



# **Radisson Mining Resources Inc.**

**NOTICE OF  
ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

May 6, 2020



**RADISSON MINING RESOURCES INC.**  
C.P. 307, Succursale Bureau Chef, Rouyn-Noranda (Québec) J9X 5C3

**NOTICE OF ANNUAL GENERAL  
MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 12, 2020**

**NOTICE IS HEREBY GIVEN** that the **Annual General and Special Meeting of Shareholders of Radisson Mining Resources Inc. (the “Company”)** » will be held via a conference call (**as per indications included in this notice**) given the extraordinary measures in place related to the covid-19 pandemic. The meeting will take place at Radisson’s head office (700 Dallaire ave) in Rouyn-Noranda, Qc on June 12, 2020 at 10 a.m. for the following matters:

1. To receive Management’s Discussion and Analysis, the report to the shareholders on behalf of the board of directors, the audited financial statements for the financial year ended December 31, 2019, and the auditors’ report on such financial statements
2. To elect directors
3. To appoint auditors and authorize the directors to fix the auditors’ remuneration.
4. To transact such other business as may properly be brought during the Meeting.

A copy of the annual report containing Management’s Discussion and Analysis, the audited financial statements for the year ended December 31, 2019, and the auditors’ report on such financial year has been sent to shareholders and may be reviewed on the SEDAR web site at [www.sedar.com](http://www.sedar.com).

A Supplemental Mailing List Return Card is also enclosed. Shareholders who complete and return the Card will receive the Corporation’s interim financial statements for the ensuing year.

The Management Information Circular contains additional information regarding the matters to be considered at the Meeting, and is hereby deemed to be an integral part of this notice.

Rouyn-Noranda, Québec

May 6, 2020

**BY ORDER OF THE BOARD OF DIRECTORS**



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Donald Lacasse  
Corporate Secretary

**The Board of Directors would like all shareholders to be present at the meeting. However, shareholders who are unable to attend the meeting in person are urged to complete the attached proxy form and return it to Computershare Investor Services Inc. in the envelope provided for this**

**purpose. Proxies to be used at the meeting must be returned to Computershare Investor Services Inc. before the close of business (5 p.m. eastern time) on June 10, 2020. Failure to submit the proxy will result in its invalidation.**

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## **RADISSON MINING RESOURCES INC.**

### **MANAGEMENT INFORMATION CIRCULAR**

(Information presented as of April 01, 2020, unless otherwise indicated)

## **INFORMATION ABOUT THE VOTE**

### **SOLICITATION OF PROXIES**

This management information circular is furnished in connection with the **solicitation of proxies by the management of Radisson Mining Resources Inc.** (the “**Company**”) for use at the annual general and special meeting of shareholders of the Company (the “**Meeting**”) to be held at the time and place and for the purposes set forth in the attached notice of meeting (the “**Notice**”) and any adjournment thereof. This solicitation will primarily be by mail, but proxies may also be solicited by directors, officers and employees of the Company. The Company will bear all costs and expenses of this solicitation.

### **APPOINTMENT OF PROXIES**

Persons mentioned in the accompanying form of proxy are directors or nominee directors of the Company. **Any shareholder has the right to appoint a person to represent him or her at the Meeting other than the persons designated in the enclosed form of proxy, and may do so by crossing out the names indicated and by indicating the name of such nominee in the blank space provided. A proxy does not need to be a shareholder of the Company.**

Shareholders who cannot attend the Meeting are urged to complete the attached form of proxy and return it to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than June 10, 2019 (5 p.m. Eastern Time). A shareholder registered can vote also by internet [www.voteendirect.com](http://www.voteendirect.com) or by phone at 1-866-732-8683. If the shareholder is a corporation, the signing capacity of the signatory officer on said form of proxy must be duly authorized in writing.

### **REVOCATION OF PROXIES**

A shareholder who gives a proxy may at any time revoke the proxy, by written instrument signed by the shareholder or his or her agent duly authorized in writing or, if the shareholder is a corporation, by an officer duly authorized in writing, and deposited at the head office of the Company or with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than June 10, 2020 (5 p.m. Eastern Time).

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

Only registered shareholders or the persons they appoint as their proxy holders are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**non-registered holder**”) are registered either:

(a) in the name of an intermediary (an “**Intermediary**”) that the non-registered holder deals with in respect of the Common Shares such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or

(b) in the name of a clearing agency (such as The Canadian Depository of Securities Limited (“CDS”)) of which the Intermediary is a participant.

In accordance with the requirement of National Instrument 54-101 *Communication With Beneficial Owners*, the Corporation is distributing copies of the notice of the Meeting and this Information Circular together with a Form of Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to non-registered holders of Common Shares.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often Intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, a non-registered holder who has not waived the right to receive Meeting Materials will receive one of two forms of proxy:

1. The non-registered holder may be given a Form of Proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered holder but which is not otherwise completed. Because the Intermediary has already signed the Form of Proxy, this Form of Proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should simply complete the balance of the Form of Proxy and deliver it as specified above under “Appointment of Proxy holder”.

2. More typically, the non-registered holder may be given a Form of Proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “Voting Instruction Form”) which the Intermediary must follow. Often, the non-registered holder will also be given a page of instruction, which contains a removable label containing a bar code and other information. In order for the Form of Proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either Form of Proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the Form of Proxy and insert the non-registered holder’s name in the blank space provided. **NON-REGISTERED HOLDERS SHOULD CAREFULLY FOLLOW THE INSTRUCTIONS OF THEIR INTERMEDIARY INCLUDING THOSE REGARDING WHEN AND WHERE THE FORM OF PROXY OR VOTING INSTRUCTION FORM IS TO BE DELIVERED.**

#### **VOTING OF SHARES REPRESENTED BY PROXIES**

The voting rights conferred by the Class A Shares (the “**Shares**”) and for which proxy is given by the duly-signed form in favour of the persons designated therein shall be exercised in the manner indicated whenever a ballot is taken at the Meeting. **When a ballot is taken with respect to the election of directors and the appointment of auditors, the Shares represented by proxy will be voted or withheld from voting in accordance with the instructions of the shareholder and, if a shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

The directors soliciting the proxy undertake to carry out the instructions given by a shareholder in the proxy form. **If no instruction is given, the votes will be cast in favour of the adoption of the resolutions set forth in the Notice. The accompanying form of proxy confers discretionary power with respect to amendments to the matters identified in the Notice and any other matters that may properly come before the Meeting, except for the election of a director who is not named as a nominee in the circular.** To date, directors of the Company have no knowledge of any amendment to the questions discussed in the Notice or any other question that could be brought before the Meeting.

## **RECORD DATE**

The Company has set May 8, 2020, as the record date for the Meeting. Only shareholders of record as at that date are entitled to receive the Notice as well as all other material pertaining to it.

Any person who acquires Shares after the record date is entitled to vote such Shares if said person can provide the share certificate(s) registered in his or her name or establish in another manner his or her ownership of the shares and requests that his or her name be registered on the shareholders' list at least two days prior to the Meeting.

## **PERSONS WITH INTERESTS IN CERTAIN MATTERS ON THE AGENDA**

At the date hereof, to the knowledge of the management of the Company and with the exception of the information disclosed elsewhere in this circular, no person has any interest by way of beneficial ownership of securities or otherwise in any matter on the agenda.

## **POINTS ON THE MEETING AGENDA**

### **1. PRESENTATION OF FINANCIAL STATEMENTS**

Management's Discussion and Analysis and the audited financial statements for the year ended December 31, 2019, together with the auditors' report thereon, will be presented before the Meeting. The audited financial statements are included in the Company's 2019 annual report.

### **2. ELECTION OF DIRECTORS**

#### Background

The business of the Company is managed by a board of directors consisting of a minimum number of one (1) director, up to a maximum number of nine (9) directors. Currently the business of the Company is managed by a board of seven (7) directors.

For the meeting, shareholders are invited to elect seven (7) board members for a one-year mandate. They are Mario Bouchard, Luc Simoneau, Jean Dion, Denis Lachance, Réjean Gourde, Tony Brisson and Denis Bois

Unless his or her resignation or office becomes vacant upon his or her death or for any other reason, in accordance with the Company's by-laws, each director elected at a meeting holds his or her office until a successor is elected or appointed.

The management of the Company does not contemplate that any of the nominees will be unable or no longer willing for any reason to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

#### Nominees for Directors

The following table states the name of each person proposed to be nominated for election as director, and other relevant information.

| <b>Name and Residence</b> | <b>Principal Occupation and Position within the Company</b> | <b>Director since:</b> | <b>Class A Shares held as at April 1, 2020</b> |
|---------------------------|-------------------------------------------------------------|------------------------|------------------------------------------------|
|---------------------------|-------------------------------------------------------------|------------------------|------------------------------------------------|

| <b>Name and Residence</b>       | <b>Principal Occupation and Position within the Company</b> | <b>Director since:</b> | <b>Class A Shares held as at April 1, 2020</b> |
|---------------------------------|-------------------------------------------------------------|------------------------|------------------------------------------------|
| Denis Lachance <sup>(2)</sup>   | Chairman of the Board and Director                          | 2013                   | 3,534,272                                      |
| Mario Bouchard                  | President and CEO                                           | 2012                   | 7,147,669                                      |
| Luc Simoneau <sup>(1) (2)</sup> | Director                                                    | 1991                   | 968,374                                        |
| Jean Dion <sup>(1)</sup>        | Director                                                    | 2014                   | 7,668,121                                      |
| Réjean Gourde <sup>(2)</sup>    | Director                                                    | 2016                   | 300,000                                        |
| Tony Brisson <sup>(3)</sup>     | Director                                                    | 2018                   | 110,120                                        |
| Denis Bois <sup>(3)</sup>       | Director                                                    | 2018                   | --                                             |

(1) Members of the Audit Committee

(2) Members of the Governance, Ethics and Remuneration Committee

(3) Members of Health, Safety, Environment and Community Committee

The information as to shares beneficially owned, directly or indirectly, or over which the persons named exercise control or direction does not come from the Company but has been provided by the respective nominees and is dated April 1, 2020. Mario Bouchard, Luc Simoneau, Denis Lachance, Jean Dion, Réjean Gourde, Tony Brisson and Denis Bois were elected directors of the Company at the annual meeting of shareholders held on June 13, 2019 for which a management proxy circular was sent.

#### Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, in the last ten (10) years, none of the nominees (Excluding Réjean Gourde) for the position of director

- (a) is, or has been, a director, chief executive officer of a company, including this one, which was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemptions under securities legislation, or of a company that was the subject of such an order after the director or officer ceased to be an officer or director, and which resulted from an event that occurred while that person was acting in that capacity;
- (b) has become bankrupt or 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 nominee's assets; or
- (c) is, or has been, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under 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.

**Réjean Gourde**, was a director of Malaga Inc. from June 17, 2010 to June 5, 2013. Malaga filed a notice of intention to make a proposal under Part111 of the Bankruptcy and Insolvency Act (Canada) with the Québec Superior Court on June 6, 2013. The proposal was accepted by the creditor on a meeting held December 13th, 2013 and approved by the Québec Superior Court on January 7, 2014.

#### Penalties or Sanctions

To the knowledge of the Corporation's management, no proposed director of the Corporation has been subject to:

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

**In the absence of a contrary instruction, the persons named in the enclosed Form of Proxy intend to vote in the election of directors for the nominees whose names are set out above.** Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Form of Proxy reserve the right to vote for another nominee at their discretion.

#### Biographical Notes

**Mario Bouchard, President and Chief Executive Officer.** Mr. Bouchard was an investment advisor from 1984 to 2009 with firm Lévesque Beaubien, full service broker, later acquired by the National Bank of Canada. He is also President of the Admirio Industriel holding company.

**Tony Brisson, P. Geo.** Mr. Brisson is a member of the l'Ordre des Géologues du Québec (O.G.Q.), and holds strong expertise in exploration and mine production in Quebec. Lately, he served as Exploration Manager for Goldcorp at the Eleonore mine. He also served as Chief Geologist and Senior Geologist at Cambior on different projects, including; Langlois Mine, Chimo Mine, Sleeping Giant Mine and the Doyon Mine. He is currently Senior Exploration manager for Quebec Precious Metals Inc. He has been a director of Radisson Mining Resources Inc. since 2018 and Opus Resources Inc. since 2016.

**Luc Simoneau, Director.** Mr. Simoneau, computer specialist and well-known businessman, has been a director of the Company since 1991. He is president of Micro ML Inc., a computer service firm in St-Hyacinthe, Quebec.

**Denis Lachance, Director.** Mr. Lachance has extensive experience in developing, readying for production and mining deposits of base and precious metals. Over the past few years, Mr. Lachance has held several management positions in major mining projects, allowing him to apply his expertise both in Canada and abroad. He served as President of Koniambo Nickel SAS, a multibillion-dollar joint venture between Xstrata Nickel and the Société Minière du Sud Pacifique, which is developing one of the world's largest nickel deposits in French overseas territory New Caledonia. He also served as Vice President of operations at Falconbridge Ltd. (Raglan), and occupied various executive positions at Noranda Inc., TVX Gold Inc. (Casa Berardi) and Agnico Eagle Mines Limited (Joutel Division and Goldex project).

**Jean Dion, Director.** Mr. Dion is a visionary and one of the most influential entrepreneurs in Rouyn-Noranda. In business since 1980, in the early 90s, he founded the Dion group, which became one of the biggest players in Rouyn-Noranda's commercial and industrial sectors. The Dion group, which now has about 350 employees, includes a dozen Abitibi-Témiscamingue companies involved in mining, construction equipment, equipment rental, real estate, the automotive sector and recreational products.

**Réjean Gourde Eng., Director.** Mr. Gourde is a mining engineer graduated from Ecole Polytechnique of Montréal combining 40 years of experience in the mining industry. In 1987, after 12 years of work with Falconbridge and Ressources Aiguebelle, Mr. Gourde joined the company Cambior today known as IamGold. He notably served as Senior VP of Guiana Shield division of Cambior in South America. Since 2007, he is an independent consultant for corporations with operations in North and South America and Africa. Since February 2017, Mr. Gourde is President & CEO of Reunion Gold Corporation.



**Denis Bois, Director.** Mr. Bois brings with him near 40 years of experience in the mining sector. Following his graduation in geological engineering from Laval University he worked in the mining industry on the Quebec north shore before moving to Abitibi. He started teaching at College of Abitibi-Témiscamingue (“AT”) and in 1989, was nominated as director of the URSTM (a University unit specialized in research and services for the mining industry). As a team leader he was instrumental in the creation of several research and applied sciences development in mining exploration (geophysics and 3 D modeling), in mining (paste fill), in mineral processing (sulphide minerals removal in ore and waste) and finally in environment (waste management). Mr. Bois led the creation of CDAT (a technology support provider for small mining operations) and also to the establishment of a joint research institute between two universities (UQAT and the Montréal Polytechnique) which is focusing on mining and environment.

**Unless instructions are given to abstain from voting with respect to the election of directors, the persons named in the enclosed form of proxy intend to vote in favour of the election of Mario Bouchard, Luc Simoneau, Jean Dion, Denis Lachance, Réjean Gourde, Tony Brisson and Denis Bois**

## **EXECUTIVE COMPENSATION**

### Definitions

The following terms are defined in National Instrument 51-102F6 *Statement of Executive Compensation* (“**NI 51-102F6**”):

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

“Option-based Award”: an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“Named Executive Officer” (“NEO”)

- (a) each Chief Executive Officer (“CEO”);
- (b) each Chief Financial Officer (“CFO”);

Based on the foregoing, the Company had two (2) NEOs during the most recently completed financial year, namely, Mario Bouchard, President and Chief Executive Officer and Rahul Paul (CFO since November 1, 2019). Before appointing a new CFO, Denis Lachance, Chairman of the Board of Directors served as Chief Financial Officer per Interim. Mr. Lachance received no salary for these responsibilities.

### Compensation Discussion and Analysis

The Board of directors of the Corporation (the “Board”) established a remuneration, ethics and governance committee. The committee is formed by Réjean Gourde (President of the committee), Denis Lachance and Luc Simoneau, with purpose of guiding the Board of directors in its decision making process on remuneration of officers, the hiring of senior executives and management, stock options allowance, ethics and governance issues.

Ultimately, the Board assumes the responsibility for establishing the objectives of the Company's executive compensation program. The Company's compensation policies are designed to enable the Company to achieve its vision of becoming a successful Canadian resource exploration and development company. Success in this endeavour depends to a great extent on the Company's ability to attract, retain and motivate high performing employees and service providers at all levels of the organization. The Company regularly reviews its compensation policies with reference to this objective.

Generally, the Company places emphasis on annual cash compensation (i.e. salary) based on industry rates as well as stock purchase options. In order to ensure the alignment of executive officers, directors and employees with the Company's long-term interests, the Company maintains a Stock Option Plan. The Board of Director periodically grants executive officers, directors, employees and other eligible participant's stock options under such Stock Option Plan. In determining whether and how many new options will be granted, the Company does not use any formal objectives, criteria or analyses in reaching such determinations; but rather consideration is given to the contribution and responsibility of each candidate for the grant of options. The Board made those decisions following discussions and recommendations from the remuneration, ethics and governance committee. Non-independent directors are excluded from some of these discussions, to enable Board members to speak freely.

As a junior exploration company, qualitative measures of the Company's performance are favoured over quantitative measures. The Company considers qualitative measures such as work effort, exploration activities and property acquisitions in evaluating performance and considers the compensation which comparable companies make available to their executive officers, directors, employees and other eligible participants.

#### Directors' Fees

During the fiscal year ended December 31, 2019, aside from stock options granted to directors under the stock option plan, excluding the President & CEO directors received meeting attendance fees of \$ 500 for each Board of Directors meeting attended by phone or in person (starting on June 13, 2019).

#### Summary Compensation Table

The following table sets out the compensation paid to each NEO for each financial year of the Company that ended on or after December 31, 2018.

| NEO Name and Principal Position   | Year | Salary (\$) | Share-based awards (\$) | Option-based awards (\$) | Non-equity incentive plan compensation |                           | Pension value (\$) | All other compensation (\$)<br>Management fees | Total compensation (\$) |
|-----------------------------------|------|-------------|-------------------------|--------------------------|----------------------------------------|---------------------------|--------------------|------------------------------------------------|-------------------------|
|                                   |      |             |                         |                          | Annual incentive plans                 | Long-term incentive plans |                    |                                                |                         |
| Mario Bouchard, President and CEO | 2017 | —           | Nil                     | 12,725                   | 55,000                                 | Nil                       | Nil                | 90,000                                         | 157,725                 |
|                                   | 2018 | —           | Nil                     | 17,935                   | 20,000                                 | Nil                       | Nil                | 95,000                                         | 132,935                 |
|                                   | 2019 | —           | Nil                     | 20,150                   | 52,400                                 | Nil                       | Nil                | 97,200                                         | 169,750                 |
| Rahul Paul, CFO                   | 2019 | —           | Nil                     | 61,600                   | Nil                                    | Nil                       | Nil                | 7,500                                          | 69,100                  |
| Denis Lachance CFO interim        | 2019 | —           | Nil                     | Nil                      | Nil                                    | Nil                       | Nil                | Nil                                            | Nil                     |

Note: Rahul Paul is Chief Financial Officer since November 2019.

Denis Lachance, Chairman of the Board of Directors was appointed Chief Financial Officer per Interim in September 2018, and served until November 2019. Mr. Lachance received no salary for his these responsibilities.

The share-based compensation presented is a theoretical value on the date of the grant of stock option calculated using the Black-Scholes Model for pricing options. This value was estimated at \$0.058 for 175,000 stock options granted on June 13, 2019 and at \$0.05 for 200,000 stock options granted on March 8, 2019 to Mario Bouchard. Rahul Paul received 700,000 stock options on November 1, 2019 estimated at 0.088\$.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the share-based awards and option-based awards outstanding for each NEO as at December 31, 2019.

| Option-based Awards                                      |                                                                              |                                              |                        |                                                                  | Share-based Awards                                              |                                                                           |                                                                                                       |
|----------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------|------------------------|------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| Name                                                     | Number of securities underlying unexercised options <sup>(1)(2)</sup><br>(#) | Option exercise price <sup>(3)</sup><br>(\$) | Option expiration date | Value of unexercised in-the-money options <sup>(4)</sup><br>(\$) | Number of shares or units of shares that have not vested<br>(#) | Market or payout value of share-based awards that have not vested<br>(\$) | Market or payout value of vested share-based awards not paid out or distributed<br>Dec./31/18<br>(\$) |
| Mario Bouchard,<br>President and Chief Executive Officer | 75,000                                                                       | 0.14                                         | 03/22/2022             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
|                                                          | 75,000                                                                       | 0.165                                        | 06/02/2022             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
|                                                          | 150,000                                                                      | 0.125                                        | 07/06/2023             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
|                                                          | 200,000                                                                      | 0.10                                         | 08/03/2024             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
|                                                          | 175,000                                                                      | 0.135                                        | 06/13/2024             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
| Rahul Paul<br>CFO                                        | 700,000                                                                      | 0.20                                         | 11/01/2024             | --                                                               | N/A                                                             | N/A                                                                       | N/A                                                                                                   |
| Denis Lachance<br>CFO int.                               | —                                                                            | —                                            | —                      | —                                                                | —                                                               | —                                                                         | —                                                                                                     |

<sup>(1)</sup> The Company has not granted any stock appreciation rights ("SARs") to anyone.

<sup>(2)</sup> The securities underlying the options are Class A Shares of the Company.

<sup>(3)</sup> The Company has not amended the option exercise price of any options.

<sup>(4)</sup> The closing price on December 31, 2019, for the Company's Class A shares was \$0.215.

<sup>(5)</sup> Denis Lachance received no compensation for his Interim CFO position.

### Incentive Plan Awards – Value Vested or Earned During the Year

| Name                                                  | Option-based awards – Value vested during the year<br>(\$) | Share awards – Value during the year on vesting<br>(\$) | Non-equity incentive plan compensation – Pay-out during the year<br>(\$) |
|-------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------------------------------|
| Mario Bouchard, President and Chief Executive Officer | Nil                                                        | N/A                                                     | N/A                                                                      |

#### Pension Plan Benefits and Deferred Compensation Plans

The Company does not maintain any defined benefit plan or any defined contribution plan or any deferred compensation plan.

#### Termination and Change of Control Benefits

A « termination payment » is in place for the President of the corporation. The following conditions apply in case of termination without reasonable cause:

- 24 months base salary compensation
- Additional 12 months following a hostile take over from a third party
- Payment of current year bonus (If bonus program is in place)
- Acceleration of acquisition period for granted options to President (If necessary)

In case of termination were reasonable causes the precedent conditions do not apply.

#### **DIRECTOR COMPENSATION**

- Director Compensation Table

The following table sets out information regarding the compensation paid to the Company's directors, other than NEOs, during the fiscal year ended December 31, 2019.

The share-based compensation presented is a theoretical value on the date of the grant of stock option calculated using the Black-Scholes Model for pricing options. On December 31, 2019 stock option were given a theoretical value of \$0.058 for stock options granted on June 13, 2019.

| Name                        | Fees earned (\$) | Share-based awards (\$) | Option-based awards (\$) <sup>(1)</sup> | Non-equity incentive plan compensation (\$) | Value of the pension plan (\$) | All other compensation (\$) | Total (\$) |
|-----------------------------|------------------|-------------------------|-----------------------------------------|---------------------------------------------|--------------------------------|-----------------------------|------------|
| Luc Simoneau <sup>(1)</sup> | 6,368.10         | Nil                     | 17,400                                  | Nil                                         | Nil                            | Nil                         | 23,768.10  |
| Denis Lachance              | 1,500            | Nil                     | 23,200                                  | Nil                                         | Nil                            | Nil                         | 24,700     |
| Jean Dion <sup>(2)</sup>    | 68,874.88        | Nil                     | 13,050                                  | Nil                                         | Nil                            | Nil                         | 81,924.88  |
| Réjean Gourde               | 1,500            | Nil                     | 10,580                                  | Nil                                         | Nil                            | Nil                         | 10,580     |
| Tony Brisson <sup>(3)</sup> | 3,194.75         | Nil                     | 13,050                                  | Nil                                         | Nil                            | Nil                         | 16,244.75  |

|            |       |     |        |     |     |     |        |
|------------|-------|-----|--------|-----|-----|-----|--------|
| Denis Bois | 1,500 | Nil | 14,500 | Nil | Nil | Nil | 16,000 |
|------------|-------|-----|--------|-----|-----|-----|--------|

- (1) Mr. Simoneau was compensated for IT services rendered via his company Micro M-L.
- (2) Mr. Dion received rent compensation for Radisson's head office located at 700 Dallaire Ave, Rouyn-Noranda, Qc (\$ 31,620) and for services related to exploration.
- (3) Mr. Brisson received geological consulting fees.
- (4) Excluding the President & CEO, Directors received meeting attendance fees of \$ 500 for each Board of Directors meeting attended by phone or in person (starting on June 13, 2019).

The following table sets out all option-based and share-based awards outstanding for each director, who was not an NEO, at December 31, 2019:

| Option-based Awards |                                                                           |                                           |                        |                                                               | Share-based Awards                                           |                                                                        |                                                                                      |
|---------------------|---------------------------------------------------------------------------|-------------------------------------------|------------------------|---------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Name                | Number of securities underlying unexercised options <sup>(1)(2)</sup> (#) | Option Exercise Price <sup>(3)</sup> (\$) | Option expiration date | Value of unexercised in-the-money options <sup>(4)</sup> (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| Luc Simoneau        | 95,000                                                                    | 0.14 \$                                   | 06/03/2021             | 0 \$                                                          | s.o                                                          | s.o                                                                    | s.o                                                                                  |
|                     | 125,000                                                                   | 0.165\$                                   | 06/02/2022             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 200,000                                                                   | 0.125 \$                                  | 06/07/2023             | 0 \$                                                          | s.o                                                          | s.o.                                                                   | s.o.                                                                                 |
|                     | 300,000                                                                   | 0.135 \$                                  | 06/13/2024             | 0 \$                                                          | s.o                                                          | s.o                                                                    | s.o.                                                                                 |
| Denis Lachance      | 125,000                                                                   | 0.13 \$                                   | 06/05/2020             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 140,000                                                                   | 0.14 \$                                   | 06/03/2021             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 165,000                                                                   | 0.165\$                                   | 06/02/2022             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 250,000                                                                   | 0.125\$                                   | 06/07/2023             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 400,000                                                                   | 0.135\$                                   | 06/13/2024             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
| Jean Dion           | 75,000                                                                    | 0.13 \$                                   | 06/05/2020             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 100,000                                                                   | 0.14 \$                                   | 06/03/2021             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 125,000                                                                   | 0.165 \$                                  | 06/02/2022             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 175,000                                                                   | 0.125 \$                                  | 06/07/2019             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |
|                     | 225,000                                                                   | 0.135 \$                                  | 06/13/2024             | 0 \$                                                          | s.o.                                                         | s.o.                                                                   | s.o.                                                                                 |

|               |         |          |            |      |      |      |      |
|---------------|---------|----------|------------|------|------|------|------|
| Réjean Gourde | 100,000 | 0.14 \$  | 04/04/2021 | 0 \$ | s.o. | s.o. | s.o. |
|               | 100,000 | 0.14 \$  | 06/03/2021 | 0 \$ | s.o. | s.o. | s.o. |
|               | 125,000 | 0.165 \$ | 06/02/2022 | 0 \$ | s.o. | s.o. | s.o. |
|               | 200,000 | 0.125 \$ | 06/07/2023 | 0 \$ | s.o. | s.o. | s.o. |
|               | 25,000  | 0.135 \$ | 06/03/2024 | 0 \$ | s.o. | s.o. | s.o. |
| Tony Brisson  | 150,000 | 0.125 \$ | 06/07/2023 | 0 \$ | s.o. | s.o. | s.o. |
|               | 225,000 | 0.135 \$ | 06/13/2024 | 0 \$ | s.o. | s.o. | s.o. |
| Denis Bois    | 100,000 | 0.11 \$  | 11/28/2023 | 0 \$ | s.o. | s.o. | s.o. |
|               | 250,000 | 0.135 \$ | 06/13/2024 | 0 \$ | s.o. | s.o. | s.o. |

- (1) The Company has not granted any stock appreciation rights ("SARs") to anyone.  
(2) The securities underlying the options are Class A Shares of the Company.  
(3) The Company has not amended the option exercise price of any options.  
(4) The closing price on December 31, 2019, for the Company's Class A shares was \$0.215.

#### Incentive Plan Awards – Value Vested or Earned During the Year

During the fiscal year ended December 31, 2019, stock options were granted to directors.

#### Stock options exercised during the last fiscal year

During the fiscal year ended December 31, 2019, one executive (non director) and one director exercised stock options.

### **LIABILITY INSURANCE**

The Company has taken out a liability insurance policy covering its directors and executive officers. The premium attributable to the Company amounts to \$5,450. The total amount of insurance taken out is \$2,000,000 and comprehensively covers the directors and executive officers for the period extending from July 6, 2019, to July 6, 2020. An aggregate deductible of \$10,000 applies per claim.

### **EQUITY COMPENSATION PLAN INFORMATION**

#### Summary

The following table provides details concerning the compensation plans under which Shares of the Company can be issued on December 31, 2019.

| <b>Plan Category</b>                                                        | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<br/>(a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights<br/>(b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a))<br/>(c)</b> |
|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| Stock option plan<br>Equity compensation plans approved by shareholders     | 8,900,000                                                                                                  | \$0.132                                                                                    | 3,100,000                                                                                                                                                 |
| Stock option plan<br>Equity compensation plans not approved by shareholders | Nil                                                                                                        | Nil                                                                                        | Nil                                                                                                                                                       |
| Total                                                                       | 8,900,000                                                                                                  | \$0.132                                                                                    | 3,100,000                                                                                                                                                 |

#### Terms and Conditions of the Stock Option Plan

On April 24, 2019, the Company amended its stock option plan to increase the maximum number of shares that can be reserved under the plan in accordance with the policies of the TSX Venture Exchange. Under the plan, the Company's Board of Directors may, from time to time and at its discretion, grant the Company's directors, executive officers, employees and service providers the option to acquire Class A Shares of the Company provided that the number of options granted does not exceed 12,000,000 Class A Shares. This plan amendment has been approved by the TSX Venture Exchange.

Under the plan, the maximum number of shares that can be reserved for a beneficiary during a twelve (12) month period is limited to 5% of the Company's issued and outstanding shares at the date of grant. For options granted to a consultant, the total number of options granted may not exceed, during a twelve (12) month period, 2% of the Company's issued and outstanding Class A Shares at the date of grant. For persons providing investor relations services, the total number of options granted may not exceed, collectively, during a twelve (12) month period, 2% of the Company's issued and outstanding Class A Shares at the date of grant.

The plan also provides that grant condition and the exercise price of option shall be determined by the directors. However, the exercise price may not be less than the market closing price of the Company's Class A shares on the day prior to the grant. If there have been no transactions of the Company's shares, the exercise price will be determined on the basis of the average bid and asked prices. The options may not be exercised more than five (5) years after the date of grant and the price must be paid in full. The options granted under the plan are non-transferable.

Finally, the options granted to beneficiaries expire ninety (90) days following the date on which the beneficiary ceases to be a director, executive officer, employee or consultant of the Company, subject to the maturity date of the options. However, for a person providing investor relations services, this deadline is thirty (30) days. Upon the death of the beneficiary, the heirs or estate administrators may exercise the options during a period of twelve (12) months following the date of the beneficiary's death, subject to the maturity date of the options.

#### **LOANS TO DIRECTORS AND OFFICERS**

At the date hereof, no director, director-nominee or officer or anyone associated with them owed any amount to the Company.

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

Except as set out below, no “Informed Person” of the Company, nor any proposed director of the Company, nor any associate or affiliate of any Informed Person or proposed director had any material interest in any transaction involving the Company since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company. The term Informed Person is defined in NI 51-102 as:

- (a) a director or executive officer of a reporting issuer;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### **3. APPOINTMENT OF AUDITORS**

**The direction of the Company proposes that RAYMOND CHABOT GRANT THORNTON S.E.N.C.R.L., CPA auditor, CA Public accounting permit no. A119351 be appointed as Independent auditor for the Company until the next annual shareholder meeting and that related remuneration therein may be fixed by the Board of directors.**

RAYMOND CHABOT GRANT THORNTON S.E.N.C.R.L., CPA auditor, is acting as auditor for the Company since November 23<sup>rd</sup>, 2017 in replacement of DELOITTE S.E.N.C.R.L., CPA auditor appointed during last annual shareholders meeting.

The persons named in the form of proxy attached will vote in favour of RAYMOND CHABOT GRANT THORNTON S.E.N.C.R.L., CPA auditor, nomination as independent auditor of the Company at the annual shareholders meeting, and will authorize the directors to fix their remuneration, unless the shareholder signing the procuration indicates is willingness to refrain from voting in relation to the appointment of auditors.

### **AUDIT COMMITTEE**

#### **Audit Committee Charter and Composition**

The Audit Committee’s charter is attached to this circular as Schedule A. The members of the Company’s Audit Committee are Luc Simoneau, Jean Dion and Denis Lachance.

Luc Simoneau and Jean Dion are independent and financially literate directors. Luc Simoneau is Chair of the Audit Committee.

Denis Lachance acted as Chief Financial Officer per Interim until a new CFO was appointed.



### Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to exercising their responsibilities as members of the Audit Committee are as follows:

Luc Simoneau is president of Micro ML Inc., a computer service firm in St-Hyacinthe, Quebec. He is a well-established businessman and is familiar with the financial aspects of an enterprise. He has been involved in the Audit Committee since he became a director of the Company in 1991 and therefore has substantial experience in this area.

Jean Dion is an entrepreneur in Rouyn-Noranda. In business since 1980, in the early 90s, he founded the Dion group, which became one of the biggest players in Rouyn-Noranda's commercial and industrial sectors. The Dion group, which now has about 350 employees, includes a dozen Abitibi-Témiscamingue companies involved in mining, construction equipment, equipment rental, real estate, the automotive sector and recreational products. He is therefore very familiar with all facets of business management.

Mr. Lachance, has extensive experience in developing, readying for production and mining deposits of base and precious metals. Over the past few years, Mr. Lachance has held several management positions in major mining projects, allowing him to apply his expertise both in Canada and abroad. He served as President of Koniambo Nickel SAS, a multibillion-dollar joint venture between Xstrata Nickel and the Société Minière du Sud Pacifique, which is developing one of the world's largest nickel deposits in French overseas territory New Caledonia. He also served as Vice President of operations at Falconbridge Ltd. (Raglan), and occupied various executive positions at Noranda Inc., TVX Gold Inc. (Casa Berardi) and Agnico Eagle Mines Limited (Joutel Division and Goldex project).

### Audit Committee Oversight

At no time since the beginning of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company's Board of Directors.

### 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's charter attached hereto as Schedule A.

### Fees for the Services of the External Auditor

The aggregate fees billed by the Company's external auditors in each of the last two (2) financial years for audit fees are as follows:

| Financial year ended | Audit fees | Audit-related fees | Tax fees | Other fees |
|----------------------|------------|--------------------|----------|------------|
| December 31, 2018    | \$26,923   | \$0                | \$1,750  | \$1,250    |
| December 31, 2019    | \$35,500   | \$0                | \$15 885 | --         |

### Exemption for Venture Issuers

As a venture issuer, the Company is relying on the exemption provided by Part 6.1 of Multilateral Instrument 52-110 exempting it from certain requirements relating to the composition of the Audit Committee and reporting obligations.

## **CORPORATE GOVERNANCE PRACTICES**

The information on the corporate practices of the Company is required pursuant to Policy 3.1 of the TSX Venture Exchange and *Regulation 58-101* on information concerning corporate governance.

### **Board of directors**

#### Independent Directors

The Company's independent directors are Jean-Marie Dupont, Luc Simoneau, Denis Lachance, Jean Dion and Réjean Gourde.

#### Non-independent Directors

Mario Bouchard, President and Chief Executive Officer is a non-independent director.

#### Directorships

The following director is a director of another reporting issuer in Canada:

| <b>Name of director</b> | <b>Issuer</b>            |
|-------------------------|--------------------------|
| Réjean Gourde           | Reunion Gold Corporation |
|                         | Dynacor Gold Mines Inc.  |
| Tony Brisson, P.Geo.    | Opus One resources Inc.  |

#### Orientation and Continuing Education

The directors are kept informed and receive copies of all of the required information and updates at meetings of the Board of Directors and the Audit Committee. Due to the small number of directors and the emerging nature of the Company, there is no formal continuing education program.

#### Governance Policy (business ethics)

The Board of Directors has adopted a formal Governance Policy, which can be viewed on SEDAR or the Company's website.

#### Nomination of Directors

The candidacy of a current member of the Board of Directors of the Company is reviewed before proposing the same director as a candidate for nomination at the annual meeting of shareholders by evaluating the director's involvement in protecting the Company's interests during the preceding year as well as the director's experience and expertise in various fields such as geology, management and accounting.

Furthermore, the Board of Directors has adopted as a policy that a director who has been a member of the Board for many years should be considered to have greater knowledge of the Company and its history, enabling that director to make more informed decisions during meetings of the Board.

New candidates are selected on the basis of recommendations from the industry.

#### Compensation

During the financial year ended December 31, 2018, directors did not receive any cash compensation for their services as directors. The Board has not formally re-evaluated the compensation of its directors. Reference is made to Director's Fees on page 9 where fees for non-director services payable to certain directors are disclosed.

#### Committees of the Board of Directors

In addition to the Audit committee a Remuneration, Ethics, Governance committee and a Health, Safety, Environment and Community committee are in place within the Board of Directors.

#### Assessment

The Board does not have a formal evaluation process in place. However, the Board is satisfied with the individual contribution of each director and believes the overall composition of the Board is adequate to address the requirements of a small mining exploration company.

#### **4. Ratify and confirm the Corporation's directors compensation plan as adopted by the Board of directors on April 24, 2019.**

On April 24<sup>th</sup>, 2019 the governance committee recommended that a meeting attendance remuneration plan should be adopted for the Board of directors. After discussions, the Board of directors introduced a Board meeting attendance remuneration plan for the Board of directors.

#### Justifications for the introduction of the remuneration plan

It is common for public companies directors to be compensated.

The implication of directors is and will become more important to support the President in decisions that could impact the future of the company, for example underground development, metallurgical testings, environmental studies, financings, etc.

The meeting attendance remuneration is justified considering the size of the company.

For each Board of directors meeting attended in person or by phone by the director, he will receive a \$ 500 presence token.

The meeting attendance remuneration plan will facilitate the venue of new directors if necessary.

No presence token will be awarded for the presence of directors to committee meetings.

#### **SHAREHOLDER PROPOSALS**

Any shareholder wishing to present a proposal at the 2019 Annual Meeting must send such proposal to the Company before January 31, 2020, so that it may be included in the proxy solicitation documents for that annual meeting.

#### **ADDITIONAL INFORMATION**

Financial information on the Company is provided in the comparative financial statements and Management's Discussion and Analysis for the Company's most recently completed financial year, ended December 31, 2019.

Shareholders may obtain additional information about the Company on the SEDAR website at [www.sedar.com](http://www.sedar.com) or by sending a request to the Company's head office at the following address:

P.O. Box 307  
Rouyn-Noranda, Québec J9X 5C3  
Telephone: (819) 797-0606  
Fax: (819) 797-0100  
E-mail: [mbouchard@radissonmining.com](mailto:mbouchard@radissonmining.com)

#### **APPROVAL OF CIRCULAR**

The Board of Directors of the Company has approved the contents of this circular and the sending of this management information circular to shareholders.

Date: May 6, 2020.

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



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Donald Lacasse B.Sc.A,  
Corporate Secretary



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Mario Bouchard  
Mario Bouchard  
President and Chief Executive Officer

**SCHEDULE A**  
**RADISSON MINING RESOURCES INC.**  
**AUDIT COMMITTEE CHARTER**

**Constitution, composition and quorum**

The Board of Directors of the Company has appointed an Audit Committee comprised of a minimum number of three directors, all of whom should be financially literate in accordance with the applicable laws, by-laws and policies with respect to securities including Multilateral Instrument 52-110. The majority of the members of the Audit Committee must be independent directors. Each member of the Audit Committee must, amongst other things, be able to read and understand financial statements. The majority of the members must be Canadian residents. A majority of the members of the Committee constitute a quorum. The Audit Committee has the authority to appoint a Chair and a Vice-chair.

**Powers and authority**

In the performance of its mandate, the Committee has the right to examine the books, registers and accounts of the Company and its subsidiaries and to discuss such matters as well as any question concerning the financial situation of the Company or its subsidiaries with the officers and with the auditors of the Company and its subsidiaries.

The external auditor reports directly to the Audit Committee, and the Committee has the power to communicate directly with the external auditor. The external auditor is present at all of the meetings of the Committee where reports or financial statements that it has prepared or where public communications based upon these reports or financial statements are examined or approved by the Committee. The external auditor can also be invited to other meetings. The Chair of the Committee must convene a meeting of the Audit Committee if requested to do so by the external auditor. The Audit Committee meets privately with the external auditor, without management being present, at least once per year during the presentation of the annual financial statements and at any time upon request.

The Committee has the right to require any employee of the Company to discuss any question concerning the Company's financial reporting and may and shall investigate any complaint or concern raised with regard to accounting, internal accounting controls or the audit.

If the Audit Committee deems it appropriate, it can retain legal counsel or other independent counsel to assist it in fulfilling its duties and responsibilities, and it has the power and authority to approve and ensure the payment of their fees and disbursements.

**Delegation**

The Audit Committee cannot delegate to management any of the responsibilities that are part of its mandate. However, the Committee may delegate to one or more of its independent members the authority to pre-approve non-audit services, provided that the pre-approval is presented to the Audit Committee at its first scheduled meeting following such a pre-approval and all of the conditions of Multilateral Instrument 52-110 on Audit Committees and of the pre-approved Audit Committee approval policies are met.

**Reports**

The Audit Committee must report to the directors on or about its work, activities and decisions at the meeting of the Board of Directors following the meeting of the Audit Committee, providing information on all topics discussed, decisions taken, means undertaken in order to study and examine the reports, statements and documents submitted, as well as the level of satisfaction of the members of the Committee therewith, unresolved issues, disagreements and decisions taken.

## **Compensation**

The Board of Directors determines the compensation to be received by the members of the Audit Committee for their services.

## **Audit Committee mandate and duties**

1. The Audit Committee must recommend to the Board of Directors:
  - (i) the external auditor to be appointed for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - ii) the compensation of the external auditor.
2. The Audit Committee must be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
3. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor.
4. The Audit Committee must review the Company's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases before the Company publicly discloses this information.
5. The Audit Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection 4, and must periodically assess the adequacy of those procedures.
6. The Audit Committee must establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matter. The Audit Committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

Rouyn-Noranda, October 3, 2006



