

# ARCTIC FOX VENTURES INC.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of holders (“**Shareholders**”) of Class A common shares (the “**Shares**”) of Arctic Fox Ventures Inc. (the “**Corporation**”) will be held at the offices of the Corporation at #905 - 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 on Tuesday, February 1, 2022 at 10:00 a.m. (Pacific Standard Time) for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation as at and for the year ended June 30, 2021, together with management’s discussion and analysis and the report of the auditors thereon;
- (2) to fix the number of directors at five (5);
- (3) to elect five (5) directors of the Corporation for the ensuing year;
- (4) to re-appoint Saturna Group Chartered Professional Accountants LLP as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is contained in the management information circular and forms part of this Notice.

The board of directors of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed the close of business on December 29, 2021 as the record date for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Only Shareholders of record at the close of business on December 29, 2021 are entitled to vote at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting.

Registered Shareholders, being those Shareholders whose names appear on the Corporation’s central security register as a registered holder of Shares, who are unable to attend the Meeting should complete, sign, date and return the enclosed form of proxy to **Odyssey Trust Company (“Odyssey”)**, in accordance with the instructions set out in the form of proxy accompanying the management information circular no later than **10:00 a.m. (Pacific Daylight Time) on January 28, 2022**.

Non-registered Shareholders, being Shareholders who beneficially own and hold Shares through a broker or other intermediary and who do not hold Shares in their own names, who have received these materials through their broker or another intermediary should refer to the accompanying management information circular for further instructions.

Dated at Vancouver, British Columbia this 11<sup>th</sup> day of January, 2022.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

(Signed) *“Harry Chew”*

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**HARRY CHEW**

President and Chief Executive Officer and  
Director

# ARCTIC FOX VENTURES INC.

#905 - 1030 West Georgia Street  
Vancouver, British Columbia, V6E 2Y3  
Telephone: 604 689-2646

## MANAGEMENT INFORMATION CIRCULAR FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Containing Information as at January 11, 2022, unless otherwise stated)

### SOLICITATION OF PROXIES

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Arctic Fox Ventures Inc. (the “Corporation”), for use at the annual general meeting (the “Meeting”), of the holders (“Shareholders”) of Class A voting common shares without par value in the capital of the Corporation (the “Shares”), to be held on Tuesday, the 1<sup>st</sup> day of February, 2022, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. It is expected that the solicitation of proxies on behalf of management will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers, employees or agents of the Corporation. The cost of soliciting proxies on behalf of management will be borne by the Corporation. The Corporation may also reimburse brokers and other persons holding Shares in their names or in the name of nominees, for their costs incurred in sending proxy materials to beneficial owners and obtaining their proxies or voting instructions.

### APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy (the “Proxy”) are representatives of management of the Corporation and are directors and/or officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM/HER ON HIS/HER BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER MAY STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE CORPORATION’S REGISTRAR AND TRANSFER AGENT, ODYSSEY TRUST COMPANY (“ODYSSEY”), AT UNITED KINGDOM BUILDING 350 – 409 GRANVILLE STREET, VANCOUVER, BC V6C 1T2, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ANY ADJOURNMENT THEREOF. ALTERNATIVELY, PROXIES MAY BE FAXED TO THE ATTENTION OF THE PROXY DEPARTMENT AT + 1 (800) 517-4553 OR SUBMITTED ONLINE BY FOLLOWING THE INSTRUCTIONS CONTAINED IN THE PROXY BY SUCH TIME, IN WHICH EVENT ALL PAGES OF A PROXY SHOULD BE RETURNED. REGISTERED SHAREHOLDERS ELECTING TO SUBMIT A PROXY MAY LOG ONTO ODYSSEY’S WEBSITE AT [HTTPS://LOGIN.ODYSSEYTRUST.COM/PXLOGIN](https://login.odysseytrust.com/pxlogin). REGISTERED SHAREHOLDERS**

**MUST FOLLOW THE INSTRUCTIONS PROVIDED ON THE WEBSITE AND REFER TO THE REVERSE OF THEIR PROXY FOR THE HOLDER'S CONTROL NUMBER.**

The Proxy must be signed by the Shareholder or by his/her attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

**NON-REGISTERED HOLDERS**

Only those Shareholders whose names appear on the central security register of the Corporation (“**Registered Shareholders**”), or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- A. be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone); or
- B. be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder, but which is otherwise uncompleted. This Proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete the form of Proxy and deposit it with Odyssey, as described above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Should a Non-Registered Holder who receives either a Proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person

attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the Proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.***

## **REVOCAATION**

A Registered Shareholder who has given a Proxy may revoke the Proxy by:

- (a) completing and signing a Proxy bearing a later date and depositing it with Odyssey as described above;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the Proxy is to be used, or (ii) with the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or
- (c) in any other manner permitted by law.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary may not be required to act on a revocation of a voting instruction form or of a waiver of the right to receive meeting materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

## **VOTING OF PROXIES**

The management representatives designated in the enclosed Proxy will vote or withhold from voting the Shares in respect of which they are appointed by Proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the shares represented by such form of proxy, properly executed FOR the matters identified in the notice of meeting and any other matters which may properly come before the Meeting.**

The enclosed Proxy confers discretionary authority upon the management representatives designated in the Proxy with respect to amendments to or variations of matters identified in the notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Corporation know of no such amendments, variations or other matters.

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this Circular that are not statements of historical fact, including statements relating to each as more particularly described herein, may constitute “forward-looking statements”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Corporation’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Circular, such statements use such words as “may”, “will”, “expect”, “believe”, “plan”, “intend”, “should”, “anticipate” and other similar terminology. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this Circular. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward-looking statements. Although the forward-looking statements contained in this Circular are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with such forward-looking statements. All forward-looking statements are made as of the date of this Circular, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances. Accordingly, readers should not place undue reliance on forward-looking statements.

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

The authorized share capital of the Corporation consists of 100,000,000 Shares. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at December 29, 2021 (the “**Record Date**”). As at the Record Date, the Corporation has 26,468,416 Shares issued and outstanding.

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

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

Name of Shareholder	Number of Shares <sup>(1)(2)</sup>	Percentage of Shares <sup>(1)(2)</sup>
Harry Chew <sup>(3)</sup>	5,389,619	20.4%

Notes:

- (1) The information as to Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) On a non-diluted basis.
- (3) 5,292,119 Shares are held by Mr. Chew Personally and 97,500 Shares are held by Pacific Paragon Capital Group Ltd., a company controlled by Mr. Chew.

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

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Corporation at any time since the beginning of the last financial year of the Corporation;
- (a) the proposed nominees for election as a Director of the Corporation; or
- (b) any associate or affiliate of the foregoing persons,

have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### **ELECTION OF DIRECTORS**

At the Meeting, the following five (5) persons named hereunder will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause. Although management is nominating five (5) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **The Board recommends that Shareholders vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them. The information as to Shares beneficially owned, directly or indirectly or over which control or direction is exercised, not being with the knowledge of the Corporation, has been furnished by the respective nominees individually.

Name & Municipalities of Residence	Present Principal Occupation within the past 5 years	Director Since <sup>(1)</sup>	Number of Arctic Fox Ventures Inc. Shares Beneficially Held
Harry Chew <sup>(1)(2)</sup> <i>Vancouver, British Columbia</i>	Chief Executive Officer, President and Director CPA, CGA, President of Pacific Paragon Capital Group Ltd.	February 22, 2013	5,389,619 <sup>(3)</sup>
Sonny Chew <sup>(1)</sup> <i>Vancouver, British Columbia</i>	Chief Financial Officer, Secretary and Director Director of Finance and Administration of Pacific Paragon Capital Group Ltd.	February 22, 2013	1,080,000
Eddy Siu <sup>(1)(2)</sup> <i>Richmond, British Columbia</i>	Director Mobile Game Developer and Independent Consultant	July 4, 2019	200,000
Terrance G. Owen <sup>(1)(2)</sup> <i>Abbotsford, British Columbia</i>	Director Chief Executive Officer (2013 to 2015), Chief Financial Officer (2016 to 2017) and a director of Champion Pain Care Corporation. President and director of Pain Clinics International Inc. from March 2017 to September 2018.  Chief Executive Officer and a director of Cell MedX Corp. from December 2017 to April 2018.  President of Daizee Diapers Corp. since October 2018 and Chief Financial Officer since March 2020.	July 4, 2019	Nil
Gerald George Carlson <sup>(1)</sup> <i>West Vancouver, British Columbia</i>	Director Executive Chairman of Pacific Ridge Exploration Ltd., a TSXV listed mineral exploration company. Currently serves as a director of Gold Mountain Mining Corp.	December 29, 2020	Nil

**Notes:**

- (1) Each director's current term expires at the Meeting.
- (2) Member of the Audit Committee.



- (3) 5,292,119 Shares are held by Mr. Chew Personally and 97,500 Shares are held by Pacific Paragon Capital Group Ltd., a company controlled by Mr. Chew.
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As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 6,669,619 Shares, representing approximately 25.20% of the issued and outstanding Shares as of the date hereof.

The members of the Audit Committee are: Terrance Owen (chair), Harry Chew and Eddy Siu. The Corporation has not appointed a Compensation Committee or a Corporate Governance & Nominating Committee at this time. The Board is constituted with three independent directors being Terrance Owen, Eddy Siu and Gerald George Carlson, and two directors who are not independent, being Harry Chew and Sonny Chew.

Additional biographical information including the principal occupation of each member of the Board for the past five years preceding the date hereof is described below:

**Harry Chew** is the Chief Executive Officer, President and director of the Corporation and provides his services to the Corporation on a part-time basis. Mr. Chew has over 35 years of experience providing management and consulting services in the public company sector. Mr. Chew is the President of Pacific Paragon Capital Group Ltd. (“Pacific Paragon”) and has served in that capacity since 1993. Pacific Paragon provides financing, consulting and management services for private and public companies. In addition, Mr. Chew is and has been a director and officer of a number of other reporting issuers. Mr. Chew holds a Bachelor of Business Administration degree from Simon Fraser University in Burnaby, British Columbia and is a Chartered Professional Accountant.

Mr. Chew has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Corporation.

**Sonny Chew** is the Chief Financial Officer, Secretary Treasurer and director of the Corporation and provides his services to the Corporation on a part-time basis. Mr. Chew is the Director of Finance and Administration of Pacific Paragon and has served in that capacity since 1992. In addition, Mr. Chew is and has been a director and officer of a number of other reporting issuers in Canada since May, 1999. Mr. Chew holds a Bachelor of Arts (Economics) degree from Simon Fraser University in Burnaby, British Columbia.

Mr. Chew has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Corporation.

**Gerald George Carlson** is a director of the Corporation and provides his services to the Corporation on a part-time basis. Dr. Carlson obtained a Bachelor of Applied Science in Geological Engineering from the University of Toronto in 1969, a Masters degree in Economic Geology from Michigan Technological University in 1974, and a Ph.D. in Economic Geology from the Dartmouth College in 1978. Dr. Carlson has been a director and/or senior officer of several other reporting issuers.

From December 2012 to the present Mr. Carlson has been VP Exploration and then President & CEO of Pacific Ridge Exploration Ltd. Prior to that, he was President & CEO of Iron South Mining Corp. from October 2007 to December 2012.

Dr. Carlson has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Corporation.

**Terrance G. Owen** is a director of the Corporation and provides his services to the Corporation on a part-time basis. Dr. Owen obtained a Bachelor of Science (with honours) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University, British Columbia in 1991. Dr. Owen has been a director and/or senior officer of several other reporting issuers.

Dr. Owen has acted as the President, CEO and a director of Vanc Pharmaceuticals Inc. from May 2000 to June 2013, as well as the CEO, CFO and a director of Champion Pain Care Corporation from October 2013 to February 2017. As of March 2017, he is President and Director of Pain Clinics International Inc. and as of December 2017 he is also the CEO & Director of Cell MedX Corp.

Dr. Owen has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Corporation.

**Eddy Siu** is a director of the Corporation and provides his services to the Corporation on a part-time basis. Mr. Siu has over 19 years of experience in web design, graphic and UX design, programming, server management and software development. While Mr. Siu does not have formal education in this area, he has acquired self-taught technology and computer knowledge through this experience, and his background includes managing online games, online transactions, community management and content management.

From 2008 to 2013, Mr. Siu was the User Interface Team Lead for Integrated Broadband Services LLC, a US-based company. In this role, he developed and maintained UI, backend of main CMS for customer portals and corporate website, and developed and maintained UI, code and features for the internal backend customer management system. Mr. Siu also led a team of 2-3 developers in order to complete new features and updates for all stakeholders. Prior to this, Mr. Siu was employed as a web developer with ParaSun Technologies Inc. from 2005 until 2008. This work involved developing and maintaining the UI, the backend of the main CMS for customer portals and all corporate websites. The portals and websites were accessed by over 140,000 customers throughout North America. Mr. Siu also developed and maintained UI, code and features for backend customer management systems. Between 2001 and 2008, Mr. Siu created, developed and launched a popular web-based game and was involved in marketing and growing an extensive world-wide user base. He was also responsible for maintaining and supporting the community of players for this game. Since 1999, Mr. Siu has been engaged as a consultant, which has involved developing and maintaining client websites and web projects from idea to production, and developing front end, back end, hosting and marketing.

Mr. Siu has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Corporation.

## Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

Except as described below, to the best of management's knowledge, none of the directors or officers of the Corporation is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

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

Terrance Owen, a director of the Corporation, acted as a director of Sonoma Resources Inc. ("**Sonoma**") at the time Sonoma was subject to a cease trade order that was issued by the British Columbia Securities Commission and Alberta Securities Commission on August 6, 2014. The cease trade order was put in place due to a failure to file financial statements as required under securities laws. A partial revocation order was issued on June 12, 2015, followed by a revocation order on July 24, 2015. Thereafter, Sonoma completed a reverse takeover and the resulting issuer began trading under the symbol "ELM" on December 4, 2015.

To the best of management's knowledge, none of the directors or officers of the Corporation (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual 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.

To the best of management's knowledge, none of the directors or officers of the Corporation (or any personal holding company of any such individual) has, within the ten (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 such individual.

To the best of management's knowledge, none of the directors or officers of the Corporation (or any personal holding company of any such individual) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## **APPOINTMENT AND REMUNERATION OF AUDITORS**

At the Meeting, the Board proposes to re-appoint Saturna Group Chartered Professional Accountants LLP (“**Saturna**”), of 1166 Alberni Street, Suite 1605, Vancouver, British Columbia, V6E 3Z3, as auditors of the Corporation and to authorize remuneration of Saturna to be fixed by the Board. Saturna will hold office until the next annual general meeting of the Shareholders or until its successor is appointed.

**The Board recommends that Shareholders vote FOR the re-appointment of Saturna as auditor of the Corporation.**

## **OTHER MATTERS**

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

## **EXECUTIVE COMPENSATION**

### **Introduction**

Pursuant to the requirements of Form 51-102F6V-*Statement of Executive Compensation – Venture Issuers*, all direct and indirect compensation provided to certain executive officers, and directors for, or in connection with, services they have provided to the Corporation or a subsidiary of the Corporation must be disclosed in this form. The Corporation is required to disclose annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the two most recently completed financial years in respect of the individuals comprised of the Chief Executive Officer (“**CEO**”), the Chief Financial Officer (“**CFO**”) and the most highly compensated executive officers of the Corporation whose individual total compensation for the most recently completed financial year exceeds \$150,000, and any individual who would have satisfied these criteria but for the fact that the individual was not serving as an officer at the end of the most recently completed financial year (collectively, the “**Named Executive Officers**” or “**NEOs**”).

Director and NEO compensation has been disclosed based on requirements of Form 51-102F6V under the tables below as follows:

- (1) Table of compensation excluding compensation securities;
- (2) Stock options and other compensation securities; and
- (3) Exercise of compensation securities by directors and NEOs.

### Named Executive Officers of the Corporation for the Year Ended June 30, 2021

During the fiscal year ended June 30, 2021, the Corporation had two NEOs: (i) Harry Chew, President and Chief Executive Officer of the Corporation; and (ii) Sonny Chew, Chief Financial Officer of the Corporation.

### Director and Named Executive Officer Compensation

The following table (and notes thereto) states the names of each NEO and director and his annual compensation, consisting of salary, consulting fees, bonus and other annual compensation, excluding compensation securities, for each of the Corporation's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of perquisites (\$)	Value of other Compensation (\$)	Total compensation (\$)
Harry Chew, President and Chief Executive Officer, Director <sup>(1)</sup>	2021	Nil	Nil	Nil	Nil	\$24,000 <sup>(6)</sup>	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Sonny Chew, Chief Financial Officer, Secretary and Director <sup>(2)</sup>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Gerald George Carlson, Director <sup>(3)</sup>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Terrance G. Owen, Director <sup>(4)</sup>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Eddy Siu, Director <sup>(5)</sup>	2021	Nil	Nil	Nil	Nil	Nil	Nil

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of perquisites (\$)	Value of other Compensation (\$)	Total compensation (\$)
	2020	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) Harry Chew was appointed as President, CEO and director effective February 22, 2013.
- (2) Sonny Chew was appointed CFO, Secretary and director effective February 22, 2013.
- (3) Gerald George Carlson was appointed director effective December 29, 2020.
- (4) Terrance G. Owen was appointed director effective July 4, 2019.
- (5) Eddy Siu was appointed director effective July 4, 2019.
- (6) Paid to Pacific Paragon Capital Group Ltd., a company controlled by Harry Chew, for rent and administrative services.

### Stock Option Plans and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and named executive officer by the Corporation during the year ended June 30, 2021 for services provided or to be provided, directly or indirectly, to the Corporation.

Compensation Securities							
Name and position	Type of Compensation Security	Number of Compensation securities, number of underlying securities, and percentage of class <sup>(5)</sup>	Date of issue or grant	Issue conversion or exercise Price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Harry Chew, President, Chief Executive Officer and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Sonny Chew, Chief Financial Officer and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Gerald George Carlson, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Terrance G. Owen, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Compensation Securities							
Name and position	Type of Compensation Security	Number of Compensation securities, number of underlying securities, and percentage of class <sup>(5)</sup>	Date of issue or grant	Issue conversion or exercise Price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Eddy Siu, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date exercise (\$)	Total value on exercise date (\$)
Harry Chew, President, Chief Executive Officer and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Sonny Chew, Chief Financial Officer and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Gerald George Carlson, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Terrance G. Owen, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Eddy Siu, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

### External Management Companies

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

### Stock Option Plans and Other Incentive Plans

The Corporation created a stock option plan that was approved by the Board on July 3, 2019 (the “**Stock Option Plan**”). The Stock Option Plan is the Corporation’s only equity compensation plan. As of the date of this Circular, the Corporation does not have any options outstanding to purchase Shares.

The Stock Option Plan provides for the acquisition of Shares by directors, officers, employees or consultants of the Corporation, or any affiliated entity of the Corporation, for the purpose of advancing the interests of the Corporation through the motivation, attraction and retention of key employees and directors and to secure for the Corporation and the Shareholders the benefits inherent in the ownership of Shares by key employees and directors, it being generally recognized that stock option plans can aid in attracting, retaining and encouraging employees and directors due to the opportunity offered to them to acquire a proprietary interest in such company.

The Stock Option Plan provides that, subject to the requirements of the Canadian Securities Exchange (the “CSE”), the aggregate number of Shares reserved for issuance pursuant to options granted under the Stock Option Plan will not exceed 10% of the number of Shares of the Corporation issued and outstanding from time to time.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder subject to express provisions of the Stock Option Plan.

Options may be granted under the Stock Option Plan to such directors, employees, consultants or management company employees of the Corporation and its subsidiaries, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the listed security on the CSE on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the convertible security or the posting of notice of the proposed issuance of the convertible security with the CSE. The Stock Option Plan provides that the number of Shares which may be reserved for issuance on a yearly basis to any one related person upon exercise of all stock options held by such individual may not exceed 5% of the issued Shares calculated at the time of grant. Moreover, the Corporation cannot issue grants to related persons if in the aggregate their grants would, on a fully diluted basis, exceed 10% of the issued and outstanding Shares of the Corporation.

### **Employment, Consulting and Management Agreements**

Management of the Corporation is performed by the directors and officers of the Corporation and not by any other person.

There are no plans in place with respect to compensation of the Named Executive Officers in the event of a termination of employment without cause or upon the occurrence of a change of control.

### **Oversight and Description of Director and Named Executive Officer Compensation**

Given the Corporation’s size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Corporation.



## Pension Plan Benefits for NEOs

As at the year ended June 30, 2021, the Corporation did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

For information regarding securities authorized for issuance under equity compensation, please see “*Executive Compensation - Stock Option Plans and Other Incentive Plans.*”

### Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as of the financial period ended June 30, 2021 pursuant to the Stock Option Plan currently in place:

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))
Equity compensation plans approved by securityholders	N/A	N/A	2,646,841
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total			2,646,841

## INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Since the beginning of the last fiscal year of the Corporation, none of the executive officers, directors or employees or any former executive officers, directors or employees of the Corporation or any proposed nominee for election as a director of the Corporation or any of their respective associates is or has been indebted to the Corporation or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or Executive Officer of the Corporation; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially

owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the notes to the Corporation's financial statements for the financial year ended June 30, 2021, none of:

- a) the Informed Persons of the Corporation;
- b) the proposed nominees for election as a director of the Corporation; or
- c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Corporation or in a proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

#### **APPOINTMENT OF AUDITOR**

The auditor of the Corporation is Saturna Group Chartered Professional Accountants LLP, first appointed on July 18, 2019.

#### **CORPORATE GOVERNANCE AND AUDIT COMMITTEES**

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance* and National Instrument 52-110 *Audit Committees* is attached to this Circular as Schedules "A" and "B", respectively.

#### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

Other than the above, management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the designated persons named therein to vote on such matters in accordance with their best judgment.

#### **REGISTRAR AND TRANSFER AGENT**

The registrar and transfer agent for the Corporation is Odyssey Trust Company through its office located in Vancouver, British Columbia.

#### **ADDITIONAL INFORMATION**

Copies of this Circular, the comparative audited annual financial statements of the Corporation for the year ended June 30, 2021 and management discussion and analysis for the year ended June 30, 2021 may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) or free of charge from the Corporation upon request from the Chief Executive Officer of the Corporation, at #905 – 1030 West Georgia Street,

Vancouver, British Columbia, V6E 2Y3, phone 604 689-2646, and such documents will be sent by mail or electronically by email as may be specified at the time of the request. Financial information on the Corporation is provided in the Corporation's comparative audited annual financial statements and accompanying management's discussion and analysis for the year ended June 30, 2021.

**BOARD APPROVAL**

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

DATED at Vancouver, British Columbia, this 11<sup>th</sup> day of January, 2022.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

(Signed) "*Harry Chew*"

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**HARRY CHEW**

President, Chief Executive Officer and Director

**SCHEDULE “A”  
CORPORATE GOVERNANCE**

**Arctic Fox Ventures Inc.  
(the “Corporation”)**

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**STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

**General**

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

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices (“**NI 58-101**”) and National Policy 58-201 Corporate Governance Guidelines (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Corporation’s approach to corporate governance and describes the measures taken by the Corporation to comply with NI 58-101.

**Board of Directors**

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Corporation’s Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Corporation’s Board requires management to provide complete and accurate information with respect to the Corporation’s activities and to provide relevant information concerning the industry in which the Corporation operates in order to identify and manage risks. The Corporation’s Board is responsible for monitoring the Corporation’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The following members of the Board are non-independent: Harry Chew and Sonny Chew.

The following members of the Board are independent: Eddy Siu, Terrance G. Owen and Gerald Carlson.

### **Other Reporting Issuer Experience**

The following directors of the Corporation are directors of other reporting issuers:

<b>Director</b>	<b>Reporting Issuer:</b>	<b>Exchange Listed On &amp; Symbol:</b>
Harry Chew	Pacific Paradym Energy Inc.	TSXV – PPE.H
Sonny Chew	Pacific Paradym Energy Inc.	TSXV – PPE.H
Terrance G. Owen	Pacific Paradym Energy Inc.	TSXV – PPE.H
	Eastwood Bio-Medical Canada Inc.	TSXV – EBM
Gerald Carlson	Pacific Ridge Exploration Ltd.	TSXV – PEX
	Gold Mountain Mining Corp.	TSXV – GMTN

### **Orientation and Continuing Education**

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Corporation’s properties, business, technology and industry and on the responsibilities of directors. They also receive copies of the Corporation’s internal policies and procedures.

Board meetings may also include presentations by the Corporation’s management and employees to give the directors additional insight into the Corporation’s business.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors’ participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Corporation’s auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation’s financial statements and any related findings as to the integrity of the financial reporting process.

### **Nomination of Directors**

The Corporation's management is continually in contact with individuals involved in the mineral exploration industry and public-sector resource issuers. From these sources, the Corporation has made numerous contacts and continues to consider nominees for future board positions. The Corporation conducts the due diligence and reference checks with respect to any suitable candidate. New nominees must have a track record in general business management, special expertise in the area of strategic interest to the Corporation, the ability to devote the time required and willingness to serve. The Board does not have a nominating committee, and the functions that would typically be carried out by a nominating committee are currently performed by the Board as a whole.

### **Compensation**

The Board as a whole determines salary and benefits of the executive officers and directors of the Corporation, and determines the Corporation's general compensation structure, policies and programs.

### **Other Board Committees**

The Board has no other committees other than the Audit Committee.

### **Assessments**

The Board works closely with management, and, accordingly, are in a position to assess individual director's performance on an ongoing basis.

## SCHEDULE “B”

### FORM 52-110F2

#### AUDIT COMMITTEE DISCLOSURE

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#### THE AUDIT COMMITTEE'S CHARTER

##### I. MANDATE

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Arctic Fox Ventures Inc. (the “**Corporation**”) 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 Corporation’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 Corporation’s independent external auditor (the “**Auditor**”); and
4. The performance of the Corporation’s internal accounting procedures and Auditor.

##### II. STRUCTURE AND OPERATIONS

###### A. Composition

The Committee shall be comprised of three or more members.

###### B. Qualifications

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

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

###### C. Appointment and Removal

In accordance with the Articles of the Corporation, 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. Meetings**

The Committee shall meet as 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 Corporation'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 Corporation.

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

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 or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Corporation'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 Corporation, 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 Corporation'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 Corporation.
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 Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

### *Performance and Completion by Auditor of its Work*

1. 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 performing other audit, review or attest services for the Corporation, including resolution of disagreements between management and the Auditor regarding financial reporting.
2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Corporation's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation.
3. Recommend to the Board the compensation of the Auditor.
4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Corporation by the Auditor.

### *Internal Financial Controls and Operations of the Corporation*

1. Establish procedures for:

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

### *Preparation of Financial Statements*

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
2. 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 Corporation's financial statements or accounting policies.
3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
4. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
  - (a) The adoption of, or changes to, the Corporation's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
  - (b) The management inquiry letter provided by the Auditor and the Corporation's response to that letter.
  - (c) 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 Corporation*

1. Review the Corporation's annual and interim financial statements, management's discussion and analysis (MD&A) or the U.S. equivalents (if applicable) and earnings press releases before the Board approves and the Corporation publicly discloses this information.

2. Review the Corporation's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Corporation'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.
3. Review disclosures made to the Committee by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process of the Corporation'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 Corporation's internal controls.

#### *Manner of Carrying Out its Mandate*

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
2. Request any officer or employee of the Corporation or the Corporation's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.
4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
5. Make regular reports to the Board.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Annually review the Committee's own performance.
8. Provide an open avenue of communication among the Auditor, the Corporation's financial and senior management and the Board.
9. Not delegate these responsibilities.

#### **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 Corporation'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.

### **Composition of the Audit Committee**

The Corporation has an audit committee (the “**Audit Committee**”) that is currently comprised of Harry Chew, Terrance G. Owen (chair) and Gerald Carlson.

<b>Auditor</b>	<b>Title</b>	<b>Independent or Not</b>	<b>Financial Literacy</b>
Harry Chew	Chief Executive Officer, President and Director	No	Yes
Terrance G. Owen	Director	Yes	Yes
Eddy Siu	Director	Yes	Yes

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Corporation’s Board, reasonably interfere with the exercise of a member’s independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation.

### **Relevant Education and Experience**

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

**Harry Chew** - Mr. Chew is the President of Pacific Paragon and has served in that capacity since 1993. Pacific Paragon provides financing, consulting and management services for private and public companies. In addition, Mr. Chew is and has been a director and officer of a number of other reporting issuers. Mr. Chew holds a Bachelor of Business Administration degree from Simon Fraser University in Burnaby, British Columbia and is a Chartered Professional Accountant.

**Terrance G. Owen MBA, Ph.D.** - Dr. Owen obtained a Bachelor of Science (with honours) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University, British Columbia in 1991. Dr. Owen has been a director and/or senior officer of several other reporting issuers.

**Eddy Siu** – Mr. Siu has extensive experience in the gaming industry. In addition, through running his own consulting practice for many years, Mr. Siu has experience with financial matters in this industry.

Each member of the Audit Committee has adequate education and experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

### **Audit Committee Oversight**

At no time since incorporation has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since incorporation has the Corporation 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 NI 52-110. Part 8 of NI 52-110 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

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

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

### **External Auditor Service Fees**

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Saturna Group Chartered Professional Accountants LLP, for the period ended June 30, 2021, to the Corporation to ensure auditor independence. Fees billed for audit and non-audit services in the last fiscal years for audit fees are outlined in the following table:

<b>Nature of Services</b>	<b>Fees Billed by Auditor for the Period Ended June 30, 2021</b>
Audit Fees <sup>(1)</sup>	\$9,975 <sup>(5)(6)</sup>
Audit-Related Fees <sup>(2)</sup>	\$Nil

Tax Fees <sup>(3)</sup>	\$Nil
All Other Fees <sup>(4)</sup>	\$Nil
<b>TOTAL:</b>	<b>\$9,975</b>

**Notes:**

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

(2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services 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 fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. 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 all other non-audit services.

(5) Fees paid out subsequent to June 30, 2021.

(6) Inclusive of GST.

**Exemption**

The Corporation has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.