

**MEGAWATT LITHIUM AND BATTERY METALS CORP.**

**Notice of Annual General Meeting**

**and**

**Information Circular**

**for**

**Annual General Meeting**

**to be held on December 15, 2022**

**dated as at November 8, 2022**

# MEGAWATT LITHIUM AND BATTERY METALS CORP.

1500 – 1055 WEST GEORGIA STREET  
VANCOUVER, BC  
V6E 4N7

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an In Person / Teleconference Annual General Meeting (the “**Meeting**”) of the shareholders of MegaWatt Lithium and Battery Metals Corp. (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia on Thursday, December 15, 2022 at 10:00 am, Pacific Time.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline. In view of the precautions required with respect to COVID-19, Shareholders who wish to attend the Meeting in person must call the Company at (604) 306-7821 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

**Shareholders who intend to attend the Meeting via teleconference must submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on Tuesday, December 13, 2022.**

The Company will offer Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

<b>Canada Toll Free:</b>	<b>1 855 244 8677</b>
<b>US Toll Free:</b>	<b>1 855 282 6300</b>
<b>Passcode:</b>	<b>791 261 734</b>

*At the date of this Notice and the accompanying Information Circular, it is the intention of the Company to hold the Meeting in the traditional personal attendance format, but will also include a telephone conference call so shareholders can listen to the Meeting in real time at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak (“COVID-19”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **NOT** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by*

*one of the means described in the Information Circular accompanying this Notice and in the Proxy or voting instruction form.*

*The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; **(v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting**, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. We strongly recommend you check the Company's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.*

The Meeting is held for the following purposes:

1. to table the audited financial statements for the years ended September 30, 2021 and September 30, 2020, together with the auditor's report thereon, and related management discussion and analysis;
2. to set the number of directors for the ensuing year at four (4);
3. to elect directors for the ensuing year; and
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the "**Board**") requests that all shareholders who will not be attending the Meeting in person, or will be attending via teleconference, read, date and sign the accompanying proxy and deliver it to National Securities Administrators Ltd. ("**National**"). If a shareholder does not deliver a proxy to National, Attention: Proxy Department, 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 or fax a proxy to National, Attention: Proxy Department, at (604) 559-8908, by 10:00 a.m. (Pacific time) by Tuesday, December 13, 2022 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used), the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 8, 2022 will be entitled to vote at the Meeting.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or Voting Instruction Form to ensure their shares are voted at the Meeting. If you hold your shares in a brokerage account you are a non-registered (beneficial) shareholder.**

DATED at Vancouver, British Columbia, as at November 8, 2022.

**ON BEHALF OF THE BOARD**

*Signed: "David Thornley-Hall"*

David Thornley-Hall  
Chief Executive Officer

# MEGAWATT LITHIUM AND BATTERY METALS CORP.

1500 – 1055 West Georgia Street  
Vancouver, British Columbia V6E 4N7

## INFORMATION CIRCULAR

*(as at November 8, 2022 except as otherwise indicated)*

### GENERAL PROXY INFORMATION

#### SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of MegaWatt Lithium and Battery Metals Corp. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Thursday, December 15, 2022 (the “**Meeting**”), at the time and place set out in the accompanying Notice of Meeting (the “**Notice**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

#### APPOINTMENT OF PROXYHOLDERS

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to National Securities Administrators Ltd. (“**National**”) by 10:00 a.m. Pacific Time on Tuesday, December 13, 2022, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

#### REVOCAION OF PROXY

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to National, or by transmitting a revocation by telephonic or electronic means, to National, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

#### VOTING OF PROXIES

The common shares of the Company (the “**Shares**”) represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those Shares will be voted **FOR** all proposals set out in the Proxy and **FOR** the election of

directors and the appointment of the auditor as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

## REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may choose one of the following options to submit their proxy:

- (a) Complete, date and sign the Proxy and return it to the Company's transfer agent, National Securities Administrators Ltd. ("**National**"), by fax (604) 559-8908, or by mail to Suite 702, 777 Hornby Street, Vancouver, British Columbia Canada V6Z 1S2, or by email to [proxy@transferagent.ca](mailto:proxy@transferagent.ca).
- (b) Use the internet through the website of the Company's transfer agent at [www.eproxy.ca](http://www.eproxy.ca). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's control number and password.

In all cases, the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or any adjournment thereof at which the Proxy is to be used.

## BENEFICIAL SHAREHOLDERS

**The following information is of significant importance to shareholders who do not hold Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Shares) or as set out in the following disclosure.

If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "**intermediary**"). In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBOs**") who object to their name being disclosed to the issuers of the securities they own; and Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to their name being disclosed to the issuers of the securities they own.

In this instance Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States will mail the Meeting proxy materials to the Beneficial Shareholders. This year the Company will not be taking advantage of the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of*

*Securities of a Reporting Issuer* that permit the Company to deliver proxy-related materials directly to its NOBOs and OBOs. As a result Beneficial Shareholders will receive a Voting Instruction Form (“VIF”) from Broadridge, which VIF should be completed by the Beneficial Shareholder and returned to Broadridge in the envelope provided or by a delivery option described on the VIF itself, which contains complete instructions. Broadridge will tabulate the results of the VIFs received from Beneficial Shareholders and will provide appropriate instructions at the Meeting with respect to the Shares represented by the VIFs Broadridge receives.

*These securityholder materials are being sent to both registered and non-registered owners (Beneficial Shareholders) of securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.*

*If the Company has chosen to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions. In this case, the Company has asked the intermediary, Broadridge, to send the Meeting proxy materials to the Beneficial Shareholders.*

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge both in Canada and in the United States. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or your instructions may be given to Broadridge by phone or via the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Shares voted at the Meeting or to have an alternate representative duly appointed to attend and vote your Shares at the Meeting.**

#### **NOTICE TO SHAREHOLDERS IN THE UNITED STATES**

The Shares are not registered under Section 12 of the United States *Securities Exchange Act of 1934*, as amended (the “**U.S. Exchange Act**”), and this solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act. Residents of the United States should be aware that applicable Canadian proxy solicitation rules differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company’s shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of

shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Company Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the years ended September 30, 2021 and September 30, 2020, together with the auditor's report thereon and the related Management Discussion and Analysis, will be presented to Shareholders at the Meeting. These documents are also available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and are incorporated herein by reference.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting other than the election of directors or the appointment of the auditor.

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

As at November 8, 2022, the Record Date for the Meeting, the Company's authorized capital consists of an unlimited number of Shares without par value or Special Rights or Restrictions, of which 87,587,318 Shares are issued and outstanding. All Shares in the capital of the Company carry the right to one vote.

Shareholders registered as at November 8, 2022 are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding Shares.



## ELECTION OF DIRECTORS

At the Meeting, Shareholders are being asked to set the number of directors to comprise the Board for the ensuing year at four (4). The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of the Company proposes to nominate the persons listed below for re-election as directors of the Company, to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by Management will be voted FOR the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

Pursuant to Article 27 of the Company's Articles, "*Nominations of Directors*", any additional director nominations for the Meeting must have been received by the Company in compliance with Article 27 no later than 30 days prior to the date of the Meeting. As long as no such nominations are received by the Company by such date, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation, Business or Employment during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>David Thornley-Hall</b> <sup>(2)</sup> British Columbia, Canada <i>Chief Executive Officer and Director</i>	Vice President, Corporate Secretary of Norden Crown Metals Corporation since 2019, President of Spey Resources Corp. from January 2019 to July 2020, EVP of Western Potash 2011 to 2017.	October 22, 2020	Nil <sup>(3)</sup>
<b>Kelvin Lee</b> <sup>(2)</sup> British Columbia, Canada <i>Chief Financial Officer, Corporate Secretary and Director</i>	Director of finance of K2 Capital Advisors since 2019, CFO of Monument Mining Limited from January 2018 to November 2019 and VP Finance and Administration of Monument Mining Limited from July 2013 to January 2018.	July 9, 2020	1,446,000 <sup>(4)</sup>
<b>Robert (Ravinder) Kang</b> <sup>(2)</sup> British Columbia, Canada <i>Director</i>	Principal of RSJ Consulting Inc. since April 2015 and Director of Listed Issuer Services at the TMX Group from March 1992 to March 2015	January 27, 2021	650,000 <sup>(5)</sup>
<b>Anthony Reid Zelen</b> British Columbia, Canada <i>Director</i>	President of Zelen Consulting Inc., a private company providing consulting services to public and private companies; and senior officer and director of public and private companies.	April 8, 2021	Nil

**Notes:**

- (1) The information as to Shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Member of the Audit Committee.
- (3) Mr. Thornley-Hall holds options to purchase 350,000 Shares at an exercise price of \$0.90 per Share, expiring October 22, 2025, options to purchase 500,000 Shares at an exercise price of \$0.44 per Share, expiring March 2, 2026 and options to purchase 1,000,000 Shares at an exercise price of \$0.20 per Share, expiring November 26, 2024.
- (4) Mr. Lee also holds options to purchase 250,000 Shares at an exercise price of \$0.305 per Share, expiring August 13, 2025 and options to purchase 675,000 Shares at an exercise price of \$0.20 per Share, expiring November 26, 2024.
- (5) Mr. Kang also holds options to purchase 200,000 Shares at an exercise price of \$0.285 per Share, expiring January 28, 2026 and options to purchase 400,000 Shares at an exercise price of \$0.20 per Share, expiring November 26, 2024.

**DIRECTOR BIOGRAPHIES**

***David Thornley-Hall***

David Thornley-Hall is a seasoned mining executive with over 15 years of diversified experience in mineral exploration, mining, and mine finance including projects in the US, Canada, Mexico, and Peru. Mr.

Thornley-Hall served for 8 years as a leading member of the commercial team at Western Potash, where he was instrumental in securing \$112 million in Chinese strategic equity investment. Prior to entering the mining industry, Mr. Thornley-Hall worked in the Canadian dollar bond market where he held the position of Managing Director of Canadian Business at Exco Shorcan in London, England.

***Kelvin Lee***

Kelvin Lee has over 15 years of extensive financial management experience with publicly traded companies. He is formerly CFO of Freeman Gold Corp. and prior, had progressively senior roles from Corporate Controller, VP Finance and Administration to Chief Financial Officer, for a TSXV listed gold producer with \$400 million in revenue over nine years. His responsibilities included development and execution of financial strategy and operations, including regulatory reporting, financial planning and analysis, treasury, tax and audit. He also held prior Controller positions in the mining industry with various publicly traded companies including Prodigy Gold Inc. that was acquired for \$340 million. Mr. Lee is currently CFO and Director of Nevada Lithium Resources Inc.; CFO and Director of First Uranium Inc.; and CFO and Director of First American Uranium Inc. Mr. Lee is a CPA, CGA (British Columbia).

***Robert (Ravinder) Kang***

Mr. Kang has been self-employed since April 2015. He was the Director of Listed Issuer Services and held other positions with TMX Group from March 1992 to March 2015. He is a corporate finance professional who is experienced in all aspects of Exchange policy, corporate governance and public company obligations. Mr. Kang is currently the principal of RSJ Consulting Inc., a firm that provides corporate finance advice. Mr. Kang received a Bachelor of Commerce degree from the University of British Columbia in 1988 and obtained his C.A. designation at Ernst and Young.

***Anthony Reid Zelen***

Anthony Zelen has over 23 years of experience in finance, investor relations, start-ups and corporate development. He has served as a director and officer for a number of public companies listed both in the United States and Canada in roles relating to investor relations, public relations, financing and strategic marketing for companies in the technology, mining and oil and gas sectors. Mr. Zelen received an undergraduate degree from Simon Fraser University. No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

**CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

No proposed director:

- (a) is, as at the date of the information circular (the “**Circular**”), or has been, within 10 years before the date of this Circular, a director, chief executive officer (“**CEO**”) or chief financial officer (“**CFO**”) of any company, including the Company, that,
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or

- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

## **PENALTIES OR SANCTIONS**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, 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 be likely to be considered important to a reasonable securityholder making a decision about whether to vote for the proposed director.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **GENERAL**

The following information is provided in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

For the purpose of this Statement of Executive Compensation:

**“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

**“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

**“external management company”** includes a subsidiary, affiliate or associate of the external management company;

**“named executive officer”** or **“NEO”** means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (**“CFO”**), including an individual performing functions similar to a CFO;

- (c) in respect of the Company 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 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 not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial year ended September 30, 2021, the Company had two NEOs, being David Thornley-Hall as CEO appointed October 22, 2020 and Kelvin Lee as CFO and Corporate Secretary appointed July 9, 2020.

During the financial year ended September 30, 2020, the Company had three NEOs being Marshall Farris, President and CEO who resigned October 22, 2020 and was replaced by David Thornley-Hall on October 22, 2020, Tracy Mabone, the CFO and Corporate Secretary who resigned July 9, 2020 and was replaced by Kelvin Wah Chin Lee as CFO and Corporate Secretary on July 9, 2020 and Kelvin Lee, CFO and Corporate Secretary appointed July 9, 2020.

#### **DIRECTOR AND NEO COMPENSATION, EXCLUDING COMPENSATION SECURITIES**

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company and its subsidiaries, excluding compensation securities, to each NEO and director, in any capacity, for the two most recently completed financial years ended September 30, 2021 and September 30, 2020. For NEOs who are also directors, no compensation was paid to them in their capacity as directors.

<b>Table of Compensation excluding Compensation Securities</b>							
<b>Name and principal position</b>	<b>Year</b>	<b>Salary, Consulting Fee, Retainer or Commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or Meeting Fees (\$)</b>	<b>Value of Perquisites (\$)</b>	<b>Value of all other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
David Thornley-Hall <sup>(1)</sup> <i>CEO and Director</i>	2021	71,250	Nil	Nil	Nil	Nil	71,250
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Table of Compensation excluding Compensation Securities							
Name and principal position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Kelvin Lee <sup>(2)</sup> <i>CFO, Corporate Secretary and Director</i>	2021	10,500	Nil	Nil	Nil	Nil	10,500
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Robert Kang <sup>(3)</sup> <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Reid Zelen <sup>(4)</sup> <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
Marshall Farris <sup>(5)</sup> <i>Former CEO, President and Director</i>	2021	Nil	Nil	Nil	N/A	Nil	Nil
	2020	\$20,000	Nil	Nil	N/A	Nil	\$20,000
Tracy Mabone <sup>(6)</sup> <i>Former CFO, Corporate Secretary and Director</i>	2021	Nil	Nil	Nil	N/A	Nil	Nil
	2020	\$15,000	Nil	Nil	N/A	Nil	\$15,000

**Notes:**

- 1) Mr. Thornley-Hall was appointed as CEO and a director on October 22, 2020.
- 2) Mr. Lee was appointed as CFO, Corporate Secretary and a director on July 9, 2020.
- 3) Mr. Kang was appointed a director on January 27, 2021.
- 4) Mr. Zelen was appointed a director on April 8, 2022.
- 5) Mr. Farris resigned as CEO, President and a director on October 22, 2020.
- 6) Ms. Mabone resigned as CFO, Corporate Secretary and a director on July 9, 2020.

**COMPENSATION SECURITIES GRANTED TO DIRECTORS AND NEOS**

The following table sets forth all compensation securities granted or issued to each Director and NEO by the Company or one of its subsidiaries during the financial year ended September 30, 2021 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	Date <sup>(2)</sup> 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 <sup>(2)</sup> (\$)	Expiry date <sup>(3)</sup>
David Thornley-Hall <sup>(4)</sup> <i>CEO and Director</i>	Stock Options	350,000 21%	2020-10-22	0.90	0.90	0.06	2025-10-22
		500,000 29%	2021-03-02	0.44	0.90	0.06	2026-03-02
Kelvin Lee <sup>(5)</sup> <i>CFO, Corporate Secretary and Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Robert Kang <sup>(6)</sup> <i>Director</i>	Stock Options	200,000 12%	2021-01-28	0.285	0.285	0.06	2026-01-28
Anthony Reid Zelen <sup>(7)</sup> <i>Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A

**Notes**

- 1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of September 30, 2021.
- 2) Closing price of the Issuer's Shares as at September 30, 2021.
- 3) Date format is YYYY-MM-DD.
- 4) Mr. Thornley-Hall was appointed as CEO and a director on October 22, 2020.
- 5) Mr. Lee was appointed as CFO, Corporate Secretary and a director on July 9, 2020.
- 6) Mr. Kang was appointed a director on January 27, 2021.
- 7) Mr. Zelen was appointed a director on April 8, 2022.

**COMPENSATION SECURITIES EXERCISED BY NEOS AND DIRECTORS**

No compensation securities were exercised by a NEO or director during the fiscal year ended September 30, 2021.

**EXTERNAL MANAGEMENT COMPANIES**

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

**STOCK OPTION PLANS AND OTHER INCENTIVE PLANS**

The Company provides its executives with strong incentives for long-term performance in the form of stock options (“Options”) through its stock option plan (the “Plan”). The Board believes that Options help the Company attract, motivate and retain key individuals. Initial grants of Options to new executives facilitate the recruitment of new employees while ensuring the long-term interest of such executives.

The Plan was adopted by resolution of the Board on June 29, 2018 and is not subject to shareholder approval under the rules of the Canadian Securities Exchange. A summary of the material provisions of the Plan is set out in below:

***Purpose***

The purpose of the Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified Directors, Employees and Consultants, to reward such of those Directors, Employees and Consultants as may be awarded Options under the Plan by the Board from time to time for their contributions toward the long term goals of the Company and to enable and encourage such Directors, Employees and Consultants to acquire Shares as long term investments.

***Participation***

Options may be awarded by the Board from time to time in its sole discretion to Directors, Employees and or Consultants.

***Maximum Number of Shares***

The maximum number of Shares issuable under the Plan, together with the number of Shares issuable under outstanding options granted otherwise than under the Plan, shall not exceed 10% of the Shares outstanding from time to time. Additionally, the Company shall not grant Options:

- (a) to any one person in any 12 month period which could, when exercised, result in the issuance of Shares exceeding five percent (5%) of the issued and outstanding Shares of the Company unless the Company has obtained the requisite Disinterested Shareholder Approval to the grant; or
- (b) to any one Consultant in any 12 month period which could, when exercised, result in the issuance of Shares exceeding 2% of the issued and outstanding Shares of the Company; or
- (c) in any 12 month period, to persons employed or engaged by the Company to perform Investor Relations Activities which could, when exercised, result in the issuance of Shares exceeding, in aggregate, 2% of the issued and outstanding Shares of the Company.

If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares in respect of which Option expired or terminated shall again be available for the purposes of the Plan.



### **Exercise Price**

The exercise price of options granted shall be determined by the Board but shall not be less than the last closing price of the Company's Shares traded through the facilities of the Exchange prior to the grant of the Option, less any discount permitted by the Exchange, or such other price as may be required by the Exchange. Any reduction in the exercise price of an Option held by a holder of Options ("**Option Holder**") who is an insider of the Company at the time of the proposed reduction will require Disinterested Shareholder Approval.

### **Term of Option**

The Expiry Date of an Option shall be the date so fixed by the Board at the time the particular Option is awarded, provided that such date shall not be later than the tenth anniversary of the Award Date of the Option.

### **Early Termination**

In the event that the Option Holder should die while he or she is still a Director (if he or she holds his or her Option as Director) or Employee or Consultant (if he or she holds his or her Option as Employee or Consultant), the Early Termination Date shall be twelve (12) months from the date of death of the Option Holder.

In the event that the Option Holder holds his or her Option as Director of the Company and such Option Holder ceases to be a Director of the Company other than by reason of death, the Early Termination Date of the Option shall be the date following 90 days after the Option Holder has ceased to be a Director, unless the Option Holder ceases to be a Director of the Company but continues to be engaged by the Company as an Employee or a Consultant, in which case the Expiry Date shall remain unchanged, or unless the Option Holder ceases to be a Director of the Company as a result of:

- (a) ceasing to meet the qualifications set forth in the *Business Corporations Act* (British Columbia), or
- (b) a resolution having been passed by the shareholders of the Company pursuant to the *Business Corporations Act* (British Columbia) removing the Director as such, or
- (c) by order of the British Columbia Registrar of Companies, British Columbia Securities Commission, the Exchange or any other regulatory body having jurisdiction to so order,

in which case the Early Termination Date shall be the date the Option Holder ceases to be a Director of the Company.

In the event that the Option Holder holds his or her Option as an Employee or Consultant of the Company and such Option Holder ceases to be an Employee or Consultant of the Company other than by reason of death, the Early Termination Date of the Option shall be the date following 90 days after the Option Holder ceases to be an Employee or Consultant, unless the Option Holder continues to be in a different position with the Company, in which case the Expiry Date shall remain unchanged, or unless the Option Holder ceases to be an Employee or Consultant of the Company as a result of:

- (a) termination for cause or, in the case of a Consultant, breach of contract, or

- (b) by order of the British Columbia Registrar of Companies, British Columbia Securities Commission, the Exchange or any other regulatory body having jurisdiction to so order,

in which case the Early Termination Date shall be the date the Option Holder ceases to be an Employee or Consultant of the Company.

Notwithstanding the foregoing, the Early Termination Date for Options granted to any Option Holder engaged primarily to provide Investor Relations Activities shall be the 30th day following the date that the Option Holder ceases to be employed in such capacity, unless the Option Holder continues to be engaged by the Company as an Employee or Director, in which case the Early Termination Date shall be determined as set forth above.

### ***Vesting Requirements***

All Options granted pursuant to the Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. All Options granted to Consultants performing Investor Relations Activities will vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period.

### ***Effect of Change of Control***

If a Change of Control occurs, all Shares subject to each outstanding Option will become vested, subject to any required approval of the Exchange, whereupon all Options may be exercised in whole or in part by the Option Holder.

### ***Termination***

The Board may terminate the Plan at any time provided that such termination shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to the date of such termination. Notwithstanding the termination of the Plan by the Company, Options awarded under the Plan, Option Holders and Shares issuable under Options awarded under the Plan shall continue to be governed by the provisions of the Plan.

The Plan has been filed on SEDAR under the Company's profile at [www.sedar.com](http://www.sedar.com).

## **EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS**

The Company has not entered into any agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or NEO.

## **OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION**

### ***Compensation Philosophy***

The compensation of the NEOs is determined by the Board. The Company does not have a formal compensation policy. The general objectives of the Board's compensation decisions are:

- to encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value;
- to align management's interests with the long-term interest of shareholders;
- to provide compensation commensurate with peer companies in order to attract and retain highly qualified executives; and
- to ensure that total compensation paid takes into account the Company's overall financial position.

The Board's compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

The Board meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and state of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

Option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs.

#### ***Risk of Compensation Practices and Disclosure***

The Company has not formally considered the risks associated with the Company's compensation policies and practices. The Company's compensation policies and practices give greater weight toward long-term incentives to mitigate the risk of encouraging short term goals at the expense of long term sustainability. The discretionary nature of annual bonus awards and option grants are significant elements of the Company's compensation plans and provide the Board with the ability to reward historical performance and behaviour that the Board considers to be aligned with the Company's best interests. The Company has attempted to minimize those compensation practices and policies that expose the Company to inappropriate or excessive risks.

The NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

#### ***Option-Based Awards***

The Board is responsible for granting options to the NEOs. Option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new Options are granted, the Board takes into account the previous grants of Options, the number of Options currently

held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such Options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders. The exercise price of the Options granted is determined by the trading price of the Company's shares at the time of grant.

#### **PENSION BENEFITS**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

#### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

The Company does not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities).

#### **EQUITY COMPENSATION PLAN INFORMATION**

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by the securityholders	1,700,000	\$0.54	4,735,390
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
<b>Total</b>	<b>1,700,000</b>	<b>\$0.54</b>	<b>4,735,390</b>

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over

(or a combination of both) more than 10% of the issued and outstanding Shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

#### **APPOINTMENT OF AUDITOR**

Management intends to nominate Manning Elliott LLP, Chartered Professional Accountants, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, FOR the re-appointment of Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors. Manning Elliott LLP have served as Auditor for the Company since May 28, 2018.

#### **MANAGEMENT CONTRACTS**

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

#### **AUDIT COMMITTEE**

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

#### **AUDIT COMMITTEE CHARTER**

The text of the Audit Committee’s charter is attached as Schedule “A” to this Circular.

#### **COMPOSITION OF AUDIT COMMITTEE AND INDEPENDENCE**

The Company’s current audit committee consists of David Thornley-Hall, Kelvin Lee and Robert Kang.

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. Of the Company’s current Audit Committee members, Robert Kang is “independent” within the meaning of NI 52-110.

NI 52-110 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 Company’s financial statements. All of the members of the Audit Committee are “financially literate” as that term is defined. The following sets out the Audit Committee members’ education and experience that is relevant to the performance of his responsibilities as an audit committee member.

**RELEVANT EDUCATION AND EXPERIENCE**

A description of the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member may be found above under the heading “Election of Directors”.

**AUDIT COMMITTEE OVERSIGHT**

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Manning Elliott LLP, Chartered Professional Accountants) not adopted by the Board.

**RELIANCE ON CERTAIN EXEMPTIONS**

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

**PRE-APPROVAL POLICIES AND PROCEDURES**

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

**AUDIT FEES**

The following table sets forth the fees paid by the Company and its subsidiaries to Manning Elliott LLP, Chartered Professional Accountants, for services rendered in the last two fiscal years:

	<b>2021</b>	<b>2020</b>
	(\$)	(\$)
Audit fees <sup>(1)</sup> .....	43,000	17,500
Audit related fees <sup>(2)</sup> .....	Nil	Nil
Tax fees <sup>(3)</sup> .....	1,750	2,250
All other fees <sup>(4)</sup> .....	Nil	Nil
<b>Total</b>	<b>44,750</b>	<b>19,750</b>

**Notes:**

- (1) “**Audit fees**” include aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees.
- (2) “**Audited related fees**” include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax fees**” include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and

tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

- (4) “**All other fees**” include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

## **VENTURE ISSUER EXEMPTION**

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

### **BOARD OF DIRECTORS**

Management is nominating three individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. One of the current members of the Board are considered “independent” and two members are not considered “independent” within the meaning of NI 52-110.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO. The Board will give direction and guidance through the CEO to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities of each committee, appoints the CEO of the Company and on the recommendation of the CEO, appoints the senior officers of the Company, establishes the duties and responsibilities of those positions and approves the senior management structure of the Company.

The Board exercises its independent supervision over management by its policies that require periodic meetings of the Board be held to obtain an update on significant corporate activities and plans. The Board

attempts to meet not less than three times during each year and endeavours to hold at least one meeting in each fiscal quarter. The Board also meets at any other time at the call of the CEO, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia) (the “Act”), is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

## DIRECTORSHIPS

The following directors of the Company are also directors of other reporting issuers as stated:

Name of Director	Name of Reporting Issuer	Market
Kelvin Lee	First Uranium Resources Ltd.	CSE
	Nevada Lithium Resources Inc. (formerly Hermes Acquisition Corp.)	CSE
	First American Uranium Inc. (formerly Prosperity Exploration Corp.)	CSE
	Origin Therapeutics Holdings Inc.	CSE
	Kings Entertainment Group Inc. (formerly 1242455 B.C. Ltd.)	CSE
Ravinder (Robert) Kang	Way of Will Inc.	CSE
	Albert Labs International Corp.	CSE
	Maple Peak Investments Inc.	TSXV
	Eat & Beyond Global Holdings Inc.	CSE
	Trillium Gold Mines Inc.	TSXV
	ESE Entertainment Inc.	TSXV
Anthony Reid Zelen	Rex Resources Corp.	TSXV
	Calaveras Resource Corp.	N/A
	Ronin Ventures Corp.	TSXV
	Blockmate Ventures Inc. (formerly Midpoint Holdings Ltd.)	TSXV
	Prospect Park Capital Corp.	CSE



Name of Director	Name of Reporting Issuer	Market
	Longhorn Exploration Corp.	TSXV
	Lida Resources Inc.	CSE
	New Wave Holdings Corp. (formerly New Wave Esports Corp.)	CSE
	Samurai Capital Corp.	TSXV
	Kings Entertainment Group Inc. (formerly 1242455 B.C. Ltd.)	CSE
	Cloud Nine Web3 Technologies Inc.	CSE
	Jessy Ventures Corp.	TSXV
	Paloma Resources Inc.	TSXV

#### **ORIENTATION AND CONTINUING EDUCATION**

The Board's practice is to recruit for the Board only persons with extensive experience in business and public company matters and with an understanding of mining and the mineral exploration business. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

#### **ETHICAL BUSINESS CONDUCT**

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations, and the small number of officers and consultants, allow the Board to monitor on an ongoing basis the activities of Management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

#### **NOMINATION OF DIRECTORS**

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached. This process takes place among the CEO and the other members of the Board.

## **COMPENSATION COMMITTEE**

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. As well, the number of options to be granted is determined by the Board as a whole, which allows any independent directors to have input into compensation decisions. At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee.

## **ASSESSMENTS**

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

## **OTHER BOARD COMMITTEES**

At the present time, the only standing committee is the Audit Committee. The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule "A" to this Circular. As the Company grows, and its operations and management structure become more complex, the Board expects it will constitute formal standing committees, such as a Corporate Governance Committee, a Compensation Committee and a Nominating Committee, and will ensure that such committees are governed by written charters.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company's comparative annual financial statements to September 30, 2020, a copy of which, together with the auditors report thereon and related management discussion and analysis, can be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at 604-306-7821.

**BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, as at November 8, 2022.

**ON BEHALF OF THE BOARD**

*Signed: "David Thornley-Hall"*

David Thornley-Hall  
Chief Executive Officer

**MEGAWATT LITHIUM AND BATTERY METALS CORP.**

**SCHEDULE "A"  
AUDIT COMMITTEE CHARTER**

**I. MANDATE**

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Walcott Resources Ltd. (the "**Company**") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company's independent external auditor (the "**Auditor**"); and
4. The performance of the Company's internal accounting procedures and Auditor.

**II. STRUCTURE AND OPERATIONS**

A. Composition

The Committee shall be comprised of three members, a majority of which shall be independent.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least once in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

**III. DUTIES**

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

*Independence of Auditor*

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company, consistent with Independence Standards Board Standard 1.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

*Performance & Completion by Auditor of its Work*

5. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
6. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor.
7. Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Auditor unless such non-audit services:
  - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;
  - (b) were not recognized by the Company at the time of the engagement to be non-audit services; and

- (c) are promptly brought to the attention of the Committee by management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

*Internal Financial Controls & Operations of the Company*

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

*Preparation of Financial Statements*

- 9. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- 10. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
- 11. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- 12. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- 13. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
  - (i) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor or management.
  - (ii) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

*Public Disclosure by the Company*

- 14. Review the Company's annual and quarterly financial statements, management discussion and analysis (MD&A), annual information form, and management information circular before the Board approves and the Company publicly discloses this information.

15. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
16. Review any disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

*Manner of Carrying Out its Mandate*

17. Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
18. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
19. Meet, to the extent it deems necessary or appropriate, with management and the Auditor in separate executive sessions at least quarterly.
20. Have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other consultants to advise the Committee advisors.
21. Make regular reports to the Board.
22. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
23. Annually review the Committee's own performance.
24. Provide an open avenue of communication among the Auditor the Board.
25. Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.