

Notice of Correction

August 11, 2022

Dear Shareholders:

Makara Mining Corp. advises shareholders of a correction to be made to the notice of meeting and information circular dated August 9, 2022 (the “Circular”) relating to the annual meeting of shareholders to be held on September 7, 2022 (the “Meeting”), specifically as it relates to voting by proxyholders.

The Circular incorrectly states that: “In respect of a matter for which a choice is not specified in the form of Proxy submitted, the management appointee acting as a proxyholder will vote AGAINST each matter identified on the Proxy”. This statement contradicts the form of proxy provided to shareholders with the Circular. This statement is deleted in its entirety and is replaced as follows: **“In respect of a matter for which a choice is not specified in the form of Proxy submitted, the management appointee acting as a proxyholder will vote FOR each matter identified on the Proxy.”**

Management recommends that shareholders vote in favor of each matter identified on the Proxy.

On behalf of Makara Mining Corp.

“Grant Hendrickson”

Grant Hendrickson
Chief Executive Officer and Director



Suite 1000 – 409 Granville St.
Vancouver, BC V6C 1T1

Tel: (604) 602-0001

**NOTICE AND INFORMATION CIRCULAR FOR
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To be held on **September 7, 2022**

and

MANAGEMENT INFORMATION CIRCULAR

as at **August 3, 2022**



Suite 1000 – 409 Granville St.
Vancouver, BC V6C 1T1
Tel: (604) 602-0001

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of shareholders of **Makara Mining Corp.** (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7 on September 7, 2022 at 10:00 a.m., Pacific Time, (the “**Meeting**”) for the following purposes:

- (I) to receive and consider the audited financial statements of the Company together with the auditor’s reports thereon for financial years ended December 31, 2021 and December 31, 2020;
- (II) to set the number of directors of the Company at four;
- (III) to elect the directors to serve until the next annual general meeting of the shareholders of the Company or until their successors are duly elected or appointed;
- (IV) to consider and, if thought appropriate, to pass an ordinary resolution appointing Crowe MacKay LLP, as the Company’s auditor for the ensuing year; and
- (V) to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

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

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

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“**COVID-19**”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at

www.sedar.com. Please check the Company's SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

DATED at Vancouver, British Columbia, August 9, 2022.

BY ORDER OF THE BOARD

"Grant Hendrickson"

Grant Hendrickson
Chief Executive Officer and Director



Suite 1000 – 409 Granville St.
Vancouver, BC V6C 1T1
Tel: (604) 602-0001

INFORMATION CIRCULAR

as at August 3, 2022 *(except as otherwise indicated)*

This Information Circular is furnished in connection with the solicitation of proxies by the management of Makara Mining Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on September 7, 2022 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to Makara Mining Corp. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

All dollar amounts represented in this Information Circular are stated in Canadian dollars, unless labelled otherwise.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the proxyholder named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the form of Proxy submitted, the management appointee acting as a proxyholder will vote AGAINST each matter identified on the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. To submit their proxy vote, a registered shareholder must complete, date and sign the Proxy and return it to the Company's transfer agent, Odyssey Trust Company ("**Odyssey Trust**") by 10:00 a.m. on Friday, September 2, 2022, using one of the following methods:

- by fax at 1-800-517-4553; or
- by email to: proxy@odysseytrust.com; or
- via online: to vote your Proxy online please visit: <https://login.odysseytrust.com/pxlogin> and click VOTE. You will require the CONTROL NUMBER printed with your address to the right on your Proxy form. If you vote via the Internet, do **not** mail the Proxy form in.

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

Beneficial Shareholders

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

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada the vast majority of such Common Shares are registered 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), and in the United States (the "U.S."), 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).

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

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

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

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the U.S. Broadridge mails a voting instruction form (a "VIF") in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's

instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

For the Meeting, the Company has asked the intermediary, Broadridge, to mail the Meeting proxy materials to the NOBOs. If the Company chooses to take advantage of the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) that permit the Company to deliver proxy-related materials directly to its NOBOs, then NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from our transfer agent, Odyssey Trust. The VIF is to be completed and returned to Odyssey Trust as set out in the instructions provided on the VIF. Odyssey Trust will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

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

If the Company is sending the Meeting proxy materials to you directly, by choosing to do so, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions that was sent to you.

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

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “BCA”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

- (a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Odyssey Trust Company or at the address of the registered office of the Company at 1055 West Georgia Street, Suite 1500, PO Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes

any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) attend the Meeting in person and vote the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed August 3, 2022 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value, of which 49,186,731 Common Shares were issued and outstanding as of August 3, 2022, the Record Date for this Meeting. No further Common Shares were issued as of the date of this Information Circular. Persons who are registered shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting subject to the provisions described above.

To the knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to the Common Shares of the Company as of August 3, 2022.

No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the years ended December 31, 2021 and December 31, 2020, with the report of the auditor thereon, and the related management's discussion and analysis will be tabled at the Meeting. These documents are also available on the Company's SEDAR website at www.sedar.com. Additional information relating to these documents may be obtained by the Shareholder upon request without charge by contacting the Company's Chief Financial Officer at Suite 1000 – 409 Granville Street, Vancouver, BC V6C 1T2 or by email at vonkursell@gmail.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

DETERMINATION OF NUMBER OF DIRECTORS

The directors are elected at each annual general meeting to hold office until the next annual general meeting or until their successors are duly elected or appointed, unless such office is earlier vacated in accordance with the Articles of the Company or a director becomes disqualified to act as a director. It is intended to fix the number of directors at four for the ensuing year.

ELECTION OF DIRECTORS

The number of directors of the Company is currently set at six. As of the date of this information circular, the current directors of the Company are: Grant Hendrickson, Andrew von Kursell, Hugh Maddin, Uranbileg Yondon, Gurcharn Deol, and Jatinder Dhaliwal. The board has nominated the following four directors for election at the Meeting: Hendrickson, Andrew von Kursell, Hugh Maddin and Uranbileg Yondon.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the Business Corporations Act (British Columbia), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's four nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Company and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at August 3, 2022:

Nominee Position with the Company and Province or State and Country of Residence	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Grant Hendrickson ⁽⁶⁾ British Columbia, Canada <i>Chief Executive Officer and Director</i>	Since September 17, 2019	2,043,265 ⁽²⁾
Andrew von Kursell ⁽⁶⁾ British Columbia, Canada, <i>Chief Financial Officer and Director</i>	Since September 17, 2019	1,065,000 ⁽³⁾
Hugh Maddin ⁽⁶⁾ British Columbia, Canada <i>Director</i>	Since May 21, 2020	1,208,192 ⁽⁴⁾
Uranbileg Yondon British Columbia, Canada <i>Director</i>	Since September 15, 2021	493,145 ⁽⁵⁾

Notes:

- (1) The information as to Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and is based on insider reports available at www.sedi.com.
- (2) Mr. Hendrickson also holds options to purchase an aggregate of 287,500 Common Shares and 200,000 Restricted Stock Units, details of which are disclosed in the *Compensation Securities* table under "Statement of Executive Compensation – Stock Options and Other Compensation Securities" below.
- (3) Mr. von Kursell also holds options to purchase an aggregate of 250,000 Common Shares, details of which are disclosed in the *Compensation Securities* table under "Statement of Executive Compensation – Stock Options and Other Compensation Securities" below.
- (4) Of the 1,208,192 Common Shares Mr. Maddin holds 465,750 Common Shares directly and 742,442 Common Shares are held by Cambrian Capital Corp., a corporation in which Mr. Maddin has a majority shareholding. Mr. Maddin also holds 632,442 warrants to purchase common shares and options to purchase an aggregate of 450,000 Common Shares, details of which

are disclosed in the *Compensation Securities* table under “*Statement of Executive Compensation – Stock Options and Other Compensation Securities*” below.

- (5) Uranbileg Yondon holds Options to purchase 40,000 Common Shares at an exercise price of \$0.38 each expiring March 16, 2025, details of which are disclosed in the *Compensation Securities* table under “*Statement of Executive Compensation – Stock Options and Other Compensation Securities*” below.
- (6) Member of the Audit Committee.

Advance Notice of Director Nominations by Shareholders

Pursuant to the Company’s Advance Notice Policy (the “Advance Notice Policy”), which was approved for adoption by the shareholders at the Company’s annual general meeting held April 7, 2021, all nominations of persons for election as director of the Company shall be done by the Board or by direction or request of one or more shareholders pursuant to the BCA, or by a nominating shareholder as defined in and following the nomination procedure specified in the Advance Notice Policy. A copy of the Advance Notice Policy was SEDAR filed under the Company’s profile at www.sedar.com.

The nomination procedure set forth in the Advance Notice Policy is the framework by which a deadline is set by which holders of record of Common Shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

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

No director or executive officer of the Company, nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

No director or executive officer of the Company is or has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Biographies of the Current Directors

- **Grant Hendrickson**, British Columbia, Canada, *Chief Executive Officer and Director* – Mr. Hendrickson is a member of the Professional Engineers and Geoscientists of British Columbia. He graduated from the University of British Columbia in Geophysics and Geology. His past experience include working with various global mining companies. Some of the more notable accomplishments are working as Chief Geophysicist at Ivanhoe Mines Mongolia. With Ivanhoe, Mr. Hendrickson was responsible for instrumentation development, survey, design, project management, and teaching local staff, all directly related to the Oyu Tolgoi copper gold deposit, a world class super giant. Mr. Hendrickson is also a director of Azucar Minerals Ltd. where he provides technical advice on the exploration and drilling program at El Cobra copper gold deposit. He also was notably the owner of Delta Geoscience Ltd. where he provided consulting and geological and geophysical survey work to the international mineral exploration community. Mr. Hendrickson has been a mining professional since the 80's and as such his experience and knowledge are vast and valuable for a company like Makara, which Mr. Hendrickson intends to build into a world-class mining company with the help of his team.
- **Andrew von Kursell**, British Columbia, Canada, *Chief Financial Officer and Director* – As a broadly experienced senior mining executive, Andrew von Kursell has proven success in the initiation, negotiation, planning, and operation of major projects domestically and abroad. Besides his hands on operations experience, Mr. von Kursell has gained extensive knowledge of regulatory agencies and in dealing with investors and financial institutions. Mr. von Kursell has had much success in establishing and maintaining good working relationships with trade unions, members of indigenous groups, and governments at all levels in Northern Canada, Costa Rica, Peru, Bolivia and Ecuador. Mr. von Kursell was instrumental in establishing Ascot Mining PLC's underground gold mine in Costa Rica which he also operated for that company. Mr. von Kursell has served as a director and of Mineral Hill Industries Ltd since 2005. Mr. von Kursell also serves as current interim CFO of Mineral Hill. Mr. von Kursell has served as a director of Eelleet Network Corporation since 2012 and was a director of Lida Resources Inc. from 2018 to 2020. Mr. von Kursell was a director of Nass Valley Gateway Ltd. from 2008 to June 2019 and served as a director and COO of Ascot Mining Plc from 2006 to 2015. While not engaged by a company, Mr. von Kursell acts as a mining consultant.
- **Hugh Maddin**, British Columbia, Canada, *Director* – Mr. Maddin is the President and CEO of Cambrian Capital Corp., a private investment holding company. He has acted as an executive and director of several public companies, and Chairman and CEO of a number of private resource companies.
- **Uranbileg Yondon**, British Columbia, Canada, *Director* – Ms. Yondon is a Professional Geoscientist with over 10 years of professional experience working as an exploration Geophysicist and in Project Management in Canada, Asia and Australia. She has worked with deep mineral exploration techniques gained from exploration work on the massive Oyu-Tolgoi (OT) Copper-Gold mineral deposits in Mongolia as well as geophysical and geological combined field experience on the Cadia Copper-Gold deposit, NSW, Australia. Ms. Yondon is an MBA candidate of University of Victoria, Canada to enhance her business knowledge in addition to her technical background. Ms. Yondon is also a candidate for Colorado School of

Mines, Mineral Exploration Master's Degree to further sharpen her Mineral Exploration skills.

CORPORATE GOVERNANCE

The Board is committed to ensuring that the Company identifies and implements effective corporate governance practices, which are both in the interest of its shareholders and contributes to effective and efficient decision making. The Company's approach to significant issues of corporate governance is designed to ensure that the business and affairs of the Company are effectively managed to enhance shareholder value. Management has been able to draw assistance from individual directors as well as seek advice from the Board as a whole, when circumstances require.

In accordance with National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the "Disclosure Instrument") and National Policy 58-201 - *Corporate Governance Guidelines* (the "Guidelines") the Company is required to disclose, on an annual basis, its approach to corporate governance. In addition, the Company is subject to National Instrument 52-110 - *Audit Committees* ("NI 52-110"), which prescribes certain requirements in relation to audit committees and defines the meaning of independence with respect to directors. These reflect current regulatory guidelines of the Canadian Securities Administrators.

The Company has established its own corporate governance practices in light of these guidelines, as set forth below. In certain cases, the Company's practices will comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company is at an early stage of development, with currently a six person Board of Directors and limited financial resources. As a result, the Company's corporate governance practices have not been extensively developed. The Board will continue to review with management the corporate governance practices of the Company to ensure that they are sound practices for effective and efficient decision making.

Board of Directors and Directorships

The Board is responsible for the governance of the Company. It establishes the overall policies and standards of the Company and meets on a regularly scheduled basis. In addition to these Board meetings the directors are kept informed of operations through regular reports and analyses by, and discussions with, management.

The Board is currently comprised of six directors. At the Meeting, shareholders will be asked to set the number of directors at four. National Instrument 52-110 *Audit Committees* ("NI 52-110") defines an "independent" director as one who has no direct or indirect "material relationship" with the Company. A "material relationship" is defined as a relationship that could, in the view of the Board, reasonably be expected to interfere with the exercise of a director's independent judgement. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, two of the six members of the Board are not independent. Andrew Von Kursell is not independent as he is the Chief Financial Officer of the Company. Grant Hendrickson is not independent as he is the Chief Executive Officer. Following the Meeting, it is anticipated that two of the four members of the Board will not be independent, such members being Andrew Von Kursell and Grant Hendrickson.

The Board meets quarterly, as necessary when operations warrant, and following an annual meeting of shareholders of the Company. In carrying out its responsibilities, the Board requires management of the Company to prepare and submit budgets and programs for approval of the Board. These budgets and programs, and any updates, are to be reviewed at the Board's quarterly meetings.

Certain of the directors of the Company are also directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

NAME OF DIRECTOR	NAMES OF OTHER REPORTING ISSUERS
Grant Hendrickson	Azucar Minerals Ltd. (TSX-V) Mineral Hill Industries Ltd. (TSX-V)
Andrew von Kursell	Mineral Hill Industries Ltd. (TSX-V)
Hugh Maddin	Medaro Mining Corp. (CSE) Doubleview Gold Corp. (TSX-V) Global Care Capital Inc. (CSE)
Gurcharn Deol	Green Battery Minerals Inc. (TSX-V) Zinc8 Energy Solutions Inc. (CSE) West Island Brands Inc. (CSE) Saville Resources Inc. (TSX-V)
Jatinder Dhaliwal	EGF Theramed Health Corp. (CSE) Binovi Technologies Corp. (TSX-V)

Orientation and Continuing Education

Upon election or appointment of new directors, the Company will provide new directors with an information package of the Company, including, among other things, its policies, procedures and disclosures. Generally, the Company expects that Board members have a familiarity with the business of the Company. Professional advisors may be invited to attend Board meetings, as needed. The Company also relies on the relatively straightforward nature of its business and the established qualifications and expertise of its Board members.

Ethical Business Conduct

As required under the British Columbia Business Corporations Act (the “BCA”) and the Company’s articles:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual’s duty or interest as a director or executive officer of the Company must promptly disclose the nature and extent of that conflict; and
- a director who holds a disclosable interest (as that term is used in the BCA) in a contract or transaction into which the Company has entered or proposes to enter may not vote on any directors’ resolution to approve the contract or transaction, other than as permitted by the BCBCA and the Company’s articles.

Generally, as a matter of practice, directors or senior officers who have disclosed a material interest in any transaction or agreement that the Board is considering will not take part in any Board discussion respecting that contract or transaction, unless permitted by the BCA and the Company’s articles. If on occasion such directors do participate in the discussions, they will abstain from voting on any matters relating to matters in which they have disclosed a material interest.

Nomination of Directors and Assessments

Potential candidates for appointment to the Board will be considered by the entire Board of the Company. The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees or individual directors. As the business of the Company is relatively straightforward, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent and could be dealt with on a case-by-case basis.

With respect to the Board as a whole, the Board will monitor its performance on an ongoing basis and as part of that process, consider the overall performance of the Company and input from its shareholders. The Board as a whole is responsible for assessing its effectiveness, its members and each committee in consultation with the chair of the Board and the chair of each committee.

Compensation

See “*Statement of Executive Compensation*” below.

Other Board Committees

The Company does not have any committees of the Board other than the Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independent oversight.

APPOINTMENT OF AUDITOR

Crowe MacKay LLP, Chartered Professional Accountants (“**Crowe MacKay**”), of Suite 1100 – 1177 West Hastings Street, Vancouver, BC V6E 4T5, will be nominated at the Meeting for re-appointment as auditor of the Company for the Company’s ensuing fiscal year, at remuneration to be fixed by the Board. Crowe MacKay was first appointed as auditors of the Company on January 9, 2020.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Crowe MacKay as auditor of the Company until the close of the next annual general meeting or until their successors are sooner appointed.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The provisions of National Instrument 52-110 – *Audit Committees* (“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, as set forth below.

The Audit Committee has established policies and procedures that are intended to control the services that are provided by the Company’s auditors and to monitor their continuing independence. Under these policies, no services may be undertaken by the auditors unless the engagement is specifically approved by the Audit Committee or the services are included within a category which has been pre- approved by the Audit Committee. The maximum charge for services will be established by the Audit Committee when the specific engagement is approved, or the category of services preapproved. Management will be required to notify the Audit Committee of the nature and value of pre-approved services undertaken.

The Audit Committee will not approve engagements relating to, or pre-approve categories of, non- audit services to be provided by the auditors: (i) if such services are of a type the performance of which would cause the auditors to cease to be independent within the meaning of applicable securities law; and (ii) without consideration, among other things, of whether the auditors are best situated to provide the required services and whether the required services are consistent with their role as auditor.

The Audit Committee's Charter

The audit committee has a charter, a copy of which was attached as Schedule "A" to the Company's information circular dated February 24, 2021 and filed on www.sedar.com on March 17, 2021.

Composition of the Audit Committee

Pursuant to Section 6.1.1(3) of NI 52-110, a majority of the audit committee must not be executive officers, employees or control persons of the Company.

The following directors comprise the Audit Committee:

Name	Independence	Financial Literacy ⁽¹⁾
Grant Hendrickson	Not independent	Financially literate
Andrew H. von Kursell	Not independent	Financially literate
Hugh Maddin	Independent	Financially literate

Notes:

- (1) Section 1.6 of NI 52-110 provides that "[A]n 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 issuer's financial statements."

Relevant Education and Experience

Each member of the Company's audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

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

See further information for each audit committee member in the director biographies above.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Exemptions in NI 52-110 regarding *De Minimis* Non-audit Services or on a Regulatory Order Generally

In respect of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis* Non-audit Services) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

In respect of the most recently completed financial year, the Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with requirements of NI 52-110, Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by the Company's auditor Crowe MacKay LLP to the Company to ensure auditor independence. Fees incurred with Crowe MacKay LLP for audit and non-audit services for the years ended December 31, 2021 and December 31, 2020 are outlined in the following table.

Nature of Services	Fees Paid to Auditor for year ended December 31, 2021	Fees Paid to Auditor for year ended December 31, 2020
Audit Fees ⁽¹⁾	28,000	25,000
Audit-Related Fees ⁽²⁾	0	0
Tax Fees ⁽³⁾	0	0
All Other Fees ⁽⁴⁾	0	0
Total	\$28,000	\$25,000

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise noted, the following information is for the Company's last completed financial year ended December 31, 2021 and pursuant to regulation is reported in Canadian dollars.

Named Executive Officers

In this section "Named Executive Officer" (a "NEO") means:

1. each individual who, in respect of the Company, during any part of the most recently completed financial

year, served as chief executive officer (“CEO”), including an individual performing functions similar to a chief executive officer;

2. each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a chief financial officer;
3. 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; and
4. each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Oversight and Description of Director and Named Executive Officer Compensation

The overall objective of the Company’s compensation strategy is to offer medium-term and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the CEO, if any, in this regard.

The objectives of the Company’s compensation policies and procedures are to align the interests of the Company’s employees with the interests of the Company’s shareholders. Therefore, a significant portion of the total compensation is based upon overall corporate performance. The Company currently uses fees, incentive stock options and discretionary bonuses to compensate its NEOs.

The Company does not have either a Compensation Committee nor a Nominating Committee in place. All tasks related to developing and monitoring the Company’s approach to the compensation of officers of the Company and to developing and monitoring the Company’s approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs is reviewed, recommended and approved by the independent directors of the Company.

The Company chooses to grant stock options to NEOs as a long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium-term compensation component. In the future, the Board may also consider the grant of options to purchase Shares of the Company with longer future vesting dates to satisfy the long-term compensation component. The Directors take into account each element of compensation to determine other elements; for example, a smaller salary might result in a higher option award if warranted.

Under the Company’s compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or Director.

Based on this review, the Company believes that the compensation policies and practices do not encourage executive officers to take unnecessary or excessive risk.

Summary Compensation Table

The following table contains a summary of the compensation paid to the NEOs and Directors during the most recently completed financial year.

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 (\$)
Grant Hendrickson ⁽³⁾	2021	99,000	-	-	-	-	99,000
<i>CEO and Director</i>	2020	31,000	-	-	-	-	31,000
Andrew H. von Kursell ⁽²⁾	2021	87,000 ⁽³⁾	-	-	-	-	87,000
<i>CFO and Director</i>	2020	30,000 ⁽³⁾	-	-	-	-	30,000
Hugh Maddin	2021	27,000	-	-	-	-	27,000
<i>Director</i>	2020	4,000	-	-	-	-	4,000
Gurcharn Deol ⁽⁴⁾	2021	15,000	-	-	-	-	15,000
<i>Director</i>							
Jatinder Dhaliwal ⁽⁴⁾	2021	-	-	-	-	-	-
<i>Director</i>							
Uranbileg Yondon ⁽⁴⁾	2021	37,050	-	-	-	-	37,050
<i>Director</i>							
Stefan Szary ⁽⁴⁾	2021	4,500	-	-	-	-	4,500
<i>Former Director</i>	2020	1,500	-	-	-	-	1,500

Notes

- (1) Appointed CEO and Director on September 17, 2019.
- (2) Appointed CFO and Director on September 17, 2019.
- (3) Pursuant to a Consulting Agreement dated November 1, 2019.
- (4) The following persons were appointed to the Board in the financial year ended December 31, 2021: Gurcharn Deol (July 22, 2021); Jatinder Dhaliwal (August 23, 2021, when Stefan Szary resigned); and Uranbileg Yondon (September 15, 2021).

Other than as set forth in the foregoing, no NEO of the Company has received, during the two most recently completed financial years, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

Pension

Currently the Company has no pension agreement or arrangement with any of the NEOs and Directors.

Stock Options and Other Compensation Securities

The Company is of the view that the Company's Stock Incentive Compensation Plan provides the flexibility necessary to attract and maintain the services of senior management and other employees in competition with other companies in the risk management industry.

The following table provides details of compensation securities granted by the Company to each Named Executive Officer and Director of the Company during the Company's most recent financial year ended December 31, 2021.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class (# / %)	Date of Issue or Grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Grant Hendrickson ¹ , CEO & Director	Stock Options	112,500 / 0.31%	Mar. 17, 2021	0.38	0.38	0.095	Mar. 16, 2025
	RSUs	112,500 / 0.31%	Mar. 17, 2021	N/A	0.38	0.095	Vest 50% on each of March 17, 2021 and Sept 17, 2021
Andrew von Kursell ² , CFO & Director	Stock Options	100,000 / 0.27%	Mar. 17, 2021	0.38	0.38	0.095	Mar. 16, 2025
	RSUs	100,000 / 0.27%	Mar. 17, 2021	N/A	0.38	0.095	Vest 50% on each of March 17, 2021 and Sept 17, 2021
Hugh Maddin ³ , Director	Stock Options	50,000 / 0.14%	Mar. 17, 2021	0.38	0.38	0.095	Mar. 16, 2025
	RSUs	50,000 / 0.14%	Mar. 17, 2021	N/A	0.38	0.095	Vest 50% on each of March 17, 2021 and Sept 17, 2021
Uranbileg Yondon ⁽⁴⁾ , Director	Stock Options	40,000 / 0.11%	Mar. 17, 2021	0.38	0.38	0.095	Mar. 16, 2025
	RSUs	40,000 / 0.11%	Mar. 17, 2021	N/A	0.38	0.095	Vest 50% on each of March 17, 2021 and Sept 17, 2021
Jatinder Dhaliwal, Director	-	-	-	-	-	-	-
Gurcharn Deol, Director	-	-	-	-	-	-	-
Stefan Szary ⁵ , former Director	Stock Options	50,000 / 0.14%	Mar. 17, 2021	0.38	0.38	0.095	Mar. 16, 2025
	RSUs	50,000 / 0.14%	Mar. 17, 2021	N/A	0.38	0.095	Vest 50% on each of March 17, 2021 and Sept 17, 2021

Notes:

1. Mr. Hendrickson holds an aggregate of 567,500 options to purchase 567,500 Common Shares and holds an aggregate of

480,000 Restricted Stock Units.

2. Mr. von Kursell holds an aggregate of 250,000 options to purchase 150,000 Common Shares.
3. Mr. Maddin an aggregate of 640,000 options to purchase 640,000 Common Shares.
4. Ms. Yondon was appointed by resolution of the Board on September 15, 2021 to be a director of the Company.
5. Mr. Szary resigned from the board of directors on August 23, 2021 and his stock options and RSU's expired on November 23, 2021.

Exercise of Compensation Securities

The following table discloses each exercise of compensation securities by a director or NEO of the Company during the most recently completed financial year ended December 31, 2021.

Exercise of Compensation Securities by Named Executive Officers and Directors

Exercise of Compensation Securities							
Name and Position	Type of compensation security	Number of underlying securities exercised (#)	Exercise price per security (\$)	Date of Exercise (mm/dd/yy)	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Grant Hendrickson, CEO and Director	RSUs	200,000	N/A	02/09/21	0.485	N/A	97,000
	RSUs	200,000	N/A	04/09/21	0.43	N/A	86,000
	RSUs	200,000	N/A	06/09/21	0.31	N/A	62,000
	RSUs	56,250	N/A	05/19/21	0.34	N/A	19,125
	RSUs	56,250	N/A	09/18/21	0.16	N/A	9,000
Andrew von Kursell, CFO and Director	RSUs	50,000	N/A	05/19/21	0.34	N/A	17,000
	RSUs	50,000	N/A	09/18/21	0.16	N/A	8,000
Hugh Maddin, Director	RSUs	25,000	N/A	05/19/21	0.34	N/A	8,500
	RSUs	25,000	N/A	09/18/21	0.16	N/A	4,000
Uranbileg Yandon, ⁽¹⁾ Director	RSUs	20,000	N/A	05/19/21	0.34	N/A	6,800
	RSUs	20,000	N/A	09/18/21	0.16	N/A	3,200
Stefan Szary former Director	RSUs	25,000	N/A	05/19/21	0.34	N/A	8,500
	RSUs	25,000	N/A	09/18/21	0.16	N/A	4,000

Notes:

1. Ms. Yondon was appointed by resolution of the Board on September 15, 2021 to be a director of the Company. Stefan Szary resigned August 23, 2021.
2. Neither Gurcharn Deol nor Jatinder Dhaliwal exercised any compensation securities during the financial year ended December 31, 2021.

Employment, Consulting and Management Agreements

Except as stated below with respect to Mr. von Kursell, during the Company's most recently completed financial year, there were no long term employment, consulting and management agreements between the Company and its NEOs and Directors.

Mr. von Kursell received payment of his salary in 2021 (\$87,000) and 2020 (\$30,000) pursuant to a consulting agreement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information as of December 31, 2021

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by security holders	1,297,500 ⁽²⁾⁽³⁾	\$0.54	2,691,718
Equity compensation plans not approved by security holders ⁽²⁾	Nil	N/A	N/A
TOTAL	1,297,500	--	2,691,718

(1) Based on 39,892,176 Common Shares issued and outstanding as at December 31, 2021.

(2) These securities have been issued under the Company's Stock Incentive Compensation Plan which was approved by ordinary shareholder at the Company's annual general meeting held April 7, 2021.

(3) These outstanding securities are Options only as all RSUs outstanding were exercised by December 31, 2021.

Stock Incentive Compensation Plan

On October 27, 2020, Directors of the Company approved a Stock Incentive Compensation Plan (the "Stock Incentive Compensation Plan") pursuant to which the Board can grant stock options ("Options") and restricted stock units ("RSUs", and together with Options, collectively, "Awards") to directors, officers, employees, management and others who provide services to the Company ("Service Providers"). A copy of the Stock Incentive Compensation Plan is attached as Schedule "B" to the Company's Management Information Circular dated February 24, 2021 and SEDAR filed under the Company's profile at www.sedar.com on March 17, 2021.

The Stock Incentive Compensation Plan is a 10% rolling plan, meaning a maximum of ten percent (10%) of the issued and outstanding Shares of the Company at the time an option is granted, less Shares reserved for issuance on exercise of options then outstanding, are reserved for Awards to be granted at the discretion of the Board to eligible participants (each, a "Participant").

The Stock Incentive Compensation Plan was implemented to grant Awards in consideration of the level of responsibility as well as Participant impact and/or contribution to the longer-term operating performance of the Company. In determining the number of Awards to be granted, the Company's Board takes into account the number of Awards, if any, previously granted, and the exercise price of any outstanding stock options to ensure that such grants are in accordance with the policies of the CSE, and closely align the interests of the executive officers with the interests of the Company's shareholders.

Summary of the Stock Incentive Compensation Plan

The following is a summary of the material terms of the Stock Incentive Compensation Plan:

- a) Persons who are officers, directors and employees of the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of Awards under the Stock Incentive Compensation Plan;
- b) Awards granted under the Stock Incentive Compensation Plan are non-assignable and non-transferable;
- c) for Awards granted to Service Providers, the Company must ensure that the proposed Participant is a bona fide Service Provider of the Company or its affiliates;
- d) unless otherwise determined by the Board as at the date of grant, if a Participant ceases to be employed by or provide services to the Company, other than by reason of retirement, disability, or death, any vested Options held by him or her at the date of termination will become exercisable until the earlier of three months after the date of termination and the date of expiration of the term otherwise applicable to such Option;
- e) if a Participant ceases to be employed by or provide services to the Company by reason of retirement, disability, or death, any vested Options held by him or her at the date of retirement, disability, or death will become exercisable until the earlier of one year after the date of retirement, disability or death of such Participant and the date of expiration of the term otherwise applicable to such Option;
- f) in the case of a Participant being dismissed from employment or service for cause, such Participant's Options, whether or not vested at the date of dismissal, will immediately terminate without the right to exercise same;
- g) the exercise price of each Option will be set by the Board on the effective date of the Option and will not be less than the Fair Market Value of the Shares (as defined in the Stock Incentive Compensation Plan);
- h) the terms, conditions and restrictions of a RSU shall be determined at the discretion of the Board, and upon the satisfaction of any terms, conditions and restrictions prescribed in respect to a RSU, or upon the Participant's release from any terms, conditions and restrictions of a RSU, the Company shall release to the Participant or, in the case of the Participant's death, to the personal representative of the Participant's estate or as the appropriate court directs, the appropriate number of Shares; and
- i) vesting of Awards shall be at the discretion of the Board, and will generally be subject to:
 - (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates; or
 - (ii) the Service Provider remaining as a director or officer of the Company or its affiliates during the vesting period.

A copy of the Stock Incentive Compensation Plan is attached as Schedule "B" to the Information Circular prepared for the Company's annual general meeting held April 7, 2021, a copy of which was filed on March 17, 2021 under the Company's profile at www.sedar.com.

Amounts Due to Related Parties

Amounts due to related parties as at December 31, 2021 and 2020 included the following:

- On December 9, 2020, the Company agreed to grant 600,000 Restricted Share units ("RSU") to Grant Hendrickson to purchase up to 600,000 common shares. These RSU vest at 200,000 on February 9, 2021, 200,000 on April 9, 2021 and 200,000 on June 9, 2021. During the year ended December 31, 2021, the Company issued 600,000 common shares and recognized \$245,000 as share-based payment.

- On March 17, 2021, the Company agreed to grant 487,500 RSUs to directors and officers of the Company and to consultants. The granted RSUs vested 50% immediately, and 50% 6 months from the date of grant. During the financial year ended December 31, 2021, the Company issued the 487,500 RSUs and recorded \$185,250 as share-based payments. NEOs and Directors receiving share-based payments were Andrew Kursell, CFO and Director (\$56,250), Grant Hendrickson, CEO and Director (\$50,000), Hugh Maddin, Director (\$25,000) and Stefan Szary, former Director (\$25,000).
- Also on March 17, 2021, certain employees and consultants of the firm received a grant of Share Options. See *Compensation Securities* table above.
- On October 29, 2021, the Board approved Debt Settlement Agreements with the following NEOs and Board members which, as set out below, were effected in December, 2021:
 - Grant Hendrickson was issued 350,000 Common Shares at \$0.12 each, to settle \$42,000 debt.
 - Andrew von Kursell was issued 300,000 Common Shares at \$0.12 each, to settle \$36,000 debt.
 - Hugh Maddin was issued 100,000 Common Shares at \$0.12 each, to settle \$12,000 debt.
 - Spiral Investment Corporation, a corporation owned by Gurcharn Singh Deol, was issued 75,000 Common Shares at \$0.12 each to settle \$9,000 debt.
 - Uranbileg Yondon was issued 243,333 Common Shares at a price of \$0.12 each to settle \$29,200 debt.
 - Stefan Szary (former director) was issued 12,500 Common Shares at a price of \$0.12 each to settle \$1,500 debt.
 - Issuance of 8,333 Common Shares to Mr. Dhaliwal at a price of \$0.12 each to settle \$1,000 debt was approved by the Board, but these 8,333 Common Shares were **not** issued as Mr. Dhaliwal refused to sign the required Shares for Debt Agreement with the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the date hereof.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2021, as well as the interim financial statements of the Company for the three-month period ended March 31, 2022; and in the related management discussion and analyses as filed under the Company's profile at www.sedar.com. Financial information following the March 31, 2022 3-month fiscal period was provided by comment from management.

Additional information relating to the Company is also filed under the Company's profile at www.sedar.com copies of which are available upon request from the Company's CFO by email to vonkursell@gmail.com. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company, who requests a copy of any such document.

OTHER MATTERS

Management is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The content of this Information Circular and its distribution to shareholders have been approved by the board of directors.

DATED at Vancouver, British Columbia, August 9, 2022.

ON BEHALF OF THE COMPANY

"Grant Hendrickson"

Grant Hendrickson
Chief Executive Officer and Director