NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF

SHAREHOLDERS OF

DECKLAR RESOURCES INC.

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF DECKLAR RESOURCES INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS.

A VIRTUAL MEETING TO BE HELD

On Tuesday March 23, 2021

at 1:00 p.m. (Toronto time)

February 20, 2021

DECKLAR RESOURCES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 23, 2021

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") in the capital of Decklar Resources Inc. (the "**Company**") will be held on Tuesday March 23, 2021 at 1:00 p.m. (Toronto time) virtually at URL: https://virtual-meetings.tsxtrust.com/1081, Meeting ID: 1081 and Password dkl2021 (case sensitive).

for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2019 together with the auditor's report therein;

2. to elect directors for the ensuing year;

3. to appoint MNP LLP, Chartered Accountants, as auditors of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors;

4. to consider, and if thought appropriate, re-approve the Company's existing stock option plan; and

5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The management information circular (the "**Circular**") provides additional information relating to the matters to be dealt with at the Meeting and should be reviewed carefully by shareholders of the Company.

Due to the unprecedented public health impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of Shareholders, team members and the broader community, as well as the restrictions on mass gatherings implemented by the Government of British Columbia and the City of Vancouver, the Corporation will be strictly restricting physical access to the Meeting to members of the board of directors and will not be permitting any others (including registered Shareholders that hold their Common Shares) to attend in person.

To access the virtual Meeting use URL: https://virtual-meetings.tsxtrust.com/1081, Meeting ID: 1081 and Password dkl2021 (case sensitive).

The board of directors of the Company has fixed the close of business on February 12, 2021 as the record date for determining the shareholders who are entitled to vote at the Meeting, and any adjournment or adjournments thereof.

A copy of a the Circular and a form of proxy ("**Proxy**") for the Meeting accompany this notice.

Proxies are being solicited by the management of the Company. Shareholders are encouraged to execute the accompanying Proxy in accordance with the following instructions. Shareholders who are entitled to vote at the Meeting may vote either in person or by Proxy in accordance with the Business Corporations Act (British Columbia). Shareholders who are unable to be present virtually at the Meeting are requested to sign, date and deliver the accompanying Proxy to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, online by visiting www.voteproxyonline.com and entering the 12-digit control number located on the Proxy or via facsimile at 416-595-9593, so it is received on or before 1:00 p.m. (Toronto time) two business days preceding the Meeting or forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

DATED at Vancouver, British Columbia this 20th day of February, 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF DECKLAR RESOURCES INC.

"Paula Kember" (signed)
Corporate Secretary

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DECKLAR RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
ON
MARCH 23, 2021

NOTE: Shareholders who do not hold their shares in their own name, as registered shareholders, should read "Voting by Non-Registered Shareholders" for an explanation of their rights.

The information in this management information circular (the "**Circular**") is as of February 20, 2021 unless otherwise indicated.

SOLICITATION OF PROXIES

This Circular is provided in connection with the solicitation of proxies by the management Decklar Resources Inc. (the "**Company**") for the Annual General and Special Meeting of holders of common shares ("**Common Shares**") in the capital of the Company to be held on Tuesday March 23, 2021 at 1:00 p.m. (Toronto time) (the "**Meeting**") virtually at URL: https://virtual-meetings.tsxtrust.com/1081, Meeting ID: 1081 and Password dkl2021 (case sensitive) or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (the "**Notice of Meeting**"). In addition to solicitation by mail, certain officers, directors and employees of the Company may solicit proxies by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of solicitation by management will be borne directly by the Company. The Company does not send Meeting Materials (as defined below) directly to Non-Registered Holders (as defined below) and is not relying on the notice-and-access provisions of securities for delivery to either registered holders or Non-Registered Holders. The registered office of the Company is located at Suite 2900 – 595 Burrard Street, Vancouver, British Columbia V7X 1J5.

Due to the unprecedented public health impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of shareholders, team members and the broader community, as well as the restrictions on mass gatherings implemented by the Government of British Columbia and the City of Vancouver, the Corporation will be strictly restricting physical access to the Meeting to members of the board of directors and will not be permitting any others (including registered Shareholders that hold their Common Shares) to attend in person.

To access the broadcast of the Meeting URL: https://virtual-meetings.tsxtrust.com/1081, Meeting ID: 1081 and Password dkl2021 (case sensitive).

All currency amounts in this Circular are stated in Canadian Dollars, unless otherwise indicated.

APPOINTMENT AND REVOCATION OF PROXIES

A shareholder who cannot attend the Meeting but wishes to vote on the resolutions should sign, date and deliver the enclosed form of proxy ("**Proxy**") to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, online by visiting www.voteproxyonline.com and entering the 12-digit control number located on the Proxy or via facsimile at 416-595-9593, so it is received on or before 1:00 p.m. (Toronto time) two business days preceding the Meeting or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting. The persons named in the enclosed Proxy are directors and/or officers of the Company. A shareholder giving a Proxy can strike out the names of the nominees printed in the accompanying Proxy and insert the name of another nominee in the space provided, or the shareholder may complete and deliver another Proxy to TSX Trust Company at the address above.

A Proxy nominee need not be a shareholder of the Company. A shareholder giving a Proxy has the right to attend the Meeting or appoint someone else to attend as his or her proxy at the Meeting.

A shareholder giving a Proxy has the power to revoke it. Such revocation may be made by the shareholder attending the Meeting and voting in person, by fully executing another Proxy bearing a later date and duly depositing the same before the specified time, or by written instrument revoking such Proxy duly executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof, duly authorized, and deposited either (i) at the office of the Company at 120 Adelaide Street West, Suite 2500, Toronto, Ontario M5H 1T1 at any time up to and including the last business day preceding the date of the Meeting or any adjournment thereof; (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (iii) in any other manner permitted by law. Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such Proxy.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered shareholders, or the persons they appoint as their proxies, are permitted to virtually attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either: (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares (intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a depository (such as the Canadian Depository for Securities Limited or "**CDS**").

In accordance with Canadian securities law, the Company has provided copies of the Notice of Meeting, this Circular and the Proxy (the "**Meeting Materials**") to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them.

Non-Registered Holders who have declined to receive Meeting Materials will receive either a voting instruction form or, less frequently, a 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.

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

or

B. *Proxy*. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a 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 incomplete. If the Non-Registered Holder does not wish to attend and vote at the Meeting virtually (or have another person virtually attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete the Proxy and deposit it with TSX Trust Company Proxy Department, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, as described above. Proxies may also be submitted online by visiting www.voteproxyonline.com and entering the 12-digit control number located on the Proxy or via facsimile at 416-595-9593. If a Non-Registered Holder wishes to attend and vote at the Meeting virtually (or have another person virtually attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the Proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

Non-Registered Holders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

VOTING OF PROXIES

The Common Shares represented by a properly executed Proxy (if the same is executed in favour of management nominees) will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted in accordance with the specification so made. If the shareholder giving the Proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item must be left blank. **If no choice is specified in the Proxy, and the nominee is proposed by management, the nominee will vote the Common Shares represented by the Proxy in favour of each item left blank.** The enclosed Proxy confers discretionary authority upon the persons named in the Proxy. The discretionary authority so granted may be exercised with respect to amendments or variations to matters which may properly come before the Meeting, unless the shareholder deletes the discretionary authority from the Proxy. As at the date of this Circular, management of the Company is not aware of any such amendment or variation or any other matter to come before the Meeting other than those referred to in the accompanying Notice of Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the Common Shares represented by Proxies given in favour of management nominees will be voted on such matters in accordance with the best judgment of such nominees.

VOTING COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

As at the date of this Circular, the authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at February 20, 2021 there were 54,279,773 Common Shares issued and outstanding.

Each shareholder is entitled to one vote for each Common Share. The board of directors of the Company (the "**Board**" or the "**Directors**") have fixed the close of business on February 12, 2021 as the record date for the Meeting. Accordingly, only shareholders of record as at the close of business on February 12, 2021 are entitled to receive notice of and to virtually attend and vote at the Meeting.

As at the date of this Circular, to the knowledge of the Directors and officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares of the Company carrying 10% or more of the voting rights attached to any class of outstanding shares of the Company.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Executive Compensation

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), the Company is required to disclose the compensation paid to its "named executive officers". This means the Company's Chief Executive Officer and Chief Financial Officer (or individuals who served in similar capacities) for any part of the Company's most recently completed financial year, and the three most highly compensated executive other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 (and each individual who would be a "named executive officer" but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the financial year) (each a "**Named Executive Officer**" or "**NEO**").

For the financial year ended December 31, 2019, the only Named Executives were Duncan Blount, the Chief Executive Officer and Paula Kember, the Chief Financial Officer.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers)* sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the two most recently completed financial years ended December 31, 2019 and 2018, excluding compensation securities.

Table of Compensation Excluding Compensation Securities

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Duncan Blount[1] *CEO and Director*	2019 2018	nil 77,001	nil nil	nil nil	nil nil	nil nil	nil 77,001
Paula Kember[2] *CFO and Corporate Secretary*	2019 2018	83,800 105,800	nil nil	nil nil	nil nil	nil nil	83,800 105,800

1. Duncan Blount was appointed Chief Executive Officer of the Company on March 22, 2017. In October 2018, Mr. Blount received 39,796 Common Shares of the Company in payment of salary outstanding and all future liabilities under his employment contract.
2. Paula Kember was appointed Chief Financial Officer and Corporate Secretary of the Company on April 1, 2017. Previously she held the position of Corporate Secretary only.
3. The employment agreement with Duncan Blount was based in U.S. dollars. The average annual Canadian Dollar/United States Dollar exchange rate was used to convert into Canadian Dollars for purposes of this table.

The Company's compensation philosophy for its NEOs is designed to attract well qualified individuals in what is essentially an international market by paying competitive base salaries plus short and long term incentive compensation in the form of bonuses and stock options or other suitable long term incentives. In making its determinations regarding the various elements of executive compensation, the Board has access to and relies on published studies of compensation paid within the mining industry. Neither a formal benchmarking determination nor use of external compensation consultants has been utilized for setting base salaries, rather the overall experience of the Board is consulted as part of determining appropriate and competitive compensation levels that also take into account management performance, the competitive landscape for hiring executives and the defined responsibilities of each of the executive officers when setting base salary levels. Other awards, such as cash bonuses, are awarded at the discretion of the Board, where the performance of management has been judged to warrant such an incentive.

With respect to risks associated with the Company's compensation practices, the Board believes that the nature and stage of the Company's business, the high levels of regulatory and industry standards pertaining to financial disclosure and the declaration of mineral resources, serve to greatly reduce any adverse risks associated with particular compensation practices and as such there are no material adverse risks associated with these practices.

The Company has no formal policy in relation to whether an NEO or director is permitted to purchase financial instruments that are designed to hedge or offset a change in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Option Based Awards

Option based awards are made at such times and in such amounts as the Board determines to be appropriate having regard to the stated purposes of the Company's Stock Option Plan, (the "**Stock Option Plan**") to incentivize employees and others to help the Company achieve its business objectives, to encourage them to remain with the Company, and to attract new employees who are typically employed by corporations with similar plans. The exercise price is typically the market price at the date of the grant while vesting may be immediate or delayed or subject to the achievement of milestones depending on circumstance.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and director by the Company in the financial year ended December 31, 2019 for services provided or to be provided, directly or indirectly, to the Company:

Name and position	Type of compen-sation security	Number of compen-sation securities, number of underlying securities, and percentage of class (#)	Date of issue, grant or modification	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry Date (mm/dd/yy)
Duncan Blount *CEO and Director*	Stock Options	Nil	n/a	n/a	n/a	n/a	n/a
Paula Kember *CFO*	Stock Options	Nil	n/a	n/a	n/a	n/a	n/a

1. The total number of stock options held by each director or NEO as at December 31, 2019 was as follows:
    - Duncan Blount – 225,000 stock options
    - Paula Kember – nil stock options
2. No compensation securities were re-priced, cancelled and replaced, had its term extended, or otherwise materially modified, in the most recently completed financial year.
3. No vesting provisions applied to any of the compensation securities.

Exercise of Compensation Securities by Directors and NEOs

The following table discloses each exercise by a director or NEO of compensation securities during the financial year ended December 31, 2019:

Name and position	Type of compen-sation security	Number of underlying securities exercised (#)	Exercise price per security ($)	Date of Exercise	Closing price per security on date of exercise ($)	Difference between exercise price and closing price on date of exercise ($)	Total value on exercise date ($)
Duncan Blount *CEO and Director*	Stock Options	nil	n/a	n/a	n/a	n/a	n/a
Paula Kember *CFO*	Stock Options	nil	n/a	n/a	n/a	n/a	n/a
Chris Castle *Director*	Stock Options	nil	n/a	n/a	n/a	n/a	n/a
Norm Yurik *Director*	Stock Options	nil	n/a	n/a	n/a	n/a	n/a
Alan LeBis *Director*	Stock Options	nil	n/a	n/a	n/a	n/a	n/a

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table summarizes all awards outstanding as at December 31, 2019 for the Company's NEOs, including awards granted prior to the most recently completed financial year.

	Option-based awards				Share-based awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of Common Shares or units of Common Shares that have not vested (#)**	**Market or payout value of Share-based awards that have not vested ($)**	**Market or payout value of vested Share-based awards that have not been paid out or distributed ($)**
Duncan Blount Chief Executive Officer	75,000 75,000 75,000	$10.00 $15.00 $20.00	April 6, 2022 April 6, 2022 April 6, 2022	– – –	– – –	– – –	– –
Paula Kember Chief Financial Officer	-	-	-	-	-	-	-

As at December 31, 2019, a total of 225,000 stock options were outstanding and 1,982,977 stock options were available for issuance under the Stock Option Plan.

Option grants to executive officers are made as long term incentive compensation taking into account the performance of the Company and management, industry trends and the value of such option awards as calculated using Black-Scholes valuation methods. Vesting is tailored to incentivizing the grantee to remain in the Company's employment and to achieving individual and corporate goals. Typically, initial awards are made at the commencement of employment with subsequent awards being made as appropriate, taking into consideration the number of options previously granted.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information concerning the value of the option and share-based awards vested during the financial year ended December 31, 2019 for each Named Executive Officer.

Name	Option-based awards – value vested during the year ($)	Share-based awards – value vested during the year ($)	Non-equity incentive plan compensation – value earned during the year ($) (1)
Duncan Blount Chief Executive Officer	-	-	-
Paula Kember Chief Financial Officer	-	-	-

Termination, Change of Control Benefits and Employment Contracts

On September 21, 2018, the Company terminated its employment contract with Chief Executive Officer, Duncan Blount.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the number of Common Shares to be issued upon the exercise of outstanding options and the weighted-average exercise price of the outstanding options in connection with the Stock Option Plan as at December 31, 2019:

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options #	Weighted-average exercise price of outstanding options $	Number of Common Shares remaining available for future issuance under equity compensation plans[1] #
Equity compensation plans approved by security holders	225,000	$15.00	1,982,977
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	225,000	$15.00	1,982,977

1. Based on the total number of Common Shares authorized for issuance under the Company's Stock Option Plan, less the number of stock options outstanding, as at December 31, 2019.

Under the Stock Option Plan, the Board may grant options to employees, officers and directors of the Company and its subsidiaries. The Stock Option Plan allows the Board to grant a maximum number of options equal to 10% of the Company's issued and outstanding Common Shares at any given time.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES AND BOARD OF DIRECTORS INFORMATION

Board of Directors

The Board is currently comprised of four Directors: Christopher Castle (Chairman), Duncan Blount, Norm Yurik and Alan LeBis, of whom Messrs. Castle, Yurik and LeBis are considered to be independent for the purposes of applicable legislation. Mr. Blount is not considered independent as he is Chief Executive Officer of the Company. Following the Meeting, Messr. Yurik will no longer be a member of the Board, as he is not standing for re-election.

The Chairman presides over all Board meetings, interfaces with the CEO and the Directors and represents the Company in tandem with the CEO in dealing with shareholders, the investing public generally and government agencies.

Directorships

Certain of the Company's directors are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuer(s)	Exchange
Christopher Castle	SMW Group Aorere Resources Limited Chatham Rock Phosphate Limited	New Zealand New Zealand – unlisted exchange TSX Venture
Duncan Blount	Ponce de Leon Mining LLC	n/a
Norm Yurik	RBI Ventures Ltd	TSX Venture

Board Mandate

The duties and responsibilities of the Directors are to oversee the conduct of the Company's business and to direct and supervise management in the day-to-day conduct of the business. The Directors discharge the following responsibilities as part of their overall stewardship responsibility: adoption of a strategic planning process; identification of the principal risks of the Company's business and the employment of appropriate systems to manage the risks; succession planning, including appointing, training and monitoring senior management; oversee the Company's public communications policies and their implementation, including disclosure of material information, investor relations and shareholder communications; and monitoring and assessing the scope, implementation and integrity of the Company's internal information, audit and control systems.

Orientation and Continuing Education

While the Company does not have a formal orientation and continuing education program, it ensures that Board members are properly trained and oriented, as part of the Board's overall stewardship responsibility.

Ethical Business Conduct

The Directors encourage and promote a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

Nomination of Directors

While there is no formal procedure for the nomination of Directors of the Company, the Board considers potential future members as part of its succession planning.

Audit Committee

The audit committee ("**Audit Committee**") operates under a written charter that sets out its responsibilities and composition requirements. The text of the Audit Committee charter is attached to this Circular as Schedule "A".

Composition

The members of the Audit Committee are Christopher Castle (Chairman) Duncan Blount, and Norm Yurik each of whom is considered to be financially literate for the purposes of applicable legislation. Mr. Castle and Mr. Yurik are independent director of the Board. Following the Meeting, Mr. Yurik will no longer be a member of the audit committee, as he is not standing for re-election as a Director.

Relevant Education and Experience

Christopher Castle

Mr. Castle is currently the Chief Executive Officer of Aorere Resources, a New Zealand NZX unlisted board company, and also of Chatham Rock Phosphate, a Canadian company listed on the TSX Venture Exchange (the "**TSXV**"), the Frankfort Bourse, and in New Zealand. He is also an independent director of SMW Group, an NZX senior board listed company, which operates as an engineering services provider in the infrastructure and defence section in Queensland, Australia. Mr. Castle is a chartered accountant by profession but has focused on creating and managing resources companies since 1982.

Duncan Blount

Mr. Blount is currently the Chief Executive Officer of the Company. He is an executive with over 10 years of experience focused on the natural resources sector – including base, precious, bulk, and specialty metals/mining. Previously he was Head of Emerging & Frontier Market Commodities at RWC Partners, where he was responsible for developing their commodity and natural resources portfolio strategy. Throughout his career, he has been involved in public and private investments in mature producers, as well as exploration-level juniors. Mr. Blount holds a Bachelor of Arts in Language and World Trade from Samford University and a Masters of Business Administration from the Thunderbird School of Global Management.

Norm Yurik

Mr. Norm Yurik is a CPA and former tax partner at Deloitte LLP. He led the Merger and Acquisition Group of Deloitte in British Columbia, responsible for tax planning and structure and client services. Mr. Yurik is a director of RBI Ventures Ltd. Following the Meeting, Mr. Yurik will no longer be a member of the audit committee, as he is not standing for re-election as a Director.

Audit Committee Oversight

At no time since the commencement 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 Board.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the instrument, the engagement of non-audit services is considered by the Board and, where applicable, by the Audit Committee, on a case-by-case basis.

External Auditors' Fees

KPMG LLP ("**KPMG**") was the Company's auditor from January 2005 through September 29, 2020, at which point MNP LLP were appointed as auditors for the Company. Fees payable to KPMG for the year ended December 31, 2019 and the year ended December 31, 2018 were:

Fiscal Year End	Audit Fees(1)	Audit-Related Fees(2)	Tax Fees(3)	All Other Fees(4)
December 31, 2019	30,975	-	8,300	-
December 31, 2018	33,000	-	19,733	-

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Gender Diversity

The Board has long believed that diversity of backgrounds, experience, education, race and gender is important for good decision-making and effective oversight. Although the Company has not adopted a specific policy (or target number) related to the identification and nomination of women directors or executive officers, its employees, executive officers and directors have been and will continue to be recruited and promoted or selected based on their abilities and contributions. The Board does not include any female members currently; however, the Company will consider women director candidates who possess the requisite skills and experience for future nomination. Our senior management team includes one female senior officer.

LIABILITY INSURANCE

The Company has purchased, at its expense, directors' and officers' liability insurance in the aggregate amount of $5,000,000 for the protection of its Directors and officers against liability incurred by them in their capacities as Directors and officers of the Company and its subsidiaries. During fiscal 2019, the Company paid a premium of $45,500 (excluding tax) for this insurance coverage.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than with respect to the resolution relating to the continuance of the Stock Option Plan, no person who was a director or executive officer of the Company at any time since the beginning of the Company's last completed financial year, no Nominee (as defined below) and no associate or affiliate of any the foregoing has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

To the knowledge of the Directors and senior officers of the Company, no Director or senior officers of the Company, no director or executive officer of the Company, nor any Nominee, nor any of their associates, is currently indebted to the Company or any of its subsidiaries, and no indebtedness of such persons to another entity is currently the subject of a guarantee, support agreement, letter of credit or other similar agreement provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors and senior officers of the Company, no informed person of the Company, Nominee, or any of their associates or affiliates, has had a material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction with has materially affected or would materially affect the Company or any of its subsidiaries.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting relating to the receipt of financial statements and the Auditors' Report thereon, the election of Directors, the appointment of auditors, the continuance of the Stock Option Plan, the adoption of new Articles, and the change of name of the Company.

(a) Receiving Financial Statements

A copy of the Company's audited consolidated financial statements for the year ended December 31, 2019 and the report of the auditors on the consolidated financial statements will be submitted at the Meeting.

(b) Election of Directors

The term of office of the current Directors of the Company will expire at the Meeting or when their successors are duly elected or appointed. It is proposed to nominate the four persons listed below (the "**Nominees**") for election as Directors of the Company to hold office until the next annual meeting of shareholders or until their successor is elected or appointed pursuant to the applicable provisions of the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia). Each Nominee is currently a Director of the Company.

The person(s) named in the enclosed Proxy intends to cast the votes to which the Common Shares represented by such Proxy are entitled, for the election of the Nominees whose names are set forth below, unless the shareholder who has given such Proxy has directed the Common Shares be withheld from voting on the election of Directors. Management of the Company does not contemplate that any of the Nominees will be unable to serve as a Director, but if that should occur for any reason at or prior to the Meeting, the person(s) named in the enclosed Proxy reserves the right to vote for another Nominee in their discretion.

The following table includes information furnished by the four Nominees concerning their principal occupations, employment, the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each Nominee:

Name and Municipality of Residence	Positions Held with the Company	Director Since	Principal Occupation	Common Shares Beneficially Owned and/or Controlled(1)
Christopher Castle(2) (3) Nelson, New Zealand	Director	March 15, 2000	Chief Executive Officer of Aorere Resources	315,894
Duncan Blount(2) Miami, Florida, United States	Director, CEO	April 20, 2018	Chief Executive Officer Decklar Resources Inc.	74,796
Denis Poelzer	N/A	N/A	Retired investment advisor at BMO Nesbitt Burns	120,000
Alan LeBis Calgary, Alberta, Canada	Director	September 17, 2019	President of APLeBis Exploration Consultants Ltd.	nil

Notes:
(1) The information as to Common Shares beneficially owned by each Nominee, not being within the knowledge of the Company, as per SEDI as of February 20, 2021.
(2) Member of the Audit Committee.
(3) Mr. Castle served as a Director prior to its continuance as a British Columbia corporation effective December 31, 2004. Mr. Castle served as interim Chief Executive Officer of the Company from March 5, 2012 to May 2, 2012.

Nominee Biographies

Christopher Castle

Mr. Castle is currently the Chief Executive Officer of Aorere Resources, a New Zealand NZX unlisted board company, and also of Chatham Rock Phosphate, a Canadian company listed on the TSX Venture Exchange (the "**TSXV**"), the Frankfort Bourse, and in New Zealand. He is also an independent director of SMW Group, an NZX senior board listed company, which operates as an engineering services provider in the infrastructure and defence section in Queensland, Australia. Mr. Castle is a chartered accountant by profession but has focused on creating and managing resources companies since 1982.

Duncan Blount

Mr. Blount is currently the Chief Executive Officer of the Company. He is an executive with over 11 years of experience focused on the natural resources sector – including base, precious, bulk, and specialty metals/mining. Previously he was Head of Emerging & Frontier Market Commodities at RWC Partners, where he was responsible for developing their commodity and natural resources portfolio strategy. Throughout his career, he has been involved in public and private investments in mature producers, as well as exploration-level juniors. Mr. Blount holds a Bachelor of Arts in Language and World Trade from Samford University and a Masters of Business Administration from the Thunderbird School of Global Management.

Alan LeBis

Mr. LeBis was a geophysicist and exploration manager with British Petroleum for nearly two decades and has been an independent technical consultant to oil & gas companies throughout the world. He has worked both domestically and internationally, with experience in India for Canoro Resources Limited, Gabon for Ocelot Energy Inc, Nigeria for Yinka Folawiyo Petroleum Co Ltd., West Africa for Abacan Resources Corp. and Equator Exploration Ltd. and in Western Canada for Apache Corporation. He has been a director of AC Energy Inc, Destiny Resources and Eagle Energy, all active in the oil and gas industry.

Denis Poelzer

Denis Poelzr retired as an investment adviser from BMO Nesbitt Burns in 2014, where he had a successful career in the investment industry focusing on portfolio management, and insurance/financial investment products. His involvement in investing in both the Canadian and International oil and gas industry has provided Mr. Poelzer a solid understanding of this industry in Canada and overseas. Since 2014 Mr. Peolzer has consulted for Canadian and International companies in a wide range of deliverables including policy/procedure, compliance, capital structure, finance, and corporate structure, and in diverse industries including mining, investment, clean energy, and oil and gas. Denis was the President of a private early stage bio-energy company in the renewable natural gas industry during 2017 – 2018. Mr. Poelzer has a Bachelor of Commerce from the University of British Columbia.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company's knowledge, information and belief, none of the Nominees is at the date of this Circular, or has been, within 10 years prior to the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that was subject to an order that was issued:

(a) while the Nominee was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) after the Nominee 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.

To the best of the Company's knowledge, information and belief, no Nominee:

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

(b) has, within 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 the Nominee.

To the best of the Company's knowledge, information and belief, no Nominee has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Unless authority is withheld, the Common Shares represented by the accompanying Proxy will be voted FOR the election of each of the directors specified above.

(c) Appointment of Auditors

The Board, upon the recommendation of the Audit Committee, recommends the appointment of MNP LLP, Chartered Accountants, as auditors of the Company until the next annual meeting and to authorize the Board to fix their remuneration. MNP LLP was retained as auditor of the Company on September 29, 2020.

Unless authority is withheld, the Common Shares represented by the accompanying Proxy will be voted FOR the appointment of MNP LLP as the auditors of the Company until the next annual meeting and for authorizing the Board to fix their remuneration.

(d) Approval of the Stock Option Plan

At the Meeting, shareholders will be asked to approve the continuance of the Company's Stock Option Plan, which has been in place since July 3, 2007. Amendments to the Stock Option Plan were made in 2016 to comply with changes to *Policy 4.4 – Incentive Stock Option Plans* of the TSXV's Corporate Finance Manual.

The purpose of the Stock Option Plan is to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through options, to acquire a proprietary interest in the Company and benefit from its growth.

The maximum number of Common Shares reserved for issuance, including options currently outstanding, is equal to 10% of the Common Shares outstanding from time to time. The 10% maximum is an "evergreen" provision, such that, following the exercise, termination, cancellation or expiration of any options under the Stock Option Plan, a number of Common Shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future option grants.

The number of Common Shares which may be the subject of options granted in any year to any one person cannot exceed 5% of the number of issued and outstanding Common Shares at the time of the grant and the number of Common Shares for issuance on a yearly basis to any one consultant cannot exceed 2% of the outstanding number of Common Shares at such time. Options may be granted to any employee, officer, director or consultant of the Company or an affiliate of the Company exercisable at a price, which is not less than the market price of the Common Shares on the date of grant. Options are granted for a term not to exceed ten years from the date of their grant.

All options will terminate on the earliest to occur of (a) the expiry of their term; (b) the date of termination of an optionee's employment, office or position as director, if terminated for just cause; (c) 30 days (or 90 days with the consent of the Board) or such other period of time as permitted by the TSXV following the date of termination of an optionee's employment or office (other than consultants engaged in investor relations activities), if terminated for any reason other than the optionee's disability, death or termination for just cause; (d) 90 days (or such other period of time as permitted by the TSXV) following the date of termination of an optionee's position as a director or officer, if terminated for any reason other than the optionee's disability or death; (e) 30 days following the date of termination of an optionee's position as a consultant engaged in investor relations activities, if terminated for any reason other than the optionee's disability, death or just cause; and (f) the date of any sale, transfer, assignment or hypothecation or any attempted sale, transfer, assignment or hypothecation in violation of the provisions of the Stock Option Plan.

Options may be exercised for a period of 12 months following the date of termination of an optionee if such termination is by reason of disability or death. Options are non-assignable and non-transferable although they are assignable to and may be exercisable by an optionee's legal heirs, personal representatives or guardians in certain cases.

The Stock Option Plan is administered by the Board. Options are subject to such vesting schedule as the Board may determine. The Board has the right to accelerate the date of exercise of any tranche of any option or to cause option holders to exercise their options in the event of a change of control of the Company.

If a material alteration in the capital structure of the Company occurs as a result of a recapitalization, stock split, reverse stock split, stock dividend, or otherwise, the Board shall make adjustments to the Stock Option Plan and to the options then outstanding under it as the Board determines to be appropriate and equitable in the circumstances.

The Board may terminate, suspend or amend the terms of the Stock Option Plan, subject to the approval of any stock exchange on which the Common Shares are listed, provided that the Board may not, without the approval of the holders of a majority of the outstanding voting securities of the Company (which may be on a disinterested basis in accordance with the rules and policies of the TSXV) (i) increase the number of Common Shares which may be issued under the Stock Option Plan; (ii) materially modify the requirements as to eligibility for participation in the Stock Option Plan; or (iii) materially increase the benefits accruing to participants under the Stock Option Plan. However, the Board may amend the terms of the Stock Option Plan to comply with the requirements of any applicable regulatory authority without obtaining the approval of its shareholders.

The Stock Option Plan provides that in the event of any merger, acquisition, amalgamation, arrangement or other scheme of reorganization that results or could potentially result in a change of control, the Board may: (i) determine the manner in which all unexercised option rights granted under the Stock Option Plan will be treated; (ii) offer any participant the opportunity to obtain a new or replacement option over any securities into which the Common Shares are changed or are convertible or exchangeable, on a basis proportionate to the number of Common Shares under option and the exercise price (and otherwise substantially upon the terms of the option being replaced, or upon terms no less favourable to the participant); or (iii) exchange for or into any other security or any other property or cash, any option that has not been exercised, upon giving to the participant to whom the option has been granted at least 30 days written notice of its intention to exchange the option, and during such notice period, the option, to the extent it has not been exercised, can be exercised by the participant without regard to any vesting conditions attached thereto, and on the expiry of such notice period, the unexercised portion of the option will lapse and be cancelled. In addition, in the event of a change of control of the Company, all outstanding options shall become immediately vested.

The Stock Option Plan provides that if the expiry date of an option occurs during a blackout period, it shall be extended to the date which is 10 business days following the end of such blackout period.

Management is of the opinion that the terms of the Stock Option Plan are beneficial to the Company by providing the Company with the ability to grant options and permit the Company to continue to attract and retain qualified senior management, directors and other service providers.

The text of the ordinary resolution to be proposed at the Meeting approving the continuance of the Stock Option Plan will be substantially as follows:

BE IT RESOLVED THAT:

1. the Stock Option Plan as described in the Circular of the Company dated February 20, 2021 be continued and approved as the stock option plan of the Company;

Unless authority is withheld, the Common Shares represented by the accompanying Proxy will be voted FOR the approval of the continuation of the Stock Option Plan.

OTHER BUSINESS

Management of the Company knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matters, which are not known to management, should properly come before the Meeting, it is the intention of the persons designated in the Proxy accompanying this Circular to vote upon such matters in accordance with their best judgement.

ADDITIONAL INFORMATION

Further financial information is provided by the Company's audited financial statements for the fiscal year ended December 31, 2019 and management's discussion and analysis of results thereon and its unaudited financial statements and related management discussion and analysis for the three months ended March 31, 2020, the six months ended June 30, 2020 and the nine months ended September 30, 2020. Additional information relating to the Company is available free of charge on SEDAR at www.sedar.com.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent for the Company's Common Shares is Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

APPROVAL OF DIRECTORS

The contents of this Circular and the sending, communication or delivery thereof to the shareholders of the Company entitled to receive the Notice of the Meeting, to each Director of the Company, to the auditors of the Company and to the appropriate governmental agencies have been approved and authorized by the Directors of the Company.

DATED February 20, 2021

ON BEHALF OF THE BOARD OF DIRECTORS

"Paula Kember" (signed)
Corporate Secretary

SCHEDULE “A”
AUDIT COMMITTEE CHARTER
DECKLAR RESOURCES INC.
(the “Company”)

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Section 1 Role and Purpose

The Audit Committee is a committee of the Board of Directors. The function of the Audit Committee is to assist the Board of Directors in fulfilling their responsibilities to the shareholders, securities regulatory authorities and stock exchanges, the investment community and others by:

(a) reviewing and approving the annual and interim (quarterly) financial statements, related management discussion and analysis (“**MD&A**”) and, potentially, other financial information disclosed by the Company to any governmental body or the public;

(b) overseeing the review of interim (quarterly) financial statements and/or MD&A by the Company’s external auditor;

(c) recommending the appointment and compensation of the Company’s external auditor;

(d) directly overseeing the work of the external auditor on the audit of annual financial statements; and

(e) monitoring the Company’s financial reporting process and internal controls, the Company’s processes to manage financial risk and compliance with legal and regulatory requirements.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in Section 4 of this Charter. However, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”), to conduct investigations, or to assure compliance with laws and regulations or the Company’s internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor.

Section 2 Composition of Audit Committee

(a) The Audit Committee shall have a minimum of two members;

(b) Every Audit Committee member must be a director of the Company. The Audit Committee shall be comprised of such directors as are determined by the Board of Directors, each of whom shall be qualified to act as members of the audit committee pursuant to MI 52-110 of the Canadian Securities Administrators (or exempt therefrom);

(c) All members of the Audit Committee must have (or should gain within a reasonable period of time after appointment) a working familiarity with basic finance and accounting practices, and at least one member of the Audit Committee must have accounting or related financial management expertise. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant;

(d) The members of the Audit Committee shall be elected by the Board of Directors on an annual basis or until their successors shall be duly appointed. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership; and

(e) Any member of the Audit Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Audit Committee on ceasing to be a Director. The Board of Directors may fill vacancies on the Audit Committee by election from among the Board of Directors. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains.

Section 3 Meeting Procedures

(a) **Time**

The Audit Committee shall meet at least four (4) times annually, or more frequently as circumstances require. The Audit Committee should meet within sixty (60) days following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A, and shall meet within one hundred and twenty (120) days following the end of the financial year end to review and discuss the audited financial results for the preceding quarter and year and the related MD&A, or in both cases, by such earlier times as may be required in order to comply with applicable law or any stock exchange regulation.

The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Audit Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Company with senior employees, officers and the external auditor of the Company, and others as they consider appropriate.

In order to foster open communication, the Audit Committee or its Chair should meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with management quarterly in connection with the Company's interim financial statements.

(b) **Quorum**

Quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.

(c) **Notice**

Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Audit Committee shall determine upon reasonable notice to each of its members which shall be not less than twenty-four (24) hours. The notice period may be waived by all members of the Audit Committee. Each of the Chairman of the Board of Directors, the external auditor, the Chief Executive Officer or the Chief Financial Officer shall be entitled to request that any member of the Audit Committee call a meeting.

(d) **Agenda**

Determine any desired agenda items for any meeting of the Audit Committee.

Section 4 Responsibilities

In fulfilling its role and purpose, the Audit Committee shall:

(a) **General**

Review and recommend to the Board of Directors changes to this Charter, as considered appropriate from time to time.

Summarize in the Company's annual report or, if applicable, annual information form the Audit Committee's composition and activities.

Provide the disclosure regarding the Audit Committee required by MI 52-110.

Submit the minutes of all meetings of the Audit Committee to the Board of Directors.

Perform any other activities that the Audit Committee deems necessary or appropriate.

(b) **Financial Information**

Review and approve the Company's annual and interim financial statements, including any certification, report, opinion or review rendered by the external auditor, and review related MD&A.

Review and approve the Company's press releases with financial information.

Review and approve other financial information provided to any governmental body or the public as they see fit.

Ensure 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 and periodically assess the adequacy of those procedures.

(c) **External Auditor – Hiring and Compensation**

Recommend to the Board of Directors the selection of the external auditor, considering independence and effectiveness.

Review the fees and other compensation to be paid to the external auditor.

Pre-approve all non-audit services to be provided to the Company by the external auditor.

Review and approve requests for any material management consulting or other engagement to be performed by the external auditor and be advised of any other material study undertaken by the external auditor at the request of management that is beyond the scope of the audit engagement letter and related fees.

(d) **External Auditor – Procedures**

Oversee 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.

Arrange for the external auditor to report directly to the Audit Committee.

Monitor the relationship between management and the external auditor including reviewing any management letters or other reports of the external auditor and discussing any material differences of opinion between management and the external auditor.

Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Company to determine their independence.

Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant.

Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.

Arrange for the external auditor to be available to the Audit Committee and the full Board of Directors as needed.

(e) **Financial Reporting Processes**

Communicate directly with the external auditor.

Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor as they see fit.

Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.

Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.

Consider proposed major changes to the Company's accounting principles and practices.

(f) **Reporting Process**

If considered appropriate, establish separate systems of reporting to the Audit Committee by each of management and the external auditor.

Review the scope and plans of the external auditor's audit and reviews. The Audit Committee may authorize the external auditor to perform supplemental reviews or audits as the Audit Committee may deem desirable.

Periodically consider the need for an internal audit function, if not present.

Following completion of the annual audit and quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.

Review any significant disagreements among management and the external auditor in connection with the preparation of the financial statements.

Where there are significant unsettled issues that do not affect the audited financial statements, the Audit Committee shall seek to ensure that there is an agreed course of action leading to the resolution of such matters.

Review with the external auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Audit Committee.

Review activities, organizational structure and qualifications of the Chief Financial Officer and the staff in the financial reporting area and see to it that matters related to succession planning are raised for consideration by the Board of Directors.

Review management's monitoring of the system in place to ensure that the financial statements, related MD&A and other financial information disseminated to governmental organizations and the public satisfy legal requirements.

(g) **Hiring Policies**

The Audit Committee must review and approve the Company's hiring of partners, employees and former partners and employees of the present or any former external auditor of the Company.

(h) **Risk Management**

Review management's program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance.

(i) **Authority of the Audit Committee**

If considered appropriate, conduct or authorize investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee is empowered to retain independent counsel, accountants and other professionals to assist it in the conduct of any such investigation.

(j) **General**

Notwithstanding the foregoing and subject to applicable law, the Audit Committee shall not be responsible to prepare financial statements, to plan or conduct internal or external audits, or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP, as these are the responsibility of management and in certain cases the external auditor. Nothing contained in this Charter is intended to require the Audit Committee to ensure the Company's compliance with applicable laws or regulations.

The Audit Committee is a committee of the Board of Directors and is not and shall not be deemed to be an agent of the Company's shareholders for any purpose whatsoever. The Board of Directors may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Company or other liability whatsoever.

Section 5 Audit Committee Complaint Procedures

(a) **Submitting a Complaint**

Anyone may submit a complaint regarding conduct by the Company or its employees or agents (including its independent auditors) reasonably believed to involve questionable accounting, internal accounting controls or auditing matters. The Chairperson of the Audit Committee will oversee treatment of such complaints.

(b) **Procedure**

The Chairperson of the Audit Committee will be responsible for the receipt and administration of employee complaints.

In order to preserve anonymity when submitting a complaint regarding questionable accounting or auditing matters, the employee may submit a complaint to a confidential mail box.

(c) **Investigation**

The Chairperson of the Audit Committee shall review and investigate the complaint. Corrective action will be taken when and as warranted.

(d) **Confidentiality**

The identity of the complainant and the details of the investigation will be kept confidential throughout the investigatory process.

(e) **Records and Report**

The Chairperson of the Audit Committee will maintain a log of complaints, tracking their receipt, investigation, findings and resolution and shall prepare a summary report for the Audit Committee.

APPOINTMENT OF MNP LLP

Decklar Resources Inc.

120 Adelaide St. W, Suite 2500
Toronto, Ontario, M5H 1T1

NOTICE OF CHANGE OF AUDITOR

To: **British Columbia Securities Commission**
Alberta Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

And To: **KPMG LLP, Chartered Accountants, MNP LLP, Chartered Accountants**

Re: **Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102")**

Notice is hereby given pursuant to section 4.11 of NI 51-102 of a change of auditor of Decklar Resources Inc. (the "Company").

1. KPMG LLP, Chartered Accountants (the "Former Auditor"), resigned on its own initiative as auditor of the Company on September 29, 2020.

2. The Audit Committee of the Company has considered the Former Auditor's resignation and has recommended that MNP LLP, Chartered Accountants (the "Successor Auditor"), be appointed to fill in the vacancy in the office of auditor created by the resignation of the Former Auditor until the next annual meeting of shareholders of the Company.

3. The Board of Directors of the Company has considered the Former Auditor's resignation and the recommendation of the Audit Committee and has appointed the Successor Auditor as auditor of the Company to hold office until the next annual meeting of shareholders of the Company.

4. There were no modifications of opinion by the Former Auditor in the Auditors' Reports of the two most recently completed fiscal years ended December 31, 2019 and 2018.

5. In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events, as such term is defined in subparagraph 4.11(1) of NI 51-102.

Dated this 8th day of December, 2020.

DECKLAR RESOURCES INC.

"Paula Kember"

Paula Kember, CFO

December 14, 2020

TO: British Columbia Securities Commission
Alberta Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sir/Madam:

Re: Decklar Resources Inc. (the "Company")

We have read the Notice of Change of Auditor of Decklar Resources Inc. dated December 8, 2020 (the "Notice"), which we understand will be filed pursuant to section 4.11 of National Instrument 51-102.

Based on the information available to us, we agree with the statements set out in the Notice as it relates to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to KPMG LLP.

Yours truly,

MNP LLP

MNP LLP

Chartered Professional Accountants

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

To:
British Columbia Securities Commission
Alberta Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Ontario Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan

December 10, 2020

Dear Sir/Madam

Re: Notice of Change of Auditors of Decklar Resources Inc.

We have read the Notice of Change of Auditor of Decklar Resources Inc. dated December 8, 2020 and we agree with the statements contained in such Notice, except that we have no basis to agree or disagree with item 3 that states that the resignation of KPMG LLP and appointment of MNP LLP were considered by the Audit Committee and the Board of Directors of the Company.

Yours very truly,

KPMG LLP (signed)

Chartered Professional Accountants