

GREENHAWK RESOURCES INC.

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
WITH RESPECT TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO BE HELD ON

TUESDAY, AUGUST 2, 2022 AT 10:00 A.M. (TORONTO TIME)

AT

**22 ADELAIDE STREET WEST, SUITE 2020
TORONTO, ONTARIO M5H 4E3**

Dated June 30, 2022

GREENHAWK RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Greenhawk Resources Inc. (the “**Corporation**”) will be held at the offices of the Corporation, 22 Adelaide Street West, Suite 2020, Toronto, ON M5H 4E3 on August 2, 2022 at 10:00 a.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2021 and the report of the auditors thereon;
2. to appoint Dale Matheson Carr-Hilton LaBonte LLP as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix their remuneration.
3. to elect the directors of the Corporation for the ensuing year; and
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is June 28, 2022 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

As a result of the COVID-19 pandemic, the Corporation asks that Shareholders follow the current instructions and recommendations of federal, provincial and local health authorities when considering attending the Meeting. While it is not known what the situation with COVID-19 will be on the date of the Meeting, the Corporation will adhere to all government and public health authority recommendations and restrictions in order to support efforts to reduce the impact and spread of COVID-19. As such, in order to mitigate potential risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Corporation is urging all Shareholders to vote by proxy in advance of the Meeting and not to attend the Meeting in person unless at the date of the Meeting no social distancing recommendations or restrictions remain in effect. The Corporation will follow the guidance and orders of government and public health authorities in that regard, including those restricting the size of public gatherings. In order to adhere to all government and public health authority recommendations, the Corporation notes that the Meeting will be limited to only the legal requirements for shareholder meetings and guests will not be permitted entrance unless legally required.

Rather than attending in person, the Corporation encourages Shareholders to vote by proxy in advance of the Meeting and then access the Meeting by dialing in to our conference line at: +1 (785) 424-1699 (Canada - Toll Free) / International) or +1 (800) 343-4849 (U.S. – Toll Free), followed by the Conference ID 8222. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location.

Shareholders CANNOT vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.

Voting

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be:

- voted by Internet at www.tsxtrust.com/vote-proxy, or

- mailed to TSX Trust Company, P.O. Box 721, Agincourt, ON, M1S 0A1, or
- faxed to 1-416-368-2502 or toll free in Canada and United States to 1-866-781-3111, or
- scanned and emailed to proxyvote@tmx.com

prior to the proxy deadline, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

DATED June 30, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Greg McKenzie”

Greg McKenzie
Chairman and Chief Executive Officer

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This management information circular (this “Circular”) is furnished in connection with the solicitation of proxies by the management of Greenhawk Resources Inc. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Corporation to be held at the offices of the Corporation, 22 Adelaide Street West, Suite 2020, Toronto, Ontario M5H 4E3 on August 2, 2022 at 10:00 a.m. (Toronto time) for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders. References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the “Board”) has fixed the close of business on June 28, 2022 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the “Record Date”). Registered Shareholders may vote by Internet, mail, fax, or email.

If you wish to vote by Internet, go to www.tsxtrust.com/vote-proxy and cast your vote online.

If you wish to vote by mail, your duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, TSX Trust Company (“TSX Trust”), at the following address:

TSX Trust Company
P.O. Box 721
Agincourt, ON, M1S 0A1

Registered Shareholders may alternatively fax their duly completed and executed proxy to 1-416-368-2502 or toll free in Canada and United States to 1-866-781-3111, or scan and email their proxy to proxyvote@tmx.com.

All proxies must be received by TSX Trust not later than 10:00 a.m. (Toronto time) on July 29, 2022, or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for any adjournments or postponements of the Meeting.

Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in this Circular under the heading “*Voting by Non-Registered Shareholders*”.

As a result of the COVID-19 pandemic, the Corporation asks that Shareholders follow the current instructions and recommendations of federal, provincial and local health authorities when considering attending the Meeting. While it is not known what the situation with COVID-19 will be on the date of the Meeting, the Corporation will adhere to all government and public health authority recommendations and restrictions in order to support efforts to reduce the impact and spread of COVID-19. As such, in order to mitigate potential risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Corporation is urging all Shareholders to vote by proxy in advance of the Meeting and not to attend the Meeting in person unless at the date of the Meeting no social distancing recommendations or restrictions remain in effect. The Corporation will follow the guidance and orders of government and public health authorities in that regard, including those restricting the size of public gatherings. In order to adhere to all government and public health authority recommendations, the Corporation notes that the Meeting will be limited to only the legal requirements for shareholder meetings and guests will not be permitted entrance unless legally required.

Rather than attending in person, the Corporation encourages Shareholders to vote by proxy in advance of the Meeting and then access the Meeting by dialing in to our conference line at: +1 (785) 424-1699 (Canada - Toll Free) / International) or +1 (800) 343-4849 (U.S. – Toll Free), followed by the Conference ID 8222. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders

will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of June 30, 2022.

Voting of Proxies

The common shares in the capital stock of the Corporation (“**Common Shares**”) represented by the accompanying form of proxy (if same is properly executed and is received at the offices of TSX Trust at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual General Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

How to Vote – Registered Shareholders

By Proxy

1. On the internet at www.tsxtrust.com/vote-proxy
2. By mail to TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1
3. By fax to 1-416-368-2502 or toll free in Canada and United States to 1-866-781-3111
4. By email to proxyvote@tmx.com
5. You may appoint another person or company as your proxyholder to go to the Meeting and vote your Common Shares for you. This person does not have to be a Shareholder but must attend the Meeting.

The in-person vote at the Meeting may be conducted by show of hands or by ballot.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of TSX Trust, at the address provided in this Circular, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of TSX Trust, P.O. Box 721, Agincourt, Ontario, M1S 0A1;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with TSX Trust at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Annual General Meeting of Shareholders, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders. The Corporation intends to pay for the delivery of the Meeting Materials to objecting Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy,

properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or

- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust at the address provided in this Circular.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

How to Vote – Beneficial Shareholders

By voting instruction form

1. Your nominee is required to ask for your voting instructions before the Meeting, and you should contact your nominee if you did not receive a request for voting instructions or a proxy form with this Circular.
2. As noted above, in most cases, you will receive a voting instruction form from your nominee, and you should provide your voting instructions in accordance with the directions on the form.
3. Less frequently, you will receive a proxy form signed by the nominee that is restricted as to the number of Common Shares beneficially owned by you but is otherwise incomplete. If you receive a proxy form, you should complete and return it in accordance with the directions on the proxy form to: Greenhawk Resources Inc., c/o TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1; or by fax to: 1-416-368-2502 or toll free in Canada and United States to 1-866-781-3111; or by email to: proxyvote@tmx.com.
4. To be valid for use at the Meeting, voting instruction forms and proxies must be received before 10:00 a.m. (Toronto time), July 29, 2022.

In person at the Meeting

1. The Corporation does not have access to the names or holdings of “objecting beneficial” owners of Common Shares.
2. Beneficial Shareholders can only vote their Common Shares in person at the Meeting if appointed as the proxyholder (you can do this by printing your name in the space provided on the voting instruction form provided by your nominee and submitting and returning it as directed on the form).
3. If appointed as proxyholder, a beneficial Shareholder will be asked to register his or her attendance at the Meeting and may vote at the Meeting on votes conducted by show of hands or by ballot.

We encourage Shareholders to not attend the Meeting in person due to risks related to COVID-19. We highly recommend Shareholders vote their Common Shares prior to the Meeting. Shareholders will be unable to vote their Common Shares at the Meeting if attending via telephone.

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

Other than as disclosed in this Circular, no director or executive officer of the Corporation who has held such position at any time since January 1, 2021, no proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, 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.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the Record Date, there are 86,199,162 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote at the Meeting in person the Common Shares held by them or, provided a completed and executed proxy shall have been received by the Corporation’s transfer agent, TSX Trust, within the time specified in the attached Notice of Annual General Meeting of Shareholders, to attend and to vote at the Meeting by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

Name of Shareholder	Number of Common Shares⁽¹⁾⁽²⁾	Percentage of Common Shares⁽¹⁾⁽²⁾
Greg McKenzie	15,500,000	17.9%
Thomas English	11,339,000	13.1%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the relevant shareholder.
- (2) On a non-diluted basis.

EXECUTIVE COMPENSATION

This statement of executive compensation is made pursuant to National Instrument 51-102 “*Continuous Disclosure*” of the Canadian Securities Administrators (“**NI 51-102**”) and reflects the requirements set forth in Form 51-102F6V thereof.

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer (“**NEO**”) of the Corporation means each of the following individuals:

- (a) a chief executive officer (“**CEO**”) of the Corporation;
- (b) a chief financial officer (“**CFO**”) of the Corporation; and
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

In respect of the Corporation’s financial year ended December 31, 2021, the NEOs of the Corporation were: Greg McKenzie, Chairman, Chief Executive Officer and a Director of the Corporation, Carmelo Marrelli, the Chief Financial Officer of the Corporation, John Kennedy FitzGerald, the former Chief Executive Officer and a former Director of the Corporation, and Joshua Lebovic, the former Chief Financial Officer of the Corporation.

Summary Compensation Table

The following tables provides information for the financial years ended December 31, 2021 and December 31, 2020, regarding compensation earned by each of the NEOs and non-executive Directors of the Corporation:

Name and principal position	Year Ended December 31	Salary, consulting fee, retainer or commission (\$) ⁽¹⁾	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Greg McKenzie <i>Chairman, CEO and Director</i> ⁽¹⁾⁽³⁾	2021	188,938	175,000	-	-	-	363,938
	2020	—	—	—	—	—	—
Carmelo Marrelli <i>Chief Financial Officer</i> ⁽²⁾⁽³⁾	2021	—	—	—	—	29,693	29,693
	2020	—	—	—	—	—	—
John Kennedy FitzGerald <i>Former President, CEO and Director</i> ⁽³⁾⁽⁴⁾⁽⁵⁾	2021	323,061	—	—	—	—	323,061
	2020	203,092 ⁽³⁾	Nil	Nil	Nil	187,500	390,592
Joshua Lebovic <i>Former CFO</i> ⁽³⁾⁽⁶⁾	2021	130,192	—	—	—	—	130,192
	2020	121,041	Nil	Nil	Nil	159,000	280,041
Tom English <i>Director</i>	2021	40,000	—	—	—	—	40,000
	2020	Nil	Nil	34,000	Nil	Nil	34,000
Dwayne Melrose <i>Director</i> ⁽⁷⁾	2021	—	—	—	—	—	—
	2020	—	—	—	—	—	—
William Randall <i>Director</i> ⁽⁸⁾	2021	—	—	—	—	—	—
	2020	—	—	—	—	—	—
Dale Johnson <i>Former Director</i> ⁽⁹⁾	2021	8,500	—	—	—	—	8,500
	2020	—	—	34,000	—	—	—
Robert Shiffman <i>Former Director</i> ⁽¹⁰⁾	2021	—	—	—	—	—	—
	2020	—	—	—	—	—	—

Notes:

- (1) Mr. McKenzie was appointed as Chairman, CEO and director of the Corporation on May 28, 2021 to replace Mr. FitzGerald.
- (2) Mr. Marrelli was appointed as CFO of the Corporation on May 28, 2021 to replace Mr. Lebovic.
- (3) Compensation payable includes consulting fees received by private companies controlled by, Mr. Marrelli, Mr. FitzGerald and Mr. Lebovic. Mr. Marrelli’s fees consist of an aggregate of: (i) \$23,639 paid to Marrelli Support Services Inc. (“**MSSI**”) to provide the services of Carmelo Marrelli as CFO of the Corporation as well as for general accounting, financial reporting, and bookkeeping services, (ii) fees related to filing services provided by DSA Filing Services Limited (“**DSA Filing**”) in the amount of \$2,170, (iii) fees related to press release services provided by Marrelli Press Release Services Limited in the amount (“**Press Release**”) of \$384 and (iv) fees related to transfer agency services provided by DSA Corporate Services Inc. (“**DSA Corp.**”) in the amount of \$3,500 which were in addition to

the fees paid to MSSI. MSSI, DSA Filing, Press Release and Marrelli Trust are private services business controlled by the CFO of the Corporation.

- (4) Mr. FitzGerald resigned as CEO and Director of the Corporation on May 28, 2021. Mr. McKenzie was appointed as Chairman, CEO and director of the Corporation on May 28, 2021 to replace Mr. FitzGerald.
- (5) Mr. FitzGerald provided management services to the Company through FitzGerald Professional Corp.
- (6) Mr. Lebovic resigned as CFO of the Corporation on May 28, 2021. Mr. Marrelli was appointed as CFO of the Corporation on May 28, 2021 to replace Mr. Lebovic.
- (7) Mr. Melrose was appointed as director of the Corporation on May 28, 2021.
- (8) Mr. Randall was appointed as a director of the Corporation on May 28, 2021.
- (9) Mr. Johnson resigned as a director of the Corporation on August 4, 2021.
- (10) Mr. Shiffman was appointed as a director of the Corporation on May 28, 2021 and resigned from such position on December 8, 2021.

External Management Companies

To the best knowledge of the directors and officers of the Corporation, management functions of the Corporation are not, to any substantial degree, performed by a person other than the directors and executive officers of the Corporation.

Stock Options and Other Compensation Securities

During the Corporation's financial year ended December 31, 2021, the following compensation securities were issued or granted to the NEOs and directors under the Corporation's long term incentive plan ("LTIP"), including the Corporation's stock option plan (the "Option Plan"), the deferred share unit plan, and the restricted share unit plan.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion, or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Greg McKenzie <i>Chairman, CEO and Director</i> ⁽¹⁾	Options	2,375,000	June 25, 2021	0.20	0.20	0.08	June 24, 2026
Carmelo Marrelli <i>Chief Financial Officer</i> ⁽²⁾	—	—	—	—	—	—	—
John Kennedy FitzGerald <i>Former President, CEO and Director</i> ⁽³⁾⁽⁴⁾	—	—	—	—	—	—	—
Joshua Lebovic <i>Former CFO</i> ⁽⁵⁾	—	—	—	—	—	—	—
Tom English <i>Director</i>	Options	875,000	June 25, 2021	0.20	0.20	0.08	June 24, 2026
Dwayne Melrose <i>Director</i> ⁽⁶⁾	Options	250,000	June 25, 2021	0.20	0.20	0.08	June 24, 2026
William Randall <i>Director</i> ⁽⁷⁾	Options	250,000	June 25, 2021	0.20	0.20	0.08	June 24, 2026

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion, or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Dale Johnson <i>Former Director</i> ⁽⁸⁾	—	—	—	—	—	—	—
Robert Shiffman <i>Former Director</i> ⁽⁹⁾	Options	250,000	June 25, 2021	0.20	0.20	0.08	June 24, 2026

Notes:

- (1) Mr. Greg McKenzie was appointed as Chairman, CEO and director of the Corporation on May 28 2021 to replace Mr. John Kennedy FitzGerald. Mr. McKenzie held in aggregate 2,375,000 Options at December 31, 2021, all of which vested on their grant date.
- (2) Mr. Carmelo Marrelli was appointed as CFO and Corporate Secretary of the Corporation on May 28, 2021 to replace Mr. Joshua Lebovic. Mr. Marrelli held no Options at December 31, 2021.
- (3) Mr. FitzGerald resigned as President, CEO and Director of the Corporation on May 28, 2021. Mr. FitzGerald held in aggregate 1,500,000 Options at December 31, 2021, each of which is vested and exercisable to acquire one Common Share at an exercise price of \$0.27 at any time prior to its expiry on October 20, 2025.
- (4) Mr. FitzGerald provided management services to the Company through Fitzgerald Professional Corp..
- (5) Mr. Lebovic resigned as CFO of the Corporation on May 28, 2021. Mr. Lebovic held in aggregate 100,000 Options at December 31, 2021, each of which is vested and exercisable to acquire one Common Share at an exercise price of \$0.27 at any time prior to its expiry on October 20, 2025.
- (6) Mr. Dwayne Melrose was appointed as director of the Corporation on May 28, 2021. 250,000 Options at December 31, 2021, all of which vested on their grant date. Mr. Dwayne William Randall was appointed as a director of the Corporation on May 28, 2021. Mr. Randall held in aggregate 250,000 Options at December 31, 2021, all of which vested on their grant date.
- (7) Mr. Johnson resigned as a director of the Corporation on August 4, 2021. Mr. Johnson held in aggregate 1,500,000 Options at December 31, 2021, each of which is vested and exercisable to acquire one Common Share at an exercise price of \$0.27 at any time prior to its expiry on October 20, 2025.
- (8) Mr. Shiffman was appointed as a director of the Corporation on May 28, 2021 and resigned from such position on December 8, 2021. Mr. Shiffman held in aggregate 250,000 Options at December 31, 2021, all of which vested on their grant date.

During the Corporation's financial year ended December 31, 2021, no compensation securities were exercised by the NEOs and directors under the Corporation's Option Plan.

Equity Incentive Plans

The Corporation believes that its long-term performance and increases in shareholder value are enhanced through an ownership culture that encourages performance by all employees, including executives, through the use of at-risk long-term incentives. The Corporation established the Option Plan to provide employees, including executive officers, with incentives to help align those employees' interests with the performance of the Corporation as reflected in the Common Share price.

The Corporation also has a deferred share unit plan and a performance and restricted share unit plan, which were approved by shareholders of the Corporation at the annual and special meeting of holders of common shares of the Corporation held on December 14, 2018. However, no grants have been made under either of these long-term incentive plans.

Descriptions of the material terms of each of the plans is set out below.

Stock Option Plan

The Corporation's Stock Option Plan permits the grant of stock options ("**Options**") to eligible employees, officers, directors and consultants of the Corporation or its subsidiaries as well as employees of a person or company which provides management services to the Corporation or its subsidiaries.

The principal features of the Stock Option Plan are summarized below.

Option Grants

The Stock Option Plan authorizes the board of the Corporation to grant Options. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of Options granted pursuant to the Stock Option Plan, from time to time are determined by the board of the Corporation at the time of the grant, subject to the defined parameters of the Stock Option Plan. The date of grant for the Options is the date the board of the Corporation approved the grant.

The directors may allocate up to a maximum of 10% of the issued and outstanding Common Shares for the issuance of Options. No single participant may be issued Options representing greater than 5% of the number of outstanding Common Shares in any 12-month period; and the number of Common Shares reserved for issuance in any 12-month period to any one consultant of the Corporation may not exceed 2% of the number of outstanding Common Shares.

The aggregate number of Options granted to persons employed in investor relations activities must not exceed 2% of the outstanding Common Shares in any 12-month period unless the CSE permits otherwise.

Exercise Price

The exercise price of any Option cannot be less than the greater of the closing market price of the Common Shares on the CSE for the trading day prior to the grant of the Option and the date of grant of the Option.

Exercise Period and Vesting

Options are exercisable for a period of time as determined by the board of the Corporation not to exceed the maximum term permitted by the CSE. Options may be earlier terminated in the event of death or termination of employment or appointment. The right to exercise an Option may be accelerated in the event of a "Change of Control" (as defined in the Stock Option Plan).

Vesting of Options is determined by the board of the Corporation, subject to any vesting restrictions imposed by the CSE. Options issued to consultants providing investor relations services must vest in stages over at least 12 months with no more than one quarter of the Options vesting in any three-month period.

Unless the board of the Corporation determines otherwise, Options held by or exercisable by a participant or a legal representative will, during the period prior to his or her termination, continue to vest in accordance with any vesting schedule to which such Options are subject.

Termination or Death

Generally, the Options expire 90 days from the date on which a participant ceases to be a director, officer, consultant, employee or management company employee of the Corporation.

If an optionee dies while employed by the Corporation, any Option held by him or her will be exercisable by the optionee's legal representatives for a period of 180 days or prior to the expiration of the Options (whichever is sooner).

If an optionee's employment is terminated by the Corporation by reason of disability, any options held by him or her will be exercisable by the optionee or his or her legal representative for a period of 180 days or prior to the expiration of the Options (whichever is sooner).

If an optionee is terminated for cause, the Options previously granted to the optionee will expire immediately.

Deferred Share Unit Plan

The purpose of the Deferred Share Unit Plan is to strengthen the alignment of interests between non-employee directors ("**Eligible Directors**") and the Shareholders by linking a portion or all of annual director compensation to the future value of the Common Shares. In addition, the Deferred Share Unit Plan is intended to advance the interests of the Corporation through the motivation, attraction and retention of directors of the Corporation, it being generally recognized that deferred share unit plans aid in attracting, retaining and encouraging director commitment and performance due to the opportunity offered to them to receive compensation in line with the value of the Common Shares.

The following is a summary of the Deferred Share Unit Plan and is qualified in its entirety by reference to the full text of the Deferred Share Unit Plan attached as Appendix "E" to the Management Information Circular of the Corporation dated and filed under the Corporation's profile on www.sedar.com.

The Deferred Share Unit Plan is administered by the Board or a committee of the Board (the "**Committee**") and the Committee will have full discretionary authority to administer the Deferred Share Unit Plan including the authority to interpret and construe any provision of the Deferred Share Unit Plan and to adopt, amend and rescind such rules and regulations for administering the Deferred Share Unit Plan as the Committee may deem necessary in order to comply with the requirements of the Deferred Share Unit Plan.

DSUs may be granted by the Corporation to Eligible Directors in lieu of a portion of the annual compensation payable to the Eligible Director in an applicable period (being a fiscal year or quarter of the Corporation, or any such other period selected by the Committee), excluding amounts received by an Eligible Director as a reimbursement for expenses incurred in attending meetings or otherwise performing his or her role as an Eligible Director (the "**Director's Remuneration**"). Eligible Directors to which DSUs have been issued are referred to herein as "**DSU Participants**".

The Committee may grant and issue to each Eligible Director on each issue date, as determined by the Committee (a "**DSU Issue Date**"), the aggregate of:

- (a) that number of DSUs having a value (such value being the "**Mandatory Entitlement**") equal to the percentage or portion of the Director's Remuneration payable to such Eligible Director for the applicable period required to be received in the form of DSUs as determined by the Board at the time of determination of the Director's Remuneration; and
- (b) that number of DSUs having a value (such value being the "**Elective Entitlement**") equal to the percentage or portion of the Director's Remuneration which is not payable to such Eligible Director for the applicable period pursuant to paragraph (a) that the Eligible Director has elected to receive in the form of DSUs.

The aggregate number of DSUs under paragraphs (a) and (b) will be calculated based on the sum of an Eligible Director's Mandatory Entitlement and Elective Entitlement (collectively, the "**Entitlement**") and the number of DSUs to be granted to an Eligible Director will be determined by dividing the Entitlement by the Market Value (as such term is defined in the Deferred Share Unit Plan) on the business day immediately preceding the DSU Issue Date.

Each DSU held by a DSU Participant who ceases to be an Eligible Director will be redeemed by the Corporation on the relevant date the DSU Participant ceases to be an Eligible Director (the "**Separation Date**") for a cash payment by the Corporation equal to the Market Value of a Common Share on the Separation Date multiplied by the number of DSUs held by the DSU Participant on the Separation Date or (provided the Deferred Share Unit Plan Resolution is approved at the Meeting) the issuance of one Common Share for each DSU, in the sole discretion of the Corporation, to be made to the DSU Participant on such date as the Corporation determines not later than 60 days after the Separation Date.

An Eligible Director will have the right to elect in each calendar year the manner in which the Eligible Director wishes to receive the Director's Remuneration (i.e., the Elective Entitlement), other than the portion fixed by the Board (i.e., the Mandatory Entitlement) in accordance with paragraph (a) (whether in cash, DSUs or a combination thereof). The Board may, from time to time, set such limits on the manner in which DSU Participants may receive their Director's

Remuneration and every election made by a DSU Participant's Acknowledgement and Election Form is subject to such limits once they are set.

The Deferred Share Unit Plan provides for the ability of the Corporation, at the discretion of the Board, to satisfy DSUs by the issuance of Common Shares from treasury on the basis of one Common Share for each DSU, subject to adjustment in certain circumstances.

In no event will the total number of Common Shares made available under all of the Corporation's Share Compensation Arrangements exceed 10% of the outstanding Common Shares. The maximum number of Common Shares made available for issuance under the Deferred Share Unit Plan and all other Share Compensation Arrangements shall be determined by the Board from time to time, but in any case, shall not exceed 10% of the Common Shares then issued and outstanding from time to time, subject to adjustments pursuant to the terms of the Deferred Share Unit Plan. The aggregate number of Common Shares issuable to insiders pursuant to the Deferred Share Unit Plan and all other Share Compensation Arrangements, at any time, shall not exceed 10% of the total number of Common Shares then outstanding. The aggregate number of Common Shares issued to insiders pursuant to the Deferred Share Unit Plan and all other Share Compensation Arrangements, within a one-year period, shall not exceed 10% of the total number of Common Shares then outstanding. The number of Common Shares then outstanding shall mean the number of Common Shares outstanding on a non-diluted basis immediately prior to the proposed grant of the applicable DSU.

If a dividend (other than stock dividend) is declared and paid by the Corporation on its Common Shares, a DSU Participant will be credited with additional DSUs in accordance with the Deferred Share Unit Plan.

The Board may from time to time in its discretion (without shareholder approval) amend, modify and change the provisions of the Deferred Share Unit Plan, except that any amendment, modification or change to the provisions of the Deferred Share Unit Plan which would:

- (a) increase the number of Common Shares or maximum percentage of Common Shares, other than by virtue of capital adjustments, which may be issued pursuant to the Deferred Share Unit Plan;
- (b) reduce the range of amendments requiring shareholder approval in the amendment section;
- (c) permit Deferred Share Units to be transferred other than for normal estate settlement purposes;
- (d) change insider participation limits which would result in shareholder approval to be required on a disinterested basis; or
- (e) materially modify the requirements as to eligibility for participation in the Deferred Share Units Plan,

shall only be effective upon such amendment, modification or change being approved by the Shareholders.

Performance and Restricted Share Unit Plan

The purpose of the Performance and Restricted Share Unit Plan is to support the achievement of the Corporation's performance objectives and ensure that interests of employees or officers of the Corporation and of any of its subsidiaries ("**Eligible Persons**") are aligned with the success of the Corporation. In addition, the Performance and Restricted Share Unit Plan is intended to provide compensation opportunities to attract, retain, and motivate senior management critical to the long-term success of the Corporation and its subsidiaries.

The following is a summary of the Performance and Restricted Share Unit Plan.

The Performance and Restricted Share Unit Plan will be administered by the Board or a Committee and the Board will have the sole and absolute discretion to (i) grant Share Units to Eligible Persons, (ii) interpret and administer the Performance and Restricted Share Unit Plan, and (iii) establish, amend, and rescind any rules and regulations relating to the Performance and Restricted Share Unit Plan, (iv) establish performance vesting conditions, (v) set, waive, and amend the performance targets, (vi) change the adjustment factor for an award of PSUs in circumstances where the outcome is inconsistent with the intent of the Performance and Restricted Share Unit Plan, and (vii) make any other

determinations that the Board deems necessary or desirable for the administration of the Performance and Restricted Share Unit Plan.

PSUs may be granted to Eligible Persons as a cash payment equal to the Fair Market Value (as such term is defined in the Performance and Restricted Share Unit Plan) of a Common Share in accordance with the terms and conditions of the Performance and Restricted Share Unit Plan based on the level of achievement of the performance-related conditions set out in the grant letter, which may include but are not limited to: financial or operational performance of the Corporation, total shareholder return, return on equity, or individual performance criteria, measured over the specific performance period. Eligible Persons to whom PSUs have been issued are referred to as "**PSU Participants**".

Restricted Share Units ("**RSUs**") may be granted to an Eligible Person as a cash payment equal to the Fair Market Value of a Common Share in accordance with the terms and conditions of the Performance and Restricted Share Unit Plan. Eligible Persons to whom RSUs have been issued are referred to as "**RSU Participants**".

The Committee will grant and issue to each PSU Participant on each vesting date, as determined by the Committee (a "**Vesting Date**"), the aggregate of: the number of PSUs (such value being the "**Vested PSUs**") equal to the number of PSUs and related Dividend Performance Share Units (as such term is defined in the Performance and Restricted Share Unit Plan) credited to the PSU Participant' account as at the Vesting Date, multiplied by the Adjustment Factor determined as at the end of the applicable performance period, each as amended by the Board from time to time.

The Committee will grant and issue to each RSU Participant on each Vesting Date the number of RSUs at the same time and in the same proportion as the related Dividend Restricted Share Unit (as such term is defined in the Performance and Restricted Share Unit Plan) (such value being the "**Vested RSUs**"), conditional on the satisfaction of any additional vesting conditions established by the Board from time to time.

The Performance and Restricted Share Unit Plan provides for the ability of the Corporation, at the discretion of the Board, to satisfy Vested PSUs, Vested RSUs, Dividend Performance Share Units and Dividend Restricted Share Units by the issuance of Common Shares from treasury on the basis of one Common Share for each Vested PSU and Vested RSU (and each related Dividend Performance Share Unit and Dividend Restricted Share Unit), subject to adjustment in certain circumstances.

Each Vested PSU and Vested RSU by a PSU Participant or RSU Participant, as applicable, who ceases active employment or service with the Corporation or an affiliate, regardless of whether the participant was terminated with or without cause, lawfully or unlawfully shall be deemed as forfeited. Each Vested PSU and Vested RSU and any related Dividend Performance Share Units and Dividend Restricted Share Units, as applicable, shall be redeemed as soon as practical following the Vesting Date and in any event no later than December 31 of the year following the year in respect of which the relevant Share Unit is awarded, for a lump-sum cash payment (net of applicable holdings) in respect of all such vested Share Units equal to the number of vested Share Units to be redeemed on such date, multiplied by the Fair Market Value determined at the Vesting Date.

An Eligible Person may elect to defer bonus compensation to be received under the Corporation's annual incentive program in the form of RSUs, by delivering to the Corporation an election notice not later than December 31 of the year preceding the year in which the award date occurs.

The maximum number of Common Shares made available for issuance under the Performance and Restricted Share Unit Plan and all other Share Compensation Arrangements shall not exceed 10% of the issued and outstanding Common Shares, subject to capital adjustments. The aggregate number of Common Shares issuable to insiders pursuant to Share Units granted under the Performance and Restricted Share Unit Plan and all other Share Compensation Arrangements, at any time, shall not exceed 10% of the total number of Common Shares then outstanding. The aggregate number of Common Shares issued to insiders pursuant to Share Units and all other Share Compensation Arrangements, within a one-year period, shall not exceed 10% of the total number of Common Shares then outstanding. The number of Common Shares then outstanding is the number of Common Shares issued and outstanding immediately prior to the proposed grant of the applicable Share Units.

The Board may amend, suspend or terminate Performance and Restricted Share Unit Plan or any portion thereof at any time in accordance with applicable legislation and subject to any required regulatory or shareholder approval, provided that any amendment, modification or change to the provisions which would:

- (a) increase the number of Common Shares or maximum percentage of Common Shares, other than by virtue of capital adjustments, which may be issued pursuant to the Performance and Restricted Share Unit Plan;
- (b) reduce the range of amendments requiring shareholder approval in the amendment section;
- (c) permit Share Units to be transferred other than for normal estate settlement purposes;
- (d) change insider participation limits which would result in shareholder approval to be required on a disinterested basis; or
- (e) materially modify the requirements as to eligibility for participation in the Performance and Restricted Share Unit Plan,

shall only be effective upon such amendment, modification or change being approved by the Shareholders.

Employment, Consulting and Management Agreements

Greg McKenzie, Chairman, CEO and Director

The Corporation entered into an employment agreement with Greg McKenzie dated June 27, 2021 (the “**McKenzie Agreement**”), pursuant to which Mr. McKenzie provides services as Chief Executive Officer of the Corporation. The initial term of the McKenzie Agreement is two (2) years. Pursuant to the McKenzie Agreement, Mr. McKenzie receives a base salary of \$252,000 per year and is eligible to receive grants of stock options pursuant to the Stock Option Plan. In addition, Mr. McKenzie receives performance fees dependent on achievement of certain performance targets and objectives determined by the Board.

In the event the Corporation terminates the McKenzie Agreement for any reason other than (i) for cause (as defined in the McKenzie Agreement) or (ii) upon a Change of Control (defined below), the Corporation is required to pay Mr. McKenzie a single lump sum payment equal to 18 months’ pay plus an amount equal to any performance bonuses that Mr. McKenzie would have received within that period. In addition, all unvested stock options will be deemed to vest immediately prior to the termination. If the Corporation terminates the McKenzie Agreement for cause, the Corporation is required to pay Mr. McKenzie an amount equal to the salary earned by him up to the date of termination plus certain other amounts accrued and payable to him at that date.

If a Change of Control occurs, and following the Change of Control the McKenzie Agreement is terminated, or if Mr. McKenzie terminates the McKenzie Agreement for “good reason” (as defined in the McKenzie Agreement), and the termination occurs within nine (9) months after the date upon which a Change of Control occurs, the Corporation is required to pay to Mr. McKenzie a single lump sum cash payment equal to 18 months’ pay plus an amount equal to any performance bonuses that Mr. McKenzie would have received within that period.

For purposes of the McKenzie Agreement, “**Change of Control**” means: (i) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its affiliates and another corporation or other entity, as a result of which the holders of Shares prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction; (ii) a resolution is adopted to wind-up, dissolve or liquidate the Corporation; (iii) any person, entity or group of persons or entities acting jointly or in concert (an “acquiror”) acquires or acquires control (including, without limitation, the right to vote or direct the voting) of voting securities of the Corporation which, when added to the voting securities owned of record or beneficially by the acquiror or which the acquiror has the right to vote or in respect of which the acquiror has the right to direct the voting, would entitle the acquiror and/or associates and/or affiliates of the acquiror to cast or to direct the casting of 20% or more of the votes attached to all of the Corporation's outstanding voting securities which may be cast to elect directors of the Corporation or the successor corporation (regardless of whether a meeting has been called to elect directors); (iv) as a result of or in connection with: (A) a contested election of directors; or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of the Corporation for election to the Board shall not constitute a majority of the Board; or (v)

the Board adopts a resolution to the effect that a Change of Control as defined in the McKenzie Agreement has occurred or is imminent.

Carmelo Marrelli, CFO

The Corporation has entered into a consulting agreement with Marrelli Support Services Inc., a private corporation, to provide the services of Mr. Marrelli as Chief Financial Officer of the Corporation on a part-time basis in consideration of fees of approximately \$1,295 per month, or approximately \$15,540 per year. Mr. Marrelli is eligible to receive grants of stock options pursuant to the Option Plan on a reasonable basis, consistent with the grant of options to other Option Plan participants. Marrelli Support Services Inc. also provides bookkeeping services to the Corporation at its usual and customary rates charged to its clients. Mr. Marrelli controls Marrelli Support Services Inc.

Mr. FitzGerald – Former President, CEO, and Director

The Corporation had an employment agreement with Mr. FitzGerald, which was terminated during the year ended December 31, 2020.

Mr. FitzGerald subsequently provided services to the Corporation, as CEO, pursuant to part-time consulting arrangement effective as of August 1, 2020. The agreement provided for payment of a monthly fee of \$37,500 to Mr. FitzGerald, plus applicable taxes and reimbursement of reasonable expenses. The agreement was terminable by the parties to such agreement, provided that if the Corporation terminated the agreement before the end of the 12-month term, the monthly fees for the remaining term of the agreement would become immediately payable.

On May 28, 2021, Mr. FitzGerald resigned from his positions as President, CEO, and director, and the consulting agreement was terminated.

Mr. Joshua Lebovic – Form Chief Financial Officer

Mr. Lebovic provided services to the Corporation, as CFO, pursuant to a part-time consulting arrangement effective as of August 1, 2020. The agreement provided for payment of a monthly fee of \$14,300 to Mr. Lebovic, plus applicable taxes and reimbursement of reasonable expenses. The agreement was terminable by the parties to such agreement, provided that if the Corporation terminated the agreement before the end of the 12-month term, the monthly fees for the remaining term of the agreement would be immediately payable. On May 28, 2021, Mr. Lebovic resigned from his positions with the Corporation and the consulting arrangement was terminated.

Oversight and Description of Director and NEO Compensation

The Corporation's compensation policy is intended to be competitive with other junior mining companies and to recognize and reward executive performance consistent with the success of the Corporation's business. The Corporation relies primarily on the discussions of the Board, without any specifically quantified objectives for determining executive compensation. Compensation payments reflect the exploration stage status of the Corporation and difficult markets for junior mining issuers.

The Board believes that the Corporation's executive compensation is in aggregate at or below market rates for executives doing similar functions in other junior resource companies. The Corporation did not retain any compensation consultants, however, their involvement in the resource industry makes them generally aware of industry compensation practices.

Greg McKenzie holds a law degree (JD) as well as an MBA, and is a former senior investment banker with more than 20 years of experience in financing, M&A, financial advisory, valuation, and strategic advice to mid-cap companies. Carmelo Marrelli a Chartered Professional Accountant (CPA, CA, CGA) and a member of the Institute of Chartered Secretaries and Administrators, a professional body that certifies corporate secretaries.

The Board has assessed the Corporation's compensation plans and programs for its two executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any unusual risks that are reasonably likely to have a material adverse effect on the Corporation as a result of a misalignment of compensation

criteria and corporate goals. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Corporation has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Corporation, none of the executive officers or directors has purchased such financial instruments and none are likely to be available given the modest share price and the current market for junior mining company shares.

Philosophy and Objectives

The Corporation is a small, junior natural resource company with limited resources. The compensation program for the senior management of the Corporation is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Shareholders.

In compensating its senior management, the Corporation has employed a combination of base salary and equity participation through its Option Plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Corporation operates is a first step to attracting and retaining qualified and effective executives.

Bonus Incentive Compensation

The Corporation's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Corporation meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Corporation's operations.

Equity Participation

The Corporation believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Corporation's Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Corporation's limited financial resources, the Corporation emphasizes the provisions of option grants to maintain executive motivation.

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The Corporation has three equity compensation plans, the Corporation’s stock option plan (the “**Stock Option Plan**”), the Corporation’s deferred share unit plan and restricted share unit plan. However, the Corporation has only ever granted Options under the Stock Option Plan. The Stock Option Plan authorizes the Board to make grants to directors, officers, consultants, employees and management company employees of the Corporation. As of December 31, 2021, the Corporation had 8,600,000 Options outstanding exercisable into 8,600,000 Common Shares, which represented approximately 9.98% of the issued and outstanding Common Shares at such time.

The following table sets forth information in respect of the Corporation’s equity compensation plans under which equity securities of the Corporation are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Shareholders and all equity plans not approved by Shareholders as at December 31, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by securityholders	8,600,000	\$0.24	19,916
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	8,600,000 ⁽²⁾	\$0.24	19,916

Notes:

- (1) The Corporation’s equity compensation plans permit the Corporation to issue equity compensation securities exercisable for an aggregate number of Common Shares up to a maximum of 10% of the issued and outstanding Common Shares on the date of any grant of equity compensation securities.
- (2) Representing approximately 9.98% of the issued and outstanding Common Shares as at the date of this Circular.

MATTERS TO BE ACTED UPON

1. Financial Statements

The Corporation's audited annual financial statements for the financial year ended December 31, 2021 and the report of the auditors thereon will be placed before shareholders at the Meeting, but no vote thereon is required. These documents are available upon request from the Corporation and they can also be found under the Corporation's SEDAR profile at www.sedar.com.

2. Appointment of Auditors

Dale Matheson Carr-Hilton LaBonte LLP ("DMCL") of 1500-1140 W. Pender Street, Vancouver, BC V6E 4G1 are the independent registered certified auditors of the Corporation. DMCL was first appointed as auditors of the Corporation on January 14, 2019. Management of the Corporation intends to nominate DMCL for re-appointment as auditors of the Corporation.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint DMCL to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the appointment of DMCL as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.

3. Election of Directors

At the Meeting, the following four (4) persons will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected unless prior thereto, he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them.

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and/or Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾
Greg McKenzie <i>Ontario, Canada</i>	May 28, 2021	Chairman and CEO of Maritime Iron Inc. (January 2016 to present); director, President and CEO of Golden Tag Resources Ltd.(May 2020 to present); ZEB Nickel Corp. (July 2021 – present); director of Power Nickel Inc., formerly Chilean Metals Inc.	15,500,000

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and/or Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾
		(November 2016 to present); Business Executive	
Tom English ⁽²⁾ <i>Ontario, Canada</i>	April 26, 2016	Director of Trenchant Capital Corp. (May 2016 – present); director of BC Craft Supply Co. Ltd. (April 2020 to May 2021); director of Golden Tag Resources Ltd. (June 2020 to present); Corporate consultant	11,339,000
Dwayne Melrose ⁽²⁾ <i>British Columbia, Canada</i>	May 28, 2021	Director of Progressive Planet Solutions Inc. (August 2018 to present); director of Golden Tag Resources Ltd. (August 2020 – present); Professional geologist	Nil
William Randall ⁽²⁾ <i>Ontario, Canada</i>	May 28, 2021	President, CEO, and director of Freeman Gold Corp. (2020 to present); President, CEO, and director of Arena Minerals Inc. (2012 to present); VP, Project Development, Lithium X Energy Corp. (2017 – 2018); Professional geologist	Nil

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.
- (2) Member of the Audit Committee. Mr. English is the Chairman.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 26,839,000 Common Shares, representing approximately 31% of the issued and outstanding Common Shares as of the date hereof.

Greg McKenzie (Chairman, CEO and director)

Mr. McKenzie (JD, MBA) is a former senior investment banker with more than 20 years of experience in financing, M&A, financial advisory, valuation, and strategic advice to mid-cap companies. Mr. McKenzie has held positions with Morgan Stanley, CIBC World Markets and Haywood Securities, and has been involved in transactions valued in excess of \$18 billion. In addition to his capital market experience Mr. McKenzie previously practiced corporate law with a leading Canadian securities and M&A law firm.

Tom English (director)

Mr. Thomas English has over 20 years of experience in the financial industry and has held numerous senior roles at investment banks including CIBC and Salman Partners. Mr. English has provided financial solutions for both small and large cap companies across all business sectors. During his career he has been involved in transactions across the entire capital structure, including financings (debt, equity, IPO) and mergers and acquisition advisory assignments.

Dwayne Melrose (director)

Mr. Melrose has over 30 years of international experience ranging from senior management, mine finance and permitting, mine development and exploration in Central Asia, China, Africa, and North and South America. He was former President and CEO of True Gold Mining where the company progressed from pre-PEA and Bankable Feasibility Study thru to a completely financed and permitted project that went into construction in under 4 years. As former President and CEO of Gold Reach Resources he took the company thru to completion of a positive PEA on the company's copper project. He joined Minco Silver as VP of Exploration in China, pre-PEA thru Bankable Feasibility Study and was part of the team which was awarded the China Mining Explorer of the Year. He was the Exploration Manager at the Kumtor Gold Mine in Kyrgyzstan, he was instrumental in the discovery of the high grade SB Zone and as the mine increased the reserves by +7 million oz.

William Randall (director)

Mr. Randall is a professional geologist with over 20 years of experience in the mining and mineral exploration industry. He was one of the early movers in the lithium brine industry, where he acquired, discovered and developed the Sal de los Angeles lithium brine project in Argentina. During his time running Sal de los Angeles, approximately \$70 million was raised for the development of the project which he led through resource development, feasibility, mine permitting and initial construction before being sold in an all-cash deal for \$265 million. He has been involved in raising over \$200 million and the successful development of several mining projects, including joint ventures with majors and national governments. Mr. Randall was raised in Argentina, before moving to Canada where he completed a BSc (Geology) and MSc. (Economic Geology) at the University of Toronto.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed below, to the knowledge of the Corporation. No director or executive officer of the Corporation, is, as at the date hereof, or has been, within the ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade or similar order, or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer 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.

No director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including the Corporation) 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
- (b) has, within the ten years before the date hereof, 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 director, executive officer or shareholder.

No director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, 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 investor in making an investment decision.

5. Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF CORPORATE GOVERNANCE

This statement of corporate governance practices is made pursuant to National Instrument 58-101 “*Disclosure of Corporate Governance Practices*” of the Canadian Securities Administrators (“**NI 58-101**”) and reflects the requirements set forth in Form 58-101F2 thereof.

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

NI 58-101 defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of four (4) directors being Greg McKenzie, Tom English, Dwayne Melrose, and William Randall. Messrs., English, Melrose, and Randall are independent within the meaning of NI 58-101. Mr. McKenzie is not independent as he is an officer of the Corporation and thereby has a “material relationship” with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

Other Public Company Directorships

The following Board members and Board nominees currently hold directorships in another reporting issuer as set forth below.

Name of Director	Name of Reporting Issuer	Market
Greg McKenzie	Golden Tag Resources Ltd.	TSX-V
	Power Nickel Inc.	TSX-V
	ZEB Nickel Corp.	TSX-V
Tom English	Trenchant Capital Corp.	TSX-V
	Golden Tag Resources Ltd.	TSX-V
Dwayne Melrose	Progressive Planet Solutions Inc.	TSX-V
	Golden Tag Resources Ltd.	TSX-V
William Randall	Freeman Gold Corp.	TSX-V
	Arena Minerals Inc.	TSX-V

Board Mandate

The Board assumes responsibility for the stewardship of the Corporation and the enhancement of Shareholder value. The Board establishes overall policy for the Corporation through consultation with management and generally oversees the business affairs of the Corporation.

The Board's mandate specifically includes the identification and management of risks, strategic planning, succession planning, external communications, director nominations and governance. Responsibility for day-to-day operations is delegated to management with the Board retaining responsibility for evaluating management's performance.

Orientation and Continuing Education of Board Members

The Corporation has not adopted a formal policy with respect to the development of education and orientation programs for recruited directors. When required, orientation for new directors is provided through a review of past Board materials and other private and public documents concerning the Corporation.

Ethical Business Conduct

The Corporation has a written Code of Business Conduct and Ethics.

The Board is responsible for setting the standards of business conduct contained in the Code of Business Conduct and Ethics and for updating the standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices in the Corporation's industry, the Corporation's own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. Those who violate the Code of Business Conduct and Ethics are subject to disciplinary action.

There are potential conflicts of interest to which the directors of the Corporation may be subject in connection with the operations of the Corporation. Certain of the directors of the Corporation are involved in director or executive positions with other companies whose operations may, from time to time, be in direct competition with those of the Corporation or with entities that may, from time to time, provide financing to, or make equity investments in the Corporation or in competitors of the Corporation.

Conflicts, if any, are subject to the procedures and remedies available under the *Business Corporations Act* (Ontario) ("OBCA"). The OBCA provides that, if a director has an interest in a contract or proposed contract or agreement, the director shall disclose his/her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the OBCA. As of the date of this Circular, the Board is not aware of any existing or potential material conflicts of interest between the Corporation and any director of the Corporation.

The Corporation also maintains a "whistleblower" policy, which is separate from the Code of Business Conduct and Ethics.

Nomination of Directors

The Corporation has not adopted a formal policy with respect to the selection of new nominees to the Board. Historically, new nominees have been the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President.

Diversity Policy

The Corporation's senior management and Board have varying backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and cumulative experience. The Board considers merit as the essential requirement for board and executive appointments, and as such, it has not adopted any specific target number or percentage, or a range of target numbers or percentages, respecting the representation of women, Indigenous peoples, persons with disabilities, or members of visible minorities on the Board or in senior management roles.

Compensation

The Corporation does not have a compensation committee. The Board as a whole determines compensation for the Corporation's directors and officers, which compensation is based on appropriate and customary compensation for comparative organizations, having regard for such matters as time commitment, responsibility and trends in compensation.

Other Board Committees

The Board has no standing committees other than the Audit Committee. As the Corporation grows, and its operations and management structure become more complex, the Board will consider the advisability of constituting other formal standing committees, such as a corporate governance committee, a compensation committee and a nominating committee.

Assessments

The Board, its Audit Committee and individual directors are subject to on-going assessment by the Board as a whole with respect to their effectiveness and contribution.

AUDIT COMMITTEE INFORMATION

The Audit Committee's Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee's charter, the text of which is set forth in Schedule "A" to this Circular.

Composition of the Audit Committee

The members of the Audit Committee are Thomas English (Chairman), William Randall and Dwayne Melrose. Messrs. English, Randall, and Melrose are independent (as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110") adopted by the Canadian Securities Administrators).

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Thomas English (Chair)	Yes	Yes
William Randall	Yes	Yes
Dwayne Melrose	Yes	Yes

Notes:

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the Board of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

The relevant experience of each of Messrs. English, Randall, and Melrose is described in their respective biographies under the heading "Election of Directors" in this Circular.

Audit Committee Oversight

At no time during the financial year ended December 31, 2021 have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two completed financial years:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2021	\$45,549	\$15,000	\$52,657	Nil
December 31, 2020	\$151,830	Nil	\$26,575	Nil

Notes:

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the year ended December 31, 2021, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since January 1, 2021, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at www.sedar.com. Inquiries including requests for copies of the Corporation's financial statements and management's discussion and analysis for the year ended December 31, 2021 may be directed to the Corporation by telephone at (416) 504-2024. Additional financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the year ended December 31, 2021, which is also available on SEDAR.

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

"Greg McKenzie"

Greg McKenzie
Chairman, Chief Executive Officer and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

[see following pages]

GREENHAWK RESOURCES INC.
(the “Corporation”)

AUDIT COMMITTEE MANDATE

OVERALL ROLE AND RESPONSIBILITY

1. The Audit Committee shall:
 - 1.1 Assist the Board of Directors in its oversight role with respect to:
 - (a) the quality and integrity of financial information;
 - (b) the independent auditor’s performance, qualifications and independence;
 - (c) the performance of the Corporation’s internal audit function, if applicable; and
 - (d) the Corporation’s compliance with legal and regulatory requirements; and
 - 1.2 Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

MEMBERSHIP AND MEETINGS

The Audit Committee shall consist of three (3) or more Directors appointed by the Board of Directors, none of whom shall be officers or employees of the Corporation or any of the Corporation’s affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

The Board of Directors shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

STRUCTURE AND OPERATIONS

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

SPECIFIC DUTIES

Oversight of the Independent Auditor

- Make recommendations to the board for the appointment and replacement of the independent auditor.
- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).

Financial Reporting

- Review and discuss with management and the independent auditor:
- prior to the annual audit the scope, planning and staffing of the annual audit,
- the annual audited financial statements,
- the Corporation's annual and quarterly disclosures made in management's discussion and analysis,
- approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation,
- the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards,
- significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements,
- any significant changes in the Corporation's selection or application of accounting principles,
- any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies, and
- other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

AUDIT COMMITTEE'S ROLE

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The CFO shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.