

**ROOGOLD INC.**

**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS  
TO BE HELD ON JUNE 21, 2022**

**AND**

**INFORMATION CIRCULAR**

**MAY 20, 2022**

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Circular, you should immediately contact your advisor.*

**ROOGOLD INC.**  
82 Richmond Street East  
Toronto, Ontario M5C 1P1

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE (“**Notice**”) is given that an annual meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of RooGold Inc. (“**ROO**” or the “**Company**”) will be held by video/teleconference on Tuesday, June 21, 2022 at 1:00 p.m. (Vancouver time), for the following purposes:

- (i) To table the Company’s audited financial statements for the fiscal year ended December 31, 2021, the report of the auditor and the related management discussion and analysis;
- (ii) To set the number of directors to be elected at three (3);
- (iii) To elect the directors of the Company;
- (iv) To appoint Crowe MacKay LLP as ROO’s auditor for the ensuing year or until their successor is appointed, and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
- (v) To consider and, if thought fit, to pass with or without variation an ordinary resolution to approve the Company’s stock option plan; and
- (vi) To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Company’s Board has fixed May 16, 2022 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive notice and vote at the Meeting.

If you are a registered Shareholder of ROO and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with ROO’s transfer agent, Odyssey Trust Company, 350 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, no later than 1:00 p.m. (Vancouver time) on June 17, 2022 or at least 2 business days before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, or other similar self-administered savings or investment plan, or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin> and click on VOTE . You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by internet, do not mail your proxy.

1. By mail or personal delivery to Odyssey Trust Company, United Kingdom Building, 350 – 409 Granville Street, Vancouver, B.C. V6C 1T2; or
2. By fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international); or
3. By internet by going to <https://login.odysseytrust.com/pxlogin> and following the online voting instructions given to you.

**To Access the Meeting:**

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing

to view materials that may be presented by the Corporation's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference.

Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Corporation's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone +1 (778) 907-2071 and enter the Meeting ID and Passcode noted below.

Outside of Canada, please find your local number: <https://us06web.zoom.us/j/87338201858?pwd=T2ptamdOalVBNWxRY2s5ems0RTBOUT09>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Passcode below or open the following link:

<https://us06web.zoom.us/j/87338201858?pwd=T2ptamdOalVBNWxRY2s5ems0RTBOUT09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 873 3820 1858  
Passcode: 736943

Dated at Vancouver, British Columbia, this 20<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

Signed: "**Carlos Espinosa**"

Carlos Espinosa  
Chief Executive Officer, President & Director

**ROOGOLD INC.**  
82 Richmond Street East  
Toronto, Ontario M5C 1P1

**INFORMATION CIRCULAR**  
(as at and dated May 20, 2022, unless indicated otherwise)

**SOLICITATION OF PROXIES BY MANAGEMENT**

This Information Circular (the “**Circular**”) accompanies the notice (“**Notice**”) of the annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**” or “**Common Shares**”) of RooGold Inc. (the “**Company**” or “**ROO**”), and is furnished to Shareholders in connection with the solicitation of proxies by management of ROO to be voted at the Meeting to be held by video/teleconference on **Tuesday, June 21, 2022** at 1:00 p.m. (Vancouver time) or at any adjournment or postponement thereof.

**To Access the Meeting:**

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Corporation’s management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference.

Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Corporation’s scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone +1 (778) 907-2071 and enter the Meeting ID and Passcode noted below.

Outside of Canada, please find your local number: <https://us06web.zoom.us/j/87338201858>

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Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 873 3820 1858  
Passcode: 736943

Shareholders will have an equal opportunity to access the Meeting regardless of geographic location.

**INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR**

Unless otherwise stated, all amounts herein are in Canadian dollars. The following documents filed by the Company on SEDAR at [www.sedar.com](http://www.sedar.com) are specifically incorporated by reference into, and form an integral part of, this Circular: the audited financial statements of the Company and the related notes thereto, for the financial year ended December 31, 2021; the report of the Company’s auditor thereon; management’s discussion and analysis related to such financial statements, and the new stock option plan of the Company.

The Company has its Shares listed on the Canadian Securities Exchange (the “**Exchange**”).

No person has been authorized to give any information or to make any representation in connection with matters described herein other than those contained in this Circular and, if given or made, any such information or representation should be considered not to have been authorized by the Company.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisers in connection therewith.

## **PROXIES AND VOTING RIGHTS**

### **Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by ROO. No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies.

The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of Shares (the “**Beneficial Shareholders**”) held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to Beneficial Shareholders held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries. ROO will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

ROO does not intend to pay for Intermediaries to forward to objecting Beneficial Shareholders under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. An objecting Beneficial Shareholder will not receive such materials unless the objecting Beneficial Shareholder’s Intermediary assumes the cost of delivery. These proxy-related materials are being sent to both registered and non-registered Shareholders.

### **Appointment of Proxy**

Registered shareholders (“**Registered Shareholders**”) are entitled to vote at the Meeting. On a show of hands, every Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of May 16, 2022 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of Registered Shareholders is available for inspection during normal business hours at the offices of Odyssey Trust Company (“**Odyssey Trust Company**”) and will be available at the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of ROO.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

**TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH**

**SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Odyssey Trust Company at their offices located at 350 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, by mail, or by fax at 1-800-517-4553, or by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) no later than 1:00 p.m. (Vancouver time) on Friday June 17, 2022, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

**Revocation of Proxy**

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

**Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE MANAGEMENT NOMINEES FOR DIRECTORS AND APPOINTMENT OF THE AUDITOR.**

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of ROO is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

## **ADVICE TO BENEFICIAL SHAREHOLDERS**

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

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

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to Registered Shareholders by ROO. However, its purpose is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shareholder's Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for a Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the proxy well in advance of the Meeting to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent).

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his, her or its Shares.

## **PARTICULARS OF MATTERS TO BE ACTED ON**

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

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the board ("**Board**") of directors ("**Directors**") to be the close of business on May 16, 2022, a total of 72,559,950 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only Registered Shareholders as of the record date, May 16, 2022, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the Directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights

attached to the outstanding Shares of ROO.

## **AUDITED FINANCIAL STATEMENTS**

The audited financial statements of ROO for the period ended December 31, 2021, and the report of the auditor on those statements will be placed before the Meeting. Receipt at the Meeting of the audited financial statements of ROO will not constitute approval or disapproval of any matters referred to in those statements. No vote will be taken on the audited financial statements. These audited financial statements are available at [www.sedar.com](http://www.sedar.com).

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from ROO must deliver a written request for such material to ROO. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Request form attached to this Circular and send it to the transfer agent, Odyssey Trust Company.

## **ELECTION OF DIRECTORS**

### **NUMBER AND ELECTION OF DIRECTORS**

Management of the Company is seeking shareholder approval of an ordinary resolution setting the number of Directors (“**Directors**”) of the Company at three (3), and electing Directors for the ensuing year.

The affairs of the Company are managed by the Board of Directors who are elected at each annual general meeting of Shareholders and hold office until the next annual general meeting of Shareholders or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such Director becomes disqualified to act as a Director pursuant to the British Columbia *Business Corporations Act* (“**BCBCA**”).

**Except where authority to vote on the Election of Directors is withheld, unless otherwise indicated, the named proxyholders will vote FOR:**

- 1. setting the number of Directors at three (3); and**
- 2. the election of each of the proposed nominees Directors of the Company.**

Information concerning the current Directors, as furnished by the individual nominees, as of the date of this Circular, is as follows:



Name, Province, Country of Residence & Position(s)	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Shares Owned <sup>(1)</sup>
<b>CARLOS ESPINOSA</b> <sup>(2)</sup> Ontario, Canada <i>Chief Executive Officer, President Director</i>	Mining Executive  Chief Executive Officer, President & Director of ROO since March, 2022; President, CEO & Director of Monarca Minerals an exploration mining company with gold and silver assets in Mexico (June 2016 to March 2022); CFO of Fredonia Mining, Inc., a gold exploration mining company in Argentina (December 2016 to March 2022); Founding Partner at The SoftLanding Group Mexico, Inc., since May 2008.	March 4, 2022 to Present	Nil <sup>(3)</sup>
<b>MICHAEL SINGER, CGA, CPA</b> <sup>(2)</sup> Quebec, Canada <i>Director</i>	Businessman Director of the Company since March 17, 2022; Director of TSX/Nasdaq listed Aurora Cannabis Inc. since May, 2016; Interim CEO (February to September 2020) and Executive Chairman (July 2018 to May 2021) of Aurora Cannabis Inc.	March 17, 2022 to Present	100,000 Shares
<b>MICHAEL MULBERRY</b> <sup>(2)</sup> British Columbia, Canada <i>Director</i>	Mining Executive, Geotechnician and Prospector Director of the Company since April 1, 2019; CEO and Director of Medaro Mining Corp. since January 2022; Chief Executive Officer and President of the Company from April 1, 2019 to March 4, 2022; Geotechnician and prospector since 2000	April 1, 2019 to Present	2,850,000 Shares

(1) Shares beneficially directly or indirectly owned or over which control or direction is exercised, at the date of this Circular, based upon information furnished to the Company by the individual Directors. These numbers do not include outstanding convertible securities available for exercise.

(2) Member of the audit committee ("Audit Committee") of ROO. Michael Singer currently serves as chairman.

(3) Mr. Espinosa has conditional rights to acquire up to 1,350,000 Shares at \$0.01 per Share. They are currently subject to probate proceedings in connection with the estate of a former Director.

### ***Cease Trade Orders***

Other than as described below, to the knowledge of the Company, as of the date hereof, no Nominee is, or has been, within 10 years before the date hereof, a Director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days (an "**Order**"), which was issued while the proposed Director or executive officer was acting in the capacity as Director, CEO or CFO; or
- (b) was subject to an Order that was issued after the Director or executive officer ceased to be a Director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as Director, CEO or CFO.

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, Directors and officers or other members of management of the Company or of any proposed promoter, Director, officer or other member of management as a result of their outside business interests, except that certain of the Directors and officers serve as Directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a Director or officer of such other companies. All related party transactions during each reporting period are detailed in the Company's Management Discussion & Analysis for the fiscal year ended December 31, 2021.

### ***Bankruptcies***

To the best of the Company's knowledge, no proposed Director of ROO is, or within ten (10) years before the date of this Circular, has been a Director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

### ***Personal Bankruptcies***

To the best of the Company's knowledge, no proposed Director of ROO has, within 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 the proposed Director.

### ***Securities Related Penalties and Sanctions***

To the best of the Company's knowledge, no proposed Director has been subject to, or entered into a settlement agreement resulting from:

- (a) a court order 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 securityholder in deciding whether to vote for a proposed Director.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Definitions**

**"CEO"** means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

**"CFO"** means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

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

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

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO 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 that financial year;

**"option-based award"** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

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

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

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

### Named Executive Officer and Director Compensation

The following table sets forth all compensation for the two most recently completed financial years, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiary, to each NEO and Director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a Director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

Table of compensation excluding compensation securities							
Name and position	Year Ended Dec 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Michael Mulberry</b> Chief Executive Officer, President & Director	2021	47,000	NIL	NIL	NIL	NIL	47,000
<b>Michael Mulberry</b> Chief Executive Officer, President & Director	2020	36,000	NIL	NIL	NIL	NIL	36,000
<b>Remantra Sheopaul<sup>(1)</sup></b> Chief Financial Officer & Corporate Secretary	2021	1,552	NIL	NIL	NIL	NIL	1,552
<b>Jonathan Younie</b> Chief Financial Officer & Corporate Secretary	2021	29,000	NIL	NIL	NIL	NIL	29,000
<b>Jonathan Younie</b> Chief Financial Officer & Corporate Secretary	2020	18,000	NIL	NIL	NIL	NIL	18,000

Notes: (1) Remantra Sheopaul was appointed Chief Financial Officer & Corporate Secretary on Dec. 15, 2021.

Other than as set forth in the foregoing table, the named executive officers and Directors have not received, during the completed financial years, compensation pursuant to any standard arrangement for the compensation of Directors for their services in their capacity as Directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of Directors in their capacity as Directors, or any arrangement for the compensation of Directors for services as consultants or experts.

### Employment, Consulting and Management Agreements

There were no agreements or arrangements in place under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Issuer that were performed by a Director or named executive officer, or performed by any other party but are services typically provided by a Director or a

named executive officer, other than the reimbursement of expenses any Director or NEO may have incurred on behalf of the Issuer.

Except as noted below, there were no agreements or arrangement containing provisions with respect to change of control, severance, termination or constructive dismissal.

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

The Company does not have a formal compensation program. The Company's officers in most cases are compensated based on a daily or fixed monthly, amounts and are paid indirectly through professional management and consulting companies in which they are owners, contractors or employees. In establishing fees or salaries for the Company's CEO, other executive officers and Directors, consideration is given to salary ranges for comparable positions in similar size resource industry companies. Data for such comparisons is obtained from the evaluation of compensation against industry peers including those with a similar market capitalization, in the business of exploring similar minerals in similar jurisdictions, and from reviewing similar other companies' compensation information included in their information circulars. In setting salaries within competitive ranges, the Company considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility, and the potential for future contributions to the Company.

In keeping with the relatively simple compensation structure adopted by most venture issuers, the Company's executive compensation for its executive officers has two primary components, cash compensation and incentive stock options.

#### *Compensation Risk Assessment and Mitigation*

Although the Company does not have formal policies specifically targeting risk-taking in a compensation context, the practice of management and the Board is to consider all factors relating to an executive officer's performance, including any risk mitigation efforts or excessive risk-taking, in determining compensation.

Under the Company's policies, executive officers and Directors are not permitted to purchase financial instruments (including prepaid variable contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the executive officer or Director.

#### *Elements of Executive Compensation Program*

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Plan.

#### *Base Salary or Consulting Fees*

Base salary ranges for NEOs were initially determined upon review of salaries paid by other companies that are comparable in size to the Company.

In determining the base salary of an NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Company;
- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Company; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

### *Bonus Payments*

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant acquisitions of mineral properties and the attainment of corporate milestones). The Company did not award any bonuses during its financial year ended December 31, 2021.

### *Equity Participation*

The Company currently offers equity participation in the Company through the Company's stock option plan.

### *Executive Compensation*

Except for the grant of Options to the NEOs and any compensation payable pursuant consulting fees incurred for the performance of duties by the CEO the CFO there are no additional arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, Directors or consultants.

### *Director Compensation*

The Company does not currently pay compensation to non-management Directors, nor are they paid for attendance at Board meetings. The Directors are reimbursed for expenses occurred in carrying out their duties as Directors and are granted Options. The Board at its discretion may in the future elect to award Directors fees for meeting attendance and chair committee members pursuant to industry standards.

### **Stock Options and Other Compensation Securities**

The following tables set forth the details of all compensation securities granted or issued to each named executive officer and Director by ROO (or any subsidiary, as applicable) in the most recently completed financial year for services provided or to be provided, directly or indirectly, to ROO (or any subsidiary, as applicable):

<b>Compensation Securities as at Dec. 31, 2021<sup>(1)</sup></b>							
<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at year end (\$)</b>	<b>Expiry date</b>
<b>Michael Mulberry Chief Executive Officer, President &amp; Director</b>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
<b>Jonathan Younie Chief Financial Officer &amp; Corporate Secretary</b>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes: (1) Subsequent to year end, Carlos Espinosa was granted 1,000,000 stock options and Michael Singer was granted 350,000 stock options, each at an exercise price of \$0.30 on March 17, 2022 for a 5 year period.

No named executive officer or Director of the Company exercised any outstanding compensation securities during the most recently completed financial year of the Company.

### **Stock Option Plans and Other Incentive Plans**

The Board proposes to adopt an updated stock option plan (the "Plan") dated as of June 21, 2022 which has been posted on SEDAR at [www.sedar.com](http://www.sedar.com) searchable by way of the Company's name. All capitalized terms not otherwise defined in this information circular shall have the meanings set out in the Plan.

The purpose of the Stock Option Plan is to advance the interests of the Company and its Shareholders by attracting, retaining and motivating the performance of selected Directors, Officers, Employees or Consultants of the Company (as further described below and in the Plan) to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock.

The Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of Options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of Options awarded under the Plan and all other security-based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of Options granted under the Plan in any 12 month period to any one person (including Associates and Affiliates), together with all other security based compensation arrangements of the Company, must not exceed 5% of the then issued and outstanding Common Shares of the Company on a non-diluted basis.

The Plan will be administered by the Board of Directors of the Company or by a special committee of Directors which will, subject to compliance with the terms of the Plan and subject to any Exchange approvals required or compliance with Exchange filing requirements, have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Plan to such Directors, Officers, Employees (including Management Company Employees), and Consultants (including Consultant Companies and Investor Relations Service Providers) as defined in the Plan. With respect to Management Company Employees, Options may also be granted to employees of management companies providing management services to the Company.

The exercise price of any Options granted under the Plan shall be determined by the Board of Directors, subject to the approval of the Exchange if necessary, but in no event may the exercise price be lower than the Market Price.

The term of any Option granted under the Plan shall be determined by the Board of Directors at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any Options granted under the Plan may not exceed five (5) years.

If desired by the Board of Directors, Options granted under the Plan may be subject to vesting. Options granted under the Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a Director, Officer, Consultant, or Employee of the Company ceases to hold office or ceases to be a Management Company Employee, Options granted to such individual under the Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the Board of Directors of the Company. In the event of death of an Option holder, Options granted under the Plan expire one year from the date of the death of the Option holder.

Should the expiry date of an Option fall within a period during which the relevant Option holder is prohibited from exercising an Option due to trading restrictions imposed by the Company pursuant to any policy of the Company respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine (9) business days following the expiration of a Black Out Period, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth (10th) business day after the end of the Black Out Period, such tenth (10th) business day to be considered the Expiry Date for such Option for all purposes under the Plan.

It is in order for the shareholders to approve the Plan. The text of the Plan resolution to be considered at the Meeting will be substantially as follows:

**“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. the stock option plan of the Company dated June 21, 2022 be approved;
2. the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Plan at any time to a maximum of 10% of the issued and outstanding shares of the Company on the applicable grant date;

3. the Board of Directors be authorized on behalf of the Company to make any amendments to the Plan as may be required by regulatory authorities, without further approval of the Shareholders of the Company, in order to ensure adoption of the Plan; and
4. any Director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act, including obtaining any necessary regulatory approvals, or thing being conclusive evidence of such determination.”

**Unless otherwise instructed, the person named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the approval of the Plan. The Directors of the Company recommend that shareholders vote in favour of the approval of the Plan. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast on the resolution.**

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

No person who is, or at any time during the two most recently completed financial years was, a Director or executive officer of ROO, a proposed nominee for election as a Director of ROO, or an associate of any of the foregoing individuals, has been indebted to the Company at any time since the commencement of the Company’s last completed financial year.

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

Except as otherwise disclosed in this Circular, no: (a) Director, proposed Director or executive officer of ROO; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Shares (an “**Insider**”); (c) Director or executive officer of an Insider; or (d) associate or affiliate of any of the Directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of ROO’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect ROO, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

## **AUDIT COMMITTEE DISCLOSURE**

National Instrument 52-110 of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

### **The Audit Committee Charter**

The text of ROO’s audit committee charter is included as Schedule “A” to this Circular.

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

As of the date of this Circular, the following are the members of the Audit Committee:

<b>Audit Committee Members</b>		
Michael Singer (Chair)	Independent	Financially literate
Carlos Espinosa	Not Independent	Financially literate
Michael Mulberry	Independent	Financially literate

### **Relevant Education and Experience**

The education and experience of each member that is relevant to the performance of the member’s responsibilities as a member of the Audit Committee is as follows:

#### Michael Singer

Mr. Singer, who is a CPA, brings over 25 years of experience in advising and managing both public and private companies. He has extensive financial management, capital markets and corporate governance experience in the pharmaceutical and medical cannabis industries. He formerly acted as Aurora's Interim CEO (February to September 2020) and Executive Chairman (July 2018 to May 2021). In addition, he acted as the Chief Financial Officer of Nasdaq-listed Clementia Pharmaceuticals Inc., a Montreal based clinical stage biopharmaceutical company from May 2015 until July 2018. From May 2014 until June 2015, he was Chief Financial Officer of Bedrocan Cannabis Corp. Michael has held numerous independent director roles in Canadian public health care companies, and also previously served as CFO and Corporate Secretary for TSX-V listed Thallion Pharmaceuticals Inc.

#### Carlos Espinosa

Mr. Espinosa, who holds an MBA, is a mining executive with over 25 years of experience within Canadian capital markets, international business development and commercial banking. He is Director and former President & CEO of Monarca Minerals an exploration mining company with gold and silver assets in Mexico and former CFO of Fredonia Mining, Inc., a gold exploration mining company in Argentina. Mr. Espinosa has held Director roles with Silver X Mining, a silver producer from Peru and is a former advisor of Mineros SA, a Colombian gold producer with operations in Colombia, Nicaragua and Argentina. Prior to this, Mr. Espinosa was at the Toronto Stock Exchange (TSX) and the TSX Venture Exchange (TSXV), where he was Head of Business Development, Global Mining. He has been recognized for his leadership and long-term business relationships with C-level executives, government officials, and clients globally.

#### Michael Mulberry

Mr. Mulberry, who holds a Bachelor of Social Sciences degree and Life Underwriter designation, has been a mining executive and consultant for over 22 years. He is the CEO and a Director of CSE listed Medaro Mining Corp. He has been a Director and Officer of numerous Canadian listed companies, including on multiple audit committees.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 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.

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

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

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

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-Related Fees" are fees not included in audit



fees that are billed by the Auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax Fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the Auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Auditor in the last two fiscal years, by category, are as set out in the table below.

<b>Financial Year Ended July 31</b>	<b>Audit Fees (\$)</b>	<b>Audit-Related Fees (\$)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
2021	13,700	NIL	2,200	NIL
2020	5,000	5,200	NIL	NIL

## **APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to pass an ordinary resolution appointing Crowe MacKay LLP as the auditor to hold office until the next annual meeting of the Shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board to fix the remuneration to be paid to the auditor. Crowe MacKay LLP of Vancouver, British Columbia has effectively served as the auditor for ROO since its incorporation on April 1, 2019.

**Unless instructions are given to abstain from voting with regard to the appointment of the Auditors, it is the intention of management nominees to vote FOR the appointment of Crowe MacKay LLP as auditors of the Company.**

The resolution to be proposed at the Meeting will be in substantially the following form:

**"BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS, WITH OR WITHOUT AMENDMENT, THAT:**

- (a) the appointment of Crowe MacKay LLP as the auditors of the Company, to hold office until the next annual meeting of Shareholders or until their successor is duly elected or appointed pursuant to the constituting documents of the Company and applicable securities laws, at remuneration to be fixed by the Board of Directors of the Company, be and is hereby authorized and approved; and
- (b) any Director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

## **CORPORATE GOVERNANCE**

Maintaining a high standard of corporate governance is a priority for the Board and the Company's management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of ROO's corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

### **Board of Directors**

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through meetings of the Board with two independent Board members currently, such members being able to raise any conflict concerns for discussion at Board meetings. No such concerns have arisen. The Board reviews and will review its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board will meet without management present and convene meetings, as deemed necessary, of the independent Directors, at which meetings non-independent Directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest.

Carlos Espinosa is the CEO, President and Corporate Secretary of the Company and is therefore not independent. Michael Singer and Michael Mulberry are considered independent of management in that they are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with each such Director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings.

### **Directorships**

The current Directors of the Company, who are also each nominated for election as Directors of ROO at the Meeting, serve as a Director or officer of one or more other reporting issuers as at the date of this Notice of Meeting and Circular as listed below. However, our Directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any Director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that Director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

The Directors of the Company are currently Directors or Senior Officers of the following other reporting issuers:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>
Carlos Espinosa	Monarca Minerals Inc. (Director)
Michael Singer	Aurora Cannabis Inc. (Director)
Michael Mulberry	Medaro Mining Corp. (Director, CEO)

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, Directors, officers or other members of management as a result of their outside business interests except that certain of the Directors, officers, promoters and other members of management serve as Directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a Director, officer, promoter or member of management of such other companies.

### **Orientation and Continuing Education**

The Board briefs all new Directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education, but does encourage Directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills as required to meet their obligations as Directors. In addition, the Board undertakes strategic planning sessions with management.

### **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 of Canada 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 ROO.

### **Nomination of Directors**

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

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

### **Compensation**

The Board conducts reviews with regard to the compensation of the Directors and senior officers once a year. To make its recommendations on such compensation, the Board informally takes into account the types of compensation and the amounts paid to Directors and officers of comparable publicly traded Canadian companies.

At present, no compensation is paid to the Directors of the Company in their capacity as Directors. The Board does not currently have a compensation committee.

### **Other Board Committees**

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

### **Assessments**

The Board regularly monitors the adequacy of information given to Directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual Directors and the effectiveness of the Audit Committee.

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

Except as disclosed elsewhere in this Circular, no Director or executive officer of the Company who was a Director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a Director of ROO, or any associate or affiliates of any such Directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in ROO or otherwise, in any matter to be acted upon at the Meeting other than the election of Directors.

## **ADDITIONAL INFORMATION**

Additional information relating to ROO is available at [www.sedar.com](http://www.sedar.com) under the Company's profile. Shareholders may contact the Company at its head office by mail at 82 Richmond Street East Toronto, Ontario M5C 1P1, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the audited financial statements and MD&A for ROO for its year ended December 31, 2021.

## **OTHER MATTERS**

Management of ROO knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting included at the beginning of this Circular. **However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named in the proxy to vote on such matters in accordance with their best judgment.**

## **APPROVAL OF THE BOARD OF DIRECTORS**

The Board has authorized and approved the content of this Circular has been approved and the delivery of it to each Shareholder of ROO entitled to receive it and to the appropriate regulatory agencies.

Dated at Toronto, Ontario as of the 20<sup>th</sup> day of May, 2022.

### **ON BEHALF OF THE BOARD**

**ROOGOLD INC.**

***Signed: "Carlos Espinosa"***

Carlos Espinosa  
Director, CEO & President

## SCHEDULE "A" AUDIT COMMITTEE CHARTER

### ITEM 1: THE AUDIT COMMITTEE'S CHARTER PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of RooGold Inc.(the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the board of directors ("**Board**") that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

### COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board.
2. Upon expansion of the Board to four or more members, at least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Audit Committee Charter ("**Charter**"), an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company, to the Company's external auditors and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee plans to meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

## **ROLES AND RESPONSIBILITIES**

9. The overall duties and responsibilities of the Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) to review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review and/ or discuss with the external auditors, upon completion of their audit:
    - (i) the non-audit services provided by the external auditors;
    - (ii) the quality and not just the acceptability of the Company's accounting principles; and
    - (iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
  - (i) the annual report to Shareholders and the annual information form, if required;
  - (ii) annual and interim MD&A;
  - (iii) prospectuses;
  - (iv) news releases discussing financial results of the Company; and
  - (v) other public reports of a financial nature requiring approval by the Board,
  - (vi) and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

13. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.

**ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE**

The current members of the Committee are Michael Singer (Chair), Carlos Espinosa and Michael Mulberry who are all financially literate. Carlos Espinosa is deemed not independent due to being a senior officer of the Company. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 (the "**NI 52-110**") of the Canadian Securities Administrators.

**ITEM 3: RELEVANT EDUCATION AND EXPERIENCE**

The relevant education and/or experience of each member of the Committee is as set out in the Circular to which this Charter is attached.

**ITEM 4: AUDIT COMMITTEE OVERSIGHT**

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

**ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS**

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 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.

**ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES**

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