

VOLTAGE METALS CORP.
Suite 1901 – 5000 Yonge Street
Toronto, Ontario M2N 7E9
Telephone No.: (416) 218-2018

INFORMATION CIRCULAR

(as at May 2, 2022, except as otherwise indicated)

This information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Voltage Metals Corp. (the “**Company**”) for use at the Annual General Meeting of the shareholders of the Company (the “**Shareholders**”) (and any adjournment thereof) to be held on April 8, 2022 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. In this Information Circular, references to “the **Company**”, “**Mansa**”, “**we**” and “**our**” refer to Mansa Exploration Inc. “**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. “**Registered Shareholder**” means the person whose name appears on the central securities register maintained by or on behalf of the Company and who holds Common Shares in his or her own name.

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

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.

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 persons 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 Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Capital Transfer Agency, Inc. ("**Capital Transfer**") by fax at (416) 350-5008, or by mail or hand delivery to 390 Bay Street, Suite 920, Toronto, Ontario, Canada, M5H 2Y2; or
- (b) by telephone or over the internet as specified in the form or proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s).

In all cases the Registered Shareholder must ensure the proxy is received 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, 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.

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

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 sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

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

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 the United States and in Canada. Broadridge mails 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, you should insert the name of the desired representative (which may be yourself) 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 the voting of Common Shares to be represented at the Meeting, and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an Company 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), as amended (the “**BCBCA**”), 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 by:

- (a) executing a proxy bearing a later date or by executing 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 Capital Transfer or at the address of the registered office of the Company, located at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, Canada, 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) personally attending the Meeting and voting 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 Company was incorporated under the *Business Corporations Act* (British Columbia) on June 10, 2016 as Mansa Exploration Inc. under Incorporation Number BC1078929.

The board of directors (the “**Board**”) of the Company has fixed May 2, 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 authorized capital of the Company consists of an unlimited number of Common Shares without par value, each carrying the right to one vote. 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. As at May 2, 2022, there were 84,796,844 Common Shares issued and outstanding.

Escrow Shares

As of May 2, 2022, there were 2,985,000 shares held in escrow under escrow agreements dated October 29, 2020 and March 11, 2022.

To the knowledge of the directors and executive officers of the Company, there were no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions to set the number of directors, the election of directors and the appointment of the auditor as 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 fill, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

There are currently three (3) directors in the Company. The term of office of each of the present directors expires at the Meeting. The three (3) persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the BCBCA.

At the Meeting shareholders will be asked to approve an ordinary resolution to set the number of directors to be elected to the Board at four (4).

The following table and notes thereto set out the name of each of four (4) management's nominees for election as a director, the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time he has been a director of the Company, and the number of shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name of Nominee, Current Position with the Company and Province or State and Country of Residence⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years	Director Since	Common Shares Beneficially Owned or Controlled⁽²⁾
Robert James Barlow⁽⁷⁾ Director Ontario, Canada	<i>Refer to Director Biographies below.</i>	March 19, 2021	Nil ⁽³⁾
Robert Bresee President, CEO and Director Ontario, Canada	<i>Refer to Director Biographies below.</i>	June 29, 2021	Nil ⁽⁴⁾
Clayton Fisher⁽⁷⁾ Director British Columbia, Canada	<i>Refer to Director Biographies below.</i>	September 24, 2020	350,000 ⁽⁵⁾

Name of Nominee, Current Position with the Company and Province or State and Country of Residence ⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years	Director Since	Common Shares Beneficially Owned or Controlled ⁽²⁾
Layton Croft ⁽⁷⁾ Director Ontario, Canada	<i>Refer to Director Biographies below.</i>	April 11, 2022	Nil ⁽⁶⁾

Notes:

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Mr. Barlow holds options to purchase 115,000 common shares at \$0.18, expiring on April 5, 2024.
- (4) Mr. Bresee holds options to purchase 265,000 common shares at \$0.18, expiring on April 5, 2024.
- (5) Mr. Fisher holds options to purchase 165,000 common shares at \$0.18, expiring on April 5, 2024.
- (6) Mr. Croft holds options to purchase 150,000 common shares at \$0.18 expiring on April 5, 2024.
- (7) Member of the Audit Committee.

Biographies of Director Nominees

Robert James Barlow. Mr. Barlow is the former founder, President and CEO of the award-winning WireIE Holdings International Group of companies from 2007 to 2019, a telecom operator focusing on the rural and remote markets in the Americas, delivering broadband to resource extraction and government. Before this, he was Director of Technology Strategy at Telus Corporation from 1996 to 2007. He currently serves as an Independent Director and advisor to IVRnet, a software communications platform company and JJM Capital II Corp, a mining exploration acquisition corp. He also devotes his time to various advisory roles for startups in energy management, artificial intelligence and for a plant-based technology accelerator, EVA Ventures.

Robert Bresee. Mr. Bresee is an expert in project evaluation and management of junior mining companies from development stage through to production. He has directed integral, operational aspects within numerous organizations including budgeting, permitting, environmental, mine planning and cost control. Bob managed operations at Klondex' Midas mine in Nevada, prior to that Company's takeover by Hecla in 2018; he acted as Project Manager for Kinross Gold Corp at its Hoyle Pond Mine in Timmins; was Mine Manager at Liberty Mines' Hart & McWatters bulk mining projects plus the Redstone narrow vein nickel mine, taking the production from 200 t/day to 1400 t/day. He also worked for Trelawney at its Chester projects, delivering reserve evaluation reports and internal pre-feasibility studies. And at Falconbridge's 3,500 t/day Montcalm nickel mine outside of Timmins, Bob was responsible for all engineering functions and contract administration. He is a member of CIM, PDAC and an alumnus of the Haileybury School of Mines.

Clayton Fisher. Clayton Fisher has 15 years of experience in the financial services and capital markets sectors. During his time serving as an investment advisor with Raymond James, Fisher evaluated and financed numerous mineral exploration companies. He has previously held CEO, director, and advisory roles for private and public corporations. Fisher holds a bachelor's degree in economics and finance from the University of Victoria.

Layton Croft. Mr. Croft currently serves as independent Chairman of Erdene Resources Development (TSX: ERD) and President, CEO and Director of Pancontinental Resources, (TSXV: PUC). Mr. Croft is a corporate executive with diversified global management and resource industry experience spanning 25 years. Based in North Carolina, USA, he has worked for or advised Rio Tinto, Ivanhoe Mines, Peabody Energy, Duke Energy, Atrium Health and Bank of America. Mr. Croft holds degrees from the University of North Carolina at Chapel Hill, the School for International Training in Vermont, and the Fletcher School of Law and Diplomacy at Tufts University in Massachusetts.

Corporate Cease Trade Orders or Bankruptcies

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

- (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to a cease trade or similar order that was issued after the proposed director 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 proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) 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.

No proposed director has, within the past ten (10) years, 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.

Penalties and Sanctions

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

APPOINTMENT OF AUDITOR

Charlton & Company LLP, Chartered Professional Accountants, (“**Charlton & Company**”) Suite 1735 – 555 Burrard Street Vancouver, British Columbia, will be nominated at the Meeting for appointment as auditor of the Company in place of McGovern Hurley LLP, Chartered Professional Accountants (“**McGovern Hurley**”). The Board resolved that McGovern Hurley not be proposed for reappointment as the auditor of the Company at the Meeting. Charlton & Company was appointed to the position of auditor of the Company effective January 1, 2022.

There have been no reportable disagreements between the Company and McGovern Hurley and no qualified opinions or denials of opinions by McGovern Hurley for the purposes of National Instrument 51-102. A copy of the Company’s change of auditor reporting package with respect to the termination of McGovern Hurley and the appointment of Charlton & Company as auditor of the Company (including the Notice of Change of Auditor, a letter from McGovern Hurley and a letter from Charlton & Company) is attached as Schedule A to this Information Circular.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Charlton & Company as auditor of the Company until the close of the next annual general meeting.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Under National Instrument 52-110 – Audit Committees (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee’s charter, the composition of the audit committee and the fees paid to the external auditor.

Audit Committee Charter

The Board of Directors approved an amendment to the Company’s Audit Committee Charter on September 9, 2020, the full text of which is attached as Schedule “A” to the Company’s Information Circular dated December 8, 2020 and filed on SEDAR on December 18, 2020. Upon request, the Company will provide a copy of the Audit Committee Charter to any security holder of the Company free of charge. Please see the heading “Additional Information” for the appropriate contact information of the Company for such a request.

Composition of the Audit Committee

The following persons are members of the audit committee:

Robert J. Barlow	Independent	Financially Literate
Clayton Fisher	NOT	Financially Literate
Layton Croft	Independent	Financially Literate

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship, which could, in the Board's reasonable opinion, interfere with the exercise of a member's independent judgement.

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

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 *Biographies of Director Nominees* above, in particular the biographies of each Audit Committee member, for more information concerning each Audit Committee member's education and experience.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than McGovern Hurley LLP, Chartered Professional Accountants.

Reliance on Certain Exemptions

The Company's auditor has not provided any material non-audit services for the financial year ended and December 31, 2020.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" 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 former auditor, McGovern Hurley LLP, Chartered Professional Accountants, (the "Auditors") to the Company to ensure auditor independence. Fees incurred with the Auditors, for audit and non-audit services in the last two fiscal years are outlined in the following table:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2021	\$25,000	\$Nil	\$Nil	\$Nil
December 31, 2020	\$20,000	\$Nil	\$Nil	\$Nil

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated 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.

Exemption

The Company is a “venture Company” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE PRACTICE

National Instrument 58-101 - Disclosure of Corporate Governance Practices (“NI 58-101”) requires issuers to disclose their corporate governance practices and National Policy 58-201 - Corporate Governance Guidelines (“NP 58-201”) provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

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

Board of Directors

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

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

Management is delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board reviews executive compensation and recommends stock option grants.

The independent members of the Board are Robert J. Barlow and Layton Croft. Robert Bresee and Clayton Fisher are not independent as they are an officer of the Company.

Directorships

The following directors are currently serving on boards of other reporting companies (or equivalent) as set out below:

Name of Director	Reporting Issuer and Name of Trading Markets
Layton Croft	Pancontinental Resources Corporation – TSX Venture Exchange

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

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

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest are sufficient to ensure that the Board operates independently of management and acts in the best interests of the Company.

Nomination of Directors

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

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

Compensation

Management of the Company conducts an annual review of the compensation of the Company's directors and executive officers and makes recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

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

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board may review its mandate and conduct reviews of applicable corporate policies.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following compensation information is provided as required under Form 51-102F6V for Venture Companies (the “**Form**”), as such term is defined in NI 51-102.

For the purposes of this Statement of Executive Compensation:

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

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

- (a) 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 CEO;
- (b) 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 CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) 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, requirements and was not acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2020, based on the definition above, the NEOs of the Company were: Trumbull Fisher (former President, CEO and Director) and Ryan Cheung (CFO). The directors of the Company who were not NEOs during the financial year ended December 31, 2020 were Johnathan Dewdney, Clayton Fisher and Darryl Levitt.

During the financial year ended December 31, 2021, based on the definition above, the NEOs of the Company were: Robert Bresee (President, CEO and Director), Ryan Cheung (CFO) and Trumbull Fisher (former President, CEO and Director). The directors of the Company who were not NEOs during the financial year ended December 31, 2021 were Robert Barlow, Robert Bresee, Johnathan Dewdney, Clayton Fisher and Darryl Levitt.

Director and Named Executive Officer Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the Board for financial years ended December 31, 2020 and December 31, 2021. Options and compensation securities are disclosed under the heading “Stock Options and Other Compensation Securities” below.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Robert J. Barlow ⁽¹⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Robert Bresee ⁽²⁾ President, CEO & Director	2021	25,000	Nil	Nil	Nil	Nil	25,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Ryan Cheung ⁽³⁾ Former CFO	2021	28,000	Nil	Nil	Nil	Nil	28,000
	2020	15,000	Nil	Nil	Nil	Nil	15,000
Johnathan Dewdney ⁽⁴⁾ Former Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Clayton Fisher ⁽⁵⁾ Director	2021	10,000	Nil	Nil	Nil	Nil	10,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Trumbull Fisher ⁽⁶⁾ Former President, CEO and Director	2021	11,000	Nil	Nil	Nil	Nil	11,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Darryl Levitt ⁽⁷⁾ former Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Robert J. Barlow was appointed as a director of the Company on March 19, 2021.
2. Robert Bresee was appointed as President, CEO and a director of the Company on June 29, 2021.
3. Ryan Cheung was CFO of the Company from September 4, 2019 to April 17, 2022.
4. Johnathan Dewdney was a director of the Company from October 14, 2016 to March 19, 2021.
5. Clayton Fisher was appointed as a director of the Company on September 24, 2020.
6. Trumbull Fisher was President, CEO and a director of the Company from September 4, 2019 to June 29, 2021.
7. Darryl Levitt was a director and corporate secretary of the Company from February 9, 2018 to March 25, 2022.

Stock Options and Other Compensation Plans

10% Rolling Stock Option Plan (Option-Based Awards)

The Company has a stock option plan dated effective September 9, 2020, being a 10% rolling stock option plan (the “**Option Plan**”) which was last approved by shareholders at the annual general meeting of the Company held on January 8, 2021. The Option Plan provides that the Board of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options (“**Options**”) to purchase up to 10% of the issued and outstanding Common Shares of the Company at the date of grant of such Options, except that prior to the Common Shares being listed for trading on the Canadian Securities Exchange (the “**Exchange**” or the “**CSE**”) the number of Common Shares which will be available for purchase pursuant to Options granted under the Option Plan may exceed 10% of the number of issued and outstanding Common Shares on the particular date of grant of Options.

In addition, no Options may be granted under the Option Plan if the number of Common Shares, calculated on a fully diluted basis, issued within 12 months to (i) Related Persons, exceeds 10% of the outstanding Common Shares of the Company, or (ii) any one option holder exceeds 5% of the outstanding Common Shares of the Company. The Board will determine the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the Exchange, when such Options are granted. Options must be exercised within 90 days of termination of employment or cessation of the option holder’s position with the Company, subject to the expiry date of such Option and certain other provisions

of the Option Plan. The exercise price of an Option shall not be less than the greater of the closing market price of the Shares on (i) the trading day prior to the date of grant of the Options; and (ii) the date of grant of the Options.

Under the policies of the CSE, the terms of an Option may not be amended once issued. If an Option is cancelled prior to its expiry date, the Company must post notice of the cancellation and shall not grant new Options to the same person until 30 days have elapsed from the date of cancellation.

A copy of the Option Plan is attached as Schedule “B” to the Company’s Information Circular dated December 8, 2020 and filed on SEDAR on December 18, 2020. Upon request, the Company will provide a copy of the Option Plan to any security holder of the Company free of charge. Please see the heading “Additional Information” for the appropriate contact information of the Company for such a request.

Restricted Share Unit Plan (Share-Based Awards)

The Company adopted a Restricted Share Unit Plan dated effective September 9, 2020 (the “**RSU Plan**”) which was last approved by shareholders at the annual general meeting of the Company held on January 8, 2021. The RSU Plan further aligns the interests of the Company’s senior executives, key employees, consultants and directors with those of the shareholders of the Company. The Board has approved the implementation of the RSU Plan, subject to receipt of final approval by the Exchange and ratification by the Company’s shareholders at the Meeting. Under the RSU Plan, any director, employee, officer or consultant of the Company may be allocated a number of RSUs as the Board deems appropriate, with vesting provisions also to be determined by the Board, subject to a maximum vesting term of three (3) years from the end of the calendar year in which RSUs were granted. RSU’s will not be granted at a price lower than the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the RSUs; and (b) the date of grant of RSUs. All capitalized terms not otherwise defined in this description of the RSU Plan shall have the meaning ascribed thereto in the RSU Plan.

Upon vesting, eligible participants shall be entitled to a cash payment equal to the number of RSUs granted, multiplied by the fair market value of the Common Shares on the redemption date. The Company shall also have the option (at the discretion of the Board) to settle amounts owing to eligible persons via the issuance of Common Shares of the Company. The maximum number of Common Shares available for issuance from treasury under the RSU Plan is up to 10% of the number of issued and outstanding Common Shares on the date of the grant.

Under the RSU Plan, unless shareholder approval is obtained (or unless permitted otherwise by the rules of the CSE or any other stock exchange on which the Common Shares are then listed for trading):

- the maximum number of Common Shares which may be reserved for issuance to Related Persons (as defined in the RSU Plan) (as a group) under the RSU Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued Common Shares;
- maximum number of RSUs that may be granted to Related Persons (as a group) under the RSU Plan, together with any other Share Compensation Arrangement (as defined in the RSU Plan), within a 12-month period, may not exceed 10% of the issued Common Shares calculated on the Grant Date (as defined in the RSU Plan);
- subject to the terms of the RSU Plan, the maximum number of RSUs that may be granted to any one Eligible Person under the RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Common Shares calculated on the Grant Date;
- subject to the terms of the RSU Plan, the maximum number of RSUs that may be granted to a Consultant, within a 12-month period, may not result in a number of RSUs exceeding 2% of the number of Shares outstanding at the Grant Date, together with any other Share Compensation Arrangement, without the prior consent of the CSE; and
- of RSUs under the RSU Plan to any one Eligible Person may not exceed 1% of the issued Common Shares at the Grant Date and may not, in aggregate, exceed 2% of the issued Common Shares, within a 12-month period.

A copy of the RSU Plan is attached as Schedule “C” to the Company’s Information Circular dated December 8, 2020 and filed on SEDAR on December 18, 2020. Upon request, the Company will provide a copy of the RSU Plan to any

security holder of the Company free of charge. Please see the heading “Additional Information” for the appropriate contact information of the Company for such a request.

Stock Options and Other Compensation Securities

The following table sets forth incentive stock option (option-based awards) and restricted share units (share-based awards) that were issued to NEOs and directors of the Company during the year ended December 31, 2021 and that were outstanding as of December 31, 2021. There were no stock options or restricted share units issued during the year ended December 31, 2020.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant Y/M/D	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 Y/M/D
Clayton Fisher Director	RSUs	200,000 (0.46%)	21/01/19	\$0.095	\$0.095	N/A ⁽²⁾	24/01/19

Notes:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2021.
- (2) Company was halted.

Exercise of Compensation Securities by NEOs and Directors

During the financial years ended December 31, 2020 and December 31, 2021 the following compensation securities were exercised by an NEO or director of the Company:

Compensation Securities							
Name and Position	Type of Compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Darryl Levitt Former Director	RSUs	700,000	21/01/19	\$0.095	\$0.095	N/A ⁽¹⁾	24/01/19
Trumbull Fisher Former President, CEO and Director	RSUs	500,000	21/01/19	\$0.095	\$0.095	N/A ⁽¹⁾	24/01/19
Ryan Cheung Former CFO	RSUs	200,000	21/01/19	\$0.095	\$0.095	N/A ⁽¹⁾	24/01/19

Notes:

- (1) Company was halted.

Employment, Consulting and Management Agreements

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted. The Company does not have any employment, consulting or management agreements in place.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation, Philosophy and Objectives

The primary goal of our executive compensation program is to attract and retain the key executives necessary for the Company's long term success, to encourage executives to further the development of the Company and our operations, to motivate skilled and experienced executives, and to reward management for their contributions to the Company's achievements on both an annual and long term basis. The key elements of the executive compensation program are base salary or management fees and incentive stock options, and the Company may, from time to time, make cash bonuses a component of compensation, taking into consideration performance by both the Company and the respective personnel. Though the Company has not, as yet, adopted a formal bonus plan or non-equity incentive plan, all personnel, including executive officers, are eligible to receive bonuses. Our directors are of the view that all elements of the total compensation program should be considered, rather than any single element.

Compensation Process, the Role of the Compensation Committee and Compensation Governance

The Company relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of incentive stock options that may be granted to directors, officers, employees and consultants, and for reviewing compensation for the Company's executive officers to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of the Company's executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Pension Plan Benefits

The Company has no pension plan arrangements or benefits with respect to any of its NEOs, directors or employees.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has two equity compensation plans: i) a 10 % "rolling" stock option plan; and ii) a 10% "rolling" restricted share unit plan, as described in this Information Circular.

The following table sets out the Company's equity compensation plan information as at the end of the financial year ended December 31, 2021:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - Option Plan and RSU Plan	Nil (Options) 200,000 (RSUs)	N/A 0.095	4,604,684 (Options) 4,404,684 (RSUs)
Equity compensation plans not approved by securityholders – N/A	N/A	N/A	N/A

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Total	Nil (Options) 200,000 (RSUs)	N/A 0.095	4,604,684 (Options) 4,404,684 (RSUs)

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 Company's most recently completed financial year ended December 31, 2021 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the financial years ended December 31, 2020 and December 31, 2021, or has any interest in any material transaction in the financial years ended December 31, 2020 and December 31, 2021 other than as set out herein and as are disclosed in Note 7 - *Related Party Transactions and Balances* in the annual financial statements for the financial year ended December 31, 2020, and as follows for the financial year ended December 31, 2021:

- CFO charged \$28,000 in professional fees to the Company (2020 - \$15,000). Company owed the CFO \$7,875 in unpaid fees (December 31, 2020 - \$39,275).
- Former director and CEO of the Company charged \$11,000 in consulting fees to the Company (2020 - \$Nil).
- Current CEO charged \$25,000 in consulting fees to the Company.
- Independent director charged \$10,000 in consulting fees to the Company (2020 - \$Nil).
- \$152,000 in share-based compensation was recognized for shares issued because of an issuance of 1,600,000 Restricted Share Units to officers and directors of the Company (Note 9). 500,000 of these Restricted Share Units belonged to a former officer and director who resigned from the Company in March 2021.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Continuation of Stock Option Plan

The Option Plan is designed to promote the long-term success of the Company by strengthening the ability of the Company to attract and retain highly competent employees and by promoting greater alignment of interests between executives and shareholders in the creation of long-term shareholder value.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to ratify, confirm and approve the continuation of the Option Plan, with or without variation, as follows:

“RESOLVED as an ordinary resolution, that:

1. the continuation of the Stock Option Plan dated for reference September 9, 2020 (the **“Option Plan”**) be ratified, confirmed and approved;
2. the number of Common Shares reserved for issuance under the Option Plan shall not exceed 10% of the Company’s issued and outstanding share capital at the time any stock option is granted; and
3. any one or more of the directors or officers of the Company be authorized to perform all such acts, deeds and things and execute all such documents and make all such filings with the CSE that may be required to give effect to this resolution.”

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the continuation of the Option Plan.

A copy of the Option Plan will be available at the Meeting.

B. Continuation of Restricted Share Unit Plan

The Board determined that it is desirable to have a wide range of incentive plans including the RSU Plan in place to attract, retain and motivate employees, directors and consultants of the Company.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to ratify, confirm and approve the continuation of the Restricted Share Unit Plan, with or without variation, as follows:

“RESOLVED as an ordinary resolution, that:

1. The continuation of the Company’s Restricted Share Unit Plan adopted by the Board on September 9, 2020 (the **“RSU Plan”**) be ratified, confirmed and approved; and
2. Any one or more of the directors or officers of the Company is authorized and directed to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the resolution.”

The Board unanimously recommends shareholders vote FOR the adoption of the RSU Plan.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the approval of the RSU Plan.

A copy of the RSU Plan will be available at the Meeting.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the Company’s SEDAR profile at www.sedar.com. The Company’s financial information is provided in the Company’s audited consolidated financial statements and related management discussion and analysis for the financial years ended December 31, 2020 and December 31, 2021. The Company will provide to any person or company, upon request to the Corporate Secretary of the Company at their head office located at: Suite 1901, 5000 Yonge Street, Toronto, Ontario M2N 7E9, Telephone: (905) 482-0622, one copy of either or all of the audited consolidated financial statements of the Company filed with the applicable securities regulatory authorities for the Company, together with the report of the auditor, related management’s discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require payment of a reasonable charge from any person or company who is not a security holder of the Company,

who requests a copy of any such document. These documents are also available under the Company's SEDAR profile at www.sedar.com.

OTHER MATTERS

The Board 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 contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Toronto, Ontario this 6th day of May, 2022.

BY ORDER OF THE BOARD

“Robert Bresee”

Robert Bresse
President and Chief Executive Officer

SCHEDULE "A"

**MANSA EXPLORATION INC.
Suite 1901 – 5000 Yonge Street
Toronto, Ontario M2N 7E9**

(the “Company”)

**NOTICE OF CHANGE OF AUDITOR
(the “Notice”)**

To: McGovern Hurley LLP, Chartered Professional Accountants

And To: Charlton & Company, Chartered Professional Accountants

**And To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission**

Pursuant to section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* (“NI 51-102”), the Company hereby provides notice of the following:

1. McGovern Hurley LLP, Chartered Professional Accountants, (“**McGovern Hurley**”) was asked to resign as auditor of the Company, effective December 31, 2021, to facilitate the appointment of Charlton & Company, Chartered Professional Accountants, (“**Charlton**”), of Suite 1735 – 555 Burrard Street Vancouver, British Columbia.
2. The resignation of McGovern Hurley and the appointment of Charlton was considered and approved by the Audit Committee and Board of Directors of the Company.
3. McGovern Hurley has not expressed any modified opinion in its audit reports for the period commencing at the beginning of the Company’s two most recent financial years and ending at the date of this notice.
4. In the opinion of the Board of Directors of the Company, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the most recently completed fiscal year of the Company nor any period from the most recently completed financial period for which McGovern Hurley issued an audit report in respect of the Company and the date of this Notice.

The Company hereby requests each of McGovern Hurley and Charlton to: (a) review this change of auditor notice; (b) prepare a letter addressed to the regulator or securities regulatory authority in each of the provinces and territories of Canada stating, for each statement in this change of auditor notice, whether it (i) agrees, (ii) disagrees, and the reasons why, or (iii) has no basis to agree or disagree; and (c) deliver that letter to the Corporation within seven days after the date of its resignation or appointment, as the case may be.

Dated as of the 9th day of March, 2022.

MANSA EXPLORATION INC.

"Ryan Cheung"

Ryan Cheung,
Chief Financial Officer



Audit. Tax. Advisory.

March 10, 2022

British Columbia Securities Commission
Ontario Securities Commission
Alberta Securities Commission

Dear Sirs/Mesdames:

Re: Mansa Exploration Inc. – Change of Auditor

We have reviewed the information contained in the Notice of Change of Auditor of Mansa Exploration Inc. dated March 9, 2022 (the “Notice”), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to the successor auditor.

Yours truly,

McGovern Hurley LLP

“McGovern Hurley LLP”

Chartered Professional Accountants
Licensed Public Accountants

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9



charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

March 9, 2022

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Mansa Exploration Inc. (the "Company") – Change of Auditor

In connection with our proposed engagement as auditor of the Company, as required by National Instrument 51-102-*Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor dated March 9, 2022 given by the Company to McGovern Hurley LLP, Chartered Professional Accountants, and ourselves.

Based on our information at this date, we agree with the statements set out in the Notice that relates to us and we do not agree or disagree with the statements contained in the Notice that relate to McGovern Hurley LLP, Chartered Professional Accounts.

Yours truly,

"Charlton & Company"

CHARLTON & COMPANY
Chartered Professional Accountants