

CLEAN AIR METALS INC.
Suite 401, 217 Queen Street West
Toronto, Ontario M5V 0R2

MANAGEMENT INFORMATION CIRCULAR
As at May 27, 2020

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF CLEAN AIR METALS INC. (FORMERLY REGENCY GOLD CORP.) (the "**Company**") of proxies to be used at the annual and special meeting of shareholders of the Company to be held on Thursday, June 25, 2020, concurrently, online at <https://web.lumiagm.com/256964569>, and at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 at the hour of 2:00 p.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the enclosed notice of meeting (the "**Notice**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Company's proxy solicitation materials (the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice.

ONLINE ATTENDANCE AND APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, Computershare Trust Company of Canada (the "**Transfer Agent**"), not later than 2:00 p.m. (Eastern time) on Tuesday, June 23, 2020, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	Computershare Trust Company of Canada 8 th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
Telephone:	Call 1-866-732-8683 or 312-588-4290 as indicated on the form of proxy accompanying this Circular. You will need to provide your 15 digit control number located on the form of proxy accompanying this Circular.
By Internet:	www.investorvote.com You will need to provide your 15 digit control number located on the form of proxy accompanying this Circular.

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof, to (i) the registered office of the Company, located at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

Online Attendance

Registered Shareholders and duly appointed proxyholders can attend the meeting online at <https://web.lumiagn.com/256964569>. Registered Shareholders and duly appointed proxyholders can participate in the meeting by clicking "**I have a login**" and entering a Username and a Password before the commencement of the Meeting.

- (i) Registered Shareholders – the 15-digit control number located on the form of proxy or in the email notification you received is the Username and the password is "cleanair2020".
- (ii) Duly appointed proxyholder – Computershare Trust Company of Canada ("**Computershare**") will provide each duly appointed proxyholder with a Username after the voting deadline has passed. The password to the meeting is "cleanair2020". Please see "Appointment of Proxyholders" section below for information on validly appointing proxyholders.

Voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. Non-Registered Shareholders (as defined below) who have not appointed themselves may attend the Meeting by clicking "I am a guest" and completing the online form.

Registered Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting online **must submit their proxy form or voting instruction form, as applicable, prior to registering their proxyholder. Registering the proxyholder is an additional step once such Registered Shareholder has submitted their proxy form or voting instruction form, as applicable. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate at the Meeting online.** To register a proxyholder, Registered Shareholders **MUST** visit <http://www.computershare.com/CleanAir> by not later than 2:00 p.m. (Eastern time) on Tuesday, June 23, 2020, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used, and provide the Transfer Agent with their proxyholder's contact information to enable the Transfer Agent to provide the proxyholder with a Username and a Password via email.

Voting at the Virtual Meeting

A Registered Shareholder or a Non-Registered Shareholder who has appointed themselves or a third party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To have their Shares voted at the Meeting, each Registered

Shareholder or proxyholder will be required to enter their control number or Username provided by Computershare at <https://web.lumiagm.com/256964569> prior to the start of the Meeting. In order to vote, Non-Registered Shareholders who appoint themselves as a proxyholder MUST register with Computershare at www.computershare.com/CleanAir after submitting their voting instruction form in order to receive a Username (please see the information under the heading “Appointment of Proxyholders” below for details).

Voting at the Meeting online will only be available for Registered Shareholders and duly appointed proxyholders.

It is important that Registered Shareholders or duly appointed proxyholders are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, Registered Shareholders must have a valid 15-digit control number and duly appointed proxyholders must have received an email from the Transfer Agent containing a Username.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Appointment of Proxyholders

The purpose of a proxy is to designate persons who will vote the proxy on behalf of a Shareholder of the Company in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company.

The individual(s) named in the accompanying form of proxy are management’s representatives. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the person(s) designated in the Proxy, who need not be a Shareholder of the Company, 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 proper proxy and, in either case, delivering the completed Proxy to the office of Computershare Trust Company of Canada, Proxy Department, 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1, or vote via telephone or internet (online) as specified in the proxy form, by no later than 2:00 p.m. (Eastern time) on Tuesday, June 23, 2020, unless the chairman elects to exercise his discretion to accept proxies received subsequently. If you are a Shareholder who wishes to appoint a third party proxyholder, you must also register your proxyholder as an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, Shareholders must visit <https://www.computershare.com/CleanAir> by June 23, 2020 at 2:00 PM EST and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to vote at the Meeting.**

Voting by Proxyholder

The person(s) 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 person(s) 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.

As at the date hereof, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice. **However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.**

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the management proxyholders as proxyholder, the management proxyholder will vote in favour of the matters specified in the Notice and in favour of all other matters proposed by management at the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the person(s) named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of communication by the directors, officers and employees of the Company, none of whom will be specifically remunerated therefor. The cost of any such solicitation will be borne by the Company.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominee's name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

Voting by Non-Registered Holders Online

Non-Registered Holders who have not appointed themselves as proxyholders may attend the Meeting online at <https://web.lumiagm.com/256964569> and clicking "I am a guest" and completing the online form.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of Thursday, May 21, 2020, (the "**Record Date**"), there were a total of 126,299,266 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as set forth below: of the voting rights attached to the outstanding Common Shares, other than as set forth below:

Name	Number of Shares	Percentage
Benton Resources Inc.	24,615,884	19.5%

Notes:

- (1) *Benton Resources Inc. is a company incorporated and existing under the Business Corporations Act (British Columbia). The common shares of Benton Resources Inc. are listed on the TSXV under the symbol "BEX".*

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading "*Particulars of Matters to be Acted Upon*" below, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

1. RECEIPT OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended January 31, 2020 and the report of the auditors will be placed before the shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available under the Company's profile at www.sedar.com.

2. ELECTION OF DIRECTORS

The articles of continuance of the Company provide that the number of directors of the Company will be a minimum of three and a maximum of fifteen. The Board currently consists of four directors. The Board

determined that the four current directors, Abraham Drost, James Gallagher, Dean Chambers and MaryAnn Crichton stand for re-election at the Meeting for the ensuing year and one additional director, Ewan Downie, be nominated at the Meeting for election as a director for the ensuing year.

The following table states the names of the persons nominated by management for election as directors at the Meeting, any offices with the Company currently held by them, their principal occupations, business or employment for the five preceding years, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation, business or employment for the five preceding years ⁽¹⁾	Served as director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of voting shares owned or controlled
Abraham Drost Ontario, Canada Chief Executive Officer and Director	Chief Executive Officer of the Company since February 12, 2020. Prior thereto, Mr. Drost was the Chief Executive Officer and a director of Nueva Granada Gold (Canada) Ltd., a private mineral resource company, from February 2016 until February 2020; the Chief Executive Officer and a director of Carlisle Goldfields Ltd., a mineral resource company, from December 2013 until January 2016.	February 12, 2020	500,000	0.40%
James Gallagher ⁽²⁾ Ontario, Canada Executive Chairman	Executive Chairman of the Board since February 12, 2020. Prior thereto, Mr. Gallagher was the President and Chief Executive Officer of North American Palladium Ltd., a mining company, from August 15, 2015 until 2019, and prior thereto Chief Operating Officer from October 2013 to August 2015.	February 12, 2020	500,000	0.40%
Dean Chambers ⁽²⁾ Ontario, Canada Director	Mr. Chambers was a director of North American Palladium Ltd., a mining company, from 2015 until 2019; Executive Vice President and Chief Financial Officer of Sherritt International Corporation, a resource company, from 2012 until 2017.	February 12, 2020	250,000	0.20%
MaryAnn Crichton ⁽²⁾ Ontario, Canada Director	Ms. Crichton is Senior Advisor, and formerly Global Director, Investment and Business Planning, Hatch Advisory, and Senior Partner at Hatch Ltd., a management, engineering and development consultancy firm. Ms. Crichton has had different positions with Hatch Ltd. for the past 25 years.	March 31, 2020	nil	n/a
Ewan Downie Ontario, Canada Proposed Director	Mr. Downie has been President and Chief Executive Officer of Premier Gold Mines Limited, a mining company, since 2006.	n/a	250,000	0.20%

Notes:

- (1) The information as to principal occupation, business or employment and voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company has been furnished by each director and officer individually.
- (2) Member of the audit committee of the Company.

The term of office of each director will be from the date of the annual meeting of the shareholders of the Company at which he or she is elected until the next annual meeting of the shareholders of the Company, or until his or her successor is elected or appointed.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

Corporate Cease Trade Orders or Bankruptcies

None of the proposed directors of the Company, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 (collectively an "**Order**") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an 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.

None of the proposed directors of the Company, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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.

Personal Bankruptcies

None of the proposed directors of the Company have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the proposed directors of the Company have 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITORS

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MANNING ELLIOTT LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE

TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Manning Elliott LLP, Chartered Accountants, were first appointed as the auditors of the Company on March 22, 2017.

4. ADOPTION OF NEW GENERAL BY-LAW NO. 1

The Company has recently undertaken a review of the old by-laws of the Company (the "**Old By-Laws**"), particularly in light of evolving corporate governance best practices, and determined that it would be in the best interests of the Company to implement a new by-law no. 1 (the "**New By-Law No. 1**") in order to incorporate such best practices and implement certain other desirable changes to update the Old By-Laws.

The New By-Law No. 1 is standard in its form and governs all aspects of the business and affairs of the Company, such as the establishment of a quorum for meetings of directors and shareholders, the conduct of such meetings, signing authorities, the appointment of officers, the description of the officers' duties, the establishment of committees of the board of directors, the authority of persons to contract on behalf of the Company, advance notice provisions and similar matters.

A copy of the New By-Law No. 1 is attached hereto as schedule B.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, pass, with or without variation, the following resolution authorizing the repeal of the Old By-Laws and the replacement of the Old By-Laws with the New By-Law No. 1 (the "**By-Law No. 1 Resolution**"):

"BE IT RESOLVED THAT:

1. any existing by-laws of the Company be repealed and by-law no. 1, being a general by-law in the form attached to the management information circular dated May 27, 2020 of the Company as schedule B, be and is hereby confirmed as a by-law of the Company; and
2. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

In order to pass the By-Law No. 1 Resolution, at least a majority of the votes cast by the shareholders present at the Meeting in person or by proxy must be voted in favour of the By-Law No. 1 Resolution. If the By-Law No. 1 Resolution does not receive the requisite shareholder approval, the Old By-Laws will continue to be in effect.

The Board recommends that shareholders vote in favour of the By-Law No. 1 Resolution to approve the repeal of the Old By-Laws as set out above.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE BY-LAW NO. 1 RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

5. APPROVAL AND CONFIRMATION OF THE STOCK OPTION PLAN

The Company has adopted a "rolling" stock option plan (the "**Stock Option Plan**") for officers, directors, employees and consultants of the Company. The Stock Option Plan was last approved and confirmed by the shareholders of the Company at the annual and special meeting of shareholders held on September 19, 2019.

The Stock Option Plan provides for the issue of stock options to acquire up to 10% of the issued and outstanding Common Shares as at the date of grant, subject to standard anti-dilution adjustment. This is a "rolling" stock option plan as the number of Common Shares reserved for issue pursuant to the grant of stock options will increase as the number of issued and outstanding Common Shares increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Stock Option Plan. If a stock option expires, is

exercised or otherwise terminates for any reason, the number of Common Shares in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan. The principal features of the Stock Option Plan are described in more detail below in the section entitled "*Statement of Executive Compensation – Stock Option Plan and other Incentive Plans*".

The Stock Option Plan is a "rolling" stock option plan and under Policy 4.4 of the TSX Venture Exchange (the "TSXV"), a listed company on the TSXV is required to obtain the approval of its shareholders for a "rolling" stock option plan at each annual meeting of shareholders. Accordingly, shareholders will be asked to approve the following resolution:

"BE IT RESOLVED THAT:

1. the stock option plan of the Company as described in the management information circular dated May 27, 2020, be and it is hereby confirmed and approved."

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE STOCK OPTION PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at January 31, 2020 whose total compensation was more than \$150,000 for the financial year of the Company ended January 31, 2020 (collectively the "**Named Executive Officers**") and for the directors of the Company.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
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 (\$)
Abraham Drost ⁽²⁾ Chief Executive Officer and Director	2020	n/a	n/a	n/a	n/a	n/a	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
William J. Radvak ⁽²⁾ Former President, Chief Executive Officer and Director	2020	25,000	nil	nil	nil	n/a	25,000
	2019	28,500	nil	nil	nil	30,000	58,500
James Gallagher ⁽³⁾ Executive Chairman	2020	n/a	n/a	n/a	n/a	n/a	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Kelsey Chin ⁽⁴⁾ Chief Financial Officer and Corporate Secretary	2020	26,000	nil	nil	nil	nil	26,000
	2019	24,000	nil	nil	nil	15,000	39,000

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
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 (\$)
Carson Phillips ⁽⁵⁾ Vice-President, Corporate Development	2020	n/a	n/a	n/a	n/a	n/a	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Dawn Evans-Lamswood ⁽⁶⁾ Vice-President, Exploration	2020	n/a	nil	nil	nil	nil	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Dean Chambers ⁽⁷⁾ Director	2020	n/a	n/a	n/a	n/a	n/a	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
MaryAnn Crichton ⁽⁸⁾ Director	2020	n/a	n/a	n/a	n/a	n/a	n/a
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Harold Punnett ⁽⁹⁾ Former Director	2020	nil	nil	nil	nil	nil	nil
	2019	nil	nil	nil	nil	5,000	5,000
Robert G. Pilz ⁽¹⁰⁾ Former Director	2020	nil	nil	nil	nil	nil	nil
	2019	nil	nil	nil	nil	5,000	5,000
Aleem Nothwani ⁽¹¹⁾ Former Director	2020	nil	nil	nil	nil	nil	nil
	2019	n/a	n/a	n/a	n/a	n/a	n/a
Bryan Stecyk ⁽¹²⁾ Former Director	2020	nil	nil	nil	nil	nil	nil
	2019	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) Mr. Radvak resigned as the President, Chief Executive Officer and a director of the Company on February 12, 2020 and Mr. Drost was appointed in his stead as the Chief Executive Officer and a director of the Company. None of the compensation paid to Mr. Radvak was paid for his services as a director of the Company.
- (3) Mr. Gallagher was appointed as the Executive Chairman of the Board on February 12, 2020.
- (4) Consulting fees which were paid and accrued to KMC Capital Corp., a company controlled by Ms. Chin.
- (5) Mr. Phillips was appointed as the Vice-President, Corporate Development, of the Company effective February 24, 2020.
- (6) Ms. Evans-Lamswood was appointed as the Vice-President, Exploration, of the Company effective January 1, 2020.
- (7) Mr. Chambers was appointed to the Board on February 12, 2020.
- (8) Ms. Crichton was appointed to the Board on March 31, 2020.
- (9) The Company does not pay its directors a fee for acting as directors of the Company, however the independent directors, including Mr. Punnett, were issued a discretionary bonus of \$5,000 for the fiscal year ended January 31, 2019. Mr. Punnett resigned as a director of the Company on August 13, 2019 and Aleem Nathwani was appointed in his stead.
- (10) The Company does not pay its directors a fee for acting as directors of the Company, however the independent directors, including Mr. Pilz, were issued a discretionary bonus of \$5,000 for the fiscal year ended January 31, 2019. Mr. Pilz resigned as a director of the Company on August 13, 2019 and Bryan Stecyk was appointed in his stead.
- (11) Mr. Nathwani resigned as a director of the Company on February 12, 2020.
- (12) Mr. Stecyk resigned as a director of the Company on February 12, 2020.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on the date immediately prior to the date of grant (\$)	Closing price of security or underlying security at year end ⁽³⁾ (\$)	Expiry date
Abraham Drost ⁽⁴⁾ Chief Executive Officer and Director	n/a	n/a	n/a	n/a	n/a	n/a	n/a
William J. Radvak ⁽⁴⁾ Former President, Chief Executive Officer and Director	Stock Options ⁽¹⁾	600,000 exercisable for 600,000 Common Shares representing 0.47% of the outstanding number of Common Shares	September 30, 2019	0.12	0.12	0.13	May 12, 2020 ⁽¹³⁾
James Gallagher ⁽⁵⁾ Executive Chairman	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Kelsey Chin ⁽⁶⁾ Chief Financial Officer and Corporate Secretary	Stock Options ⁽¹⁾	75,000 exercisable for 75,000 Common Shares representing 0.06% of the outstanding number of Common Shares	September 30, 2019	0.12	0.12	0.13	September 30, 2024
Carson Phillips ⁽⁷⁾ Vice-President, Corporate Development	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Dawn Evans-Lamswood ⁽⁸⁾ Vice-President, Exploration	nil	n/a	n/a	n/a	n/a	n/a	n/a
Dean Chambers ⁽⁹⁾ Director	n/a	n/a	n/a	n/a	n/a	n/a	n/a
MaryAnn Crichton ⁽¹⁰⁾ Director	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Aleem Nathwani ⁽¹¹⁾ Former Director	Stock Options ⁽¹⁾	300,000 exercisable for 300,000 Common Shares representing 0.24% of the outstanding number of Common Shares	September 30, 2019	0.12	0.12	0.13	May 12, 2020 ⁽¹³⁾

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on the date immediately prior to the date of grant (\$)	Closing price of security or underlying security at year end ⁽³⁾ (\$)	Expiry date
Bryan Stecyk ⁽¹²⁾ Former Director	Stock Options ⁽¹⁾	300,000 exercisable for 300,000 Common Shares representing 0.24% of the outstanding number of Common Shares	September 30, 2019	0.12	0.12	0.13	May 12, 2020 ⁽¹³⁾

Notes:

- (1) The fair value of each stock option at the date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited consolidated financial statements of the Company and included the following assumptions: share price of \$0.12, dividend yield nil, expected volatility 265% (based on the historical price history of the Common Shares), risk-free interest rate 1.4% and an expected life of five years.
- (2) Calculated on a partially diluted basis as at January 31, 2020.
- (3) The closing market price of the Common Shares on October 11, 2019, the last day on which the Common Shares traded prior to the being halted on October 17, 2019.
- (4) Mr. Radvak resigned as the President, Chief Executive Officer and a director of the Company February 12, 2020 and Mr. Drost was appointed in his stead as the Chief Executive Officer and a director of the Company. As at January 31, 2020, Mr. Radvak held 600,000 stock options exercisable to purchase 600,000 Common Shares.
- (5) Mr. Gallagher was appointed as the Executive Chairman of the Board on February 12, 2020.
- (6) As at January 31, 2020, Ms. Chin held 75,000 stock options exercisable to purchase 75,000 Common Shares.
- (7) Mr. Phillips was appointed as the Vice-President, Corporate Development, of the Company effective February 24, 2020.
- (8) Ms. Evans-Lamswood was appointed as the Vice-President, Exploration, of the Company effective January 1, 2020.
- (9) Mr. Chambers was appointed to the Board on February 12, 2020.
- (10) Ms. Crichton was appointed to the Board on March 31, 2020.
- (11) Mr. Nothwani resigned as a director of the Company on February 12, 2020 and James Gallagher was appointed in his stead as the Executive Chairman of the Board. As at January 31, 2020, Mr. Nothwani held 300,000 stock options exercisable to purchase 300,000 Common Shares.
- (12) Mr. Stecyk resigned as a director of the Company on February 12, 2020 and Dean Chambers was appointed in his stead. As at January 31, 2020, Mr. Stecyk held 300,000 stock options exercisable to purchase 300,000 Common Shares.
- (13) The stock options granted to Messrs. Radvak, Nathwani and Stecyk on September 30, 2019 were exercised by each of Messrs. Radvak, Nathwani and Stecyk's on May 12, 2020.

None of the Named Executive Officers or directors of the Company exercised any compensation securities during the most recently completed financial year of the Company.

Stock Option Plan and other Incentive Plans

The Company has in place the Stock Option Plan which was last approved by the shareholders of the Company on September 19, 2019.

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan. The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Stock options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board.

The number of Common Shares which may be reserved for issue under the Stock Option Plan is limited to 10% of the issued and outstanding number of Common Shares as at the date of the grant of stock options. As at the date hereof, 12,629,926 stock options may be reserved for issue pursuant to the Stock Option Plan, 7,640,000 stock options have been issued and 4,989,926 stock options are still available for issue.

Any Common Shares subject to a stock option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares at the time of grant. Stock options granted under the Stock Option Plan may be exercised during a period not exceeding 10 years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The stock options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Company in respect of stock options granted under the Stock Option Plan.

The Company has no equity compensation plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

The Company has entered into the following agreements pursuant to which its Named Executive Officers and directors are entitled to receive compensation in the event of their resignation, retirement or other termination of their employment, a change of control of the Company or a change in any of their responsibilities following a change of control:

Drost Executive Employment Agreement

Mr. Radvak resigned as the President, Chief Executive Officer and a director of the Company on February 12, 2020 and Mr. Abraham Drost was appointed in his stead as the Chief Executive Officer and a director of The Company. In connection with the appointment of Mr. Drost as the Chief Executive Officer of the Company, the Company and Mr. Drost entered into an executive employment agreement effective February 12, 2020 (the "**Drost Executive Employment Agreement**").

Pursuant to the Drost Executive Employment Agreement, Mr. Drost will act as Chief Executive Officer of the Company effective February 12, 2020 for an initial annual base salary of \$192,000, subject to reviews or increases in subsequent years as determined by the Board, in its sole discretion (the "**Drost Base Salary**"). In addition, Mr. Drost is eligible to earn up to 100% of the Drost Base Salary (the "**Drost Incentive Bonus**") per fiscal year at the discretion of the Board.

Pursuant to the Drost Executive Employment Agreement, Mr. Drost will be issued 2,800,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with his engagement as the Chief Executive Officer of the Company. Such stock options will vest as follows: (i) as to 700,000 stock options, on the date of grant, (ii) as to 700,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 1,900,000 stock options, on the date which is 12 months after the date of grant.

Mr. Drost may terminate the Drost Executive Employment Agreement at any time by giving the Company at least three months prior written notice. The Company may terminate the Drost Executive Employment Agreement at any time for just cause.

The Company may also terminate the Drost Executive Employment Agreement at any time by providing Mr. Drost with written notice of termination and/or pay in lieu of notice equal to 24 months (the "**Drost Termination Period**") of Drost Base Salary and Drost Incentive Bonus. During any part of the Drost

Termination Period in which pay in lieu of notice is provided, Mr. Drost will continue to receive only the Drost Base Salary and *pro-rated* Drost Incentive Bonus, either as a salary continuation or as a lump sum payment (in the Company's sole discretion), less applicable statutory deductions. The amount of the *pro-rated* Drost Incentive Bonus will be calculated by dividing the average Drost Incentive Bonus paid to Mr. Drost in the last two full fiscal years of employment immediately before the fiscal year in which Mr. Drost's employment is terminated by 12, and then multiplying the product by the number of completed calendar months in the Drost Termination Period. In addition, the Company will continue to provide Mr. Drost any group benefits during the Drost Termination Period, provided that if such continuation is not permitted under the arrangements with the carrier of the group benefits, the Company will provide Mr. Drost with a lump sum payment equal to the cost of the benefit premiums he would otherwise be entitled, less applicable statutory deductions. Mr. Drost may exercise any stock options granted to Mr. Drost that vested on or prior to the date of his termination and any stock options that remain unvested as at such date will be immediately cancelled and may not be exercised thereafter (collectively the "**Drost Termination Payment Provisions**").

In the event of a change of control (as described in the Drost Executive Employment Agreement) of the Company and Mr. Drost's position is terminated within 12 months after such change of control, the Drost Termination Payment Provisions apply modified as follows:

- (a) the Drost Termination Period is for a period of 24 months of Drost Base Salary and full undiscounted equivalent Drost Incentive Bonus to be paid as a lump sum payment; and
- (b) any stock options granted to Mr. Drost that have not vested will immediately vest and be exercisable by Mr. Drost in accordance with their terms.

Gallagher Executive Employment Agreement

In connection with the appointment of Mr. James Gallagher as the Executive Chairman of the Board, the Company and Mr. Gallagher entered into an executive employment agreement effective February 12, 2020 (the "**Gallagher Executive Employment Agreement**").

Pursuant to the Gallagher Executive Employment Agreement, Mr. Gallagher will act as Executive Chairman of the Board effective February 12, 2020 for an initial annual base salary of \$95,000, subject to reviews or increases in subsequent years as determined by the Board, in its sole discretion (the "**Gallagher Base Salary**"). In addition, Mr. Gallagher is eligible to earn up to 100% of the Gallagher Base Salary (the "**Gallagher Incentive Bonus**") per fiscal year at the discretion of the Board.

Pursuant to the Gallagher Executive Employment Agreement, Mr. Gallagher will be issued 1,800,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with his engagement as the Executive Chairman of the Board. Such stock options will vest as follows: (i) as to 450,000 stock options, on the date of grant, (ii) as to 450,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 900,000 stock options, on the date which is 12 months after the date of grant.

Mr. Gallagher may terminate the Gallagher Executive Employment Agreement at any time by giving the Company at least three months prior written notice. The Company may terminate the Gallagher Executive Employment Agreement at any time for just cause.

The Company may also terminate the Gallagher Executive Employment Agreement at any time by providing Mr. Gallagher with written notice of termination and/or pay in lieu of notice equal to 24 months (the "**Gallagher Termination Period**") of Gallagher Base Salary and Gallagher Incentive Bonus. During any part of the Gallagher Termination Period in which pay in lieu of notice is provided, Mr. Gallagher will continue to receive only the Gallagher Base Salary and *pro-rated* Gallagher Incentive Bonus, either as a salary continuation or as a lump sum payment (in the Company's sole discretion), less applicable statutory deductions. The amount of the *pro-rated* Gallagher Incentive Bonus will be calculated by dividing the average Gallagher Incentive Bonus paid to Mr. Gallagher in the last two full fiscal years of employment immediately before the fiscal year in which Mr. Gallagher's employment is terminated by 12, and then multiplying the product by the number of

completed calendar months in the Gallagher Termination Period. In addition, the Company will continue to provide Mr. Gallagher any group benefits during the Gallagher Termination Period, provided that if such continuation is not permitted under the arrangements with the carrier of the group benefits, the Resulting Issuer will provide Mr. Gallagher with a lump sum payment equal to the cost of the benefit premiums he would otherwise be entitled, less applicable statutory deductions. Mr. Gallagher may exercise any stock options granted to Mr. Gallagher that vested on or prior to the date of his termination and any stock options that remain unvested as at such date will be immediately cancelled and may not be exercised thereafter (collectively the "**Gallagher Termination Payment Provisions**").

In the event of a change of control (as described in the Gallagher Executive Employment Agreement) of the Company and Mr. Gallagher's position is terminated within 12 months after such change of control, the Gallagher Termination Payment Provisions apply modified as follows:

- (a) the Gallagher Termination Period is for a period of 24 months of Gallagher Base Salary and full undiscounted equivalent Gallagher Incentive Bonus to be paid as a lump sum payment; and
- (b) any stock options granted to Mr. Gallagher that have not vested will immediately vest and be exercisable by Mr. Gallagher in accordance with their terms.

KMC Consulting Agreement

Effective February 1, 2020, the Company entered into a consulting agreement with KMC Capital Corp., a company controlled by Kelsey Chin, providing for her services as the Chief Financial Officer and the Corporate Secretary of the Company (the "**KMC Consulting Agreement**").

Pursuant to the KMC Consulting Agreement, Ms. Chin receives remuneration in the amount of \$8,000 per month plus applicable GST. The KMC Consulting Agreement is automatically renewed on a yearly basis, continues from year to year and may be terminated by either party to the KMC Consulting Agreement upon 60 days written notice and a lump-sum payment of \$24,000, representing three months' cash remuneration.

Phillips Executive Employment Agreement

In connection with the appointment of Mr. Carson Phillips as the Vice-President, Corporate Development, of the Company, the Company and Mr. Phillips entered into an executive employment agreement effective February 24, 2020 (the "**Phillips Executive Employment Agreement**").

Pursuant to the Phillips Executive Employment Agreement, Mr. Phillips will act as Vice-President, Corporate Development, of the Company effective February 24, 2020 for an initial annual base salary of \$150,000, subject to increases in subsequent years as determined by the Board, in its sole discretion (the "**Phillips Base Salary**"). The term of the Phillips Executive Employment Agreement continues for a one-year period and may be renewed in writing for additional one-year terms by mutual agreement. In addition, Mr. Phillips is eligible to earn up to 50% of the Phillips Base Salary (the "**Phillips Incentive Bonus**") per fiscal year at the discretion of the Board.

Pursuant to the Phillips Executive Employment Agreement, Mr. Phillips will be issued 400,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with his engagement as the Vice-President, Corporate Development of the Company. Such stock options will vest as follows: (i) as to 100,000 stock options, on the date of grant, (ii) as to 100,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 200,000 stock options, on the date which is 12 months after the date of grant.

Mr. Phillips may terminate the Phillips Executive Employment Agreement at any time by giving the Company at least three months prior written notice. The Company may terminate the Phillips Executive Employment Agreement at any time for just cause.

The Company may also terminate the Phillips Executive Employment Agreement at any time by providing Mr. Phillips with written notice of termination and/or pay in lieu of notice equal to 12 months (the "**Phillips**

Termination Period") of Phillips Base Salary. During any part of the Phillips Termination Period in which pay in lieu of notice is provided, Mr. Phillips will continue to receive only the Phillips Base Salary, either as a salary continuation or as a lump sum payment (in the Company's sole discretion), less applicable statutory deductions. In addition, the Company will continue to provide Mr. Phillips any group benefits during the Phillips Termination Period, provided that if such continuation is not permitted under the arrangements with the carrier of the group benefits, the Company will provide Mr. Phillips with a lump sum payment equal to the cost of the benefit premiums he would otherwise be entitled, less applicable statutory deductions. Mr. Phillips may exercise any stock options granted to Mr. Phillips that vested on or prior to the date of his termination and any stock options that remain unvested as at such date will be immediately cancelled and may not be exercised thereafter (collectively the **"Phillips Termination Payment Provisions"**).

In the event of a change of control (as described in the Phillips Executive Employment Agreement) of the Company and Mr. Phillips's position is terminated within 12 months after such change of control, the Phillips Termination Payment Provisions apply modified as follows:

- (a) the Phillips Termination Period is for a period of 12 months of Phillips Base Salary and full undiscounted equivalent Phillips Incentive Bonus to be paid as a lump sum payment; and
- (b) any stock options granted to Mr. Phillips that have not vested will immediately vest and be exercisable by Mr. Phillips in accordance with their terms.

Evans-Lamswood Executive Employment Agreement

In connection with the appointment of Ms. Dawn Evans-Lamswood as the Vice-President, Exploration, of the Company, the Company and Ms. Evans-Lamswood entered into an executive employment agreement effective January 1, 2020 (the **"Evans-Lamswood Executive Employment Agreement"**).

Pursuant to the Evans-Lamswood Executive Employment Agreement, Ms. Evans-Lamswood will act as Vice-President, Exploration, effective January 1, 2020 for an initial annual base salary of \$100,000, subject to increases in subsequent years as determined by the Board, in its sole discretion (the **"Evans-Lamswood Base Salary"**). The term of the Evans-Lamswood Executive Employment Agreement continues for a one-year period and may be renewed in writing for additional one-year terms by mutual agreement. In addition, Ms. Evans-Lamswood is eligible to earn up to 50% of the Evans-Lamswood Base Salary (the **"Evans-Lamswood Incentive Bonus"**) per fiscal year at the discretion of the Board.

Pursuant to the Evans-Lamswood Executive Employment Agreement, Ms. Evans-Lamswood will be issued 200,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with her engagement as the Vice-President, Exploration, of the Company. Such stock options will vest as follows: (i) as to 50,000 stock options, on the date of grant, (ii) as to 50,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 100,000 stock options, on the date which is 12 months after the date of grant.

Ms. Evans-Lamswood may terminate the Evans-Lamswood Executive Employment Agreement at any time by giving the Company at least three months prior written notice. The Company may terminate the Evans-Lamswood Executive Employment Agreement at any time for just cause.

The Company may also terminate the Evans-Lamswood Executive Employment Agreement at any time by providing Ms. Evans-Lamswood with written notice of termination and/or pay in lieu of notice equal to six months (the **"Evans-Lamswood Termination Period"**) of Evans-Lamswood Base Salary and Evans-Lamswood Incentive Bonus. During any part of the Evans-Lamswood Termination Period in which pay in lieu of notice is provided, Ms. Evans-Lamswood will continue to receive only the Evans-Lamswood Base Salary and *pro-rated* Evans-Lamswood Incentive Bonus, either as a salary continuation or as a lump sum payment (in the Company's sole discretion), less applicable statutory deductions. The amount of the *pro-rated* Evans-Lamswood Incentive Bonus will be calculated by dividing the average Evans-Lamswood Incentive Bonus paid to Ms. Evans-Lamswood in the last two full fiscal years of employment immediately before the fiscal year in which Ms. Evans-Lamswood's employment is terminated by 12, and then multiplying the product by the number of

completed calendar months in the Evans-Lamswood Termination Period. In addition, the Company will continue to provide Ms. Evans-Lamswood any group benefits during the Evans-Lamswood Termination Period, provided that if such continuation is not permitted under the arrangements with the carrier of the group benefits, the Company will provide Ms. Evans-Lamswood with a lump sum payment equal to the cost of the benefit premiums he would otherwise be entitled, less applicable statutory deductions. Ms. Evans-Lamswood may exercise any stock options granted to Ms. Evans-Lamswood that vested on or prior to the date of his termination and any stock options that remain unvested as at such date will be immediately cancelled and may not be exercised thereafter (collectively the "**Evans-Lamswood Termination Payment Provisions**").

In the event of a change of control (as described in the Evans-Lamswood Executive Employment Agreement) of the Company and Ms. Evans-Lamswood's position is terminated within 12 months after such change of control, the Evans-Lamswood Termination Payment Provisions apply modified as follows:

- (a) the Evans-Lamswood Termination Period is for a period of 12 months of Evans-Lamswood Base Salary to be paid as a lump sum payment; and
- (b) any stock options granted to Ms. Evans-Lamswood that have not vested will immediately vest and be exercisable by Ms. Evans-Lamswood in accordance with their terms.

Chambers Retainer Agreement

On February 12, 2020, Mr. Dean Chambers was appointed as a director of the Company. In connection with the appointment of Mr. Chambers as a director of the Company, the Company and Mr. Chambers entered into a director retainer agreement effective February 12, 2020 (the "**Chambers Retainer Agreement**"). Pursuant to the Chambers Retainer Agreement, Mr. Chambers was retained as a director and chair of the audit committee for an annual cash retainer fee of \$50,000.

Pursuant to the Chambers Retainer Agreement, Mr. Chambers will be issued 500,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with his engagement as a director and chair of the audit committee of the Company. Such stock options will vest as follows: (i) as to 125,000 stock options, on the date of grant, (ii) as to 125,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 250,000 stock options, on the date which is 12 months after the date of grant.

Mr. Chambers may terminate the Chambers Retainer Agreement at any time by giving the Company at least 30 days prior written notice. Upon termination, Mr. Chambers is entitled to receive any director fees which are due and payable at the termination date and any expenses incurred by Mr. Chambers as at that date.

In the event of a change of control (as described in the Chambers Retainer Agreement) of the Company and Mr. Chambers' position is terminated within 12 months after the change of control:

- (a) Mr. Chambers is entitled to a lump sum payment of \$100,000, less applicable statutory deductions; and
- (b) any stock options granted to Mr. Chambers that have not vested will immediately vest and be exercisable by Mr. Chambers in accordance with their terms.

Crichton Retainer Agreement

On March 31, 2020, Ms. MaryAnn Crichton was appointed as a director of the Company. In connection with the appointment of Ms. Crichton as a director of the Company, the Company and Ms. Crichton entered into a director retainer agreement effective March 31, 2020 (the "**Crichton Retainer Agreement**"). Pursuant to the Crichton Retainer Agreement, Ms. Crichton was retained as a director and member of the audit committee for an annual cash retainer fee of \$45,000.

Pursuant to the Crichton Retainer Agreement, Ms. Crichton will be issued 500,000 stock options under the Stock Option Plan exercisable at an exercise price of \$0.20 per stock option for a period of five years in connection with

her engagement as a director and member of the audit committee of the Company. Such stock options will vest as follows: (i) as to 125,000 stock options, on the date of grant, (ii) as to 125,000 stock options, on the date which is six months after the date of grant, and (iii) as to the remaining 250,000 stock options, on the date which is 12 months after the date of grant.

Ms. Crichton may terminate the Crichton Retainer Agreement at any time by giving the Company at least 30 days prior written notice. Upon termination, Ms. Crichton is entitled to receive any director fees which are due and payable at the termination date and any expenses incurred by Ms. Crichton as at that date.

In the event of a change of control (as described in the Crichton Retainer Agreement) of the Company and Ms. Crichton's position is terminated within 12 months after the change of control:

- (a) Ms. Crichton is entitled to a lump sum payment of \$90,000, less applicable statutory deductions; and
- (b) any stock options granted to Ms. Crichton that have not vested will immediately vest and be exercisable by Ms. Crichton in accordance with their terms.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The directors of the Company are not entitled to any fees for attending meetings of the Board, committees of the Board and meetings of the shareholders of the Company. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors of the Company and discretionary bonuses. The Company does, from time to time, grant the directors of the Company stock options pursuant to the Stock Option Plan.

Compensation of Named Executive Officers

Principles of Executive Compensation

When determining the compensation of the Named Executive Officers, the Board considers the limited resources of the Company and the objectives of: (i) recruiting and retaining the 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 shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. In order to achieve these objectives, the compensation paid to the Named Executive Officers consists of the following components:

- (a) base fee;
- (b) cash bonuses; and
- (c) long-term incentive in the form of stock options.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning cash bonuses and grants to eligible persons under the Stock Option Plan. The Board reviews and approves the hiring of executive officers.

Base Fees

The Board approves the base fee ranges for the Named Executive Officers. The review of the base fee component of each Named Executive Officer compensation is based on assessment of factors such as executive's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive played in such corporate performance. As of

the date of this Circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of the directors or executive officers of the Company.

Annual Incentives

The Company, in its discretion, may award cash bonuses to executives in order to achieve short-term corporate goals. The Board approves cash bonuses.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their cash bonus. The Board assesses each Named Executive Officers' performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of cash bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer during each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a cash bonus to the Named Executive Officers. The Named Executive Officers will receive a partial or full cash bonus depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any cash bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

Other than as described in the section entitled "*Statement of Executive Compensation – Employment, Consulting and Management Agreements*" of this Circular, the Company has not established or entered into any compensatory plans, contracts or arrangements where any of its Named Executive Officers or directors are entitled to receive compensation in the event of their resignation, retirement or other termination of their employment, a change of control of the Company or a change in any of their responsibilities following a change of control.

SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of January 31, 2020:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders	1,275,000	0.12	1,273,338
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	1,275,000	0.12	1,273,338

Notes:

- (1) *The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Stock Option Plan will not exceed 10% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Circular, 12,629,926 stock options may be issued under the Stock Option Plan, 7,640,000 stock options are outstanding and an additional 4,989,926 Common Shares are reserved for issue and remain available for future issue under the Stock Option Plan.*

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 – *Audit Committees* ("NI 52-110") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting. The Company is a "venture issuer" for the purposes of NI 52-110.

Audit Committee Mandate

The full text of the charter of the Company's Audit Committee is attached hereto as appendix A (the "**Audit Committee Mandate**").

Composition of the Audit Committee

The Audit Committee members are currently James Gallagher, Dean Chambers and MaryAnn Crichton, each of whom is a director and financially literate. Mr. Chambers and Ms. Crichton are deemed to be "independent" for

the purposes of NI 52-110, while Mr. Gallagher, the Executive Chairman of the Board, is not considered to be "independent" for the purposes of NI 52-110.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. 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 one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

James Gallagher, B. Eng., Executive Chairman – Mr. Gallagher is a seasoned mining executive and Professional Engineer with a 35-year track record of optimizing operational performance, leading successful projects and consulting with global scope. Mr. Gallagher was most recently the president and chief executive officer of North American Palladium Ltd. ("NAP"). During his six year tenure at NAP, Mr. Gallagher rebuilt the senior management team, introduced advanced technologies and mining methods at the Lac des Iles Mine and achieved an operational and financial turnaround that made the Lac des Iles Mine one of the largest and lowest cost underground mines in Canada, culminating in the 2019 sale of NAP for \$1 billion to Impala Platinum. Prior to NAP, Mr. Gallagher spent 24 years with Falconbridge Ltd., in a variety of operational and project management roles and eight years as Global Director of Mining for Hatch, leading one of the largest mining EPCM teams in North America. Mr. Gallagher is currently a board member and chair of the Health, Safety and Technical committee for Harte Gold, serves on the board of the Ontario Mining Association.

Dean Chambers, P. Eng., ICD.D., Director – Mr. Chambers is a professional engineer and financial executive with over 35 years of business, technical and financial experience. In 2017, Mr. Chambers retired as executive vice president and chief financial officer of Sherritt International Corporation, a major international resource company. Mr. Chambers' career as a senior executive in the mining and chemical industries also includes progressive positions with The Dow Chemical Company, Falconbridge Limited and Dynatec Corporation. Most recently, Mr. Chambers served four years on the board of directors and chaired the audit committee of North American Palladium Ltd. leading up to its sale to Impala Platinum in 2019. Mr. Chambers holds the ICD.D designation from the Institute of Corporate Directors. Mr. Chambers also serves on the Industrial Advisory Committee for the Engineering and Management program at McMaster University.

MaryAnn Crichton, P. Eng, MBA, Director – Ms. Crichton is a Professional Engineer and senior executive with over 30 years of international business experience in financing; project development; environmental, social and governance ("ESG")/Corporate Social Responsibility ("CSR") and strategy. She has worked with a broad range of mining, metals and exploration companies, as well as financial institutions, private equity, pension funds, investors, industry associations and governments. Ms. Crichton is currently Senior Advisor, and formerly Global Director, Investment and Business Planning, Management Consulting and Senior Partner at Hatch Ltd. She spent most of her career as Global Director of Management Consulting for Hatch Ltd. Prior to joining Hatch, she worked in private equity and the resource and chemical industries. MaryAnn has been a member of the Prospectors and Developers Association of Canada ("PDAC") for 23 years and was elected to the board of directors of PDAC in 2017 and in 2020 and is currently a member of both their Governance and Nominations Committee and CSR/Diversity and Inclusion Working Group. In 2018, she was chosen to serve as PDAC's representative on the Board of Mining Matters. Elsewhere in the industry, Ms. Crichton held a position on the Ontario Mining Association Board of Directors, was the Founding Chair of OMA's Education and Outreach Committee and served

on for the Mining Association of Canada's Environment Committee. As a member of the Professional Engineers of Ontario ("PEO"), she was a founding member of the Women in Engineering Advisory Committee and of the Environmental Committee, and she received the PEO Order of Honour at officer level in 1995. MaryAnn is also a director of a number of not-for-profit boards.

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 which was not adopted by the Board.

Reliance on Exemptions in NI 52-110

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

The Company is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Company is relying upon the exemption in section 6.1 of NI 52-110 providing that the Company is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

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 Mandate.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended January 31, 2020 and January 31, 2019:

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
Year ended January 31, 2020	13,000	nil	3,000	nil
Year ended January 31, 2019	12,500	nil	3,000	nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included non-audit services.

REPORT ON CORPORATE GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company's practices 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 will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Company's approach to governance and outlines the various procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board is currently composed of four directors and it is expected that following the completion of the Meeting the board will be composed of five directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Mr. Abraham Drost, the Chief Executive Officer and a director of the Company, and Mr. James Gallagher, the Executive Chairman, are considered not to be

"independent". The remaining proposed directors, Mr. Dean Chambers, Ms. MaryAnn Crichton and Mr. Ewan Downie are each considered by the Board to be "independent" within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board considered whether the director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management.

The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces. The directors are kept informed of the Company's operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The following table sets forth the directors, and proposed directors, of the Company who currently hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
Abraham Drost	n/a
James Gallagher	Harte Gold Corp.
Dean Chambers	Mountain Province Diamonds Inc.
MaryAnn Crichton	n/a
Ewan Downie	Premier Gold Mines Ltd., Wolfden Resources Corporation

Orientation and Continuing Education

When new directors are appointed, the Company's senior management will conduct orientation programs for new directors. The orientation programs will include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program will include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and, to the extent practical, visits to certain of the Company's significant facilities.

Ethical Business Conduct

The directors, officers and employees of the Company are bound by the Company's code of business conduct and ethics (the "**Code of Business Conduct and Ethics**"). All who are affected by the Code of Business Conduct and Ethics review it and directors, officers and employees acknowledge their support and understanding of the Code of Business Conduct and Ethics by signing a certification.

Directors, officers and employees of the Company must not only comply with applicable laws, rules and regulations but also must engage in and promote honest and ethical conduct and abide by the policies and procedures that

govern the conduct of the Company's business. The responsibilities of each director, officer and employee includes helping to create and maintain a culture of high ethical standards and commitment to compliance, and, in the case of directors and officers, maintaining a work environment that encourages employees to raise concerns to the attention of management and promptly addressing employee compliance concerns.

The Audit Committee has developed, and the Board has approved, an ethical workplace and reporting policy and procedure (the "**Ethical Workplace and Reporting Policy and Procedure**") to handle complaints, reports and concerns by any individual regarding (a) questionable accounting practices, inadequate internal accounting controls or coercion relating to auditing matters; (b) actual or potential violations of any applicable law; and (c) other suspected wrongdoing, including conduct prohibited under the Code of Business Conduct and Ethics. Individuals who wish to report an incident may do so via email, voicemail or mail and such report may be made openly, confidentially or anonymously.

Nomination of Directors

The recruitment of directors has generally resulted from recommendations made by directors and shareholders. The Board considers 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's 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.

Diversity of the Board and Senior Management

To date, the Company has not adopted a formal written diversity policy and has not established targets with respect to the appointment of individuals to the Board or senior management who are women, Indigenous peoples (First Nations, Inuit and Metis), persons with disabilities, members of visible minorities or otherwise self-represent as being within designated groups (as that term is defined in the *Employment Equity Act* (Canada)).

While the Company believes that nominations to the Board and appointments to senior management should be based on merit, the Company recognizes that diversity supports balanced debate and discussion which, in turn, enhances decision-making and the level of representation of women, Indigenous peoples, persons with disabilities and members of visible minorities is one factor taken into consideration during the search process for directors and members of the executive and senior management.

In assessing potential directors and members of the executive or senior management, the Company focuses on the skills, expertise, experience and independence which the Company requires to be effective. Due to the size of the Board and the management team, and the early-stage development of the Company's business, the Board believes that the qualifications and experience of proposed new directors and members of senior management should remain the primary consideration in the selection process. The Company will include diversity (including the level of representation of members of designated groups) as a factor in its future decision-making when identifying and nominating candidates for election or re-election to the Board and for senior management positions.

The Company currently has two women serving in executive positions, the Chief Financial Officer of the Company and the Vice-President, Exploration, representing 40% of the Company's members of senior management, and one woman serving on the Board, representing 25% of the Board. The Company does not have any Indigenous peoples, persons with disabilities, or members of a visible minority service in executive positions or on the Board.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

Currently the Board has not implemented a formal process for assessing the Board or its committees. The Board will review each director's continuation on the Board annually. The Board believes that this will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Company to replace directors where the Board makes a determination in that regard.

Term Limits

The Company is committed to ensuring that the Board at all times has the appropriate mix of skills, expertise and knowledge. It has not adopted, and is not currently contemplating the adoption of, formal term limits or a formal retirement policy for its directors. The Company believes that the imposition of such limits could be counterproductive as more senior directors, who may be forced to retire if such policies were implemented, continue to provide invaluable insight, perspectives and guidance.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice. **However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company in order to request copies of copies of: (i) this Circular; and (ii) the Company's consolidated financial statements and the related management's discussion and analysis (the "MD&A") which will be sent to the shareholder without charge upon request. Financial information is provided in the Company's consolidated financial statements and MD&A for its financial year ended January 31, 2020.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

DATED this 27th day of May, 2020.

BY ORDER OF THE BOARD

"Abraham Drost" (signed)
Chief Executive Officer and Director

APPENDIX A

MANDATE OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

This mandate (the "**mandate**") sets forth the purpose, composition, responsibilities, duties, powers and authority of the Audit Committee (the "**Committee**") of the directors (the "**Board**") of Clean Air Metals Inc. ("**Clean Air Metals**").

1. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- financial reporting and disclosure requirements;
- ensuring that an effective risk management and financial control framework has been implemented by management of Clean Air Metals; and
- external and internal audit processes.

2. COMPOSITION AND MEMBERSHIP

- (a) The members (collectively "**Members**" and individually a "**Member**") of the Committee shall be appointed by the Board to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director of Clean Air Metals.
- (b) The Committee will consist of at least three Members. Every Member must be a director of Clean Air Metals. The majority of the Members shall be independent to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules, regulations and stock exchange requirements (collectively "**Applicable Laws**").
- (c) The chair of the Committee (the "**Chair**") will be appointed by the Board and confirmed by the Committee or appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Board or Committee may determine in their business judgment is necessary. The Chair must be financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules, regulations and stock exchange requirements. In this Mandate, the terms "independent" and "financially literate" have the meanings ascribed to such terms in Applicable Laws and include the meanings given to similar terms in Applicable Laws to the extent such similar terms are used in this Mandate and are applicable under Applicable Laws.

3. MEETINGS

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. Any Member may call a meeting of the Committee at any time upon not less than forty-eight (48) hours advance notice being given to each Member orally, by telephone, by facsimile or by email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call.
- (b) At the request of the external auditors of Clean Air Metals, the Chief Executive Officer or the Chief Financial Officer of Clean Air Metals or any Member will convene a meeting of the

Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.

- (c) The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, then the Members present may select one of their number to act as chair of the meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority of Members present at the meeting at which the vote is taken. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolution signed by all Members.
- (e) The Committee may invite from time to time such persons as the Committee considers appropriate to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee, except to the extent the exclusion of certain persons is required pursuant to this Mandate or by Applicable Laws.
- (f) In advance of every regular meeting of the Committee, the Chair will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Clean Air Metals to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.
- (g) meet in camera with only the auditors (if present), with only management (if present), and with only the Members at every Committee meeting;

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee as they relate to the following matters, to the extent considered appropriate or desirable or required by Applicable Laws, are to:

4.1 Financial Reporting and Disclosure

- (a) review and recommend to the Board for approval, the audited annual financial statements of Clean Air Metals, including the auditors' report thereon, the management's discussion and analysis of Clean Air Metals prepared in connection with the annual financial statements, financial reports of Clean Air Metals, , and any initial public release of financial information of Clean Air Metals through press release or otherwise, with such documents to indicate whether such information has been reviewed by the Board or the Committee;
- (b) review and approval of the quarterly financial statements of Clean Air Metals including the management's discussion and analysis prepared in connection with the quarterly financial statements, with such documents to indicate whether such information has been reviewed by the Board or the Committee;
- (c) review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosures of a financial nature and similar disclosure documents;
- (d) review with management and with the external auditors significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("IFRS") all with a view to gaining reasonable assurance that financial statements are accurate,

complete and present fairly Clean Air Metals' financial position and the results of its operations in accordance with IFRS; and

- (e) annually review Clean Air Metals' corporate disclosure policy and recommend any proposed changes to the Board for consideration.

4.2 Internal Controls and Audit

- (a) review and assess the adequacy and effectiveness of Clean Air Metals' system of internal control and management information systems through discussions with management and the external auditor of Clean Air Metals to ensure that Clean Air Metals maintains: (i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Clean Air Metals' transactions; (ii) effective internal control systems; and (iii) adequate processes for assessing the risk of material misstatement of the financial statements of Clean Air Metals and for detecting control weaknesses or fraud. From time to time the Committee will assess whether a formal internal audit department is necessary or desirable having regard to the size and stage of development of Clean Air Metals at any particular time, with any such internal audit department reporting directly to the Audit Committee;
- (b) satisfy itself that management has established adequate procedures for the review of Clean Air Metals' disclosure of financial information extracted or derived directly from Clean Air Metals' financial statements;
- (c) periodically assess the adequacy of such systems and procedures to ensure compliance with regulatory requirements and recommendations;
- (d) review and discuss the major financial risk exposures of Clean Air Metals and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;
- (e) review and assess, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of Clean Air Metals' risk management policies and procedures with regard to identification of Clean Air Metals' principal risks and implementation of appropriate systems to manage such risks including an assessment of the adequacy of insurance coverage maintained by Clean Air Metals; and
- (f) review and assess annually, and in the Committee's discretion make recommendations to the Board regarding, the investment policy, if any, of Clean Air Metals.

4.3 External Audit

- (a) recommend to the Board a firm of external auditors to be engaged by Clean Air Metals;
- (b) ensure the external auditors report directly to the Committee on a regular basis;
- (c) review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;
- (d) review and approve the compensation of the external auditors, and the scope and timing of the audit and other related services rendered by the external auditors;
- (e) review the audit plan of the external auditors prior to the commencement of the audit;

- (f) establish and maintain a direct line of communication with Clean Air Metals' external and, if applicable, internal auditors; review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditors team;
- (g) oversee the work of the external auditors appointed by the shareholders of Clean Air Metals with respect to preparing and issuing an audit report or performing other audit, review or attest services for Clean Air Metals, including the resolution of issues between management of Clean Air Metals and the external auditors regarding financial disclosure;
- (h) review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used and any alternative treatments of financial information that have been discussed with management of Clean Air Metals and the ramifications of their use, as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences;
- (i) discuss with the external auditors their perception of Clean Air Metals' financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review and availability of records, data and other requested information and any recommendations with respect thereto;
- (j) review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board; and
- (k) review annually a report from the external auditors in respect of their internal quality- control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

4.4 Associated Responsibilities

- (a) monitor and periodically review the Ethical Workplace and Reporting Policy and Procedure of Clean Air Metals and associated procedures for:
 - (i) the receipt, retention and treatment of complaints received by Clean Air Metals regarding accounting, internal accounting controls or auditing matters;
 - (ii) the confidential, anonymous submission by directors, officers and employees of Clean Air Metals of concerns regarding questionable accounting or auditing matters; and
 - (iii) any violations of any Applicable Laws that relate to corporate reporting and disclosure, or violations of the Code of Business Conduct & Ethics of Clean Air Metals, if applicable; and
- (b) review and approve the hiring policies of Clean Air Metals regarding employees and partners, and former employees and partners, of the present and former external auditors of Clean Air Metals.

4.5 Non-Audit Services

- (a) pre-approve all non-audit services to be provided to Clean Air Metals or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Chair shall have the authority to pre-approve non-audit services but pre-approval by the Chair so delegated shall be presented to the Committee at its first scheduled meeting following such pre-approval.

4.4 Oversight Function

While the Committee has the responsibilities and powers set forth in this Mandate, it is not the duty of the Committee to plan or conduct audits or to determine that Clean Air Metals' financial statements are complete and accurate or are in accordance with IFRS and applicable rules and regulations. These are the responsibilities of the management of Clean Air Metals. The Committee is not accountable or responsible for the day-to-day operation or performance of such activities.

5. REPORTING

The Committee shall provide the Board with a summary of all actions taken at each Committee meeting or by written resolution. The Committee will annually review and approve the Committee's report for inclusion in the management proxy circular. Minutes of each meeting of the Committee and each written resolution passed by the Committee will be circulated to the Board. The Committee shall produce and provide the Board with all reports or other information required to be prepared under Applicable Laws.

6. ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding Clean Air Metals and all directors, officers and employees will be directed to cooperate as requested by Members. The Committee has the authority to retain, at Clean Air Metals' expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities. The Committee also has the authority to communicate directly with external and, if applicable, internal auditors of Clean Air Metals.

7. REVIEW OF MANDATE

The Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration.

8. CHAIR

The Chair of the Committee should:

- (a) provide leadership to the Committee with respect to its functions as described in this mandate and as otherwise may be appropriate, including overseeing the operation of the Committee;
- (b) chair meetings of the Committee, unless not present, including in camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations of the Committee;
- (c) ensure that the Committee meets at least once per quarter and otherwise as considered appropriate;
- (d) in consultation with the Chair of the Board and the Committee members, establish dates for holding meetings of the Committee;

- (e) set the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other appropriate persons;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as liaison and maintain communication with the Chair of the Board and the Board to optimize and co-ordinate input from directors, and to optimize the effectiveness of the Committee. This includes reporting to the Board on all decisions of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable; and
- (h) the Chair shall be responsible for conducting the review of the effectiveness of the Committee and each Member annually and shall report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board.

SCHEDULE B

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

CLEAR AIR METALS INC.

(the "**Company**")

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BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of Clean Air Metals Inc. (hereinafter called the "Corporation") is made as follows:

DEFINITIONS

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Canada Business Corporations Act* and the regulations made thereunder, as from time to time amended, and in the case of such amendment any reference in the by-laws shall be read as referring to the amended provisions thereof;
- (b) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such legislation and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province or territory of Canada;
- (c) "**board**" means the board of directors of the Corporation;
- (d) "**by-laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (e) "**Chair**" means chairperson of the board;
- (f) "**Close of Business**" means 5:00 p.m. (Toronto time) on a business day in that city;
- (g) "**Meeting Notice Date**" means the date on which the first notice to the shareholders or first Public Announcement of the date of the meeting was issued by the Corporation;
- (h) "**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*;
- (i) "**Public Announcement**" means disclosure in (a) a press release reported in a national news service in Canada; or (b) a document publicly filed by the Corporation or its transfer agent and registrar under the Corporation's profile on SEDAR; and
- (j) "**SEDAR**" means the System for Electronic Document Analysis and Retrieval at www.sedar.com.

All terms used in the by-laws that are defined in the Act and are not otherwise defined in the by-laws shall have the meanings given to such terms in the Act. Words importing the singular number includes the plural and vice versa and words importing the use of any gender includes all genders, including the neutral gender "it". The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

REGISTERED OFFICE

2. Registered Office

The Corporation shall at all times have a registered office in the province or territory in Canada specified in its articles. The directors of the Corporation may change the place and address of the registered office within the province or territory specified in its articles.

SEAL

3. Seal

The directors may by resolution from time to time adopt and change a corporate seal of the Corporation.

DIRECTORS

4. Number

The number of directors shall be the number specified by the articles, or where the articles specify a variable number, the number shall be not less than the minimum and not more than the maximum number so specified and shall be determined from time to time within such limits by the board. At least 25% of the directors of the Corporation, or such other number of directors (if any) as may be prescribed by the Act from time to time, shall be resident Canadians. If the Corporation has less than four directors, at least one director shall be a resident Canadian.

5. Vacancies

Subject to section 111 of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum or maximum number of directors or from a failure to elect the number or minimum number of directors provided for in the articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

6. Powers

The directors shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not expressly directed or required to be done in some other manner by the Act, the articles, the by-laws, any special resolution of the shareholders of the Corporation, a unanimous shareholder agreement or by statute.

7. Duties

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8. Qualification

The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who is incapable;
- (c) a person who is not an individual; and
- (d) a person who has the status of bankrupt.

A director of the Corporation is not required to hold shares issued by the Corporation.

9. First Directors

Each director named as a first director of the Corporation will hold office from the issue of the certificate of incorporation until the first annual meeting of shareholders following such director's election or appointment or until a successor to such director is elected or appointed.

10. Election/Term of Office

Subject to sections 106 and 107 of the Act, the shareholders of the Corporation shall at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required, elect directors to hold office for a term expiring not later than the close of the third annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his or her election but, if qualified, is eligible for re-election. Notwithstanding the foregoing, if directors are not elected at a meeting of shareholders, the incumbent directors continue in office until their successors are elected.

If a meeting of shareholders fails to elect the number or the minimum number of directors required by the articles by reason of the lack of consent, disqualification, incapacity or death of any candidates, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

11. Consent to Election

A person who is elected or appointed as a director is not a director unless such person was present at the meeting when the person was elected or appointed and did not refuse to act as a director, or if the person was not present at the meeting when the person was elected or appointed, the person consented to act as a director in writing before the person's election or appointment or within 10 days after it or the person has acted as a director pursuant to the election or appointment.

12. Removal

Subject to subsection 107(g) of the Act, the shareholders of the Corporation may by ordinary resolution at a special meeting remove any director from office before the expiration of his or her term of office and may elect any person in his or her stead for the remainder of the director's term. Notwithstanding the foregoing sentence, where the holders of any class or series of shares of the Corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series.

13. Vacation of Office

A director of the Corporation ceases to hold office when:

- (a) the director dies or resigns;
- (b) the director is removed from office; or
- (c) the director ceases to be qualified pursuant to Paragraph 8 hereof.

A resignation of a director becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

14. Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in the director's or officer's election or appointment or a defect in the director's or officer's qualification.

MEETINGS OF DIRECTORS

15. Regular and Special Purpose Meetings

Unless the articles otherwise provide, meetings of directors and of any committee of directors may be held at any place. A meeting of directors may be convened by the Chair (if any), the President (if any) or any director at any time. The Secretary (if any) or any other officer or any director shall, as soon as reasonably practicable following receipt of a direction from any of the foregoing, send a notice of the applicable meeting to the directors.

16. Notice

Notice of the time and place for the holding of any meeting of directors or of any committee of directors shall be sent to each director or each director who is a member of such committee, as the case may be, not less than 48 hours before the time of the meeting; provided that a meeting of directors or of any committee of directors may be held at any time without notice if all the directors or members of such committee are present (except where a director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice of the meeting. The notice of a meeting of directors shall specify any of the following matters that are to be dealt with at the meeting, but need not otherwise specify the purpose or the business to be transacted at the meeting:

- (a) submitting to the shareholders any question or matter requiring the approval of the shareholders;
- (b) filling a vacancy among the directors or in the office of auditor, or appointing additional directors;
- (c) issuing securities;
- (d) issuing shares of a series under section 27 of the Act;
- (e) declaring dividends;
- (f) purchasing, redeeming or otherwise acquiring shares issued by the Corporation;
- (g) paying a commission referred to in section 41 of the Act;
- (h) approving a management proxy circular;
- (i) approving a take-over bid circular or directors' circular;
- (j) approving any financial statements referred to in section 155 of the Act; or
- (k) adopting, amending or repealing by-laws of the Corporation.

17. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any director in writing or by facsimile or electronic mail addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at any meeting of directors or of any committee of directors is a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18. Omission of Notice

The accidental omission to give notice of any meeting of directors or of any committee of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

19. Chair of Board Meetings

The Chair, if any, or, in his or her absence, the lead independent director, if any, or, in his or her absence, the president, if any and if a director, or, in the absence of all of them or in the event that the directors so determine, such director as is designated by the directors, shall be the chair of any meeting of the board. If no such person is present, the directors present shall choose one of them to be the chair of the meeting of the board.

20. Electronic, Telephone Participation, Etc.

If all the directors of the Corporation consent, a director may participate in a meeting of directors or of any committee of directors by means of a telephone, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. A director's consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board or a committee thereof held while the director holds office. A director participating in such a meeting by such means is deemed for the purposes of the Act and the by-laws to be present at that meeting.

21. Adjournment

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors or committee of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

22. Quorum and Voting

A majority of the number of directors then in office constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Subject to section 111 of the Act and subsections 114 (3) and (4) of the Act, directors shall not transact business at a meeting of directors unless a quorum is present and at least 25% of the directors present are resident Canadians. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting in addition to his or her original vote shall not have a second or casting vote.

23. Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A resolution in writing dealing with all matters required by the Act or the by-laws to be dealt with at a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements of the Act and the by-laws relating to meetings of directors.

COMMITTEES OF DIRECTORS

24. General

The directors may from time to time appoint from their number a managing director, who must be a resident Canadian, or one or more committees of directors, and may delegate any such managing director or committee any of the powers of the directors, except that no managing director or committee shall have the authority to:

- (a) submit to the shareholders any question or matter requiring the approval of the shareholders;
- (b) fill a vacancy among the directors or in the office of auditor, or appoint additional directors;

- (c) issue securities except as authorized by the directors;
- (d) issue shares of a series under section 27 of the Act except as authorized by the directors;
- (e) declare dividends;
- (f) purchase, redeem or otherwise acquire shares issued by the Corporation;
- (g) pay a commission referred to in section 41 of the Act except as authorized by the directors;
- (h) approve a management proxy circular;
- (i) approve a take-over bid circular or directors' circular;
- (j) approve any financial statements referred to in section 155 of the Act;
- (k) adopt, amend or repeal by-laws of the Corporation; or
- (l) exercise any other power which under the Act a managing director or committee of directors has no authority to exercise.

Notwithstanding the foregoing, the directors may, by resolution, delegate to a director, a committee of directors or an officer the power to:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell or pledge or hypothecate debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

25. Audit Committee

Unless authorized by the Director appointed pursuant to section 260 of the Act to dispense with an audit committee, if the Corporation becomes a "distributing corporation" (as defined in the Act), any of the issued securities of which remain outstanding and are held by more than one person, the directors shall appoint from among their number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates. At any time when the Corporation is not a "distributing corporation", the directors may (but shall not be required to) appoint from among their number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates.

Each member of the audit committee shall serve at the pleasure of the board and, in any event, only so long as such member shall be a director. The directors may fill vacancies in the audit committee by election from among their number.

The audit committee, if appointed, shall have power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any requirements imposed by the board from time to time and to the following paragraph.

The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard thereat, and, if so requested by a member of the audit committee, shall attend every meeting of the committee held during the term of office of the auditor. The auditor of the Corporation or any member of the audit committee may call a meeting of the audit committee.

The audit committee, if appointed, shall review the financial statements of the Corporation referred to in section 155 of the Act prior to approval thereof by the board and shall have such other powers and duties as may from time to time by resolution be assigned to it by the board.

26. Transaction of Business

The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

27. Procedure

Unless otherwise determined by the board and subject to the Act, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

28. Remuneration of Directors, Officers and Employees

The directors of the Corporation may fix the remuneration of the directors, officers and employees of the Corporation. Any remuneration paid to a director of the Corporation shall be in addition to the salary paid to such director in his or her capacity as an officer or employee of the Corporation. Subject to section 120 of the Act, the directors may also by resolution award special remuneration to any director in undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of a director of the Corporation. The confirmation of any such resolution by the shareholders shall not be required. The directors, officers and employees shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

SUBMISSION OF CONTRACTS OR
TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL

29. Submission of Contracts or Transactions to Shareholders for Approval

The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the shareholders or at any special meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or other applicable law, including Applicable Securities Laws, or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified and/or confirmed by every shareholder of the Corporation.

CONFLICT OF INTEREST

30. Conflict of Interest

A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of meetings of committees of directors at the time and in the manner provided in the Act, the nature and extent of any interest that he or she has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer:

- (a) is a party to the contract or transaction;

- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

Except as provided in the Act, no such director of the Corporation shall vote on any resolution to approve such contract or transaction. A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Corporation or its shareholders for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or committee of directors that considered the contract or transaction, if:

- (a) the director or officer disclosed his or her interest in accordance with the provisions of the Act;
- (b) the contract or transaction was approved by the directors; and
- (c) it was reasonable and fair to the Corporation when it was approved.

Even if the foregoing conditions are not met, a director or officer, acting honestly and in good faith, is not accountable to the Corporation or to its shareholders for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the shareholders;
- (b) disclosure of the interest was made to the shareholders in a manner sufficient to indicate its nature before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

31. For the Protection of Directors and Officers

No director or officer of the Corporation shall be liable to the Corporation for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of such director's or officer's respective office of trust or in relation thereto, unless the same shall happen by or through the director's or officer's failure to exercise the powers and to discharge the duties of office honestly and in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or relieve such director or officer from liability under the Act. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact that the director or officer is a shareholder, director or officer of the Corporation or body corporate or member of the firm shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OTHERS

32. Indemnities to Directors and Others

- (a) The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, or any other individual permitted by the Act to be so indemnified in the manner and to the fullest extent permitted by the Act. Without limiting the generality of the foregoing, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including costs reasonably incurred in the defence of an action or proceeding and an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Paragraph 32(a). The individual shall repay the moneys if the individual does not fulfill the conditions of Paragraph 32(c).
- (c) The Corporation shall not indemnify an individual under Paragraph 32(a) unless the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.
- (d) The Corporation shall, with the approval of a court, indemnify an individual referred to in Paragraph 32(a), or advance moneys under Paragraph 32(b), in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Paragraph 32(a), against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfills the conditions set out in Paragraph 32(c).
- (e) The Corporation may purchase and maintain insurance for the benefit of any individual referred to in Paragraph 32(a) to the extent permitted by the Act.

OFFICERS

33. Appointment of Officers

The directors annually or as often as may be required may appoint from among themselves a Chair (either on a full-time or part-time basis) and may appoint a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and one or more assistants to any of the officers so appointed. None of such officers except the Chair needs to be a director of the Corporation although a director may be appointed to any office of the Corporation. Two or more offices of the Corporation may be held by the same person. The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors. The directors may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer, employee or agent.

34. Removal of Officers and Vacation of Office

All officers, employees and agents shall be subject to removal by resolution of the directors at any time, with or without cause.

An officer of the Corporation ceases to hold office when such officer dies, resigns or is removed from office. A resignation of an officer becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

35. Chair of the Board

The Chair (if any) shall, if present, preside as chair at all meetings of the board and at all meetings of the shareholders of the Corporation. The Chair shall have such powers and shall perform such duties as may from time to time be assigned to him or her by resolution of the directors, or as are incident to his or her office.

36. President

The President (if any) shall, unless otherwise determined by resolution of the board, be the chief executive officer of the Corporation and shall, subject to the direction of the board, exercise general supervision and control over the business and affairs of the Corporation. In the absence of the Chair (if any), and if the President is also a director of the Corporation, the President shall, when present, preside as chair at all meetings of directors and the shareholders of the Corporation. The President shall have such powers and shall perform such duties as may from time to time be assigned to him or her by resolution of the directors or as are incident to his or her office.

37. Vice-President

The Vice-President (if any) or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chair at any meeting of directors or shareholders. The Vice-President or, if more than one, the Vice-Presidents shall have such powers and shall perform such duties as may from time to time be assigned to him or her or them by resolution of the directors or as are incident to the office of the applicable Vice-President.

38. Secretary

Unless another officer has been appointed for that purpose, the Secretary (if any) shall give or cause to be given notices for all meetings of directors, any committee of directors and shareholders when directed to do so and shall maintain the records referred to in subsections 20(1) and (2) of the Act. The Secretary shall have such powers and shall perform such duties as may from time to time be assigned to the Secretary by resolution of the directors or as are incident to the office of the Secretary.

39. Treasurer

Subject to the provisions of any resolution of the directors, the Treasurer (if any) or such other officer who has been appointed for that purpose shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depository or depositories as the directors may by resolution direct; provided that the Treasurer may from time to time arrange for the temporary deposit of moneys of the Corporation in banks, trust companies or other financial institutions within or outside Canada not so directed by the board for the purpose of facilitating transfer thereof to the credit of the Corporation in a bank, trust company or other financial institution so directed. Unless another officer has been appointed for that purpose, the Treasurer shall prepare and maintain adequate accounting records. The Treasurer shall have such powers and shall perform such duties as may from time to time be assigned to such person by resolution of the directors or as are incident to the office of the Treasurer. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the directors in their sole discretion may require and no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

40. Assistant Secretary and Assistant Treasurer

The Assistant Secretary (if any) or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer (if any) or, if more than one, the Assistant Treasurers in order of seniority, shall assist the Secretary and Treasurer, respectively, in the performance of his or her duties and shall be vested with all the powers and shall perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or Treasurer as the case may be. The Assistant Secretary or, if more than one, the Assistant Secretaries and the Assistant Treasurer or, if more than one, the Assistant Treasurers shall have such powers and shall perform such duties as may from time to time be assigned to him or her or them by resolution of the directors.

41. Managing Director

The Managing Director (if any) shall conform to all lawful orders given to him or her by the directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

42. Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

43. Agents and Attorneys

The Corporation shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub delegate) of management, administration or otherwise as may be thought fit.

SHAREHOLDERS' MEETINGS

44. Annual Meeting

The annual meeting of shareholders shall be held at a place within Canada (or outside Canada if the place is specified in the articles or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place) determined by the directors on such day in each year and at such time as the directors may determine.

45. Special Meetings

The directors of the Corporation may at any time call a special meeting of shareholders to be held on such day and at such time and at such place within Canada (or outside Canada if the place is specified in the articles or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place) as the directors may determine.

46. Meeting on Requisition of Shareholders

The holders of not less than 5% of the issued shares of the Corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Corporation. Subject to subsection 143(3) of the Act, upon receipt of the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition (but if the directors are obligated to call a meeting and do not do so within 21 days after receiving the requisition, any shareholder who signed the requisition may call the meeting).

47. Participation in Meetings by Electronic Means

Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act, by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and a person participating in a meeting by those means is deemed for the purposes of the Act and the by-laws to be present at the meeting.

48. Meetings held by Electronic Means

If the directors or the shareholders of the Corporation call a meeting of shareholders pursuant to the Act, those directors or shareholders, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

49. Notice

A notice in writing of a meeting of shareholders stating the day, hour and place of meeting and if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment on that business and (ii) the text of any special resolution to be submitted to the meeting, shall be sent:

- (a) to each shareholder entitled to vote at the meeting, who on the record date for notice is registered on the records of the Corporation or its transfer agent as a shareholder;
- (b) to each director of the Corporation; and
- (c) to the auditor of the Corporation,

in each case not less than 21 days and not more than 60 days before the date of the meeting.

50. Waiver of Notice

Notice of any meeting of shareholders or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any shareholder, the duly appointed proxy of any shareholder, any director or the auditor of the Corporation in writing or any other manner and the attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting except where he or she attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Any such waiver may be validly given either before or after the meeting to which such waiver relates.

51. Omission of Notice

The accidental omission to give notice of any meeting of shareholders to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

52. Record Dates

Subject to subsection 134(3) of the Act, the directors may, within the period prescribed by the Act, fix in advance a date as the record date for the determination of shareholders (i) entitled to receive payment of a dividend, (ii) entitled to participate in a liquidation distribution, (iii) entitled to receive notice of a meeting of shareholders, (iv) entitled to vote at a meeting of shareholders, or (v) for any other purpose.

If no record date is fixed,

- (a) the record date for the determination of shareholders entitled to receive notice of a meeting of shareholders shall be

- (i) at the close of business on the business day immediately preceding the day on which the notice is given; or
 - (ii) if no notice is given, the day on which the meeting is held; and
- (b) the record date for the determination of shareholders for any purpose other than to establish a shareholder's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the directors pass the resolution relating to that purpose.

53. Chair of the Meeting

The Chair, if any, or, in his or her absence or in case of his or her inability or refusal or failure to act, such other person as may have been designated by the Chair to exercise such function in his or her absence, shall preside at meetings of shareholders. In the absence of all such persons or, in case of their inability or refusal or failure to act, the persons present entitled to vote shall choose another director as chair and if no director is present, or if all the directors present refuse to act, then the persons entitled to vote shall choose one of their number to be chair of the meeting.

54. Votes

Votes at meetings of shareholders may be cast either personally or by proxy. Subject to Paragraph 56, every question submitted to any meeting of shareholders shall be decided on a show of hands, except when a ballot is required by the chair of the meeting or is demanded by a shareholder or proxyholder entitled to vote at the meeting or is otherwise required by the Act. A shareholder or proxyholder may demand a ballot either before or after any vote by a show of hands. At every meeting at which shareholders are entitled to vote, each shareholder present on his or her own behalf and every proxyholder present shall have one vote. Upon any ballot at which shareholders are entitled to vote, each shareholder present on his or her own behalf or by proxy shall (subject to the provisions, if any, of the articles) have one vote for every share registered in the name of such shareholder. In the case of an equality of votes under this paragraph, the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which he or she may be entitled as a shareholder or proxyholder.

At any meeting of shareholders, unless a ballot is demanded, an entry in the minutes for the applicable meeting of shareholders, following a vote on the applicable resolution by a show of hands, to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution, although the chair may direct that a record be kept of the number or proportion of votes in favour of or against the resolution for any purpose the chair of the meeting considers appropriate.

If at any meeting a ballot is demanded on the election of a chair for the meeting or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

55. Electronic Voting

Any person participating in a meeting of shareholders by telephone, electronic or other communication facility under Paragraph 47 or Paragraph 48 and entitled to vote at that meeting may vote, in accordance with the Act, by means of the telephone, electronic or other communication facility that the Corporation has made available for that purpose. Any vote referred to in Paragraph 54 may be held, in accordance with the Act, entirely by means of a telephone, electronic or other communication facility, if the Corporation makes such a communication facility available.

56. Right to Vote

Unless the articles otherwise provide, each share of the Corporation entitles the holder of such share to one vote at a meeting of shareholders.

Where a body corporate or a trust, association or other unincorporated organization is a shareholder of the Corporation, any individual authorized by a resolution of the directors of the body corporate or the directors, trustees or other governing body of the association, trust or unincorporated organization, to represent it at meetings of shareholders of the Corporation shall be recognized as the person entitled to vote at all such meetings of shareholders in respect of the shares held by such body corporate or by such trust, association or other unincorporated organization and the chair of the meeting may establish or adopt rules or procedures in relation to the recognition of a person to vote shares held by such body corporate or by such trust, association or other unincorporated organization.

Where a person holds shares as a personal representative, such person or his or her proxy is the person entitled to vote at all meetings of shareholders in respect of the shares so held by him or her, and the chair of the meeting may establish or adopt rules or procedures in relation to the recognition of such person to vote the shares in respect of which such person has been appointed as a personal representative.

Where a person mortgages, pledges or hypothecates his or her shares, such person or such person's proxy is the person entitled to vote at all meetings of shareholders in respect of such shares so long as such person remains the registered owner of such shares unless, in the instrument creating the mortgage, pledge or hypothec, the person has expressly empowered the person holding the mortgage, pledge or hypothec to vote in respect of such shares, in which case, subject to the articles, such holder or such holder's proxy is the person entitled to vote in respect of the shares and the chair of the meeting may establish or adopt rules or procedures in relation to the recognition of the person holding the mortgage, pledge or hypothec as the person entitled to vote in respect of the applicable shares.

Where two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may in the absence of the others vote the shares, but if two or more of those persons are present on their own behalf or by proxy, they shall vote as one on the shares jointly held by them and the chair of the meeting may establish or adopt rules or procedures in that regard.

57. Proxies

Every shareholder, including a shareholder that is a body corporate or a trust, association or other unincorporated organization, entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who are not required to be shareholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

An instrument appointing a proxyholder shall be in written form executed by the shareholder or by such shareholder's duly authorized attorney or be in the form of an electronic document executed as contemplated by the Act by the shareholder or by his, her or its duly authorized attorney and shall conform with the requirements of the Act and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder may be in the following form or in any other form which complies with the requirements of the Act:

The undersigned shareholder of _____ hereby appoints _____ of _____, whom failing, _____ of _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the shareholders of the said Corporation to be held on the _____ day of _____, 20____ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the _____ day of _____, 20____.

Signature of Shareholder

The directors may specify in a notice calling a meeting of shareholders a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Corporation or its agent.

58. Conduct of Meeting

The chair of the meeting shall conduct the proceedings at the meeting and his or her decision in any matter or thing, including, without limitation, any question regarding the validity or invalidity of any instruments of proxy and any question as to the admission or rejection of a vote, shall be conclusive and binding upon the shareholders.

59. Adjournment

The chair of the meeting may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn any meeting of shareholders from time to time and place to place to a fixed time and place and, if the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting but, unless the meeting is adjourned by one or more adjournments for an aggregate of more than 90 days, subsection (1) of section 149 of the Act does not apply.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

60. Quorum

At all meetings of shareholders, it shall be necessary in order to constitute a quorum for two persons entitled to vote at the meeting to be present and for not less than 5 per cent of the outstanding shares of the Corporation which may be voted at the meeting to be represented in person or by proxy or by a duly authorized representative of a shareholder. If a quorum is present at the opening of a meeting of shareholders, the shareholders present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business.

If the Corporation has only one shareholder, or one shareholder holding a majority of the shares entitled to vote at the meeting, that shareholder present on his, her or its own behalf or by proxy constitutes a meeting and a quorum for such meeting.

61. Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

62. Resolution in Lieu of Meeting

Except where a written statement is submitted by a director under subsection 110(2) of the Act or by an auditor under subsection 168(5) of the Act, a resolution in writing, signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders, is as valid as if it had been passed at a meeting of shareholders, and a resolution in writing dealing with all matters required by the Act or the by-laws to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act and the by-laws relating to meetings of shareholders.

63. Advance Notice of Shareholder Nominations and Proposals

- (a) Subject to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation:

- (i) by or at the direction of the board, including pursuant to a notice of meeting;
 - (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a meeting of shareholders by one or more of the shareholders made in accordance with the provisions of the Act; or
 - (iii) by any person (a "**Nominating Shareholder**") who:
 - (A) at the Close of Business on the date of the giving of the notice provided for in the by-laws and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who has beneficial ownership of shares pursuant to the Act that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and
 - (B) complies with the notice procedures set forth below in this Paragraph 63.
- (b) A Nominating Shareholder must give written notice of its director nominations, the contents of which notice are set out in Paragraph 63(d) and Paragraph 63(e) (such notice, a "**Nomination Notice**"), to the secretary of the Corporation even if such matter is already the subject of a notice to the shareholders or a Public Announcement. The Nomination Notice must be received by the Corporation:
- (i) in the case of an annual meeting (or an annual and special meeting), not less than 30 days and not more than 65 days before the date of such meeting (except that, if the meeting is to be held on a date that is less than 50 days after the Meeting Notice Date, notice by the Nominating Shareholder shall be made not less than the Close of Business on the 10th day after the Meeting Notice Date); and
 - (ii) in the case of a special meeting (which is not an annual and special meeting) called for the purpose of electing directors (whether or not also called for the purpose of conducting other business) not later than the Close of Business on the 15th day after the Meeting Notice Date.
- (c) Notwithstanding any other provision of the by-laws, a Nominating Shareholder shall deliver the Nomination Notice to the Corporation's registered office. A Nomination Notice shall be delivered by personal delivery, nationally recognized overnight courier (with all fees prepaid), facsimile or e-mail of a PDF document (with confirmation of transmission) or certified or registered mail (in each case, return receipt requested, postage prepaid); provided that if such delivery or electronic communication is made on a day which is not a business day or later than Close of Business on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (d) A Nomination Notice must include the following information respecting each of the Nominating Shareholder's nominees:
- (i) each nominee's name, age, business address and residential address;
 - (ii) a statement indicating whether each nominee is a "resident Canadian" as defined in the Act and the regulations made under the Act;
 - (iii) each nominee's present principal occupation, business or employment;
 - (iv) each nominee's principal occupation, business or employment for the five years preceding the notice;

- (v) the number of securities of each class or series of shares of the Corporation (or any of its subsidiaries) beneficially owned, or controlled or directed, directly or indirectly, by each nominee, as of the record date for the meeting (provided that such date shall have then have been made publicly available and shall have occurred) and as of the date of such Nomination Notice;
 - (vi) a description of any relationship, agreement, arrangement or understanding (including financial, compensation or indemnity related or otherwise) between each nominee and the Nominating Shareholder, or any affiliates or associates of, or any person or entity acting jointly or in concert with, each nominee or the Nominating Shareholder, in connection with each nominee's nomination and election as a director;
 - (vii) whether each nominee is a party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor, supplier, officer, employee or other person having or involved in any contractual or fiduciary relationship with the Corporation or any affiliate thereof or any third party which may give rise to an actual or perceived conflict of interest between the interest of the nominee and the interests of the Corporation or any affiliate thereof;
 - (viii) any other information relating to each nominee that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws;
 - (ix) the consent of each nominee to being named in the information circular to serve as a director if elected; and
 - (x) any such other information as the Corporation may reasonably require to determine the eligibility of each nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of each nominee.
- (e) A Nomination Notice must include the following information respecting the Nominating Shareholder:
- (i) the name, business address and residential address of the Nominating Shareholder;
 - (ii) the number of securities of each class and series of the Corporation (or any of its subsidiaries) beneficially owned, or controlled or directed, directly or indirectly, by the Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (provided that such date shall have been made publicly available and shall have occurred) and as of the date of the Nomination Notice;
 - (iii) a description of any agreement, arrangement or understanding between or among the Nominating Shareholder and any of its affiliates or associates, and any others (including their names) acting in concert with any of the foregoing relating to the Nominating Shareholder's director nominations;
 - (iv) full particulars of any direct or indirect interest of the Nominating Shareholder in any contract or transaction (existing or proposed) with the Corporation or any affiliate thereof;
 - (v) a description of any agreement, arrangement or understanding (including any derivative or short positions, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the Nomination Notice by, or on behalf of, the Nominating Shareholder or any of its affiliates or associates, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or

increase or decrease the voting power of the Nominating Shareholder or any of its affiliates or associates with respect to shares of the Corporation;

- (vi) a representation that the Nominating Shareholder is a registered or beneficial shareholder of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the individual or individuals specified in the Nomination Notice;
 - (vii) a representation whether the Nominating Shareholder intends to deliver an information circular or form of proxy to holders of the Corporation's outstanding shares or otherwise to solicit proxies from shareholders in support of its director nominations; and
 - (viii) any other information relating to the Nominating Shareholder that would be required to be made in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors under the Act or any Applicable Securities Laws.
- (f) In addition, to be considered timely and in proper written form, a Nomination Notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.
- (g) Notwithstanding anything in the by-laws to the contrary: (i) no director nominations shall be made at any meeting except in accordance with the procedures set forth in this Paragraph 63. The requirements of this Paragraph 63 shall apply to any director nominations to be brought before a meeting by a shareholder whether such director nominations are to be included in the Corporation's management information circular under the Act and NI 51-102 or presented to shareholders by means of an independently financed proxy solicitation. The requirements of this Paragraph 63 are included to provide the Corporation notice of a shareholder's intention to bring one or more director nominations before a meeting and shall in no event be construed as imposing upon any shareholder the requirement to seek approval from the Corporation as a condition precedent to make such director nominations before a meeting.
- (h) The board may, in its sole discretion, waive any requirement in this Paragraph 63.

SHARES AND TRANSFERS

64. Issuance

Subject to the articles and to section 28 of the Act, shares in the Corporation may be issued at the times and to the persons and for the consideration that the directors determine; provided that a share shall not be issued until the consideration for the share is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the share had been issued for money.

65. Security Certificates

Security certificates (if any) shall (subject to compliance with section 49 of the Act) be in such form as the directors may from time to time by resolution approve and such certificates shall be signed manually, or the signature shall be printed or otherwise mechanically reproduced on the certificate, by at least one director or officer of the Corporation or by a registrar, transfer agent or branch transfer agent of the Corporation or an individual on their behalf, or by a trustee who certifies it in accordance with a trust indenture, and any additional signatures required on a security certificate may be printed or otherwise mechanically reproduced thereon. If a security certificate contains a printed or mechanically reproduced signature of a person, the Corporation may issue the security certificate, notwithstanding that the person has ceased to be a director or an officer of the Corporation, and the security certificate is as valid as if he or she were a director or an officer at the date of its issue.

66. Agent

The directors may from time to time by resolution appoint or remove an agent to maintain a central securities register and one or more branch securities registers for the Corporation.

67. Dealings with Registered Holder

Subject to the Act, the Corporation may treat the registered owner of a security as the person exclusively entitled to vote, to receive notices, to receive any interest, dividends or other payments in respect of the security, and otherwise to exercise all the rights and powers of an owner of the security.

68. Surrender of Security Certificates

Subject to the Act, no transfer of a security issued by the Corporation shall be registered unless or until the security certificate representing the security to be transferred has been presented for registration or, if no security certificate has been issued by the Corporation in respect of such security, unless or until a duly executed transfer in respect thereof has been presented for registration.

69. Defaced, Destroyed, Stolen or Lost Security Certificates

In case of the defacement, destruction, theft or loss of a security certificate, the fact of such defacement, destruction, theft or loss shall be reported by the owner to the Corporation or to an agent of the Corporation (if any) with a statement verified by oath or statutory declaration as to the defacement, destruction, theft or loss and the circumstances concerning the same and with a request for the issuance of a new security certificate to replace the one so defaced (together with the surrender of the defaced security certificate), destroyed, stolen or lost. Upon the giving to the Corporation (or if there be an agent, hereinafter in this paragraph referred to as the "**Corporation's agent**", then to the Corporation and Corporation's agent) of a bond of a surety company (or other security approved by the directors) in such form as is approved by the directors or by any officer of the Corporation, indemnifying the Corporation (and the Corporation's agent if any) against all loss, damage or expense, which the Corporation and/or the Corporation's agent may suffer or be liable for by reason of the issuance of a new security certificate to such shareholder, and provided the Corporation or the Corporation's agent does not have notice that the security has been acquired by a bona fide purchaser, a new security certificate may be issued in replacement of the one defaced, destroyed, stolen or lost, if such issuance is ordered and authorized by any officer of the Corporation or by the directors.

70. Enforcement of Lien for Indebtedness

Subject to subsection 49(8) of the Act, if the articles of the Corporation provide that the Corporation may have a lien on the shares registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder to the Corporation, such lien may be enforced by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares. No sale shall be made until such time as the debt ought to be paid and until a demand and notice in writing stating the amount due and demanding payment and giving notice of intention to sell on default shall have been served on the holder or such shareholder's legal representative of the shares subject to the lien and default shall have been made in payment of such debt for seven days after service of such notice. Upon any such sale, the proceeds shall be applied, firstly, in payment of all costs of such sale, and, secondly, in satisfaction of such debt and the residue (if any) shall be paid to the shareholder or as such shareholder shall direct. Upon any such sale, the directors may enter or cause to be entered the purchaser's name in the securities register of the Corporation as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by, any irregularity or invalidity in the proceedings, or be bound to see to the application of the purchase money, and after the purchaser's name or the name of the purchaser's legal representative has been entered in the securities register, the validity of the sale shall not be impeached by any person.

71. Electronic, Book-Based or Other Non-Certificated Registered Positions

Subject to subsection 49(1) of the Act, a registered security holder may have his, her or its holdings of securities of the Corporation evidenced by an electronic, book-based, direct registration service or other non-certificated entry or position on the register of securityholders to be kept by the Corporation or its agent in place of a physical security

certificate pursuant to a registration system that may be adopted by the Corporation. The by-laws shall be read such that a registered holder of securities of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of securities evidenced by a physical security certificate. The Corporation and its transfer agent (if any) may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a security registration system by electronic, book-based, direct registration system or other non-certificated means.

DIVIDENDS

72. Dividends

The directors may from time to time by resolution declare and the Corporation may pay dividends on its issued shares, subject to the provisions (if any) of the Corporation's articles.

The Corporation shall not declare or pay a dividend if there are reasonable grounds for believing that:

- (a) the Corporation is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

The Corporation may pay a dividend consisting of fully paid shares of the Corporation, money or other property.

73. Joint Shareholders

In case several persons are registered as the joint holders of any securities of the Corporation, any one of such persons may give effectual receipts for all dividends and payments on account of dividends, principal, interest and/or redemption payments in respect of such securities.

74. Dividend Payments

A dividend payable in money shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at the recorded address of such registered holder, or, paid by electronic funds transfer to the bank account designated by the registered holder, unless such holder otherwise directs. In the case of joint holders, the cheque or payment shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and, if more than one address is recorded in the Corporation's security register in respect of such joint holding, the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, or the electronic funds transfer as aforesaid, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold. In the event of non-receipt of any dividend cheque or payment by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque or payment for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as any officer or the directors may from time to time prescribe, whether generally or in any particular case.

VOTING SECURITIES IN OTHER BODIES CORPORATE

75. Voting Securities in Other Bodies Corporate

All securities of or other interests held from time to time by the Corporation in a body corporate or a trust, association or other unincorporated organization carrying voting rights that may be exercised by or on behalf of the Corporation whether as a holder, trustee or otherwise may be voted at all meetings of shareholders, unitholders, bondholders, debenture holders or holders of such securities or other interests, as the case may be, of such other

body corporate or a trust, association or other unincorporated organization, and in such manner and by such person or persons as the directors of the Corporation shall from time to time determine and authorize by resolution. Any officer of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as such officer may determine, without the necessity of a resolution or other action by the directors.

NOTICES, ETC.

76. Service

Any notice or document required by the Act, the articles or the by-laws to be sent to any shareholder or director of the Corporation may be delivered personally to or sent by pre-paid mail addressed to:

- (a) the shareholder at the shareholder's latest address as shown in the records of the Corporation or its transfer agent; and
- (b) the director at the director's latest address as shown in the records of the Corporation or in the last notice filed under section 106 or 113 of the Act.

A notice or document sent by mail as contemplated by this Paragraph 76 to a shareholder or director of the Corporation shall be deemed to have been received by the shareholder or director (as the case may be) at the time it would be delivered in the ordinary course of mail, unless there are reasonable grounds for believing that the shareholder or director (as the case may be) did not receive the notice or document at that time or at all.

Notwithstanding the foregoing, provided that the addressee has consented in writing and has designated an information system for the receipt of electronic documents as contemplated by the Act, the Corporation may satisfy the requirements to send any notice or document referred to above, subject to the Act, by creating an electronic document and providing such electronic document to the applicable specified information system or otherwise posting or making such document available on a generally accessible electronic source, such as a web site, and providing written notice of the availability and location of that electronic document, unless otherwise prescribed by the Act. Any such electronic document shall be deemed to have been sent to and received by the addressee when it enters the information system of the addressee or, if posted or otherwise made available through a generally accessible electronic source, when the addressee receives written notice of the availability and location of that electronic document.

77. Undelivered Notices

If the Corporation sends a notice or document to a shareholder and the notice or document is returned on two consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until the shareholder informs the Corporation in writing of the shareholder's new address.

78. Notice to Joint Shareholders

All notices or documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be sent to whichever of such persons is named first in the records of the Corporation and any notice or document so sent shall be sufficient notice of delivery of such document to all the holders of such shares.

79. Persons Becoming Entitled by Operation of Law

Every person who by operation of law, transfer or by any other means whatsoever shall become entitled to any shares in the capital of the Corporation shall be bound by every notice or document in respect of such shares which prior to his or her name and address being entered on the records of the Corporation in respect of such shares shall have been duly sent to the person or persons from whom such person derives his or her title to such shares.

80. Signatures upon Notices

Subject to applicable law and the requirements of any regulatory authority, the signature of any director or officer of the Corporation upon any notice need not be a manual signature.

81. Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the articles or the by-laws, the day the notice is sent shall, unless it is otherwise provided by applicable law, be counted in such number of days or other period.

82. Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or sending of any notice or document to any shareholder, director, officer or auditor of the Corporation or any other person or publication of any notice or document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation or other person, as the case may be.

CUSTODY OF SECURITIES

83. Custody of Securities

All securities (including warrants) owned by the Corporation may be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or with such other depositaries or in such other manner as may be determined from time to time by any officer or director.

All securities (including warrants) belonging to the Corporation may be issued and held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

EXECUTION OF CONTRACTS, ETC.

84. Execution of Contracts, etc.

Contracts, documents or instruments requiring the signature of the Corporation may be signed by any director or officer alone or any person or persons authorized by resolution of the directors and all contracts, documents or instruments so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments generally or to sign specific contracts, documents or instruments.

The corporate seal (if any) of the Corporation may be affixed by any director or officer to contracts, documents or instruments signed by such director or officer as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the directors.

The term "**contracts, documents or instruments**" as used in the by-laws shall include notices, deeds, mortgages, hypothecs, charges, cheques, drafts, orders for the payment of money, notes, acceptances, bills of exchange, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

The signature or signatures of any director or officer or any other person or persons appointed as aforesaid by resolution of the directors may be printed, engraved, lithographed or otherwise mechanically or electronically reproduced upon all contracts, documents or instruments executed or issued by or on behalf of the Corporation and

all contracts, documents or instruments on which the signature or signatures of any of the foregoing persons shall be so reproduced shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments.

FISCAL PERIOD

85. Fiscal Period

The fiscal period of the Corporation shall terminate on such day in each year as the board may from time to time by resolution determine.

UNANIMOUS SHAREHOLDER AGREEMENT

86. Unanimous Shareholder Agreement

The provisions of the by-laws are subject to the terms of any unanimous shareholder agreement in effect from time to time in respect of the Corporation and, to the extent of any inconsistency between the by-laws and any such unanimous shareholder agreement, such unanimous shareholder agreement shall govern and prevail over the by-laws.

DELIVERY OF DOCUMENTS

87. Delivery of Documents

The delivery of an executed copy of any and all by-laws, minutes of meetings, resolutions, consents, instruments, or like documents required by the Act to be kept with the records of the Corporation in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

BORROWING MONEY, ETC.

88. Borrowing Money, etc.

The directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation, including bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, including any individual, partnership, association, body corporate or personal representative;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; or
- (e) delegate to one or more directors, a committee of directors or one or more officers of the Corporation as may be designated by the directors, all or any of the powers conferred by the foregoing clauses of this Paragraph to such extent and in such manner as the directors shall determine at the time of each such delegation.

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This By-law No. 1 was made by the directors of the Corporation on May [●], 2020.

DATED May [●], 2020.

Name: Abraham Drost
Title: Chief Executive Officer and Director

