

# **EXPLOITS DISCOVERY CORP.**

#1020, 800 West Pender Street  
Vancouver, BC V6C 2V6

## **INFORMATION CIRCULAR**

### **SOLICITATION OF PROXIES BY MANAGEMENT**

**This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Exploits Discovery Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at #1020, 800 West Pender Street, Vancouver, BC V6C 2V6, on Tuesday, November 29, 2022, at 10:00 a.m. (local 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 Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“**Common Shares**”) pursuant to the requirements of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**National Instrument 54-101**”).

The Canadian securities regulators have adopted rules under National Instrument 54-101, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This process provides the option to post meeting related materials, including management information circulars, as well as annual financial statements, and related management’s discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, such meeting related materials will be available for viewing for up to one (1) year from the date of posting, and a paper copy of the material can be requested at any time during this period. The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

The Company may reimburse shareholders’ nominees or intermediaries (including brokers or their agents holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of any such solicitation will be borne by the Company. Unless otherwise stated, the information contained in this Information Circular is given as at October 21, 2022.

### **APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the “**Management Designees**”) have been selected by the directors of the Company.

**A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company.** Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company, at #1020, 800 West Pender Street, Vancouver, BC V6C 2V6, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

#### 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 which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.**

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.

#### BENEFICIAL HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust

company through which they purchased the shares.

More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Beneficial Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) directly, and to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders. If you are a non-registered owner, and the Issuer 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 on your behalf.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company’s transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Designees named in the form and insert the Beneficial Holder’s name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares, without nominal or par value, of which as at the date hereof 118,344,136 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 Company to be October 21, 2022, 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 Company provide that a quorum for the transaction of business at the Meeting is one or more persons, present in person or by proxy.

To the knowledge of the directors and senior officers of the Company, as of the record date no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company, other than:

Name	Number of Voting Shares	Percentage
Eric Sprott <sup>1</sup>	21,450,367	18.13%

<sup>1</sup>Mr. Sprott also owns directly and indirectly 14,666,667 warrants of the Company at a price of \$0.67 exercisable until April 28, 2023 (as to 8,000,000 warrants) and at a price of \$0.70 exercisable until May 14, 2023 (as to 6,666,667 warrants).

## PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

### I. Financial Statements

The audited financial statements of the Company for the financial year ended October 31, 2021 (the "**Financial Statements**"), together with the Auditors' Report thereon, will be presented to the shareholders at the Meeting. Shareholders should note that in accordance with the rules of National Instrument 51-102 "*Continuous Disclosure Obligations*", shareholders will no longer automatically receive copies of financial statements unless a return card (*in the form enclosed herewith*) has been completed and returned as instructed. Copies of all previously issued annual and quarterly financial statements and related Management Discussions and Analysis are available to the public on the SEDAR website at [www.sedar.com](http://www.sedar.com). Hard copies of the Audited Annual Financial Statements and Management Discussion and Analysis will be available to shareholders free of charge upon request.

### II. Appointment of Auditors

Management proposes the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, were first appointed auditors of the Company on November 2, 2020.

**In the absence of instructions to the contrary the shares represented by proxy will be voted in favour of a resolution to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional**

**Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.**

### **III. Election of Directors**

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) currently consists of six (6) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at six (6) subject to such increases as may be permitted by the Articles of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at six (6).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company's Articles.

**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 based on information received by the Company from said nominees:

<b>Jeff Swinoga</b> Ontario, Canada Director since September 15, 2021  Common Shares: 525,500	President and Chief Executive Officer of the Company; Most recently, he was the National Mining and Metals co Leader at EY Canada. Previously he was President and CEO of First Mining Gold, Chief Financial Officer (“CFO”) of Torex Gold Resources Inc. (“Torex”) where, during his four-year tenure, he led the US\$400 million financing of Torex’s US\$800 million El Limon-Guajes gold mine on the Morelos property and led his team during Torex’s transition from an exploration and development company to a mid-tier gold producer.
<b>Christopher Huggins</b> <sup>(1)(4)(5)</sup> British Columbia, Canada Director since August 21, 2020  Common Shares: 85,506	Mr. Huggins is interim Vice-President, Exploration of the Company; he is also the President and COO of Crest Resources Inc.; formerly a Corporate Accounts Manager, Sales Manager, and Business Development Manager with Atlas Copco Mining and Rock Excavation Technique (Epiroc), Hexagon Mining, and Finning Canada.
<b>Larry Short</b> <sup>(1)(2)(4)</sup> Newfoundland and Labrador, Canada Director since October 8, 2020  Common Shares: 250,000	CERTIFIED FINANCIAL PLANNER® professional, a Certified Investment Manager (CIM), as well as a Portfolio Manager. Larry’s wealth management practice is in its 29th year of business and continues with HollisWealth® in St. John’s, Newfoundland & Labrador.

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<b>Rod Husband</b> <sup>(1)(2)(3)(4)(5)</sup> British Columbia, Canada Director since November 2, 2020	Professional Geologist providing research and analysis, geological and management consulting.
Common Shares: Nil	
<b>Siri C. Genik</b> <sup>(2)(3)</sup> Ontario, Canada Director since June 7, 2021	Ms. Genik is the principal of BRIDGE©, a corporate consulting focusing on providing long-term value and achieving cost-driven results. Ms. Genik presently serves as a Director of the Board for the Prospectors & Developers Association of Canada (PDAC); Co-Chair of the Sustainability and Lands & Regulations Committees (PDAC); Director, Imperial Mining Group & Chair of the Audit Committee and Governance Committee. She is a CIM Distinguished Lecturer - CSR (2018-2019); Director of the Canada-Mongolia Chamber of Commerce and previously served as Vice President, Women-in-Mining-Canada (2015- 2021).
Common Shares: Nil	
<b>Douglas Cater</b> <sup>(5)</sup> Ontario, Canada Director since July 6, 2022	A Professional geologist with more than 35 years experience; between 2016 – 2019, Mr. Cater served as Vice President Exploration (Canada) for Kirkland Lake Gold Ltd., a Toronto based company with operating mines and exploration projects located in northeastern Ontario and Australia. He is a graduate of the ICD- Rotman Directors Education Program. He has served on a number of publicly traded mining companies' board of directors.
Common Shares: Nil	

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

- (1) Member or proposed member of the Audit Committee.
- (2) Member or proposed member of the Compensation Committee.
- (3) Member or proposed member of the Environmental, Social and Governance Committee.
- (4) Member or proposed member of the Investment Committee.
- (5) Member or proposed member of the Technical Committee.

#### ***Corporate Cease Trade Orders or Bankruptcies***

To the knowledge of the Company, no director or proposed director of the Company 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 Company, that:

- (a) while that person was acting in that capacity 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 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, that was issued after the person ceased to act in that capacity and which resulted from an event that occurred while the person was acting in that capacity; or
- (c) 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.

Mr. Cater was a director of Harte Gold Corp. (“**Harte Gold**”) when it commenced proceedings for creditor protection under the *Companies’ Creditors Arrangement Act* (Canada) (“**CCAA**”). On February 18, 2022, Harte Gold announced that, in connection with its creditor protection proceedings under the CCAA, and its previously announced sale and investment solicitation process, it completed the transactions. Furthermore, all of the directors and executive officers of Harte Gold, including Mr. Cater, resigned effective upon closing of the Transactions.

### ***Individual Bankruptcies***

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

## **EXECUTIVE COMPENSATION (For the financial year ended October 31, 2021)**

For purposes of this Information Circular, “named executive officer” of the Company means an individual who, at any time during the financial year ended October 31, 2021, was:

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”);
- (c) one of the Company’s three most highly compensated executive officers, or one of 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 Company, 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 Company, there were four (4) Named Executive Officers, namely, its current President and CEO, Jeff Swinoga; its former President and CEO, William Sheriff; its former President & CEO, Michael Collins; and its CFO, Monty Sutton.

### **Compensation Discussion and Analysis**

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

The Company’s executive compensation program has three principal components: base salary, incentive

bonus plan, and incentive stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Company has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Company notes that it is in an exploration phase with respect to its properties, has to operate with limited financial resources, and must control costs to ensure that funds are available to complete scheduled exploration programs and otherwise fund its operations. The Board has to consider the current and anticipated financial position of the Company at the time of any compensation determination. The Board has attempted to keep the cash compensation paid to the Company's NEOs relatively modest, while providing long-term incentives through the granting of stock options.

The Company'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 Company, 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 Company's compensation package has been structured in order to link shareholder return, measured by the change in the share price, with executive compensation through the use of incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Company does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Company bases the compensation for a NEO on the years of service with the Company, responsibilities of each officer and their duties in that position. The Company also bases compensation on the performance of each officer. The Company believes that stock options can create a strong incentive to the performance of each officer and is intended to recognize extra contributions and achievements towards the goals of the Company.

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 Company's success. Named Executive Officers receive a base cash compensation that the Company feels is in line with that paid by similar companies in North America, subject to the Company's financial resources; however no formal survey was completed by the Board.

In performing its duties, the Board has considered the implications of risks associated with the Company's compensation policies and practices. At its early stage of development and considering its current compensation policies, the Company 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 is permitted 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 Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased



proprietary interest in the Company. The Company 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 taken into account 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 Company's Board.

### Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for the Company's two (2) most recently completed financial years:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Jeff Swinoga President & CEO	2021	37,500	Nil	Nil	Nil	Nil	Nil	Nil	37,500
William Sheriff former President & CEO	2021	35,000	Nil	Nil	Nil	Nil	Nil	Nil	35,000
Michael Collins former President & CEO	2021	75,000	Nil	Nil	Nil	Nil	Nil	Nil	75,000
	2020	15,000	Nil	Nil	Nil	Nil	Nil	Nil	15,000
Monty Sutton CFO	2021	109,000	Nil	Nil	Nil	Nil	Nil	Nil	109,000

<sup>(1)</sup> Jeff Swinoga was appointed President, CEO and Director effective September 15, 2021.

<sup>(2)</sup> William Sheriff was appointed interim President and CEO on June 4, 2021 and resigned as interim President & CEO on September 15, 2022.

<sup>(3)</sup> Mr. Collins was appointed as President and CEO on September 10, 2020 and resigned as President and CEO on June 4, 2021. Mr. Collins resigned as a Director on September 15, 2021 but remains with the Company as an advisor.

### Incentive Plan Awards

#### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets out all option-based awards and share-based awards outstanding as at October 31, 2021, for each NEO:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date(s)	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Jeff Swinoga	1,000,000	\$0.62	Sept 15 2026	130,000	750,000	Nil
William Sheriff	150,000	\$1.33	May 25 2023	Nil	Nil	Nil



The following table sets out all option-based awards and share-based awards outstanding as at October 31, 2021 for each director, excluding a director who is already set out in disclosure for a NEO for the Company:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>1</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Christopher Huggins	190,000	\$0.57	Oct 14 2023	34,200	Nil	Nil
Larry Short	200,000	\$1.33	May 25 2023			
	250,000	\$0.57	Oct 14, 2023	62,500	Nil	Nil
	150,000	\$1.33	May 25 2023	Nil	Nil	Nil
Rod Husband	450,000	\$1.33	May 25 2023	Nil	Nil	Nil
Siri Genik	400,000	\$1.19	June 10 2024	Nil	Nil	Nil

<sup>1</sup>Based on the closing price of the Company's Shares on the CSE as at October 30, 2021, being \$0.75 per Share. The Company does not believe that using the Black Scholes model to value option awards is appropriate as the Company is an exploration stage company with low volume of trading for the shares and high volatility. The Company values the option-based awards on the excess in-the-money options which are valued based on the market price of the Company's shares over the exercise price at the date of the vesting of the option-based awards.

The share options exercised by the directors during the financial year ended October 31, 2021 and the values of such options at the end of such year were as follows:

The following table sets out the value vested or earned under incentive plans during the year ended October 31, 2021, for each director, excluding a director who is already set out in disclosure for a NEO for the Company:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Christopher Huggins	Nil	Nil	Nil
Larry Short	Nil	Nil	Nil
Rod Husband	Nil	Nil	Nil
Siri Genik	Nil	Nil	Nil

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company's equity compensation plan as at the end of the most recently completed financial year:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders	7,705,000	\$0.79	2,645,858

<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 not approved by securityholders	-	-	-
<b>TOTAL</b>	7,705,000	\$0.79	2,645,858

The Company has in place a stock option plan (the “**Plan**”), the purpose of which is to provide directors, officers and key employees of the Company, and certain other persons who provide services to the Company and any subsidiaries, with an opportunity to purchase Common Shares of the Company and benefit from any appreciation in the value of the Company’s Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all the Shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares, as permitted by the policies of the Canadian Securities Exchange (the “**CSE**”). As at October 31, 2021, there were 10,350,858 Common Shares available for issuance under the Plan and 7,705,000 Common Shares reserved for issuance under the Plan. Under the Plan, the option price must not be less than the exercise price permitted by the CSE. The current policies of the CSE state that the option price must not be less than the greater of the closing price of the Common Shares on the CSE on: (i) the trading day immediately preceding the date of grant, and (ii) the date of grant.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
2. No vesting requirements will apply to options granted under the Plan other than as required by CSE policies or by the Board.
3. All options will be non-assignable and non-transferable.
4. No options shall be granted which could, on exercise, result in: (i) more than 5% of the issued Common Shares being issued to any one individual in any 12-month period, unless disinterested shareholder approval is obtained; or (ii) more than 2% of the issued Common Shares being issued to any one consultant, or any person engaged to perform investor relation activities, in any 12-month period.
5. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company’s Common Shares.

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

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company’s last completed financial year.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

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

Other than as set forth herein, management of the Company is not aware of 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, other than the election of directors, of any person or company who has been: (a) a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) any proposed nominee for election as a director of the Company; or (c) any associate or affiliate of any of the foregoing persons or companies.

## MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

The Company entered into a Management Services Agreement dated August 31, 2021 (the "**MSP Services Agreement**") with Jeff Swinoga Professional Corporation (the Management Services Provider "**MSP**") wherein MSP will provide the services of Jeff Swinoga as President and Chief Executive Officer of the Company. Pursuant to the terms of the MSP Services Agreement the Company is to pay to MSP an annual fee of \$300,000, payable in equal monthly installments during the term of the MSP Services Agreement. The MSP Services Agreement also provides for a "Change of Control" provision (as that term is defined in the MSP Services Agreement) entitling MSP to a payout in an amount equal to 12 times the monthly fee otherwise payable to it under the MSP Services Agreement. As at October 21, 2022 the Company paid/accrued MSP \$292,500 in consulting fees.

The Company entered into a Consulting Agreement dated May 1, 2021 (the "**Sutton Consulting Agreement**") with Monty Sutton ("**Sutton**"), the Chief Executive Officer of the Company. Pursuant to the terms of the Sutton Consulting Agreement, Sutton is to provide services in his capacity as Chief Financial Officer in consideration for a monthly fee of \$12,000 plus GST commencing May 1, 2021. The Sutton Consulting Agreement also provides for a "Change of Control" provision (as that term is defined in the Sutton Consulting Agreement) entitling Sutton to a payout in an amount equal to 24 times the monthly fee otherwise payable to him under the Sutton Consulting Agreement. As at October 21, 2022 the Company paid/accrued Sutton \$141,000 in consulting fees.

Subsequent to the year end, the Company entered into an Employment Agreement dated April 14, 2022 (the "**Employment Agreement**") with Ken Tylee ("**Tylee**"), the Vice-President, Exploration of the Company. Pursuant to the terms of the Employment Agreement, Tylee is to provide services in his capacity as Vice-President, Exploration for an annual fee of \$200,000. The Employment Agreement also provides for a "Change of Control" provision (as that term is defined in the Employment Agreement) entitling Tylee to a payout in an amount equal to 12 times the monthly fee otherwise payable to him under the Employment

Agreement. As at October 21, 2022 the Company paid/accrued Tylee \$105,285 in fees.

## **CORPORATE GOVERNANCE**

### **General**

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices (“**NI 58-101**”) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below for the most recently completed fiscal year.

### **Board of Directors**

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

The Board is comprised of six (6) directors, of whom each of Christopher Huggins, Larry Short, Siri Genik and Douglas Cater are independent for the purposes of NI 58-101. Jeff Swinoga is not independent as he serves as President and Chief Executive Officer and Rod Husband is not independent as he receives consulting fees.

### **Directorships**

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

<b>Director</b>	<b>Other Reporting Issuers</b>
Jeff Swinoga	Radisson Mining Resources Inc. Imperial Mining Group Ltd. Excellon Resources Inc.
Rod Husband	Golcap Resources Corp.
Siri Genik	Radisson Mining Resources Inc.
Douglas Cater	Sierra Metals Inc. Mayfair Gold Corp.

### **Orientation and Continuing Education**

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company’s offices and, from time to time, are combined with presentations by the Company’s management to give the directors additional insight into the Company’s business. In addition, management of the Company makes itself available for discussion with all Board members.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company’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 Company.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation Committee**

The Company has a Compensation Committee comprising of Siri Genik, Rod Husband and Larry Short. The Compensation Committee is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations with respect to the compensation of the Company's executive officers, making recommendations with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

A copy of the Company's Compensation Committee Charter is available on the Company's website.

The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board. For further discussion, see "Executive Compensation – Compensation Discussion and Analysis" above.

The Board has not engaged the services of independent compensation consultants to assist it by making recommendations to the Board with respect to director and executive officer compensation.

### **Other Board Committees**

The Board also has an Environmental, Social and Governance Committee, a Technical Committee and an Investment Committee.

The Environmental, Social and Governance Committee consists of Rod Husband and Siri Genik. The Environmental, Social and Governance Committee is responsible for overseeing the application of the Company's environmental, social and corporate governance policies and identifying qualified candidates for the Board in accordance with the Committee Charters.

The Investment Committee consists of Larry Short, Rod Husband and Christopher Huggins. The Investment Committee is responsible for the oversight of the Company's proposed investment transactions in accordance with the Investment Committee Charter.

The Technical Committee consists of Rod Husband and Christopher Huggins. The Technical Committee is responsible for the scientific and technical disclosure of the Company and general compliance with NI 43-101.

Copies of the Company's Charters and Policies are available on the Company's website.

### Assessments

Due to the size of the Company's Board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

### AUDIT COMMITTEE

Under National Instrument 52-110 – Audit Committees (“NI 52-110”) reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

#### Audit Committee Charter

The Company's Audit Committee Charter is set out in the body of the Company's Information Circular dated September 10, 2020, as filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### Composition of Audit Committee

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Christopher Huggins	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Larry Short	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Rod Husband	Not Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

<sup>(1)</sup> 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 of Directors, reasonably interfere with the exercise of a member's independent judgment.

<sup>(2)</sup> An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

#### Relevant Education and Experience

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

Christopher Huggins - Mr. Huggins holds a B.Sc., Honours Geology from the University of British Columbia (1997) and worked as a geologist for 5 years across Northwestern British Columbia in regional gold exploration for Homestake Mining (Barrick). Following 10 years in sales leadership with e-learning technology, internet and advertising firms, Mr. Huggins returned to the mining industry and for the past 10 years has been a Corporate Accounts Manager, Sales Manager, and Business Development Manager with Atlas Copco Mining and Rock Excavation Technique (Epiroc), Hexagon Mining, and Finning Canada.

Larry Short – Mr. Short attended Memorial University of Newfoundland and graduated in 1981 with a



Bachelor of Commerce (B.Comm) degree and obtained his accounting designation in 1988. In 1988 he also began working as an Investment Advisor. Larry is a CERTIFIED FINANCIAL PLANNER® professional, a Certified Investment Manager (CIM), as well as a Portfolio Manager. Larry's wealth management practice is in its 29th year of business and continues with HollisWealth® in St. John's, Newfoundland & Labrador.

Rod Husband - Mr. Husband received a Bachelor of Science (Geology) from the University of British Columbia in 1987 and became a member of the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) in 1990. Mr. Husband has served as a geological and management consultant to public and private companies and has served as a director, officer and audit committee member for a number of public companies for over 30 years.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

### **External Auditor Service Fees**

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

<b>Financial Year Ended October 31</b>	<b>Audit Fees (\$)</b>	<b>Audit Related Fees (\$)</b>	<b>Tax Fees (\$)</b>	<b>All other Fees (\$)</b>
2021	52,943	Nil	Nil	Nil
2020	42,512	Nil	Nil	Nil

### **Exemption**

As a venture issuer, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

## **ADDITIONAL INFORMATION**

Financial information is provided in the Company's audited annual financial statements and accompanying

management's discussion and analysis ("MD&A") for the year ended October 31, 2021.

Under National Instrument 51-102, *Continuous Disclosure Obligations*, any person or company who wishes to receive financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the person or company is the owner of securities of the Company. Shareholders who wish to receive financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1. The Company will maintain a supplemental mailing list of persons or companies wishing to receive financial statements.

Shareholders may obtain copies of the Company's financial statements and related MD&A by contacting the Company at #1020, 800 West Pender Street, Vancouver, BC V6C 2V6. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### 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 Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED as of the 21<sup>st</sup> day of October, 2022.

BY THE ORDER OF THE BOARD OF DIRECTORS  
OF **EXPLOITS DISCOVERY CORP.**

*"Jeff Swinoga"*

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**JEFF SWINOGA**, President and CEO