



Management Information Circular  
For the Annual Meeting of the Shareholders

to be held on June 10, 2021

at 11:00 a.m. (E.T.) at  
4<sup>th</sup> Floor La Conférence  
1188 Union Ave  
Montréal QC  
H3B 0E5

**Conference call in 1-855-244-8677 Canada  
Toll Free Attendee access code: 954 176 48**



**DOMINION WATER RESERVES CORP.**

1188 Ave Union, Suite 609  
Montreal (Quebec) H3B 0E5

**NOTICE OF THE ANNUAL MEETING OF THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual Meeting of the shareholders (“**Meeting**”) of Dominion Water Reserves Corp. (the “**Corporation**”) will be held at the head office of the Corporation located at 1188 Union Ave, 4<sup>th</sup> Floor La Conférence, Montreal (Quebec) H3B 0E5 on June 10, 2021, at 11:00 a.m. E.T. for the following purposes:

1. TO PRESENT to the shareholders the financial statements of the Corporation for the year ended December 31, 2020 and related auditors’ report;
2. TO PASS a resolution fixing the number of directors of the Corporation to be four (4);
3. TO ELECT the directors of the Corporation;
4. TO APPOINT the auditors of the Corporation and authorize the Board of Directors of the Corporation to fix their remuneration; and
5. TO TRANSACT such business as any other matters that may be duly brought before the Meeting or any adjournment thereof.

A copy of the annual management reports, the financial statements and auditors’ report for the year ended December 31, 2020 is available on [www.sedar.com](http://www.sedar.com) under Dominion Water Reserves Corp.’s profile, in the submitted documents section. This Circular includes supplementary information on questions that will be addressed at the Meeting and, as such, is an integral part of this notice.

Montreal, May 12, 2021

**By Order of the Board of Directors**

“*Germain Turpin*”  
Germain Turpin  
President and CEO

**NOTES:**

- (1) Only holders of common shares of the Corporation of record at the close of business on May 6, 2021 are entitled to receive notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on May 6, 2021, or who subsequently become shareholders and comply with the provisions of the *Canada Business Corporations Act*, are entitled to vote at the Meeting.
- (2) It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Investor Services Inc., the transfer agent of the Corporation at Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 at least 48 hours prior to the Meeting (namely, by 11:00 a.m. (Eastern Daylight Time) on June 8, 2021) or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

**DOMINION WATER RESERVES CORP.**  
**MANAGEMENT INFORMATION CIRCULAR**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JUNE 10, 2021**

**A. PROXY SOLICITATION INFORMATION**

**Solicitation of Proxies**

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Dominion Water Reserves Corp. (the “**Corporation**”) to be used at the annual and special meeting of shareholders of the Corporation (the “**Meeting**”) to be held at the time, place and for the purposes set forth in the enclosed notice of Meeting (the “**Notice**”) and any adjournment thereof. Proxies may be solicited by mail, telephone, email or other personal contact by directors or officers of the Corporation. Those persons will not receive any extra compensation for those activities. The cost of such solicitation will be borne by the Corporation.

**Appointment of Proxies**

The persons named in the accompanied proxy form are directors or officers of the Corporation. **However, a shareholder has the right to appoint a person (who does not need to be a shareholder of the Corporation) other than the persons designated in the accompanied proxy form to attend and act on behalf of that shareholder at the Meeting.** To exercise this right, a shareholder should strike out the names printed on the proxy form and insert the name of the proxy of his or her own choice in the space provided for this purpose on the proxy form. Proxies must be delivered to Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by facsimile transmission to number 1-866-249-7775, in each case no later than June 8, 2021 at 11:00 a.m. E.T., or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned Meeting. The chairman of the Meeting may waive this time limit for receipt of proxies by Computershare without notice.

A non-registered shareholder who wishes to appoint another person to represent him at the Meeting shall carefully follow the instructions of its intermediary, including those regarding when and where to send the voting instruction form or proxy is to be delivered with directions concerning the appointment of another person to represent him at the Meeting.

**Right of Revocation of Proxies**

A registered shareholder giving a proxy may revoke the proxy by instrument in writing executed by the shareholder or its agent duly authorized in writing or, if the shareholder is a corporation, by an officer duly authorized in writing, and deposited either (i) at the head office of the Corporation, the last business day before the Meeting or the date of resumption in case of adjournment, or (ii) at the office of the registrar and transfer agent of the Corporation, Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at the latest on June 8, 2021 or the last business day preceding the date of resumption if the Meeting is adjourned, or (iii) hand over to the Chairman of the Meeting before the Meeting or any adjournment thereof.

Only registered shareholders may revoke a proxy in the manner described above. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective intermediaries to revoke the proxy on their behalf.

**Discretionary Power Conferred by Proxies**

The common shares represented by the enclosed proxy form will be voted or withheld from voting in accordance with the instructions of the shareholder indicated on the proxy form. In the absence of any specific instructions, the common shares represented by proxies received by management will be voted “**FOR**” fixing the number of directors at four; “**FOR**” the election of the persons nominated for election as directors, as indicated under “**Election of Directors**”; “**FOR**” the appointment of the auditors and the authorization to the Board of Directors to fix their remuneration;

**The enclosed proxy form confers discretionary authority upon the persons named therein with respect to amendment or variation to matters identified in the Notice of Meeting, and with respect to any other matter which may properly come before the Meeting.** At the date of this Circular, the directors of the Corporation are not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any such amendment, variation or other matter properly comes before the Meeting, the persons named in the enclosed proxy form will vote on such other business in accordance with their judgment.

### **Exercise of Voting Rights by Non-Registered Shareholders**

If you are a non-registered shareholder (that is, if your shares are registered in the name of an intermediary such as a securities broker, clearing agency, financial institution, trustee or custodian), **you should carefully follow the instructions on the request for voting instructions or proxy form that you receive from the intermediary, in order to vote the shares of the Corporation that you hold with that intermediary.**

The non-registered shareholder, who wishes to attend the Meeting and vote in person (or have another person attend and vote on behalf of the non-registered shareholder), should insert his own name (or such other person's name) in the blank space provided in the request for voting instructions or proxy form to appoint himself (or such other person) as proxy holder and then follow his intermediary's instructions for returning the request for voting instructions or proxy form.

### **Advice to Beneficial Holders of Shares**

The information set forth in this section should be reviewed carefully by the non-registered shareholders of the Corporation. Shareholders who do not hold their common shares in their own name (the "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If the common shares are not registered in the shareholder's own name, they are held in the name of a "nominee", usually a bank, trust company, securities dealer or broker or other financial institution. Applicable securities laws and regulations require nominees of Beneficial Shareholders to seek their voting instructions in advance of the Meeting. Therefore, unless a Beneficial Shareholder has previously informed its nominee that he or she does not wish to receive material relating to shareholders' meetings, he or she will receive this Circular in a mailing from its nominee, together with a form of proxy or voting instruction form. Each nominee has its own signature and return instructions. It is important that the Beneficial Shareholder comply with these instructions if he or she wants the voting rights attached to her or his shares to be exercised. If the Beneficial Shareholder which has submitted a proxy wishes to change his voting instructions, the Beneficial Shareholder should contact his nominee to find out whether this is possible and what procedure to follow.

Neither the Corporation nor its registrar and transfer agent have a record of the names of the Beneficial Shareholders of the Corporation. If a Beneficial Shareholder attends the Meeting, neither the Corporation nor the registrar and transfer agent will have knowledge of the Beneficial Shareholder's shareholdings or its entitlement to vote, unless the nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, if you are a Beneficial Shareholder and wish to vote in person at the Meeting, you must insert your name in the space provided on the form of proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing the nominee to appoint you as proxyholder. It is important that the signature and return instructions provided by the nominee are complied with. It is not necessary to otherwise complete the form as you will be voting at the Meeting.

All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders, unless specifically stated otherwise.

## Record Date

The Board of Directors have fixed May 6, 2021, as the record date for purpose of determining the shareholders entitled to receive the Notice and to vote at the Meeting (the “**Record Date**”).

## Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of common shares without par value, of which 95,360,658 common shares were issued and outstanding as of the Record Date.

Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder’s shares voted at the Meeting.

To the knowledge of our directors and executive officers, the following individuals or companies beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of all voting rights as of the Record Date:

Name of Shareholder	Number of Shares Held <sup>(1)</sup>	Percentage of Outstanding Shares <sup>(2)</sup>
Germain Turpin	19,865,555	20.83%

### Notes:

- (1) Based on information provided by or in public filings made by the above entity and as of the date of the last public filings of or information provided by such holder.
- (2) Based on 95,360,658 shares issued and outstanding as of the Record Date.
- (3) Of which, 3,985,040 shares are held via Ranch Turpin Inc., a private entity owned and controlled by Mr. Turpin.

## Interest of Certain Persons in Matters to be Acted Upon

At the date of this Circular, to the best of its knowledge and except as disclosed this Circular, management of the Corporation is not aware of any director or executive officer, present or nominated hereunder, or any associate or affiliate of such persons, who, since the beginning of the Corporation’s last financial year, has an interest, direct or indirect, in any matter to be acted upon at the Meeting, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

## B. MATTERS TO BE ACTED UPON AT THE ANNUAL AND SPECIAL MEETING

### 1. Financial Statements

The audited financial statements of the Corporation for the financial year ended December 31, 2020 and the independent auditor’s report thereon will be presented before the Meeting. The audited financial statements have been mailed to shareholders who have informed the Corporation that they wish to receive a copy of such documents. No vote will be taken on the audited financial statements. These financial statements were filed on SEDAR at [www.sedar.com](http://www.sedar.com). Additional copies of the financial statements may be obtained from the Corporation on request.

### 2. Fix Number of Directors to Be Elected at Meeting

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. At the Meeting, it will be proposed that four (4) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, the persons named in the form of proxy intend to vote “FOR” the ordinary resolution fixing the number of directors to be elected at the Meeting at four (4).**

### 3. Election of Directors

Directors serve one year term with the full board being elected at each annual meeting. **The persons named in the enclosed proxy form intend to vote FOR the election of each of the nominees whose names are listed below, unless the shareholder has specified on his or her proxy form that his or her shares are to be withheld from voting in regard to the election of directors.** Management does not anticipate that any of the nominees for election as directors will, for any reason, become unable or unwilling to serve as a director. If that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy form reserve the right to vote for another nominee of their choice. Management proposes that the following nominees be elected as directors of the Corporation. The information on nominees has been furnished by respective nominees individually. All the nominees indicated below have been elected as directors at a previous annual meeting for which an information circular including the complete description of their occupation was sent to shareholders.

NAME, CITY, PROVINCE OF STATE AND COUNTRY OF RESIDENCE AND OFFICE HELD WITH THE CORPORATION	PRINCIPAL OCCUPATION	DATE OF ELECTION TO THE BOARD OF DIRECTORS	NUMBER OF COMMON SHARES ON WHICH CONTROL WAS EXERCISED AS AT RECORD DATE
Mr. Germain Turpin <sup>(1)</sup> 303 route 321 Lac Simon, QC J0V 1E0	CEO Dominion Water Reserves Corp	2019-12-18	19,865,555
Mr. Robert Dunn <sup>(1)</sup> 806-1455 rue Sherbrooke O Montréal, QC H3G 1L2	Vice-Chairman of the Board of Directors and Executive and Vice-President of HUB International Quebec Ltd	2019-12-18	1,333,333
Mr. Alexandre Côté <sup>(1)</sup> 5905, boul. du Quartier, #507 Brossard, QC J4Z 0R7	Businessman	2020-12-22	850,000
Mr. Michael Pesner 1101-1455 Sherbrooke O Montréal, QC H3G 1L2	Businessman and CPA	2021-03-01	150,000

Notes:

(1) Member of the Audit Committee.

#### Germain Turpin

Mr. Turpin is a Forester by trade, with 26 years of experience working for Maclaren-Noranda Forest while perfecting his management skills & earning a certificate in administration and operations management, he achieved the position of factory director.

In 1992, Mr. Turpin purchase a sawmill and went on to develop the biggest hardwood operation in Quebec with revenues of over \$40 million. Since 2000, he has applied the same model to develop water resources in Quebec, making him a true pioneer of the spring water sector.

#### Robert J. Dunn

Vice Chairman and Executive Vice President HUB International Quebec Limited with 40 years of extensive experience in the insurance business, Robert J. Dunn, brings expertise in the financial, communications, surety and construction sectors. He established the Integro Canada office 14 years ago with offices in Montreal, Toronto and Vancouver, as Chairman and Managing Principal of Integro Canada he was responsible for the company's activities, operations and business strategies across the country.

Before joining Integro, a world leader in insurance brokerage, Mr. Dunn was Executive Vice-President of the Montreal office for Willis Canada. Under his leadership, the Montreal office experienced strong growth and gained a solid reputation, both regionally and internationally, and as such was recognized as one of the fastest growing insurance brokerage office in Canada.

He believes the key to his success is in team work and his ability to surround himself with experts and attract the best talent in the industry.

Mr. Dunn holds a Bachelor in Business Administration from Bishop's University as well as the designation of Chartered Director (C. Dir.) obtained from Laval University.

### **Alexandre Côté**

Alexandre Côté has been breaking boundaries in the finance world for over 20 years. He's known most recently for being the Co-Founder and developer of the Distribution Model of Hybrid Financial Ltd. Mr. Côté has been a key leader of the growth of HFL in the US and Canada by developing the unique HFL model and building multiple effective teams. His team also created a substantial positive effect into the distribution of structured product in Canada.

Mr. Côté was also responsible for launching one of the first traditional fixed income notes listed in Canada. Formerly a Managing Director at AXA Canada, Alexandre helped creating a Guaranteed Investment Funds platform.

Earlier in his career, he helped to establish and develop OpenSky Capital, as the VP of Sales. OpenSky Capital was the largest independent innovator marketer of structured products in Canada with over \$3 billion in assets.

Mr. Côté earned a B.A. in Business from Laval University and made his first step in the Finance world at Talvest.

### **Michael Pesner**

Michael S. Pesner CPA serves as Independent Director of the Company. Mr. Pesner is the president of Hermitage Canada Finance Inc., which specializes in financial advisory, mergers and acquisitions, and divestiture services to a range of corporations. Between 1977 and 2003, he held a number of roles, including partner and board member at KPMG in Montreal. He brings extensive governance experience as a current board member with companies in a variety of industries including, but not limited to, mining (Wallbridge Mining Company Limited), retail (SAQ -- Société des Alcools du Québec, Le Château), financial (Fonds Regional de Montreal FTQ) and Peak Fintech Group Inc).

Penalties, Sanctions, Cease Trade Orders or Bankruptcies: Except as disclosed hereunder, no proposed director is as at the date hereof, or has been within the last ten years of the date hereof, a director or executive officer of any Corporation (including the Corporation) that, while he was acting in such capacity: (i) was the subject of a cease trade or similar order, or an order that denied the relevant Corporation access to any exemption under securities legislation for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the Corporation being the subject of a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days; (iii) 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; (iv) was subject to 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 (v) was subject to any other penalties or sanctions imposed by a court or regulatory body. No proposed director has, within ten years before the date hereof, 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.

Mr. Pesner was a director of Liquid Nutrition Group Inc. until June 3, 2015. Subsequently, on June 12, 2015, certain securities commissions issued cease trade orders against Liquid Nutrition Group Inc. for default of filing its interim financial statements and management's discussion and analysis for the interim period ended March 31, 2015.

Mr. Pesner was a director of Quest Rare Minerals Ltd. ("Quest") when on January 31, 2017 the Autorité des marchés

financiers issued a management cease trade order (the “MCTO”) against the management and the board of directors of Quest. The MCTO was lifted on March 14, 2017 following the filing of the required disclosure documents by Quest on March 10, 2017. On July 5, 2017, Quest filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act (Canada). On March 2, 2019, the Court approved and homologated the Proposal dated January 3, 2019, as amended on January 11, 2019 which was accepted at the meeting of creditors held on January 24, 2019.

Mr. Pesner was a director of Prestige Telecom Inc. and he resigned from the Board of Directors on May 25, 2011. Subsequently, in November 2011, Prestige Telecom Inc. filed a notice of intention to file a proposal to its creditors under the Bankruptcy and Insolvency Act (Canada). On March 29, 2012, Prestige Telecom Inc. received a final order from the Quebec Superior Court ratifying the proposal which had been approved at the meeting of its creditors which took place on March 6, 2012.

Mr. Pesner is a director of Le Château Inc., (“Le Château”) since December 2012. On October 23, 2020, Le Château obtained an Initial Order pursuant to the Companies’ Creditors Arrangement Act (“CCAA”) to proceed with the orderly liquidation of its assets and wind down of its operations. On December 17, 2020, in accordance with its extended powers set out in the CCAA orders, the Court granted a Receivership order on a limited portion of Le Château’s assets for the sole purpose of allowing employees of Le Château to benefit from those payments provided under the Wage Earner Protection Program Act. On January 11, 2021, Le Château received a failure-to file cease trade order issued by the Autorité des marchés financiers as a result of Le Château’s delay in the filing of its unaudited interim financial statements, management’s discussion and analysis and related CEO and CFO certifications for the three and nine month periods ended October 24, 2020.

#### **4. Appointment of Auditors**

MNP SENCRL srl/LLP (“MNP”) of Montreal, Quebec, have been the auditors of the Corporation since its financial year ended December 31, 2017. Management proposes that MNP be reappointed as the auditors of the Corporation for the financial year ending December 31, 2021 and that the Board of Directors be authorized to fix their remuneration.

**The persons named in the enclosed proxy form intend to vote FOR the appointment of MNP LLP as auditors of the Corporation and the authorization to the Board of Directors to fix their remuneration unless the shareholder specifies that his or her proxy form be withheld from voting thereon.**  
**voting thereon.**

#### **C. DIRECTORS AND NAMED EXECUTIVE OFFICERS**

##### **COMPENSATION**

##### **Compensation of the Named Executive Officers**

The following table sets forth the information required under *Form 51-102F6V-Statement of Executive Compensation-Venture Issuers of Regulation 51-102 respecting Continuous Disclosure Obligations* (the “**Form 51-102F6V**”), regarding all compensation paid, payable, granted or otherwise provided to all persons acting as directors or as “**Named Executive Officers**” (the “**NEOs**”), of the Corporation, as defined in Form 51-102F6. The information is presented for each of the financial years ended December 31, 2020. The Chief Executive Officer (the “**CEO**”) and the Chief Financial Officer (the “**CFO**”) were the only NEOs of the Corporation for the years ended December 31, 2020.

##### **Summary Compensation Table**

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, to the NEOs for the financial year ended December 31, 2020.



Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	Value of all other compensation (\$)	Total compensation (\$)
					Annual Incentive Plans	Committee or Meeting Fees			
Germain Turpin Lac-Simon, Quebec	2020	123,000	-	84,436	-	-	-	-	207,436
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Norman Forrest (former President and CEO) <sup>(1)</sup> Laval, Quebec	2020	31,500	-	-	-	-	-	-	31,500
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Marie-Claude Bourgie (former Interim CEO) <sup>(2)</sup> Montreal, Quebec	2020	35,000	-	-	-	-	-	-	35,000
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Andrew Lindzon (former President and CEO) <sup>(3)</sup> Toronto, Ontario	2020	20,000	-	24,000	-	-	-	-	44,000
	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

- (1) Mr. Forrest was appointed effective July 31, 2020 and resigned on August 7, 2020.
- (2) Ms. Bourgie was appointed August 7, 2020 and resigned October 16, 2020.
- (3) Mr. Lindzon was appointed October 16, 2020 and resigned February 18, 2021.

The Board of directors of the Corporation (the “**Board**”) has no compensation committee. Considering its actual small size, the Board assumes the responsibility to establish the objectives of the Corporation’s executive compensation program which are to attract, motivate, engage and retain qualified, high performance individuals and to meet performance objectives designed to increase shareholder returns. The Board: (i) establishes the objectives that will govern the Corporation’s compensation program for the NEOs and the directors; (ii) oversees and approves the compensation and benefits to the NEOs; (iii) oversees the Corporation’s stock option plan; and (iv) promotes the clear and complete disclosure to shareholders of material information regarding executive compensation.

### Compensation Process and Objectives

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for the NEOs. The Board reviews the NEOs compensation on an annual basis and, in doing such task, it evaluates the NEOs achievements during the preceding year. The Corporation has not retained any third-party advisors to conduct compensation reviews of its competitors’ pay levels and practices. The Corporation is an exploratory stage company and is not generating, nor expecting to generate revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate of NEOs performance. The compensation of the senior officers is based, in substantial part, on industry compensation practices, trends in the industry as well as achievement of the Corporation’s business plans. An important element of the compensation is the grant of stock options, which does not require cash disbursement from the Corporation.

Currently, the compensation arrangements for the Corporation’s NEOs are composed of two components: (i) the payment of consulting fees, as appropriate; and (ii) the grant of stock options. A competitive remuneration is aimed to attract and retain skilled persons necessary to achieve corporate objectives. The grant of stock options is aimed to motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies

and objectives.

The Corporation does not offer benefit programs, such as life insurance and health and dental benefits. Where NEOs receive other perquisites (such as car allowances or company vehicles), they reflect competitive practices, business needs and objectives.

#### *Consulting Fees*

Consulting fees are reviewed annually by the Board to ensure they reflect a balance of market conditions, the level of responsibilities, the skill and competencies of the individual, retention considerations as well as the level of demonstrated performance. During the year ended December 31, 2020, none of the NEOs received any consulting fees.

#### *Stock Options*

The Corporation has implemented a stock option plan (see “**Securities Authorized for Issuance under Equity Compensation Plans**” elsewhere in this Circular) to provide its officers, including NEOs, directors, employees and consultants with a long-term incentive for performance and commitment to the Corporation.

The Corporation believes that participation by the NEOs and directors in the stock option plan aligns their interests with those of the Corporation’s shareholders, as the NEOs and directors are rewarded for the Corporation’s performance as evidenced by share price appreciation. In determining the number of options to be granted, the number and term of options previously granted, individual and team responsibilities and functions, position, individual performance and projected contribution are considered. Management proposes the number of options and names of the optionees and the Board reviews and approves the grant and sets the exercise price (based on the current market price of the Corporation’s shares on the CSE Canadian Stock Exchange and the expiry date.

#### **Incentive Plan Awards**

The following table indicates all compensation securities granted to each director and NEO by the Corporation in the financial year ended December 31, 2020, for services provided or to be provided, directly or indirectly, to the Corporation. The Corporation did not grant any option-based awards to any of its NEOs or directors during its last 3 financial years.

<b>Compensation Securities</b>					
<b>Name and position</b>	<b>Type of compensation security</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>
Germain Turpin President and CEO	Stock options	500,000	\$0.19	\$0.08	2025-08-04
Robert Dunn director	Stock options	500,000	\$0.19	\$0.08	2025-08-04
Alexandre Côté Director	Stock options	N/A	N/A	N/A	N/A
Michael Pesner director	N/A	N/A	N/A	N/A	N/A
Norman Forest Former director, President and CEO		N/A	N/A	N/A	N/A
Marie-Claude Bourgie Former director abd		N/A	N/A	N/A	N/A

Interim CEO					
Edward Ierfino Former director		N/A	N/A	N/A	N/A
Quentin Yarie Former director		N/A	N/A	N/A	N/A
Andrew Lindzon Former director, President and CEO	Stock options	300,000	\$0.10	\$0.08	2022-10-28

During the financial year ended December 31, 2020, no stock option was exercised by a director or a NEO of the Corporation. There are currently no options outstanding under the Corporation's stock option plan.

### **Pension and Retirement Plans**

The Corporation does not have any pension plan that provides for payments or benefits at, following, or in connection with retirement of any officer.

### **Termination and Change of Control Benefits**

There is no contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the NEO's responsibilities.

Pursuant to its current stock option plan approved by the shareholders dated April 7, 2020 and adapted on July 31<sup>st</sup>, 2020 (the "**Stock Option Plan**"), the Corporation may, from time to time, grant to eligible directors, officers, employees and consultants of the Corporation or of a management company employee, options to acquire common shares of the Corporation in such number, at such exercise prices, and for such terms as may be determined by the Board, subject to a limit of 10% of the total issued and outstanding Common Shares, from time to time. As of December 31, 2020, the Corporation have 7,552,837 stock option outstanding.

### **Indebtedness of Directors and Executive Officers**

During the financial years ended December 31, 2020 and as at the date of this Circular, none of the directors, executive officers, employees or previous directors, executive officers or employees of the Corporation was indebted to the Corporation with respect to the purchase of securities of the Corporation and for any other reason pursuant to a loan.

### **Interests of Management of the Corporation and Others in Material Transactions**

During the current year, the Corporation entered into transactions with shareholders and key management other than balances already disclosed in notes above. These transactions are in the normal course of operations. The balances are subject to normal terms of trade.

## **D. AUDIT COMMITTEE INFORMATION**

National Instrument 52-110 *Audit Committees* ("**NI- 52-110**") requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

### **Audit Committee Mandate and Terms of Reference for Chair**

The mandate and responsibilities of the audit committee of the Corporation (the "**Audit Committee**") are attached hereto as Schedule "A".

## Composition and Relevant Education

The Audit Committee is presently composed of Germain Turpin, CEO, Robert Dunn, Alexandre Côté. Mr. Dunn and Côté are independent members of the Audit Committee. Mr. Turpin is a non-independent member due to his role as Chief Executive Officer of the Corporation. A director is “independent” if he has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member’s independent judgment.

The Board of Directors has determined that each of the three members of the Audit Committee is “financially literate” within the meaning of NI 52-110, that is, each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

## Pre-Approval of Policies and Procedures

The Audit Committee shall review and pre-approve all non-audit services to be provided to the Corporation by its external auditors.

## Reliance on Certain Exemptions

As a venture issuer, the Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of some of its reporting obligations under this Instrument.

## External Auditor Service Fees

Nature of Services	Year ended December 31, 2020	Year Ended December 31, 2019
Audit Fees <sup>(1)</sup>	98,000	50,000
Audit-related Fees <sup>(2)</sup>	22,200	3,500
Tax Fees <sup>(3)</sup>	3,500	-

Notes:

- (1) Correspond to the aggregate fees billed by the Corporation's external auditor for audit services provided to the Corporation.
- (2) Correspond to the aggregate fees billed by the Corporation's external auditor for assurance and related services provided to the Corporation that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not reported under item “Audit Fees”.
- (3) Corresponds to the aggregate fees billed by the Corporation's external auditor for professional services provided to the Corporation regarding tax compliance, tax advice and tax planning.

## E. CORPORATE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires issuers to disclose the corporate governance practices that they have adopted. Set forth below is a description of the Corporation’s current corporate governance practices.

**Board of Directors** – *Disclose how the board of the directors (the Board) facilitates its exercise of independent supervision over management, including:*

- (a) *the identity of directors that are independent,*

Robert Dunn, Alexandre Côté and Michael Pesner are independent directors.

(b) *the identity of directors who are not independent, and the basis for that determination,*

Germain Turpin, President and CEO is not independent because of his officer duties for the Corporation.

**Directorship** – *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

The only directors who are presently also directors of other issuers are:

-Robert Dunn, director of Diagnos Inc.;

-Michael Pesner, director of Le Château Inc.; Peak Fintech Group Inc.; Smart Employee Benefits Inc.; Wallbridge Mining Company Limited

**Nomination of Directors** – *Disclose what steps, if any, are taken to identify new candidates for Board nomination, including (i) who identifies new candidates; and (ii) the process of identifying new candidates.*

Nomination and review of potential new directors is reviewed by the complete Board and the President.

**Compensation** – *Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including (i) who determines compensation, and (ii) the process of determining compensation.*

The Board does not have a compensation committee. The current size of the Board allows the entire Board to take the responsibility for considering compensation for the Corporation's executive officers and directors. Except for the issuance of incentive stock options from time to time, the Corporation does not compensate its directors for their capacity as such. The Corporation don't compensate the CEO. There is no employment agreement with any officer of the Corporation.

**Other Board Committees** – *If the Board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.*

The Board does not have any standing committee other than the Audit Committee.

**Assessments** – *Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees and its individual directors are performing effectively.*

No formal steps are in place; however, performance is reviewed informally. The Board believes that its small size facilitates informal discussions and the evaluation of members' contributions with that framework.

## **F. ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Any shareholders wishing to obtain a copy of the Corporation's financial statements and any Management Discussion & Analysis may write to the President of the Corporation at its head office and request a copy of same.

**G. DIRECTORS' APPROVAL**

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

May 12, 2021

*(S) Germain Turpin* \_\_\_\_\_

Germain Turpin  
President and CEO

## SCHEDULE “A”

### DOMINION WATER RESERVES CORP. (the “Corporation”) AUDIT COMMITTEE CHARTER

This Charter was adopted in conformity with *National Instrument 52-110 on the Audit Committee* (“NI-52-110”). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee (hereinafter described as the “Audit Committee” or the “Committee”) and describes the qualifications and status required to become a member. The Committee reviews its charter periodically and, as required, makes recommendations to the Board of Directors (hereinafter described as the “Board of Directors” or the “Board”) as to any changes to be made.

#### 1. Overall Purpose - Role of Audit Committee

The Committee is a committee of the Board to whom the Board has delegated the responsibility of reviewing the financial reporting process. The Audit Committee has a general mandate to assist the Board in fulfilling its responsibilities with regard to the financial information of the Corporation and its accounting practices, mainly in the process of reporting and disclosure. In this context, the Committee:

- ensures the reliability and the integrity of the Corporation’s financial statements and financial information, as well as other information made public by the Corporation;
- supervises the management of accounting systems and internal controls;
- assists in ensuring proper communications between the directors and the external auditors;
- supports the independence of the external auditors;
- supports the duties of the external directors in facilitating in-depth discussions between the directors members of the Audit Committee, Management and the external auditors;
- supervises the activities of the external auditors appointed to carry out an audit or to perform other related services; and
- recommends to the Board the appointment of the external auditors and their remuneration.

The Committee has the authority to examine and make recommendations on any question brought to its attention. The Committee, in carrying out this mandate, has access, upon request, to all relevant information concerning the Corporation’s operations, whether this information is in the hands of the Corporation, a subsidiary or a related person.

The Committee may, at his own discretion, use the services of outside consultants.

#### 2. Committee Responsibilities - Audit

In general, the Committee’s mandate is to supervise the reporting and disclosure processes of the Corporation and to report on its activities to the Board.

The Committee must ascertain that adequate procedures are in place to review the public disclosure by the Corporation of financial information extracted or derived from its financial statements and must periodically assess the adequacy of these procedures.

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Corporation, if any, of concerns regarding questionable accounting or auditing matters.

And, more particularly,

## **2.1 Financial Statements, Notes, Management Reports and Press Releases**

- 2.1.1 The Committee examines the interim financial statements and the audited financial statements at year-end before making them public, as well as the documents prepared for electronic deposit with regulatory authorities. The Committee may make whatever changes it deems necessary to the financial statements. Otherwise, the Committee recommends the approval of these financial statements by the Board.
- 2.1.2 The Committee examines the notes to the financial statements and all management reports accompanying the financial statements distributed to the shareholders and/or to the regulatory authorities, as well as press releases issued along with the financial statements, notes and related comments. The Committee makes all the modifications deemed necessary to these documents. Otherwise, it recommends the approval of these documents by the Board.

## **2.2 External Auditors**

- 2.2.1 The Committee makes recommendations to the Board with regard to the selection of external auditors, their remuneration and their reappointment, as the case may be. It reviews the audit plan with the external auditors and defines the specific needs of the Committee. The Committee receives the auditors' report with the accompanying notes.
- 2.2.2 The Committee meets with the external auditors before the beginning of their mandate and, at this meeting, examines and approves the scope of the audit plan as well as the audit fees allocated to the work to be done.
- 2.2.3 At that time, the Committee analyzes the external auditors' independence, reviews services other than audit services to be performed by the external auditors and determines if the nature and extent of these services may or may not be prejudicial to their independence. The Committee reviews and approves the hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- 2.2.4 The Committee also meets with the external auditors at the meeting planned for the examination of the year-end audited financial statements and, on this occasion, receives the post-audit report that will mainly deal with:
- The acceptability and quality of the Corporation's accounting principles;
  - The quality of the accounting systems and internal controls put in place by Management to ensure the integrity of the accounting and financial information;
  - The recommendations made by the auditors to Management with respect to the accounting systems and internal controls, and Management's response thereto;
  - The assessment of the measures put in place to deal with the risks faced by the Corporation when, in the auditors' opinion, certain factors could have a material impact on the results of the Corporation; and
  - The difficulties encountered by the external auditors in the course of their mandate, in particular any restrictions imposed by Management or serious accounting questions over which they disagreed with Management.
- 2.2.5 At these meetings, the Audit Committee may meet with the auditors, out of the presence of the Corporation's Management and the internal directors. In fact, the Committee has direct access to the external auditors and Management and may hold private and informal discussions with each of the parties,



whenever deemed opportune in carrying out their mandate.

- 2.2.6 Also, the Management of the Corporation and the external auditors may, if necessary, ask to meet the members of the Committee to review with them all transactions, procedures or other questions which, in their opinion, are relevant to the mandate of the Committee.
- 2.2.7 The Audit Committee must approve, in advance, all the services that are not related to the audit that the external auditors do for the Corporation and its subsidiaries.
- 2.2.8 The Committee examines the conditions of the mandate of the external auditors and verifies that the fees are appropriate and reasonable for the audit and approves unpaid fees.
- 2.2.9 The Committee is in charge of resolving disagreements between the management of the Corporation and the external auditors concerning the financial reporting.

### **3. Responsibilities of the Committee - Conflicts of Interest**

Every year or more often, as required, the Committee examines:

- 3.1 Any situation that has been brought to its attention that may cause a conflict of interest and, more particularly, the approval of the financial conditions applicable within the framework of contracts with persons or companies related to or affiliated with the Corporation, to ensure that these contracts are as advantageous to the Corporation as if they had been negotiated with other parties.
- 3.2 Any eventual violation of a contract that is brought to its attention and which could have an impact on the financial statements.

### **4. Appointment of Auditors - Other Resources**

In performing its duties, the Committee may hire all necessary resources.

Each year, after having verified the qualifications of the incumbent or potential auditors, the Committee must recommend to the Board the appointment of external auditors. At its first meeting of the year in March, the Committee must consider whether it is appropriate, for the next fiscal year, to proceed with a call for tenders from various auditing firms or to renew the mandate of the auditors in place.

If Management proposes a change of external auditors, the Committee must be informed of the reasons for such a change and, in all cases, approve the information to be made public in accordance with the regulations.

### **5. Composition**

The Audit Committee consists of a minimum of three directors appointed by the Board at the first meeting following the annual general meeting of the shareholders.

The members of the Committee are in majority independent directors, as defined in Rule 52-110. All members of the Committee are financially literate.

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.

For the purposes of this Charter, the definition of “financially literate” is 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 presumably be expected to be raised by the

Corporation's financial statements.

**6. Chairman of the Committee**

The Chairman of the Committee is selected by the members of the Committee unless he is appointed by the Board; in the case of absence, unavailability or if he vacates his post, the chairmanship will be assumed by a member chosen by the Committee.

**7. Number of Meetings**

The Committee will meet at least four (4) times per year or more, if necessary. Meetings can be held by conference call.

A member of the Committee may convene a special meeting.

**8. Organization**

The Committee appoints a Secretary.

Before each Committee meeting, the Secretary distributes a written agenda to the members. The Secretary will also maintain minutes of each meeting.

**9. Quorum and Decisions**

A majority of Committee members shall constitute a quorum.

Provided there is a quorum, decisions are made by a vote of the majority of the members present.

**10. Report**

The Committee reports to the Board of Directors. The minutes of a Committee meeting constitute a report in itself.