** 1.877.218.5372

**For up-to-date information and assistance in voting please visit:** [www.Farbetterforall.com](http://www.Farbetterforall.com)



# THE CURRENT BOARD'S MANY FAILINGS AND DECEPTIONS ARE DESTROYING SHAREHOLDER VALUE.



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