

66 RESOURCES CORP.
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MANAGEMENT PROXY CIRCULAR

**FOR THE ANNUAL GENERAL AND MEETING
OF SHAREHOLDERS TO BE HELD ON THURSDAY NOVEMBER 29, 2018**

SOLICITATION OF PROXIES BY MANAGEMENT

Solicitation of Proxies

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of 66 Resources Corp. (the "Corporation") for use at the annual general meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders") to be held at Suite #200-551 Howe Street, Vancouver, British Columbia on Thursday, November 29, 2018 at 11:00 A.M. (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Corporation.

All costs of this solicitation will be borne by the Corporation.

PROXY INSTRUCTIONS

Shareholders who cannot attend the Meeting in person may vote by proxy if a registered shareholder either by mail, by phone or over the internet, as described on the form of Proxy. National Issuer Services Ltd., the Corporation's transfer agent, ("National Issuer") must receive proxies and/or voting instructions no later than 11:00 am (Vancouver time), on Tuesday November 27, 2018 at its office, 760 -777 Hornby Street, Vancouver, B.C. V6Z 1S4. Fax: (604) 559-8908.

A Proxy returned to National Issuer will not be valid unless dated and signed by the shareholder or by the shareholder's attorney duly authorized in writing or, if the shareholder is a corporation or association, the form of Proxy must be executed by an officer or by an attorney duly authorized in writing. If the form of Proxy is executed by an attorney for an individual shareholder or by an attorney of a shareholder that is a corporation or association, the instrument so empowering the attorney, as the case may be, or a notarial copy thereof, must accompany the form of Proxy. If not dated, the Proxy will be deemed dated the date that it is mailed to shareholders.

The securities represented by Proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on such Proxy on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. The form of Proxy confers discretionary authority upon the named proxyholder with respect to matters identified in the accompanying Notice of Meeting. If a choice with respect to such matters is not specified, it is intended that the person

designated by management in the form of Proxy will vote the securities represented by the Proxy in favour of each matter identified in the proxy and for the directors and auditor named in the proxy or designated by management.

The Proxy also confers discretionary authority upon the named proxyholder with respect to amendments to or variations in matters identified in the accompanying Notice of Meeting and other matters, which may properly come before the Meeting. As at the date of this Management Proxy Circular, management is not aware of any amendments, variations, or other matters. If such should occur, the persons designated by management will vote thereon in accordance with their best judgment, exercising discretionary authority.

APPOINTMENT OF PROXYHOLDER

A shareholder has the right to designate a person (who need not be a shareholder of the Corporation), other than Michael Dake and David Grandy who are both directors and officers of the Corporation and the management designees, to attend and act for the shareholder at the Meeting. If you are returning your Proxy to National Issuer such right may be exercised by inserting in the blank space provided in the enclosed form of Proxy the name of the person to be designated or by completing another proper form of Proxy and delivering it to National Issuer as provided above.

REVOCAION OF PROXIES

In addition to revocation in any manner permitted by law, you may revoke your Proxy by an instrument in writing signed by you as registered shareholder or by your attorney duly authorized in writing. If you are a representative of a registered shareholder that is a corporation or association, the instrument in writing must be executed by an officer or by an attorney duly authorized in writing. The revocation must be deposited with the Corporation's registered office, #200-551 Howe Street, Vancouver, BC V6C 2T2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such Proxy, with the Chairman of the Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits the Proxy is revoked. In addition, shareholders can also change their vote by phone or via the internet pursuant to the instructions provided to the registered shareholder.

Only registered shareholders have the right to revoke a Proxy. Non-registered shareholders that wish to change their voting instructions must, in sufficient time in advance of the Meeting, contact National Issuer or their intermediary to arrange to change their voting instructions.

SPECIAL INSTRUCTIONS FOR VOTING BY NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered" shareholders because the common shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered shareholders (or duly appointed proxyholders) may complete a Proxy or vote at the Meeting in person.

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity

being known to the Corporations of securities which they own (“Objecting Beneficial Owners”, or “OBOs”) and those who do not object to their identity being made known to the Corporations of the securities they own (“Non-Objecting Beneficial Owners”, or “NOBOs”). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Corporations (“NI 54-101”), Corporations may request and obtain a list of their NOBOs from intermediaries via their transfer agents and use this NOBO list for distribution of proxy-related materials directly to NOBOs.

Non-Objecting Beneficial Owners

The Corporation is relying on the provisions of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Corporation that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form (“VIF”) from National Issuer. The VIF is to be completed and returned to National Issuer as set out in the instructions provided on the VIF. National Issuer will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive. These security holder materials are sent to both registered and non-registered owners of the common shares of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) carrying out your voting instructions. Please return your VIF as specified in the request for voting instructions sent to you.

Objecting Beneficial Owners

In accordance with the requirements of NI 54-101, we have distributed copies of the Notice of Meeting, this Circular, and related documents (collectively, the “Meeting Materials”) to the clearing agencies and intermediaries for onward distribution to OBOs. Intermediaries are required to forward the Meeting Materials to OBOs unless in the case of certain proxy-related materials the OBO has waived the right to receive them. Very often, intermediaries will use service companies such as Broadridge to forward the Meeting Materials to OBOs. Together with the Meeting Materials, intermediaries or their service companies should provide OBOs with a “request for voting instruction form” which, when properly completed and signed by such OBO and returned to the intermediary or its service company, will constitute voting instructions which the intermediary must follow. The purpose of this procedure is to permit OBOs to direct the voting of the common shares that they beneficially own. The Corporation does not intend to pay for an intermediary to deliver to the Meeting Materials to OBOs and OBOs will not receive the Meeting Materials and voting instruction form unless their intermediary assumes the costs of delivery. Every intermediary has its own mailing procedures and provides its own return instructions to clients. OBOs should carefully follow the instructions of their intermediary, including those regarding when and where the completed request for voting instructions is to be delivered.

OBOs who wish to change their vote must in sufficient time in advance of the Meeting arrange for their respective intermediaries to change their vote.

Should an OBO wish to vote at the Meeting in person, the OBO must insert the OBO’s name (or such other person as the OBO wishes to attend and vote on the OBO’s behalf) in the blank space provided for that purpose on the request for voting instruction form and return the completed request for voting instruction form to the intermediary or its service provider or the OBO must submit, to their intermediary, any other document in writing that requests that the OBO or a nominee of the OBO be appointed as proxyholder. In such circumstances an intermediary who is the registered holder of, or holds a proxy in respect of, securities owned by an OBO is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or a nominee of the OBO

as a proxyholder in respect of those securities. Under NI 54-101, if an intermediary appoints an OBO or the nominee of the OBO as a proxyholder as aforesaid, the OBO or nominee of the OBO, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of the intermediary, in respect of all matters that may come before the Meeting and any adjournment or continuance thereof, unless corporate law does not permit the giving of that authority. Pursuant to NI 54-101 an intermediary who appoints an OBO or its nominee as proxyholder as aforesaid is required under NI 54-101 to deposit the proxy within the timeframe specified above for the deposit of proxies if the intermediary obtains the instructions at least one (1) business day before the termination of that time.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each registered Shareholder and each proxyholder (representing a registered or unregistered Shareholder) having one vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one vote for each common share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their common shares by completing the blanks on the proxy. All common shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the common shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the Management Designees, if named as proxyholder, will vote in favour of the matters set out therein.**

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters that may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner that in their judgment is in the best interests of the Corporation.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**"), unless the motion requires a "**special resolution**" in which case a majority of 66 2/3% of the votes cast will be required.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares, without nominal or par value, of which as at the date hereof 7,782,398 common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date, set by the directors of the Corporation to be October 26, 2018, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The Articles of the Corporation provide that a quorum for the transaction of business at the Meeting is one Shareholder representing at least 5% of the issued and outstanding common shares.

To the best of the knowledge of the directors and senior officers of the Corporation, the only person that beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding

voting rights of the Corporation as at October 26, 2018 was:

<u>Shareholder name</u>	<u>Number of Common Shares Held</u>	<u>Percentage of Issued Common Shares</u>
Michael Dake	1,000,000	12.85%

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the financial year ended November 30, 2017 (the "Financial Statements") audited by the auditor Manning Elliott LLP, together with the Auditors' Report thereon and the related management discussion and analysis are included with this circular if requested. These documents are included in the Corporation's final prospectus dated May 23, 2018 and are available for review at www.sedar.com.

2. APPOINTMENT OF AUDITOR

In accordance with the recommendations of the Corporation's Audit Committee, the board of directors (the "Board") recommends that shareholders vote for re-appointment of Manning Elliott LLP, Chartered Professional Accountants, as the Corporation's auditor until the next annual general meeting of shareholders of the Corporation at a remuneration to be fixed by the directors. Manning Elliott LLP was first appointed the auditor of the Corporation on November 30, 2017.

3. NUMBER OF DIRECTORS

Shareholders will be asked to approve an ordinary resolution to fix the number of directors at four.

4. ELECTION OF DIRECTORS

The board of directors of the Corporation (the "**Board**" or the "**Board of Directors**") currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Corporation expires at the Meeting. All of the current directors of the Corporation will be standing for re-election.

The persons below are management's nominees for the Board. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is duly elected or appointed pursuant to the Articles of the Corporation unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Corporation's Articles or unless he becomes disqualified to act as a director.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its common shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following information relating to the nominees for election to the Board of Directors is information received by the Corporation from said nominees:

Name, Position Municipality Of Residence	Served as a director since	Principal Occupation for the past 5 years	Number of Common Securities Held
Michael Dake ^{(1) (2)} Vancouver British Columbia Director, CEO	May 31, 2017	Self employed businessman and President of Creston Capital since February 2010	1,000,000 common shares 12.85% 365,000 stock options
David Grandy ⁽¹⁾ Vancouver British Columbia Director CFO, corporate secretary	Nov.15, 2017	President and owner of Fairchild Consulting Corp. from April 2013 to present; President and owner of International Standard Consulting Corp. from June 2001 to April 2012.	250,000 common shares 3.2% 150,000 stock options
Sean McGrath ^{(1) (2)} Vancouver British Columbia Director	Nov. 28, 2017	Chartered Professional Accountant since 1999; President of SCM Consulting Corp. since May 1999.	75,000 stock options
Robert Mintak ^{(1) (2)} Vancouver British Columbia Director	Nov. 27, 2017	CEO and director of Standard Lithium Ltd. since March 2017; Director of Pure Energy Minerals Ltd. from November 2012 to February 2017 and CEO from May 2013 to February 2017.	250,000 common shares 3.2% 75,000 stock options

(1) Information as to the place of residence, principal occupation and shares beneficially owned, directly or indirectly, or controlled or directed has been furnished by the respective directors.

(2) Denotes member of audit committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, other than the cease trade orders disclosed above, no director or proposed director of the Corporation is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Corporation, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Individual Bankruptcies

To the knowledge of the Corporation, no director or proposed director of the Corporation has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

To the knowledge of the Corporation, no proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

5. APPROVAL OF STOCK OPTION PLAN

Shareholders are asked to approve a rolling stock option plan (the "**Stock Option Plan**"), authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of the Corporation from time to time. The Corporation is seeking shareholder approval by the Corporation's "disinterested shareholders" (as defined below) on an annual basis. There are currently 7,782,398 common shares of the Corporation issued and outstanding, and therefore the current 10% threshold is 778,239 shares available for incentive stock option grants under the Stock Option Plan.

Stock Option Plan

The Corporation adopted a rolling 10% Stock Option Plan on November 30, 2017. The Stock Option plan is included in the Corporation's final prospectus dated May 23, 2018 and can be reviewed at www.sedar.com.

The purpose of the Stock Option Plan is to provide for the acquisition of Shares by officers, employees, directors and consultants of the Corporation to advance the interests of the Corporation through the motivation, attraction and retention of officers, employees, directors and consultants of the Corporation. It also secures for the Corporation and its shareholders the benefits inherent in the ownership of Shares by such persons, as share incentive plans aid in attracting, retaining and encouraging such people due to the opportunity offered to them to acquire a proprietary interest in the Corporation.

Under the Stock Option Plan, the Corporation can issue up to 10% of the issued and outstanding Shares as incentive Stock Options to directors, officers, employees and consultants to the Corporation. The Stock Option Plan limits the number of Stock Options, to be granted to any one individual to not more than 5% of the total issued Shares of the Corporation in any 12-month period. The number of Stock Options granted to any one consultant or a person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued Shares of the Corporation. As well, Stock Options granted under the Stock Option Plan may be subject to vesting provisions as determined by the Board of Directors. Other terms of the Stock Option Plan are:

- (a) a condition that Stock Options are non-assignable and non-transferable;
- (b) the term of a Stock Options cannot exceed ten years from the date of grant;
- (c) a condition that no more than 5% of the issued Shares may be granted to any one individual in any 12 month period unless disinterested shareholder approval is obtained;
- (d) a condition that no more than 2% of the issued Shares may be granted to any one consultant in any 12 month period;
- (e) there is no vesting period except for Stock Options issued to Consultants performing investor relations activities;

- (f) a condition that no more than an aggregate of 2% of the Shares may be granted to a person conducting investor relations activities in any 12 month period and shall vest over 12 months with no more than 25% of the Stock Options vesting in any three month period;
- (g) upon termination an optionee has 90 days to exercise their Stock Options although this period may be extended at the discretion of the Corporation;
- (h) the period in which an optionee's heirs or administrators can exercise any portion of its outstanding Stock Options is the earlier of: (a) one year from the optionee's death, or (b) the expiration of the option period.

The Board of Directors of the Corporation administers the Stock Option Plan.

All Shareholders who are ineligible to vote on the approval of the Stock Option Plan and their shareholdings are as follows:

Name of Insider, Associate or Affiliate	Number of Shares
Michael Dake	1,000,000
David Grandy	250,000
Robert Mintak	250,000

Shareholders of the Corporation are asked to approve the following ordinary resolution:

“BE IT RESOLVED THAT:

- 1 subject to regulatory approval, the Stock Option Plan, in the form presented to this Meeting, is approved and is hereby directed to be attached to the Minutes of this Meeting as a Schedule thereto;
- 2 the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan entitling all the option holders in aggregate to purchase up to such number of common shares of the Corporation as is equal to 10% of the number of common shares of the Corporation issued and outstanding on the applicable grant date;
- 3 any committee created pursuant to the Stock Option Plan is authorized to make such amendments to the Stock Option Plan from time to time as the board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Stock Option Plan, the Shareholders; and
- 4 the approval of the Stock Option Plan by the Board is hereby ratified and any one director of the Corporation is hereby authorized to execute any other documents as the director deems necessary to give effect to the transactions contemplated in the Stock Option Plan.”

Management the Corporation recommends that shareholder vote in favour of the foregoing resolution and the persons named in the enclosed form of Proxy as the management designees intends to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the Shareholders appointing them.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110- Audit Committee (“NI51-110”) venture Corporations are required to provide certain disclosure with respect to their Audit Committee including the text of the Audit Committee’s charter, the composition of the Audit Committee and the fees paid to the external auditor. The Corporation’s Audit Committee Charter is attached as Schedule A.

Composition of the Audit Committee

The current members of the Audit Committee are Michael Dake, Robert Mintak and Sean McGrath. All the members are financially literate. Robert Mintak and Sean McGrath are considered independent. Independent and financially literate have the meaning used in NI51-110. Michael Dake is not independent by reason of the fact that he is an officer of the Corporation.

Relevant Education and Experience

NI51-110 provides that an individual is financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

All of the members of the Audit Committee are financially literate based on their education and experience as directors and executive officers of reporting Corporations. A description of the education and experience of each of the audit committee members is set out below.

Michael Dake

Mr. Dake is currently a director of four companies listed on the TSX.V: Cayenne Capital Corp. since May 2015 where he is also the President and CEO; Cricket Resources Inc. since June 2008 where he is also the President; Pure Energy Minerals Inc. since March 2012 and Trinity Valley Energy Corp. since July 2011 where he is also the President.

Robert Mintak

Mr. Mintak is currently a director of the following companies listed on the TSX.V: Standard Lithium Ltd. since March 2017 and Identillect Technologies Corporation since March 2017. He has been the CEO of Standard Lithium Ltd. since March 2017.

Sean McGrath

Mr. McGrath is a self-employed accountant. Mr. McGrath was certified as a Certified General Accountant in March 1999 by the Certified General Accountants of British Columbia. In May 2002 he was certified a Certified Public Accountant by the American Institute of Certified Public Accountants (State of Illinois). In June 2015 he was certified as a Chartered Professional Accountant by the British Columbia Chartered Professional Accountants.

Mr. McGrath is currently a director of the following companies listed on the TSX.V and CSE respectively: Cayenne Capital Corp. since September 2016 and Volt Energy Corp. since August 8, 2015 where he is also the CFO. He is also the CFO of Hillcrest Petroleum Ltd., listed on the TSX.V, and Blox Labs Inc., listed on the CSE.

Audit Committee Oversight

At no time since inception was a recommendation of the Audit Committee made to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Corporation has not relied on the exemption in Section 2.4 of NI 52-110 (*de minimis non-audit services*), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Corporation*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI52-110, the engagement of non-audit services is considered by the Corporation’s Board, and where applicable by the Audit Committee, on a case-by-case basis.

External Auditor Service Fees (by Category)

Nature of Service	Fees Paid (or accrued) to Auditor in respect of the financial year ended November 30, 2017 (\$)
Audit Fees (1)	12,000
Audit-Related Fees (2)	Nil
Tax fees (3)	Nil
All other fees (4)	1,000
Total	13,000

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services may include aggregate fees for due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes aggregate fees for tax compliance, tax planning and tax advice.

(4) "All Other Fees" include all other non-audit services, in the aggregate. These services were for the review of prior prospectus and interim unaudited financial statements filed with the Commission.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

(For the financial year ended November 30, 2017)

For purposes of this Information Circular, "named executive officer" of the Corporation means an individual who, at any time during the year, was:

- (a) the Corporation's chief executive officer ("CEO");
- (b) the Corporation's chief financial officer ("CFO");
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) 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 the most recently completed financial year;

(each a "Named Executive Officer" or "NEO").

Based on the foregoing definition, during the last completed financial year of the Corporation to November 30, 2017, there were two (2) Named Executive Officers: Michael Dake, CEO and David Grandy, CFO.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on discussions at the Board level.

The Corporation's executive compensation program is currently a base salary only for the CEO and incentive stock options for the NEOs. The determination and administration of base salaries is discussed in detail below. The Corporation has no other forms of compensation for its NEOs.

The Corporation's executive compensation program is administered by the Board of Directors, and is designed to provide incentives for the enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Corporation, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Corporation's compensation package is structured in order to link shareholder return, measured by the change in the share price, with executive compensation with incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Corporation does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Corporation currently bases the compensation for a NEO on current operations of the Corporation and the responsibilities of each officer and their duties in that position.

The Board, when determining cash compensation payable to a NEO, takes into consideration their experience in the mining industry, as well as their responsibilities and duties and contributions to the Corporation's success. Currently the only Named Executive Officer that receives a base cash compensation is the CEO who the Corporation feels is in line with that paid by similar companies in Canada.

In performing its duties, the Board considers the Corporation's early stage of development. The Corporation has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. An NEO or director may, for his or her own benefit and at his or her own financial risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. The Corporation awards stock options to its executive officers based upon the recommendation of the Board, which recommendation is based upon the Board's review of a proposal from the CEO. Previous grants of incentive stock options are reviewed when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Corporation's Board.

Summary Compensation Table

Michael Dake was appointed CEO on May 31, 2017 and David Grandy was appointed CFO and Corporate Secretary on November 15, 2017. The following table sets forth the compensation of the Named Executive Officers for the period indicated and is based on current Canadian tax law.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation \$(f)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Michael Dake Chief Executive Officer	2017	0	Nil	Nil	Nil	Nil	Nil	15,000	15,000
David Grandy Chief Financial Officer	2017	0	Nil	Nil	Nil	Nil	Nil	Nil	0

Mr. Grandy is not being paid cash for his services. He has been awarded 150,000 Stock Options for the time he will spend providing his services as CFO. An arm's length accountant does accounting and financial statement preparation.

External Management Companies

There are currently no contracts with external management companies.

Stock Options and Other Compensation Securities

No options were granted to the Named Executive Officers to purchase or acquire securities of the Corporation outstanding at the end of the most recently completed financial year:

Subsequent to the fiscal year end, on December 29, 2017, Michael Dake was awarded 365,000 stock options and David Grandy was awarded 150,000 stock options. The stock options are exercisable at a price of \$.15 per common share for a ten-year term commencing July 3, 2018.

Termination and Change of Control Benefits

There are no arrangements for termination or change of control benefits.

Director Compensation

Director Compensation Table

No compensation was paid to any directors, not including those directors who are also Named Executive Officers, during the Corporation's most recently completed financial year:

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation has no standard arrangements pursuant to which directors are compensated for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the Stock Option Plan and the

Canadian Securities Exchange. The granting of incentive stock options provides a link between director compensation and the Corporation's common share price. It also rewards directors for achieving results that improve the Corporation's performance and thereby increase shareholder value. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board will consider: the number and terms of outstanding incentive stock options held by each director; the value in securities of the Corporation that the Board intends to award as compensation; the potential dilution to shareholders and the cost of the Corporation; general industry standards; and the limits imposed by the terms of the Plan and the Canadian Securities Exchange. The granting of incentive stock options allows the Corporation to reward the director's efforts to increase the value for shareholders without requiring the Corporation to use cash from its treasury. The terms and conditions of the incentive stock option grants including vesting provisions and exercise prices are governed by the terms of the Stock Option Plan as described herein. The directors will be reimbursed for actual expenses incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

The Corporation has no formal compensation policy. The Board is responsible for reviewing and approving corporate goals and objectives relevant to an executive officer's compensation, evaluating the executive officer's performance in light of those goals and objectives and making recommendations with respect to the executive officer's compensation based on this evaluation.

The key components comprising executive officer compensation are base salary and incentive stock options. Executive compensation is based on an annual review of actual performance against corporate objectives undertaken by the Board.

Executive officers' compensation is designed in a manner to recognize and reward executive officers based upon individual and corporate performance, to be competitive with the compensation arrangements and programs established by other Canadian publicly listed companies of a similar size with operations in British Columbia, Canada and to be consistent with the executive officers' respective contributions to the overall benefit of the Corporation.

In establishing compensation objectives for executive officers, the Board seeks to:

1. motivate executives to achieve corporate performance objectives and reward them when such objectives are met;
2. recruit and subsequently retain highly qualified executive officers by offering overall compensation which is competitive with that offered for comparable positions in similar companies; and
3. align the interest of executive officers with the long-term interests of shareholders through participation in the Corporation's Stock Option Plan.

In developing and overseeing the overall compensation policies and performance goals of the Corporation, the Board does not consider that there are material risks associated with its compensation policies given the nature of the Corporation's business and operations.

Compensation Program

The executive compensation program consists of a base salary only for the CEO and long-term incentive compensation in the form of stock options. Any change to the compensation in future will depend on a review of new and relevant factors from the Corporations' current business operations.

Base Compensation

The Corporation's current base salary for the CEO is based on its current level of activity with the exploration of one resource property comparable to other Canadian publicly listed companies of a similar size with

operations in British Columbia, Canada.

Short Term Incentives

There are no short-term cash incentive programs.

Long-Term Incentives

Long-term incentives for executive officers and key employees are provided through the Stock Option Plan. The objectives of this plan is to align executive and shareholder long-term interests by creating a strong and direct link between executive compensation and shareholder return, and to enable executive officers to develop and maintain a significant, long-term stock ownership position in our common shares. Stock options are granted to our executive officers and directors. Executive officers eligibility to receive stock options will be from a variety of factors, including the following: (i) the job level of the executive officer; and (ii) past, current and prospective service by the executive officer. Previous grants of stock options are considered when considering new grants.

Corporate Goals

The Board has not established any specific performance goals other than to evaluate the results of a recently completed exploration program in October, 2018, of approximately \$100,000 on the Champ Property pursuant to the NI43-101 report dated November 27, 2017 as amended on March 19, 2018, prepared by Derrick Strickland, P. Geo. available for review at www.sedar.com.

At the end of each year, the Board will review actual performance against corporate goals.

The Chief Executive Officer (the “CEO”) participates in discussions or reviews executive compensation for NEOs but does not participate in the discussions or review of his own compensation.

The Board sets the CEO compensation. The Board’s policy is that the salary of the CEO should be in line with competitive salaries for positions of similar responsibility at other Canadian publicly listed companies of a similar size with operations in British Columbia, Canada.

Compensation Governance

The Corporation has not established a Compensation Committee due to its current size and stage of development. Compensation policies are the responsibility of the Board.

Pension Plan Benefits

The Corporation does not have any pension plans. Securities Authorized for Issuance under Equity Compensation Plans.

Proportion of Common Shares Held by Directors and Executive Officers

Collectively as of the date hereof, the directors and executive officers of the Corporation as a group own 1,500,000 common shares representing approximately 19.27% of the issued and outstanding securities of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, and no associates or affiliates of any of them, is or has been indebted to the Corporation or its

subsidiaries at any time since the beginning of the Corporation's last completed financial year.

REPORT OF CORPORATE GOVERNANCE

General

The following provides information with respect to the Corporation's compliance with corporate governance requirements (the "Corporate Governance Guidelines") of the Canadian Securities Administrators set forth in National Instrument 58-101 - Disclosure of Corporate Governance Practices and Form 58-101F2

Board of Directors

The Board facilitates its exercise of independent supervision over the Corporation's management through meetings of the Board. Management keeps the directors well apprised on a continuous basis. All major decisions will be discussed at meetings of the Board prior to implementation and final approval will require director's resolution.

Robert Mintak and Sean McGrath are independent as they are free from any interest and any business or other relationship that could reasonably be perceived to materially interfere with an ability to act in the best interests of the Corporation, other than the interests and relationships arising from shareholdings. Michael Dake and David Grandy are not independent as they are the Chief Executive Officer and Chief Financial Officer of the Corporation respectively.

Directorships

The directors of the Corporation are also directors of other reporting Corporations, as follows:

Michael Dake

Name of Reporting Corporation	Name of Exchange or Market	Position	From
Cayenne Capital Corp.	CSE	Director/ CEO, President	May 2015
Cricket Resources Inc.	TSX-V	Director/President	June 2008
Pure Energy Minerals Ltd.	TSX-V	Director	March 2012
Trinity Valley Energy Corp.	TSX-V	Director/ President	July 2011

David Grandy

Name of Reporting Corporation	Name of Exchange or Market	Position	From
Cayenne Capital Corp.	CSE	Director	May 2015

Robert Mintak

Name of Reporting Corporation	Name or Exchange or Market	Position	From
Standard Lithium Ltd.	TSX	CEO, Director	March 2017
Identillect Technologies Corporation	TSX.V	Director	March 2017

Sean McGrath

Name of Reporting Corporation	Name or Exchange or Market	Position	From
Cayenne Capital Corp.	CSE	Director	September 2016
Hillcrest Petroleum Ltd.	TSX.V	CFO	May 215
Blox Labs Inc.	CSE	CFO	May 2018
Volt Energy Corp.	TSX.V	CFO, Director	August 2008

Orientation and Continuing Education

To orient new directors, the Board briefs all new directors with the policies of the Board, and other relevant corporate and business information. The Board does not provide any formal continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that is reasonably prudent person would exercise in comparable circumstances, and disclosure to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

Compensation

The Board will conduct reviews of the directors' and the chief executive officer's compensation once a year. To make its recommendation on directors' and the chief executive officer's compensation, the Board takes into account the types of compensation and the amounts paid to directors and the chief executive officer of comparable publicly traded Canadian companies. See "Report on Executive Compensation".

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Corporation is in an early stage of development. The CEO communicates with the board members when required. The Board may establish a process to monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and

committees.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

As a component of the compensation paid to our directors and officers may include stock options, the directors and officers have an interest in the re-approval of the Stock Option Plan.

Except as disclosed elsewhere in this Management Proxy Circular, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Management Proxy Circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions are performed by the Corporation's directors and executive officers. There are no management contracts.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Financial information is provided in the Corporation's audited annual financial statements and management's discussion and analysis ("MD&A") for the year ended November 30, 2017. These are included in the Corporation's prospectus dated May 23, 2018 available on SEDAR at www.sedar.com. To request copies of the Corporation's financial statements and Management Discussion and Analysis, please contact Michael Dake, CEO at Suite 200 – 551 Howe Street, Vancouver, British Columbia V6C 2T2, by telephone at (604) 788-0488 and by email at mdake@shaw.ca.

OTHER MATTERS

Management knows of no other matters to come before the Meeting, other than those referred to in the Notice of Meeting. However, if any other matters are not known to management shall properly come before the Meeting, the form of Proxy given pursuant to the solicitation by management will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Corporation, the Corporation has relied upon information furnished by such person.

The contents of this Information Circular have been approved and the Directors of the Corporation have authorized this mailing.

DATED as of 31st day of October 2018.

BY THE ORDER OF THE BOARD OF DIRECTORS OF
66 RESOURCESCORP.

Per:

"Michael Dake"

MICHAEL DAKE

Director and Chief Executive Officer

Schedule "A"

Audit Committee Charter

(Adopted by the board of directors on November 30, 2017)

Mandate and Purpose of the Committee

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of 66 Resources Corp. (the “**Corporation**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- the integrity of the Corporation’s financial statements;
- the Corporation’s compliance with legal and regulatory requirements, as they relate to the Corporation’s financial statements;
- the qualifications, independence and performance of the Corporation’s auditor;
- internal controls and disclosure controls;
- the performance of the Corporation’s internal audit function; and
- performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

Authority

The Committee has the authority to:

- engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- communicate directly with the Corporation’s auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

Composition and Expertise

The Committee shall be composed of a minimum of three members, each whom is a director of the Corporation. The Committee shall be comprised of members, a majority of whom are not officers, employees or control persons (as such term is defined in the policies of the Canadian Securities Exchange).

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Corporation.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least once per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Corporation’s auditor shall be given notice of every meeting of the Committee and, at the expense of the Corporation, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Corporation’s auditor shall attend every meeting of the Committee held during the term of office of the Corporation’s auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting.

The Committee may invite such directors, officers and employees of the Corporation and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Corporation. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the CSE and shall recommend changes to the Board thereon.

Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

Duties and Responsibilities

Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Corporation's annual and interim financial statements, MD&A and related news releases, before they are released. The Committee is also responsible for:

- (a) being satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (b) if deemed appropriate by the Committee, engaging the Corporation's auditor to perform a review of the interim financial statements and receiving from the Corporation's auditor a formal report on the auditor's review of such interim financial statements;
- (c) discussing with management and the Corporation's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability thereof;
- (d) discussing with management any significant variances between comparative reporting periods; and
- (e) in the course of discussion with management and the Corporation's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

Auditor

The Committee is responsible for recommending to the Board:

- (a) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and
- (b) the compensation of the Corporation's auditor.

The Corporation's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Corporation's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the Corporation's auditor regarding financial reporting.

Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (a) establishing effective communication processes with management and the Corporation's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (b) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (c) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (d) meeting in camera with the auditor whenever the Committee deems it appropriate.

Accounting Policies

The Committee is responsible for:

- (a) reviewing the Corporation's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (b) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (c) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (d) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (e) discussing with management and the auditor the clarity and completeness of the Corporation's financial disclosures.

Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (a) uncertainty notes and disclosures; and
- (b) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Corporation's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board and, once approved by the Board, overseeing the implementation and ongoing monitoring of such policies.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Corporation and how effectively they are managed or controlled.

Controls and Control Deviations

The Committee is responsible for reviewing:

- (a) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (b) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Corporation's compliance with financial related laws and regulations, such as: tax and financial reporting laws and regulations; legal withholdings requirements; environmental protection laws; and other matters for which directors face liability exposure.

Non-Audit Services

All non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's auditor must be pre-approved by the Committee.

Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing and approving the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Corporation.