



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

March 19, 2021

GRATOMIC INC.
22 Adelaide Street West, Suite 3600
Toronto Ontario M5H 4E3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of Shareholders of Gratomic Inc. (the “**Corporation**”) will be held at **the offices of Gardiner Roberts LLP, Bay-Adelaide Centre- East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario, M5H 4E3, at the hour of 2:00 p.m. (Toronto Time), on Friday, the 30th day of April, 2021**, for the following purposes:

- (1) to elect the Directors as nominated by Management;
- (2) to appoint D&H Group LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
- (3) ratification of the 2015 Stock Option Plan;
- (4) adoption of the 2021 Stock Option Plan; and
- (5) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the audited financial statements of the Corporation for the years ended December 31, 2020 and 2019, December 31, 2019 and 2018 and December 31, 2018 and 2017 (the “**Annual Financial Statements**”) and the Corporation’s management discussion and analysis for the years ended December 31, 2020, December 31, 2019 and December 31, 2018 (the “**Annual MD&A**”) accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

COVID-19 SAFETY PROTOCOLS

The Corporation will be following stringent safety protocols for the Meeting as a result of the coronavirus pandemic (“**COVID-19**”). Registered shareholders and properly appointed proxy holders who wish to attend the Meeting in person will be required to present their identification and a copy of their completed proxy or other proof of their status as a shareholder or valid proxy holder, complete the Company’s sign-in and COVID screening, not enter with any food or drink, wear masks covering their nose and chin at all times while inside the building, and maintain appropriate physical distancing at all times. The capacity of the Corporation’s offices is limited and those choosing to attend in person will be accommodated on a “first-come first-served” basis. No one other than registered shareholders and properly appointed proxy holders will be allowed to attend the Meeting in person to ensure adequate space is available for those registered shareholders and properly appointed proxy holders who wish to attend the Meeting. **All shareholders are strongly urged to send in their proxies in advance of the Meeting as set out in the Circular below and as set out in the proxy or voting instruction form mailed to registered shareholders and Non-Objecting Beneficial Owners (“NOBO”) to ensure that their votes are counted at the Meeting.** The lockdown resulting from the outbreak of COVID-19 has created unprecedented disruptions in the global economy and required the Corporation to take all necessary precautions to ensure the health and safety of its officers, directors, employees and shareholders. Given the fact that the spread of COVID-19 in certain areas of the country has increased recently and new restrictions have been imposed resulting from the anticipated increase in COVID-19 cases, the Corporation needs to continue to take appropriate precautions while proceeding with the Meeting. In order to provide some accommodation to those shareholders unable or unwilling to attend in person, the Corporation has set up a conference call number for shareholders and guests to phone in and listen to the Meeting

(the “**Conference Call**”), the particulars of which are set out below. The Scrutineer representing the Corporation’s transfer agent, TSX Trust Company, will be scrutineering the Meeting remotely and will be attending the Meeting via the Conference Call. Following the completion of the formal part of the Meeting, the President and CEO of the Corporation, Arno Brand, will make a presentation to the Meeting. Those shareholders and guests participating in the Conference Call will be able to ask questions of Mr. Brand. **Participation in the Conference Call will not constitute attendance at the Meeting and voting will not be permitted by telephone.** The Meeting has not been set up as a “virtual meeting”. The Corporation is providing the Conference Call as a means for those participating in the Conference Call to ask questions of and receive responses from Steve Smith relating to the business of the Corporation.

Shareholders and guests may participate in the Conference Call by joining the Meeting from a PC, Mac, iPad, iPhone or Android device by clicking or entering the following URL into your web browser:

Please click the link below to join the webinar:

<https://zoom.us/j/92035431756?pwd=TWJqRUFYMDlNIBUN2JqVnI4bmJpUT09>

Passcode: 443088

Or iPhone one-tap :

Canada: +12042727920,,92035431756#,,,,*443088# or +14388097799,,92035431756#,,,,*443088#

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

Canada: +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071

US: +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 646 558 8656 or +1 669 900 9128

Webinar ID: 920 3543 1756

Passcode: 443088

International numbers available: <https://zoom.us/u/afon7XjtJ>

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the 2021 Annual General and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and related Annual MD&A and other meeting materials (collectively the “Meeting Materials”), shareholders receive a notification (the “Notice-and-Access Notification”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com or on the Corporation's website at www.gratomic.ca.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website.

In order to receive a paper copy of the Meeting Materials, registered holders can call TSX Trust Company toll free at 1-866-393-4891 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-561-4095 or by email at info@gratomic.ca. Non-registered holders can call Broadridge Investor Communications Solutions, Canada toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-561-4095 or by email at info@gratomic.ca.

Requests should be received by 2:00 p.m. on Tuesday, April 20, 2021 in order to receive the Meeting Materials in advance of the Meeting.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Corporation (the "**Board**") has, by resolution, fixed the close of business on March 19, 2021 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board has, by resolution, fixed the hour of 11:00 a.m. (Toronto time) on Wednesday, April 28, 2021, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, TSX Trust Company, 100 Adelaide Street West, Suite 401, Toronto, Ontario, M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED the 19th day of March, 2021.

**BY ORDER OF THE
BOARD OF DIRECTORS**

"Arno Brand"

ARNO BRAND
President & CEO

GRATOMIC INC.
22 Adelaide Street West, Suite 3600
Toronto Ontario M5H 4E3

**INFORMATION CIRCULAR
MANAGEMENT SOLICITATION**

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by and on behalf of the management (the “Management”) of Gratomic Inc. (the “Corporation”) for use at the Annual General and Special Meeting of Shareholders (the “Meeting”) of the Corporation to be held at the offices of Gardiner Roberts LLP, Bay-Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario, M5H 4E3, at the hour of 2:00 p.m. (Toronto time), on Friday, the 30th day of April, 2021, for the purposes set out in the accompanying Notice of Meeting. The cost of solicitation will be borne by the Corporation.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally by the Directors and/or officers of the Corporation at nominal cost. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares (“Common Shares”) held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

COVID-19 SAFETY PROTOCOLS

The Corporation will be following stringent safety protocols for the Meeting as a result of the coronavirus pandemic (“COVID-19”). Registered shareholders and properly appointed proxy holders who wish to attend the Meeting in person will be required to present their identification and a copy of their completed proxy or other proof of their status as a shareholder or valid proxy holder, complete the Company’s sign-in and COVID screening, not enter with any food or drink, wear masks covering their nose and chin at all times while inside the building, and maintain appropriate physical distancing at all times. The capacity of the Corporation’s offices is limited and those choosing to attend in person will be accommodated on a “first-come first-served” basis. No one other than registered shareholders and properly appointed proxy holders will be allowed to attend the Meeting in person to ensure adequate space is available for those registered shareholders and properly appointed proxy holders who wish to attend the Meeting. **All shareholders are strongly urged to send in their proxies in advance of the Meeting as set out in the Circular below and as set out in the proxy or voting instruction form mailed to registered shareholders and Non-Objecting Beneficial Owners (“NOBO”) to ensure that their votes are counted at the Meeting.** The lockdown resulting from the outbreak of COVID-19 has created unprecedented disruptions in the global economy and required the Corporation to take all necessary precautions to ensure the health and safety of its officers, directors, employees and shareholders. Given the fact that the spread of COVID-19 in certain areas of the country has increased recently and new restrictions have been imposed resulting from the anticipated increase in COVID-19 cases, the Corporation needs to continue to take appropriate precautions while proceeding with the Meeting. In order to provide some accommodation to those shareholders unable or unwilling to attend in person, the Corporation has set up a conference call number for shareholders and guests to phone in and listen to the Meeting (the “Conference Call”), the particulars of which are set out below. The Scrutineer representing the Corporation’s transfer agent, TSX Trust Company, will be scrutineering the Meeting remotely and will be attending the Meeting via the Conference Call. Following the completion of the formal part of the Meeting, the President and CEO of the Corporation, Arno Brand, will make a presentation to the Meeting. Those shareholders and guests participating in the Conference Call will be able to ask questions of Mr. Brand. **Participation in the Conference Call will not constitute attendance at the Meeting and voting will not be permitted by telephone.** The Meeting has not been set up as a “virtual meeting”. The Corporation is providing the Conference Call as a means for those participating in the Conference Call to ask questions of and receive responses from Steve Smith relating to the business of the Corporation.

Shareholders and guests may participate in the Conference Call by joining the Meeting from a PC, Mac, iPad, iPhone or Android device by clicking or entering the following URL into your web browser:

Please click the link below to join the webinar:

<https://zoom.us/j/92035431756?pwd=TWJqRUFYMDlNIBUN2JqVnl4bmJpUT09>

Passcode: 443088

Or iPhone one-tap :

Canada: +12042727920,,92035431756#,,,,*443088# or +14388097799,,92035431756#,,,,*443088#

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

Canada: +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071

US: +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 646 558 8656 or +1 669 900 9128

Webinar ID: 920 3543 1756

Passcode: 443088

International numbers available: <https://zoom.us/u/afon7XjtJ>

NOTICE-AND-ACCESS

The Corporation has elected to use the “notice-and-access” process under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 *Continuous Disclosure Obligations*, for distribution of this Circular and other meeting materials to registered Shareholders of the Corporation and non-registered Shareholders of the Corporation as set out in the “Advice to Non-Registered Shareholders” section below.

Notice-and-access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to Shareholders. The Corporation anticipates that utilizing the notice-and-access process will substantially reduce both postage and printing costs.

The Corporation has posted the Circular, the Corporation’s audited financial statements for the years ended December 31, 2020 and 2019, December 31, 2019 and 2018 and December 31, 2018 and 2017 (the “**Annual Financial Statements**”) and the Corporation’s management discussion and analysis for the years ended December 31, 2020, December 31, 2019 and December 31, 2018 (the “**Annual MD&A**”) on the website, www.gratomic.ca.

Although the Circular, Annual Financial Statements and the Annual MD&A (collectively, the “**Meeting Materials**”) will be posted electronically online, as noted above, the registered and non-registered Shareholders (subject to the provisions set out below under the heading “Advice to Non-Registered Shareholders”) (collectively the “**Notice-and-Access Shareholders**”) will receive a “notice package” (the “**Notice-and-Access Notification**”), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Notice-and-Access Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Notice-and-Access Shareholders are reminded to review the Circular before voting.

Notice-and-Access Shareholders will not receive a paper copy of the Meeting Materials unless they contact TSX Trust Company (“**TSX Trust**”) in which case TSX Trust will mail the requested materials within three business days of any request provided the request is made prior to the Meeting. Notice-and-Access Shareholders with questions about notice-and-access may contact TSX Trust toll free at 1-866-393-4891. **Requests for paper copies of the Meeting Materials must be received at least six (6) business days in advance of the proxy deposit date and time set out below, being 2:00 p.m. on, Tuesday, April 20, 2021, in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy or voting instruction form are officers or directors of the Corporation (the “**Management Designees**”). **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** by inserting such other person’s name in the blank space provided in the form of proxy or voting instruction form and depositing the completed proxy with the Transfer Agent of the Corporation, **TSX Trust Company, 100 Adelaide Street West, Suite 401, Toronto, Ontario, M5H 4H1**. A proxy can be executed by the Shareholder or his attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In addition to any other manner permitted by law, the proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the second last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting and upon either such occurrence, the proxy is revoked.

Please note that Shareholders who receive their Notice-and-Access Notification from Broadridge Investor Communication Solutions, Canada (“**Broadridge**”) or an Intermediary (as defined in the “Advice to Non-Registered Shareholders” section below) must return the proxy forms, once voted, to Broadridge or their Intermediary, as applicable, for the proxy to be dealt with.

DEPOSIT OF PROXY

By resolution of the Board of Directors of the Corporation (the “**Board**”) duly passed, **ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED BY 2:00 P.M. (TORONTO TIME) ON WEDNESDAY, APRIL 28, 2021, BEING NOT LESS THAN 48 HOURS, EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS, PRECEDING THE DATE OF THE MEETING, OR ANY ADJOURNMENT THEREOF, WITH THE TRANSFER AGENT OF THE CORPORATION, TSX TRUST COMPANY**, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

ADVICE TO NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares owned by a person 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 (Intermediaries include, 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 for Securities Limited (“**CDS**”)) of which the Intermediary is a participant (a “**Non-Registered Holder**”).

The Corporation has decided to use Notice-and-Access in accordance with the requirements of NI 54-101 to deliver the Meeting Materials to Shareholders by posting the Meeting Materials on its website www.gratomic.ca. The Meeting Materials will be available on the Corporation’s website on or before March 31, 2021, and will remain on the website for a full year thereafter. The Meeting Materials will also be available on the Corporation’s profile on SEDAR at www.sedar.com. The Corporation will only be mailing the Notice-and-Access Notification to Non-Registered Holders as set out below.

Non-Registered Holders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries via their transfer agent. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly to such NOBOs.

If you are a Non-Objecting Beneficial Owner and the Corporation or its agent has sent the Notice-and-Access Notification directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions as specified in the request for voting instructions.

The Corporation's decision to deliver proxy-related materials directly to its NOBOs will result in all NOBOs receiving a Voting Instruction Form ("VIF") from Broadridge. Please complete and return the VIF to Broadridge in the envelope provided or by facsimile. In addition, instructions in respect of the procedure for internet voting can be found in the VIF. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs received by Broadridge. For purposes of the Meeting, NOBOs who deliver VIFs in accordance with the instructions on the VIF will be otherwise treated the same as registered Shareholders.

Non-Registered Shareholders who are NOBOs may make their request for paper copies of the Meeting Materials **without charge** by calling Broadridge Investor Communication Solutions, Canada's toll free number at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416 561-4095 or by email at abrand@gratomic.ca.

Requests for paper copies of the Meeting Materials must be received at least six (6) business days in advance of the proxy deposit date and time set out above, being 11:00 a.m. (Toronto Time) on Tuesday, April 20, 2021, in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting.

OBOs may expect to receive their materials related to the Meeting from Broadridge or other Intermediaries. If a reporting issuer does not intend to pay for an Intermediary to deliver materials to OBOs, OBOs will not receive the materials unless their Intermediary assumes the cost of delivery. The Corporation does not intend to pay for Intermediaries to deliver the proxy-related materials to OBOs.

Intermediaries are required to forward the Notice-and-Access Notification to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies such as Broadridge to forward the Notice-and-Access Notification to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Notice-and-Access Notification will either:

- a) 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 otherwise properly complete the form of proxy and deliver it as specified; or
- b) 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. Typically the Non-Registered Holder will also be given a page of instructions 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 any case, the purpose of this procedure is to permit Non-Registered Holders including NOBOs to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives a form of proxy, VIF or Voting Instruction Form wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in such form of proxy and insert the Non-Registered Holder's name in the blank space provided. Non-Registered Holders should carefully follow the instructions on the VIF or the instructions received from their

Intermediary including those regarding when and where the form of proxy, VIF or Voting Instruction Form is to be delivered.

All references to Shareholders in this Circular, the accompanying Notice of Meeting and any proxy or voting instruction form sent to Shareholders with the Notice-and-Access Notification are to Shareholders of record unless specifically stated otherwise.

EXERCISE OF DISCRETION

The persons named in the form of proxy or voting instruction form for use at the Meeting will vote the Common Shares in respect of which they are appointed in accordance with the directions of the shareholders appointing them. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH COMMON SHARES SHALL BE VOTED “FOR”:**

- (a) election of the Directors as nominated by Management;
- (b) appointment of D&H Group LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
- (c) ratification of the 2015 Stock Option Plan;
- (d) adoption of the 2021 Stock Option Plan; and
- (e) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

ALL AS MORE PARTICULARLY DESCRIBED IN THIS CIRCULAR

The form of proxy or voting instruction form confer discretionary authority upon the persons named therein with respect to any amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. **HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT DESIGNEES SHOULD PROPERLY COME BEFORE THE MEETING, THE COMMON SHARES REPRESENTED BY THE PROXIES HEREBY SOLICITED WILL BE VOTED THEREON IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES.**

EFFECTIVE DATE

The effective date of this Circular is March 19, 2021.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Each Shareholder of record will be entitled to one (1) vote for each Common Share held at the Meeting.

Holders of record of the Common Shares of the Corporation on March 19, 2021 (the “**Record Date**”) will be entitled either to attend and vote at the Meeting in person Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation as described herein, to attend and vote thereat by proxy the shares held by them.

The authorized capital of the Corporation presently consists of an unlimited number of Common Shares, of which 134,599,686 Common Shares are issued and outstanding as fully paid and non-assessable as of the Record Date. The Common Shares of the Corporation are listed on the TSX-Venture Exchange (the “**TSX-V**”), as a Tier 2 company, under the symbol “GRAT”.

To the knowledge of the Directors and executive officers of the Corporation, there are no parties who beneficially own, directly or indirectly, or exercise control or direction over 10% or more of any class of securities of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the Directors or executive officers of the Corporation, no proposed nominee for election as a Director of the Corporation, none of the persons who have been Directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of Directors and the appointment of officers except as disclosed herein.

EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers (the "**Form**"), as such term is defined in National Instrument 51-102.

In this section "**Named Executive Officer**" or "**NEO**" means the CEO, each of the Co-CEOs, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year end.

Compensation Discussion and Analysis

The Board as a whole has the responsibility of determining the compensation for the Chief Executive Officer ("**CEO**"), Co-Chief Executive Officers (the "**Co-CEOs**") and the Chief Financial Officer (the "**CFO**") and of determining compensation for directors and senior management.

The Corporation's compensation objectives include the following:

- to assist the Corporation in attracting and retaining highly-qualified individuals;
- to create among directors, officers, consultants and employees a sense of ownership in the Corporation and to align their interests with those of the shareholders; and
- to ensure competitive compensation that is also financially affordable for the Corporation.

Compensation

The compensation program is designed to provide competitive levels of compensation. The Corporation recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Corporation's NEOs may receive compensation that is comprised of three components:

- Salary, wages or contractor payments;
- Stock option grants; and/or
- Bonuses.

The objective and reason for this system of compensation is to allow the Corporation to remain competitive compared to its peers in attracting experienced personnel. The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Corporation, although the level of reward provided by a particular stock option grant is dependent upon the volatile stock market.

Any bonuses paid to the NEOs are allocated on an individual basis related to the review by the Board of the work planned during the year and the work achieved during the year, including work related to mineral exploration, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.

Compensation of Directors

For a description of the compensation paid to the company's Named Executive Officer(s) who also act as directors as at the end of the financial years ended December 31, 2020, December 31, 2019 and December 31 2018, see "Summary Compensation Table" below.

Other than as disclosed elsewhere in this Circular, no director of the Corporation who is not a Named Executive Officer has received, during the most recently completed financial year, compensation pursuant to:

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

The Corporation may grant incentive stock options to directors of the Corporation from time to time pursuant to the stock option plan of the Corporation and in accordance with the policies of the TSX-V.

Summary Compensation Table

The following table contains information about the compensation paid to, earned by and payable to, the Corporation's Chief Executive Officer, Arno Brand (for December 31, 2020), the Co-Chief Executive Officers, Sheldon Inwentash and Arno Brand (for December 31, 2020, 2019 and 2018), the Chief Financial Officer, Rodger Roden (for December 31, 2020, 2019 and 2018) and the former Chief Financial Officer, Douglas Newman (for December 31, 2018). In accordance with the Form, the Corporation does not have any other "Named Executive Officers" given that no executive officer receives total salary and bonus in excess of \$150,000. Specific aspects of compensation payable to the Named Executive Officers of the Corporation are dealt with in further detail in subsequent tables.

Summary Compensation Table									
Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)⁽⁵⁾	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Arno Brand, CEO ⁽³⁾	2020	185,002	Nil	91,000 ⁽¹⁾	Nil	Nil	Nil	Nil	276,002
	2019	200,000	Nil	Nil	Nil	Nil	Nil	Nil	200,000
	2018	120,000	Nil	220,000	Nil	Nil	Nil	212,667	552,667
Sheldon Inwentash, Co-CEO ⁽³⁾	2020	21,236	Nil	65,000 ⁽¹⁾	Nil	Nil	Nil	Nil	86,236
	2019	200,000	Nil	Nil	Nil	Nil	Nil	350,000	550,000
	2018	142,500	Nil	220,000 ⁽²⁾	Nil	Nil	Nil	240,000	602,500

Summary Compensation Table									
Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$) ⁽⁵⁾	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Rodger Roden, C.F.O. ⁽⁴⁾	2020	115,500	Nil	52,000 ⁽¹⁾	Nil	Nil	Nil	Nil	167,500
	2019	48,000	Nil	Nil	Nil	Nil	Nil	Nil	48,000
	2018	22,000	Nil	27,500 ⁽²⁾	Nil	Nil	Nil	25,000	74,500
Douglas Newman, C.F.O. ⁽⁴⁾	2018	36,000	Nil	Nil	Nil	Nil	Nil	Nil	36,000

Notes:

- (1) The fair value of the options was estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of nil; risk free interest rate of 0.35%; estimated life of 5 years and expected volatility of 130%.
- (2) The fair value of the options was estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of nil; risk free interest rate of 1.94%; estimated life of 5 years and expected volatility of 143%.
- (3) Arno Brand and Sheldon Inwentash were Co-CEOs from October 16, 2017 to February 28, 2020 when Arno Brand resigned as Co-CEO and Sheldon Inwentash became CEO. Sheldon Inwentash resigned as CEO and Executive Chairman on March 13, 2020 and Arno Brand was appointed CEO.
- (4) Douglas Newman resigned as CFO on November 27, 2018 and was replaced by Rodger Roden.
- (5) Bonuses paid in the fiscal year.

Outstanding Share-Based and Option-Based Awards Granted to Named Executive Officers as of December 31, 2020

The following table summarizes all share-based and option-based awards granted by the Corporation to its Named Executive Officers which are outstanding as of December 31, 2020.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date		Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Arno Brand	700,000	0.15	July 23, 2025	133,000	N/A	N/A
	400,000	0.65	December 18, 2023	Nil	N/A	N/A
	200,000	0.50	December 22, 2022	Nil	N/A	N/A
	90,000	0.35	September 4, 2022	Nil	N/A	N/A
	60,000	0.85	April 4, 2022	Nil	N/A	N/A
Sheldon Inwentash ⁽²⁾	400,000	0.65	June 16, 2020	Nil	N/A	N/A
	200,000	0.50	June 16, 2020	Nil	N/A	N/A
	90,000	0.35	June 16, 2020	Nil	N/A	N/A
	500,000	0.85	June 16, 2020	Nil	N/A	N/A
Rodger Roden	400,000	0.15	July 23, 2025	76,000	N/A	N/A
	50,000	0.65	December 18, 2023	Nil	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2020, being the last trading day of the year, which was \$0.34, and the exercise price of the options.
- (2) Sheldon Inwentash resigned as Co-CEO and Executive Chairman and a director on March 13, 2020 and March 18, 2020 respectively.

Outstanding Share-Based and Option-Based Awards Granted to Named Executive Officers as of December 31, 2019

The following table summarizes all share-based and option-based awards granted by the Corporation to its Named Executive Officers which are outstanding as of December 31, 2019.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#) ⁽²⁾	Option Exercise Price (\$) ⁽²⁾	Option Expiration Date		Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Arno Brand	400,000	0.65	December 18, 2023	Nil	N/A	N/A
	200,000	0.50	December 22, 2022	Nil	N/A	N/A
	90,000	0.35	September 4, 2022	Nil	N/A	N/A
	60,000	0.85	April 4, 2022	Nil	N/A	N/A
Sheldon Inwentash	400,000	0.65	December 18, 2023	Nil	N/A	N/A
	200,000	0.10	December 22, 2022	Nil	N/A	N/A
	90,000	0.07	September 4, 2022	Nil	N/A	N/A
	500,000	0.17	April 4, 2022	Nil	N/A	N/A
Rodger Roden	50,000	0.65	December 18, 2023	Nil	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2019, being the last trading day of the year, which was \$0.06, and the exercise price of the options.
- (2) On December 10, 2019, the Corporation effected a one (1) new for five (5) old common shares consolidation (the “Consolidation”). The number of Options and the Exercise Prices are the Post-Consolidation numbers and prices.

Outstanding Share-Based and Option-Based Awards Granted to Named Executive Officers as of December 31, 2018

The following table summarizes all share-based and option-based awards granted by the Corporation to its Named Executive Officers which are outstanding as of December 31, 2018.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#) ⁽³⁾	Option Exercise Price (\$) ⁽³⁾	Option Expiration Date		Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Arno Brand	2,000,000	0.13	December 18, 2023	Nil	N/A	N/A
	1,000,000	0.10	December 22, 2022	20,000	N/A	N/A
	450,000	0.07	September 4, 2022	22,500	N/A	N/A
	300,000	0.17	April 4, 2022	Nil	N/A	N/A
Sheldon Inwentash	2,000,000	0.13	December 18, 2023	Nil	N/A	N/A
	1,000,000	0.10	December 22, 2022	20,000	N/A	N/A
	450,000	0.07	September 4, 2022	22,500	N/A	N/A
	2,500,000	0.17	April 4, 2022	Nil	N/A	N/A
Rodger Roden ⁽²⁾	250,000	0.13	December 18, 2023	Nil	N/A	N/A

Name	Option-Based Awards			Value of Unexercised In-The-Money Options (\$) ⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#) ⁽³⁾	Option Exercise Price (\$) ⁽³⁾	Option Expiration Date		Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Douglas Newman ⁽²⁾	225,000	0.17	February 15, 2019	Nil	N/A	N/A
	200,000	0.10	February 15, 2019	4,000	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2018, being the last trading day of the year, which was \$0.12, and the exercise price of the options.
- (2) Douglas Newman resigned as CFO on November 17, 2018 and was replaced by Rodger Roden as CFO.
- (3) The number of Options and the Exercise Prices are the Pre-Consolidation numbers and prices.

Value Vested or Earned by Named Executive Officers During the Year Ended December 31, 2020 Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year by Named Executive Officers in respect of option-based awards, share-based awards and non-equity incentive plan compensation during the year ended December 31, 2020.

Name	Option-Based Awards- Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During the Year (\$)
Sheldon Inwentash	Nil	Nil	Nil
Arno Brand	Nil	Nil	Nil
Rodger Roden	Nil	Nil	Nil

Note:

- (1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Value Vested or Earned by Named Executive Officers During the Year Ended December 31, 2019 Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year by Named Executive Officers in respect of option-based awards, share-based awards and non-equity incentive plan compensation during the year ended December 31, 2019.

Name	Option-Based Awards- Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During the Year (\$)
Sheldon Inwentash	Nil	Nil	Nil
Arno Brand	Nil	Nil	Nil
Rodger Roden	Nil	Nil	Nil

Note:

- (1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Value Vested or Earned by Named Executive Officers During the Year Ended December 31, 2018 Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year by Named Executive Officers in respect of option-based awards, share-based awards and non-equity incentive plan compensation during the year ended December 31, 2018.

Name	Option-Based Awards- Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation- Value Earned During the Year (\$)
Sheldon Inwentash	Nil	Nil	Nil
Arno Brand	Nil	Nil	Nil
Rodger Roden ⁽²⁾	Nil	Nil	Nil
Douglas Newman ⁽²⁾	Nil	Nil	Nil

Note:

(1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

(2) Douglas Newman resigned as CFO on November 27, 2018 and was replaced by Rodger Roden as CFO.

Employment/Consulting Contracts

The Corporation entered into a consulting agreement with Valley Mining One Inc. (“VMO”), a corporation controlled by the Chief Executive Officer, Arno Brand, effective March 1, 2018 pursuant to which VMO was paid the sum of \$10,000 per month with a severance payment of twenty-four (24) months compensation in the event of a Change of Control as defined below. Pursuant to an agreement dated November 26, 2018, the monthly compensation was increased to \$16,666.67 effective January 1, 2019. The consulting agreement can be terminated on six (6) months written notice.

The Corporation entered into a consulting agreement with Park Place Limited (“PPL”), a corporation controlled by the Co-Chief Executive Officer, Sheldon Inwentash, effective as of March 17, 2017 under which the sum of \$7,000 a month was payable for the services of Sheldon Inwentash as Executive Chairman. Following the appointment of Sheldon Inwentash as Co-CEO, the monthly compensation was increased to \$10,000 effective November 1, 2017. On March 1, 2018, the Corporation entered into a new consulting agreement with PPL substantially on the same terms as the prior contract with the addition of a severance payment of twenty-four (24) months compensation under the consulting agreement in the event of a Change of Control as defined below. Pursuant to an agreement dated November 26, 2018, the monthly compensation was increased to \$16,666.67 effective January 1, 2019. The consulting agreement could be terminated on six (6) months written notice. Sheldon Inwentash resigned as an officer and director of the Corporation in March of 2020 and the PPL contract was terminated.

Termination and Change of Control Benefits

In the event of a termination of the CEO within 12 months following a Change of Control, as defined below, the CEO is entitled to a payment equal to twenty-four (24) months compensation under the consulting agreement payable as to fifty percent (50%) upon termination and fifty percent (50%) within six (6) months following termination. A Change of Control is defined as: (i) the transfer to or acquisition of at least twenty-five percent (25%) of the total issued and outstanding common voting securities of the Corporation from time to time, by one person or a group of persons acting in concert, either through one transaction or a series of transactions over time, and whether through the acquisition of previously issued voting securities, voting securities that have not been previously issued, or any combination thereof, or any transaction having a similar effect; (ii) twenty-five percent (25%) or more of the issued and outstanding voting securities of the Corporation become subject to a voting trust; (iii) a change of more than half of the directors of the Corporation unless approved by a majority of the Board of Directors of the Corporation; (iv) the Corporation, directly or indirectly, amalgamates, consolidates or otherwise merges with any other body corporate or bodies corporate, other than a wholly owned subsidiary; (v) the Corporation decides to sell, lease, or otherwise dispose of all or substantially all of its assets and undertaking, whether in one or more transactions; or (vi) the Corporation enters into a transaction or arrangement which would have the same or similar effect as the transactions referred to in sub-paragraphs (iv) or (v) above.

Other than as noted above, the Corporation has no compensatory plan or arrangement with respect to the Named Executive Officers that results or will result from the resignation, retirement or any other termination of employment of any such officer's employment with the Corporation, from a change of control of the Corporation or a change in the responsibilities of a Named Executive Officer following a change in control.

Compensation of Directors for the year ended December 31, 2020

The following table contains information about the compensation awarded to, earned by, paid to or payable to, the Corporation's Directors, other than its Named Executive Officers, the compensation of whom is detailed above under "Summary Compensation Table", for the fiscal year ended December 31, 2020.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total (\$)
				Annual Incentive Plans	Long-Term Incentive Plans			
Steven Gray	19,000	Nil	52,000	Nil	Nil	Nil	Nil	71,000
Walter Luke ⁽²⁾	62,700	Nil	91,000	Nil	Nil	Nil	Nil	153,700
Alexander Helm ⁽³⁾	7,500	Nil	52,000	Nil	Nil	Nil	Nil	59,500
Armando Farhate ⁽⁴⁾	86,000	Nil	65,000	Nil	Nil	Nil	Nil	151,000
Gerry Feldman ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jakson Inwentash ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The fair value of the options was estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of nil; risk free interest rate of 0.35%; estimated life of 5 years and expected volatility of 130%.
- (2) Walter Luke was appointed a director on March 13, 2020.
- (3) Alexander Helm was appointed a director on March 24, 2020.
- (4) Armando Farhate was appointed a director on July 14, 2020.
- (5) Gerry Feldman resigned as a director on March 13, 2020.
- (6) Jakson Inwentash resigned as a director on March 13, 2020.

All Directors are reimbursed by the Corporation for travel and other out-of-pocket expenses incurred in attending Directors and shareholders meetings and meetings of Board committees. Directors are also entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such Directors for such services to arm's length parties. Directors fees of \$7,500 were paid to Alexander Helm in fiscal 2020.

Compensation of Directors for the year ended December 31, 2019

The following table contains information about the compensation awarded to, earned by, paid to or payable to, the Corporation's Directors, other than its Named Executive Officers, the compensation of whom is detailed above under "Summary Compensation Table", for the fiscal year ended December 31, 2019.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total (\$)
				Annual Incentive Plans	Long-Term Incentive Plans			
Steve Gray	12,420	Nil	Nil	Nil	Nil	Nil	Nil	12,420
Denis Laviolette ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Bloch ⁽²⁾	52,929	Nil	Nil	Nil	Nil	Nil	Nil	52,929
Gerry Feldman ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jakson Inwentash ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Denis Laviolette resigned as a director on March 11, 2019.
- (2) Daniel Bloch resigned as a director on August 9, 2019.
- (3) Gerry Feldman was appointed a director on March 11, 2019.
- (4) Jakson Inwentash was appointed a director on August 13, 2019.

All Directors are reimbursed by the Corporation for travel and other out-of-pocket expenses incurred in attending Directors and shareholders meetings and meetings of Board committees. Directors are also entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such Directors for such services to arm's length parties. No Directors fees were paid or accrued in fiscal 2019.

Compensation of Directors for the year ended December 31, 2018

The following table contains information about the compensation awarded to, earned by, paid to or payable to, the Corporation's Directors, other than its Named Executive Officers, the compensation of whom is detailed above under "Summary Compensation Table", for the fiscal year ended December 31, 2018.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total (\$)
				Annual Incentive Plans	Long-Term Incentive Plans			
Daniel Bloch	52,929	Nil	47,500	Nil	Nil	Nil	Nil	100,429
Denis Laviolette	Nil	Nil	22,000	Nil	Nil	Nil	Nil	22,000
Steven Gray ⁽²⁾	12,420	Nil	42,000	Nil	Nil	Nil	Nil	54,420

Notes:

- (1) The fair value of the options was estimated using the Black-Scholes Option pricing model with the following assumptions: expected dividend yield of nil; risk free interest rate of 1.43%; estimated life of 5 years and expected volatility of 143%.
- (2) Steve Gray was appointed a director on January 10, 2018.

All Directors are reimbursed by the Corporation for travel and other out-of-pocket expenses incurred in attending Directors and shareholders meetings and meetings of Board committees. Directors are also entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such Directors for such services to arm's length parties. No Directors fees were paid or accrued in fiscal 2018.

Outstanding Share-Based and Option-Based Awards Granted to Directors (Other Than Directors Who are Named Executive Officers) as of December 31, 2020

The following table summarizes all share-based and option-based awards granted by the Corporation to its Directors (other than Directors who are Named Executive Officers whose share-based and option-based awards outstanding as of December 31, 2020 are detailed above) which are outstanding as of December 31, 2020.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Share-Based Awards	
	Number of Securities Underlying Unexercised Options ⁽¹⁾ (#)	Option Exercise Price (\$)	Option Expiration Date		Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Steven Gray	400,000	0.15	July 23, 2025	76,000	N/A	N/A
	40,000	0.65	December 18, 2023	Nil	N/A	N/A
	11,000	0.70	January 12, 2023	Nil	N/A	N/A
	39,000	0.70	January 11, 2023	Nil	N/A	N/A
Alexander Helm	400,000	0.15	July 23, 2025	76,000	N/A	N/A
Walter Luke	700,000	0.15	July 23, 2025	133,000	N/A	N/A
Armando Farhate	500,000	0.15	July 23, 2025	95,000	N/A	N/A
Gerry Feldman ⁽²⁾	Nil	N/A	N/A	Nil	N/A	N/A
Jakson Inwentash	Nil	N/A	N/A	Nil	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2020, being the last trading day of the year, which was \$0.34, and the exercise price of the options.
- (2) Gerry Feldman and Jakson Inwentash resigned as directors on March 13, 2020.

Outstanding Share-Based and Option-Based Awards Granted to Directors (Other Than Directors Who are Named Executive Officers) as of December 31, 2019

The following table summarizes all share-based and option-based awards granted by the Corporation to its Directors (other than Directors who are Named Executive Officers whose share-based and option-based awards outstanding as of December 31, 2019 are detailed above) which are outstanding as of December 31, 2019.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options⁽⁶⁾	Option Exercise Price⁽⁶⁾	Option Expiration Date		Number of Shares or Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested
	(#)	(\$)	Date	(\$)	(#)	(\$)
Steven Gray	40,000	0.65	December 18, 2023	Nil	N/A	N/A
	11,000	0.70	January 12, 2023	Nil	N/A	N/A
	39,000	0.70	January 11, 2023	Nil	N/A	N/A
Denis Laviolette ⁽²⁾	Nil	N/A	N/A	N/A	N/A	N/A
Daniel Bloch ⁽³⁾	Nil	N/A	N/A	N/A	N/A	N/A
Gerry Feldman ⁽⁴⁾	50,000	0.50	December 22, 2022	Nil	N/A	N/A
Jakson Inwentash ⁽⁵⁾	Nil	N/A	N/A	N/A	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2019, being the last trading day of the year, which was \$0.06, and the exercise price of the options.
- (2) Denis Laviolette resigned as a director on March 11, 2019.
- (3) Daniel Bloch resigned as a director on August 9, 2019.
- (4) Gerry Feldman was appointed a director on March 11, 2019.
- (5) Jakson Inwentash was appointed a director on August 13, 2019.
- (6) On December 2019, the Corporation effected a one (1) new for five (5) old common shares consolidation (the “Consolidation”). The number of Options and the Exercise Prices reflect the Post-Consolidation numbers and prices.

Outstanding Share-Based and Option-Based Awards Granted to Directors (Other Than Directors Who are Named Executive Officers) as of December 31, 2018

The following table summarizes all share-based and option-based awards granted by the Corporation to its Directors (other than Directors who are Named Executive Officers whose share-based and option-based awards outstanding as of December 31, 2018 are detailed above) which are outstanding as of December 31, 2018.

Name	Option-Based Awards			Value of Unexercised In-The-Money Options⁽¹⁾	Share-Based Awards	
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date		Number of Shares or Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested
	(#)⁽³⁾	(\$)⁽³⁾	Date	(\$)	(#)	(\$)
Denis Laviolette	250,000	0.10	December 22, 2022	5,000	N/A	N/A
Daniel Bloch	250,000	0.10	December 22, 2022	5,000	N/A	N/A
Steven Gray ⁽²⁾	200,000	\$0.13	December 18, 2023	Nil	N/A	N/A
	55,000	\$0.14	January 12, 2023	Nil	N/A	N/A
	195,000	\$0.14	January 11, 2023	Nil	N/A	N/A

Note:

- (1) The value of the unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2018, being the last trading day of the year, which was \$0.12, and the exercise price of the options.
- (2) Steve Gray was appointed a director on January 10, 2018.
- (3) The number of Options and the Exercise Prices reflect are the Pre-Consolidation numbers and prices.

Value Vested or Earned During the Year Ended December 31, 2020 by Directors (Other Than Directors Who are Named Executive Officers) Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year ended December 31, 2020 by Directors of the Corporation (other than Directors who are Named Executed Officers whose value vested or earned during the year ended December 31, 2020 under option-based awards, share-based awards and non-equity incentive plan compensation is detailed above) in respect of option-based awards, share-based awards and non-equity incentive plan compensation.

Name	Option-Based Awards-Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
Steve Gray	Nil	Nil	Nil
Alexander Helmelt	Nil	Nil	Nil
Walter Luke	Nil	Nil	Nil
Armando Farhate	Nil	Nil	Nil
Gerry Feldman	Nil	Nil	Nil
Jakson Inwentash	Nil	Nil	Nil

Note:

- (1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Value Vested or Earned During the Year Ended December 31, 2019 by Directors (Other Than Directors Who are Named Executive Officers) Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year ended December 31, 2019 by Directors of the Corporation (other than Directors who are Named Executed Officers whose value vested or earned during the year ended December 31, 2019 under option-based awards, share-based awards and non-equity incentive plan compensation is detailed above) in respect of option-based awards, share-based awards and non-equity incentive plan compensation.

Name	Option-Based Awards-Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
Steve Gray	Nil	Nil	Nil
Denis Laviolett	Nil	Nil	Nil
Daniel Bloch	Nil	Nil	Nil
Gerry Feldman	Nil	Nil	Nil
Jakson Inwentash	Nil	Nil	Nil
	Nil	Nil	Nil

Note:

- (1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Value Vested or Earned During the Year Ended December 31, 2018 by Directors (Other Than Directors Who are Named Executive Officers) Under Option-Based Awards, Share-Based Awards and Non-Equity Incentive Plan Compensation

The following table summarizes the value vested or earned during the year ended December 31, 2018 by Directors of the Corporation (other than Directors who are Named Executed Officers whose value vested or earned during the year ended December 31, 2018 under option-based awards, share-based awards and non-equity incentive plan compensation is detailed above) in respect of option-based awards, share-based awards and non-equity incentive plan compensation.

Name	Option-Based Awards-Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards- Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
Steve Gray	Nil	Nil	Nil
Denis Laviolett	Nil	Nil	Nil
Daniel Bloch	Nil	Nil	Nil

Note:

(1) Determined based on the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of December 31, 2020 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
Equity compensation plans approved by security holders	5,655,000	\$0.262	3,594,452
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	5,655,000	\$0.262	3,594,452

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of December 31, 2019 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
Equity compensation plans approved by security holders	3,005,000	\$0.642	1,300,422
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	3,005,000	\$0.642	1,300,422

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of December 31, 2018 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	16,250,000	0.128	617,873
Equity compensation plans not approved by security holders	Nil	Nil	Nil
TOTAL	16,250,000	0.128	617,873

STOCK OPTION PLAN

The only equity compensation plan that the Corporation has in place is its 2015 Stock Option Plan approved by shareholders on December 14, 2015 (the “**Plan**”) and ratified by shareholders on January 14, 2019. The Plan was established to provide an incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Plan is administered by the directors of the Corporation. The Plan provides that options will be issued pursuant to option agreements with directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Corporation’s other previously established or proposed share compensation agreements, may not exceed 10% of the total number of issued and outstanding Common Shares at the date of grant. All options expire on a date not later than ten years after the issuance of such option. See the reading “Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan” for further details of the Plan.

As of the date of this Circular, there are currently 12,245,000 stock options outstanding under the Stock Option Plan and 1,214,968 options available for grant subject to shareholder and regulatory approval as follows:

Name and Position	Common Shares Under Option	Exercise Price Range	Expiry Date
Directors who are also Executive Officers	2,800,000	\$0.15 - \$1.54	April 4, 2022 – March 2, 2026
Directors	2,040,000	\$0.15 - \$1.54	January 11, 2023 – March 2, 2026
Executive Officers	1,655,000	\$0.15 - \$1.54	April 4, 2022 – March 2, 2026
Consultants and Employees	5,750,000	\$0.15 - \$1.54	April 4, 2022 – March 2, 2026
TOTAL	12,245,000		

INDEBTEDNESS OF OFFICERS AND DIRECTORS

No officer or Director of the Corporation is indebted to the Corporation for any sum.

MANAGEMENT CONTRACTS

No Management functions of the Corporation are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insider of the Corporation, no proposed nominee for election as a Director of the Corporation, and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries, other than disclosed under the headings "Executive Compensation" and "Stock Option Plan" and as disclosed below.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Corporation, as a Venture Issuer, to disclose annually in its information circular certain information relating to the Corporation's audit committee and its relationship with the Corporation's independent auditors.

The Audit Committee's Charter

The Corporation's Audit Committee is governed by its Audit Committee Charter, a copy of which is annexed hereto as **Schedule "A"**.

Composition of the Audit Committee

For fiscal 2020, the Corporation's Audit Committee comprised three (3) Directors, Steve Gray, Walter Luke and Alexander Helm. For fiscal 2019, the Corporation's Audit Committee comprised three (3) Directors Steve Gray, Daniel Bloch and Gerry Feldman. For fiscal 2018, the Corporation's Audit Committee comprised three (3) Directors, Steve Gray, Daniel Bloch and Denis Laviolette. As defined in NI 52-110, all members of the Audit Committee were independent and financially literate.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed fiscal year, the Corporation's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Relevant Education and Experience

The following is a summary of the relevant education and experience of each of the members or proposed members of the Corporation's Audit Committee:

Fiscal 2020

Steve Gray – Mr. Gray is a geologist registered with the Association of Professional Geoscientists of Ontario ("PGO"). With more than 28 years of experience in exploration, resource development, and operations management, he maneuvers effectively within the Resource Sector. During his tenure Mr. Gray has held senior management positions with successful producers including Placer Dome, Hudson Bay Mining and Kirkland Lake Gold. Mr. Gray was Vice President of a TSX.V listed Junior Miner, is Director and ownership partner of an American based Mining and Exploration Company and is a current Director for a publicly traded Canadian based venture capital firm trading on the Canadian Securities Exchange. Mr. Gray is the Exploration Superintendent for Kirkland Lake Gold and operates a consulting business providing professional services related to mining, mineral exploration, and resource development in Canada, the US, and abroad.

Walter Luke - Mr. Luke is a professional project manager with over 29 years of global experience directing projects for tech giants such as Nortel, Bell Mobility, Nigeria Multilink, Australia Optus, and New Zealand Clear. Mr. Luke's successful private enterprise has taken him to over 40 countries and has brought international recognition (several Chairman's and President's awards) for his contributions to new business developments worldwide. Mr. Luke holds a project manager professional certification from the Project Management Institute.

Alexander Helm – Mr. Helm is an independent management consultant possessing specific expertise working with early stage venture companies within the Canadian Capital Markets. Mr. Helm focuses on private to public market transitions, corporate governance, the development of senior management teams, and corporate growth strategies. Mr. Helm has served as a director or officer for numerous private, CSE, and TSX-V listed corporations.

Fiscal 2019

Steve Gray – See above.

Gerry Feldman - Mr. Feldman has more than 35 years of experience in mergers and acquisitions in the investment community. Mr. Feldman is also the Managing Partner of DNTW Toronto LLP Chartered Professional Accountants. Mr. Feldman received his CA designation in 1985 and is a member of the Canadian Public Accountability Board and a member in good standing with the Chartered Professional Accountants of Canada and Ontario. Mr. Feldman has decades of experience in managing clients in specialized sectors including, securities dealers, mutual fund dealers, mutual funds, exempt market dealers, portfolio managers, investment counselors and public companies, and is an approved panel auditor for the Investment Industry Regulatory Organization of Canada.

Daniel Bloch - Daniel Bloch is a member of the Law Society of Upper Canada for over 19 years as well as being registered as a Foreign Lawyer with the Israeli Bar Association. Daniel's practice is global in nature and focuses on domestic and international matters in all areas of corporate finance, mergers and acquisitions, joint ventures, private equity and securities law. Daniel has advised on joint ventures and partnership structures in over 20 countries. Daniel regularly travels to South Africa, Europe and North America, where he has lectured on matters relating to financing structures for international joint ventures and the financing of oil and gas exploration projects. Most recently, he has been involved with the representation of a leading Israeli Pension Fund's investment in an offshore vehicle, the negotiation of Chinese Sino Foreign Joint Ventures, formation of a Namibian offshore oil exploration company, an Israeli offshore gas exploration company and the financing of a multinational gas exploration company. Daniel's extensive global energy and negotiation experience enables him to manage complex commercial relationships. In addition to his international commercial practice, Daniel regularly represents and provides general corporate and securities law advice to publicly and privately held entities ranging in size from start up to those with established multi-national operations. He has counseled on transactions in excess of \$3 billion in various industry sectors, including natural resources and technology. Daniel has served as both an officer and director of Canadian and U.S. publicly listed companies and is a member of the Association of International Petroleum Negotiators.

Fiscal 2018

Steve Gray – See above.

Daniel Bloch – See above.

Mr. Laviolette - Mr. Laviolette is an intermediate level mining and exploration professional with approximately 10 years of experience in exploration, advanced mine operations, start-up mine management, QA/QC, grass roots exploration, financing and acquisitions, working in Northern Ontario (Timmins, Kirkland Lake and Red Lake), Norway and Ghana. Mr. Laviolette received his B.Sc, Earth Science (Geology) from Brock University, in St. Catharines, Ontario. He is currently employed as Vice President for Palisade Global Investments. His responsibilities at Palisade Global Investments include market/portfolio analysis, reviewing and vetting assets from a technical perspective and providing valuation estimates, analyzing and summarizing technical reports on resources, feasibility and corporate financial statements.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditors in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Committee will review the engagement of non-audit services as required.

External Auditors Service Fees (By Category)

The fees paid to the Corporation's external auditors in each of the last three fiscal years for audit fees are as follows:

<u>Financial Year Ending</u>	<u>Audit Fees</u>	<u>Audit Related Fees⁽¹⁾</u>	<u>Tax Fees⁽²⁾</u>	<u>All Other Fees⁽³⁾</u>
2020	\$50,610	Nil	2,000	2,950
2019	\$45,549	Nil	2,000	Nil
2018	\$63,546	Nil	Nil	Nil

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 for venture issuers which allows for an exemption from Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") requires issuers to disclose the corporate governance practices that they have adopted according to guidance provided pursuant to National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201").

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the "CSA") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by reporting issuers of its corporate governance practices. This section sets out the Corporation's approach to corporate governance and addresses the Corporation's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "**material relationship**" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The current independent members of the Board of Directors of the Corporation are Steven Gray, Walter Luke, Alexander Helm and Karl Trudeau. The current non-independent directors are Arno Brand, Chief Executive Officer of the Corporation and Armando Farhate, Chief Operating Officer of the Corporation.

The Board facilitates its independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any of the non-independent directors being present. Further supervision is performed through the Audit Committee who may meet with the Corporation's auditors without management being in attendance.

Directorships — No Director of the Corporation or nominee for director of the Corporation is presently a Director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction except for:

Director	Name of Reporting Issuer	Market	Positions with Issuer
Alexander Helmelt	Global Cannabis Applications Corp.	CSE	Director and CFO
	Silver Sands Resources Corp.	CSE	Director and CFO
	Resolve Ventures Inc.	TSXV	Director and CFO
	Ynvisible Interactive Inc.	TSXV	Director
Steven Gray	ThreeD Capital Inc.	CSE	Director

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Corporation's properties and on director responsibilities.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available to discussions with all Board members.

Ethical Business Conduct

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

Nomination of Directors

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

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

Compensation

Compensation for fiscal 2020 is determined by the Compensation Committee consisting of Steve Gray, Walter Luke and Alexander Helmelt, including reviewing the compensation of Directors and officers and the granting of stock options. Compensation will be determined with reference, in part, to compensation of officers and Directors in similar industries performing similar functions.

Other Board Committees

The Corporation has no other committees aside from the Audit Committee and the Compensation Committee.

The Audit Committee provides an open avenue of communication between management, the Corporation's independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Corporation's financial reporting and disclosure practices;
- (b) the Corporation's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Corporation's independent auditors.

The Audit Committee also performs any other activities consistent with the Audit Committee Charter, the

Corporation's Articles and governing laws as the Audit Committee or Board deems necessary or appropriate.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee.

PARTICULARS OF MATTERS TO BE ACTED UPON

PRESENTATION OF FINANCIAL STATEMENTS

The Annual Financial Statements for the fiscal years ended December 31, 2020 and 2019, December 31, 2019 and 2018 and December 31, 2018 and 2017 including the reports of the auditors thereon (the “**Annual Financial Statements**”) and the management, discussion and analysis of the Annual Financial Statements for the years ended December 31, 2020, December 31, 2019 and December 31, 2018 (the “**Annual MD&A**”) will be submitted to the Meeting. Receipt at the Meeting of the auditors' report and the Annual Financial Statements for the Corporation's last completed fiscal period will not constitute approval or disapproval of any matters referred to therein. The Annual Financial Statements and the Annual MD&A can be obtained from the Corporation's profile on the SEDAR website at www.sedar.com. Upon receiving a written request to the address on the first page of this Circular, the Corporation will mail a copy of the Annual Financial Statements and Annual MD&A to you.

ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Corporation currently consists of six (6) Directors. The Directors have passed a resolution fixing the number of Directors to be elected at six (6). The persons named in the enclosed form of proxy intend to vote for the election as Directors of each of the six (6) nominees of management whose names are set forth in the table below. The Board of Directors has adopted a majority voting policy in order to promote enhanced Director accountability. Each Shareholder is entitled to cast their votes for, or withhold their votes from, the election of each Director. If the number of shares “withheld” for any nominee exceeds the number of shares voted “for” the nominee, then, notwithstanding that such Director was duly elected as a matter of corporate law, he shall tender his written resignation to the Corporation. The Board will consider such offer of resignation and the Director's suitability to continue to serve as a Board member after considering, among other things, the stated reasons, if any, why certain shareholders “withheld” votes for the Director, the qualifications of the Director and whether the Director's resignation from the Board would be in the best interests of the Corporation.

These nominees have consented to being named in this Circular and to serve if elected. The Corporation's management does not contemplate that any of the nominees will be unable or unwilling to serve as a Director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly submitted proxies given in favour of such nominee(s) may be voted by the persons whose names are printed in the form of proxy, in their discretion, in favour of another nominee.

The following table and notes thereto state the names of all the persons proposed to be nominated for election as Directors, all of the positions and offices with the Corporation now held by them, their present principal occupations or employments for the last five (5) years and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of March 19, 2021. The information as to shares beneficially owned has been furnished to the Board of Directors by the respective nominees.

Name & Municipality of Residence	Position with Corporation	Principal Occupation or Employment for the Last Five Years	Director From	Number of Shares Beneficially Owned or Controlled
Arno Brand Toronto, Ontario	Director and Chief Executive Officer	President and CEO of the Corporation. Boswell Group of Companies Vice-President, Corporate Development Metal and Energy Procurement	September 6, 2017	1,185,100
Armando Farhate Sao Paulo, Brazil	Director and Chief Operating Officer	COO of the Corporation, Formerly Natural Graphite Operations Director Imerys Graphite and Carbon, Formerly CEO Industrial Tubes Division at Aperam Brazil	July 14, 2020	500,000
Walter Luke ⁽¹⁾ Mississauga, Ontario	Director	Self-employed Project Management Consultant	March 13, 2020	626,000
Steven Gray ⁽¹⁾ Kirkland Lake, Ontario	Director	Mining and Geological Services Consultant; Northern Sphere Mining Corp, TSX.V – Vice President, Kirkland Lake Gold – Exploration Superintendent	January 10, 2018	138,243
Alexander Helm ⁽¹⁾ Vancouver, B.C.	Director	Self-employed Management Consultant	March 24, 2020	1,095,000
Karl Trudeau Notre-Dame-De-Pontmain, Quebec	Director	Formerly COO – Nouveau Monde Graphite, Natural graphite operation leader, Imerys Graphite	January 20, 2021	161,300

Note:

(1) Members of the Audit Committee.

Armando Farhate, Director & COO

Mr. Farhate's experience include Natural Graphite Operations/Product Director with Imerys Graphite and Carbon and COO at National de Graphite Ltda. Some of Mr. Farhate's responsibilities at Imerys included acting as Operations Director, directly responsible for the mining and processing units in Lac-Des-Îles, QC, and Terrebonne, QC, Canada, with 60 employees and annual sales revenue of \$ 18 MM CDN. Farhate obtained 15% of OEE improvement and reduction to zero of lost time accidents. He carried out technical visits and operational due-diligences in projects of new industrial units in several countries, including a project that resulted in a joint venture in Namibia, with assets of US\$ 40MM and Imerys holding a 51% share of the joint venture.

While at Imerys, Farhate was also responsible for ensuring that the product offering was adequate to the needs of the target markets, which included the preparation and development of business cases aimed at launching new product lines and new production processes; the definition of sales price policies, and the development of Marketing and Sales plans for new industrial units. He was in charge of the long-term strategy for Natural Graphite, including the definition of new production locations and sourcing strategies.

During his time at National de Grafite Ltda., Armando Farhate was responsible for the direct management of Geology, Mine Planning, Mining, Processing, Industrial Engineering, R&D, Quality System, Environment, and Sales & Marketing. He performed high level contacts with federal and state regulatory public organizations in Brazil, as well as with municipalities and state congressmen, regarding mining permitting and environment licensing processes.

Mr. Farhate coordinated new mine opening processes, including the obtaining of mining permissions and environment licenses. He coordinated, together with specialized consultants, mineral assets evaluation processes and implemented control tools generating integrated information about output, efficiency, cost and inventory levels of three different plants and more than 20 product lines, optimizing production planning and order fulfillment and obtaining OEE improvements up to \$1.25 MM/yr. CDN at the three industrial units held by NDG.

He led new product and process development, including the negotiation of partnerships with public and private universities in Brazil and abroad with emphasis on the obtaining of graphite oxide and graphene from natural crystalline graphite, and on the development of process technology for lithium-ion battery anode. He conducted, in partnership with HR and Controlling, a restructuring process on administrative and supporting areas, including upper management, with saving of \$300,000/yr CDN.

Walter Luke, Director

Mr. Luke is a professional project manager with over 29 years of global experience directing projects for tech giants such as Nortel, Bell Mobility, Nigeria Multilink, Australia Optus, and New Zealand Clear. Mr. Luke's successful private enterprise has taken him to over 40 countries and has brought international recognition (several Chairman's and President's awards) for his contributions to new business developments worldwide. Mr. Luke holds a project manager professional certification from the Project Management Institute.

Alexander Helm, Director

Mr. Helm is an independent management consultant possessing specific expertise working with early stage venture companies within the Canadian Capital Markets. Mr. Helm focuses on private to public market transitions, corporate governance, the development of senior management teams, and corporate growth strategies. Mr. Helm has served as a director or officer for numerous private, CSE, and TSX-V listed corporations.

Karl Trudeau, Director

Mr. Trudeau brings to the Board his unique experiences in building and operating some of the most profitable graphite mines in the Western World. Working for Imerys Graphite et Carbone, he operated and optimized the Lac-Des-Îles graphite mine to become the most profitable mining operation in Quebec in 2014. An additional significant milestone was achieved with Imerys, through his role as Natural Graphite Operations Leader, where Karl was responsible for the construction and development of the Okanjande Graphite Mine in Namibia, Africa.

As the COO of Nouveau Monde Graphite, Karl made important contributions to the project including his work as a pioneer in the electrification of mining operations. As the world is changing, Gratomic will be a focused leader in making the necessary and important change of establishing carbon neutral operations. Karl brings with him the knowledge from previous projects, which will assist in making the Company's Aukam Graphite Project a carbon neutral operation.

In the absence of contrary directions, the Management Designees intend to vote proxies in the accompanying form in favour of the election of Management's nominees as directors of the Corporation.

The shareholders are urged to elect Management's nominees as directors of the Corporation.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the knowledge of the Corporation, no Director or proposed Director of the Corporation is, as at the date of this Circular, or has been in the last 10 years before the date of this Circular, a Director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity,

- (a) was subject to an order that was issued while the Director or executive officer was acting in the capacity as Director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the Director or executive officer ceased to be a Director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as Director, chief executive officer or chief financial officer.

For the purposes of subsections (a) and (b) above, “order” means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of the Corporation, no Director or proposed Director of the Corporation:

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

Penalties or Sanctions

To the knowledge of the Corporation, none of the Directors or proposed Directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflict of Interest

To the best of the Corporation’s knowledge and other than as disclosed herein, there are no existing or potential conflicts of interest among the Corporation, its promoters, Directors, officers or other members of management of the Corporation except that certain of the Directors, officers, promoters and other members of management serve as Directors, officers, promoters and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a Director, officer, promoter or member of management of such other companies and their duties as a Director, officer, promoter or management of the Corporation.

The Directors and officers of the Corporation are aware of the existence of laws governing accountability of Directors and officers for corporate opportunity and requiring disclosure by Directors of conflicts of interest and the Corporation will rely upon such laws in respect of any Directors’ and officers’ conflicts of interest or in respect of any breaches of duty by any of its Directors and officers.

APPOINTMENT OF AUDITORS

On March 1, 2019, the Corporation elected to replace Davidson & Company LLP with D&H Group LLP, as auditors of the Corporation. A copy of the Notice of Change of Auditor and the applicable response letters from the former and successor auditors was filed on SEDAR and is attached hereto as **Schedule “B”**.

The persons named in the enclosed form of proxy intend to vote for the appointment of D&H Group LLP of Vancouver, British Columbia, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the Directors of the Corporation to fix the auditors’ remuneration.

On the representations of the said auditors, neither that firm nor any of its partners has any direct financial interest nor any material indirect financial interest in the Corporation or any of its subsidiaries nor has had any connection during the past three years with the Corporation or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, Director, officer or employee.

In the absence of contrary directions, the Management Designees intend to vote proxies in the accompanying form in favour of the appointment of D&H Group LLP, as the Corporation's auditors, and authorizing the Board of Directors to fix their remuneration.

The shareholders are urged by Management to appoint D&H Group LLP Davidson & Company LLP, as the Corporation's auditors, and to authorize the Board of Directors to fix their remuneration.

RATIFICATION OF THE 2015 STOCK OPTION PLAN

The Corporation received shareholder approval on December 14, 2015 to adopt the 2015 Stock Option Plan (the "Plan") which plan is a "rolling" stock option plan whereby a maximum of 10% of the issued shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options.

The TSX-V requires listed companies that have "rolling" stock option plans in place receive shareholder approval of such plans on a yearly basis at the Corporation's Annual General Meeting. Accordingly, Shareholders will be asked at the Meeting to ratify the Plan.

The purpose of the Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Corporation and any subsidiaries with an opportunity to purchase Common Shares of the Corporation and benefit from any appreciation in the value of the Corporation's Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the Shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Corporation.

The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares, as permitted by the policies of the TSX-V. As at March 19, 2021, this represents 13,459,968 Common Shares available under the Plan, of which 12,245,000 are issued and 1,214,968 are reserved and available for issuance under the Plan.

Under the Plan, the option price must not be less than the exercise price permitted by the TSX-V. The current policies of the TSX-V state that the option price must not be less than the closing prices of the Common Shares listed on the TSX-V on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the TSX-V. An option must be exercised within a period of ten years from the date of granting. Within this ten year period, the Board may determine the limitation period during which an option may be exercised. Any amendment to the Plan requires the approval of the TSX-V and may require shareholder approval.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
2. The exercise price of any options granted under the Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of the Corporation's Common Shares the day on which the directors grant such options, less any discount permitted by the TSX-V.
3. No vesting requirements will apply to options granted under the Plan other than as required by TSX-V policies.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued Common Shares may be granted to any one individual in any 12-month period; and (ii) 2% of the issued Common Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period.

6. If the option holder ceases to be a director of the Corporation or ceases to be employed by the Corporation (other than by reason of death or disability), as the case may be, then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Corporation, subject to the terms and conditions set out in the Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Corporation to provide investor relations activities, in accordance with the policies of the TSX-V.
7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the Corporation's issued Common Shares; and (iii) any grant of options to any one individual, within a 12-month period, exceeding 5% of the Corporation's issued Common Shares.
8. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's Common Shares.

Management of the Corporation is seeking shareholder approval to ratify the 2015 Stock Option Plan.

It is proposed that shareholders approve the following resolution:

"BE IT RESOLVED THAT:

1. the Corporation's 2015 Stock Option Plan is hereby ratified; and
2. any one director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

In the absence of contrary directions, the Management Designees intend to vote proxies in the accompanying form in favour of ratification of the 2015 Stock Option Plan.

Management urges shareholders to approve the ratification of the 2015 Stock Option Plan.

ADOPTION OF THE 2021 STOCK OPTION PLAN

Management of the Corporation is seeking shareholder approval to replace the 2006 Plan by adopting the new 2021 Stock Option Plan. The changes to the 2006 Plan include the automatic extension of the expiry date of an option without shareholder approval where the option expires during a blackout period or within ten (10) business days from the end of a blackout period, the extension of the expiry of an option for up to twelve (12) months following the date of termination of the optionee and some minor administrative changes.. The proposed new 2021 Stock Option Plan (the "**2021 Plan**") is attached hereto as **Schedule "C"**.

The purpose of the 2021 Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to, the Corporation and any subsidiaries with an opportunity to purchase Common Shares of the Corporation and benefit from any appreciation in the value of the Corporation's Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the Shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Corporation.

The 2021 Plan provides for a floating maximum limit of 10% of the outstanding Common Shares, as permitted by the policies of the TSX-V. As at March 19, 2021, this represents 13,459,968 Common Shares which would be available under the Plan, of which 12,245,000 are issued and 1,214,968 would be reserved and available for issuance under the 2021 Plan.

Under the 2021 Plan, the option price must not be less than the exercise price permitted by the TSX-V. The current policies of the TSX-V state that the option price must not be less than the closing price of the Common Shares listed on the TSX-V on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the TSX-V. The 2021 Plan does not permit discounts. An option must be exercised within a period of ten years from the date of granting. Within this ten year period, the Board may determine the limitation period during which an option may be exercised. Any amendment to the 2021 Plan requires the approval of the TSX-V and may require shareholder approval.

The material terms of the 2021 Plan are as follows:

1. The term of any options granted under the 2021 Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten (10) years.
2. The exercise price of any options granted under the 2021 Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of the Corporation's Common Shares the last trading day prior to the date on which the directors grant such options.
3. No vesting requirements will apply to options granted under the 2021 Plan other than as required by TSX-V policies or as may be imposed by the Board.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued Common Shares may be granted to any one individual in any 12-month period; and (ii) 2% of the issued Common Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period.
6. If the option holder ceases to be a director of the Corporation or ceases to be employed by the Corporation (other than by reason of death or disability), as the case may be, then the option granted shall expire on no later than twelve (12) months following the date that the option holder ceases to be a director or ceases to be employed by the Corporation, subject to the terms and conditions set out in the 2021 Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Corporation to provide investor relations activities, in accordance with the policies of the TSX-V.
7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the Corporation's issued Common Shares; and (iii) any grant of options to any one individual, within a 12-month period, exceeding 5% of the Corporation's issued Common Shares.
8. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's Common Shares.
9. The automatic extension of the expiry date of an option for a period of ten (10) business days following the expiry of the blackout period without shareholder approval where the option expires during a blackout period or within ten (10) business days from the end of a blackout period.

If the 2021 Plan is adopted, it will supersede and replace the 2015 Stock Option Plan. It is proposed that shareholders approve the following resolution:

"BE IT RESOLVED THAT:

1. the Corporation's 2021 Stock Option Plan, a copy of which is annexed to the Circular as **Schedule "C"**, is hereby adopted; and
2. any one director or officer of the Corporation be and he is hereby authorized and directed to do all

such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

Management urges shareholders to approve the 2021 Plan.

ADDITIONAL INFORMATION

Additional information concerning the Corporation can be obtained from www.sedar.com.

Financial information concerning the Corporation is provided in the Corporation’s comparative financial statements and Management Discussion and Analysis for its fiscal years ended December 31, 2020 and 2019, December 31, 2019 and 2018 and December 31, 2018 and 2017. Copies of these documents may be obtained from the Corporation by making a request in writing to the Corporation at Bay Adelaide Centre - East Tower, 22 Adelaide St W, Ste. 3600, Toronto, ON M5H 4E3, email: info@gratomic.ca, Attention: Chief Executive Officer.

APPROVAL OF DIRECTORS

The Circular and the mailing of same to shareholders have been approved by the Board of Directors of the Corporation.

DATED the 19th day of March, 2021.

BY ORDER OF THE

BOARD OF DIRECTORS

“Arno Brand”

ARNO BRAND
President & CEO

SCHEDULE “A”

to Information Circular of
Gratomic Inc. dated March 19, 2021 (the “Company”)

AUDIT COMMITTEE CHARTER

Purpose of the Audit Committee

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation is to assist the Board in fulfilling its responsibility for the oversight of the financial reporting process. The purpose of this Charter is to ensure that the Corporation maintains a strong, effective and independent audit committee, to enhance the quality of financial disclosure made by the Corporation and to foster increased investor confidence in both the Corporation and Canada’s capital markets. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Corporation’s management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Corporation. The Committee’s primary duties and responsibilities are to:

- identify and monitor the management of the principal risks that could affect the reliability of financial reporting;
- monitor the integrity of the Corporation’s financial reporting process and system of internal control over financial reporting and accounting compliance;
- be directly responsible for overseeing the work of the external auditor including monitoring the independence and performance of the external auditor;
- be directly responsible for overseeing the internal review processes;
- monitor the Corporation’s compliance with applicable legal and regulatory requirements affecting financial reporting; and
- provide an avenue for effective communication among the audit committee, external auditor, management and the Board.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditor as well as anyone in the Corporation. The Committee has the authority to retain, at the Corporation’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

Composition of the Audit Committee

The Committee shall consist of at least three (3) directors appointed by the Board as provided for in the by-laws of the Corporation and may be removed by the Board in its discretion. Each member of the Committee must be an independent director and must be financially literate or become financially literate within a reasonable time after his or her appointment to the Committee. At least one (1) member of the Committee shall have accounting or related financial management expertise. The Committee shall establish procedures for quorum, notice and timing of meetings subject to the proviso that a quorum shall be no less than two (2) Committee members. While the Board may recommend a Chair for the Committee, the Committee shall have the discretion to appoint the Chair from amongst its members.

The Canadian Securities Administrators (“CSA”) state that an audit committee member is independent if he or she has no direct or indirect material relationship with the issuer; that is, a relationship that could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. The CSA notes that these relationships may include commercial, charitable, industrial, banking, consulting, legal, accounting or familial

relationships. The regulations also include a list of situations that are defined to be material relationships.

The Board shall determine, in its business judgment, whether an individual is financially literate based upon the regulatory definition of financial literacy, meaning the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. It is the view of the regulators that it is not necessary for a member to have a comprehensive knowledge of generally accepted accounting principles and generally accepted auditing standards to be considered financially literate.

Disclosure must be made in the Corporation's Information Circular ("IC") for its annual meeting or in the Corporation's Annual Information Form ("AIF"), if applicable, of the name of each Committee member and whether or not the member is independent and financially literate. It should also describe the education and experience of each member that is relevant to his or her responsibilities as a Committee member. If a member is not independent, the Corporation must explain why.

Meetings of the Audit Committee

The Committee shall meet at least four times annually, corresponding with the Corporation's financial reporting cycle, or more frequently as circumstances dictate. The Committee Chair will prepare an agenda in advance of each meeting. The Secretary will circulate the agenda and supporting materials sufficiently in advance of the meeting to allow members an appropriate period of time to prepare for the meeting. The Committee will generally invite members of management and the external auditor to attend each meeting. The Committee shall meet privately at least annually with management and the external auditor to discuss any matters that the Committee or each of these groups believes should be discussed. In addition, the Committee may consider *in camera* sessions at the beginning and/or conclusion of each meeting to discuss privately any matters of interest or concern to the members.

Responsibilities and Duties of the Audit Committee

Management is responsible for adopting and applying sound accounting principles; for designing, implementing and maintaining effective processes related to internal control over financial reporting; and for preparing the annual and interim financial statements, management's discussion and analysis ("MD&A") and other continuous disclosure documents. The external auditor is responsible for conducting an independent audit and for forming an opinion on the annual financial statements. The Committee is responsible for overseeing these financial reporting processes.

Committee members should conduct themselves in an informed, vigilant and effective manner.

Members of the Committee should rely on information furnished to them by others only if they believe it to be reliable for the purpose of making their decisions. They should act in accordance with their own knowledge and training.

The Committee shall be responsible for the following specific matters:

1. Accounting policies
 - (a) Review all of the Corporation's critical accounting policies and all major issues regarding accounting principles and financial statement presentations (including any significant changes in the Corporation's selection or application of accounting principles).
 - (b) Review major changes in the Corporation's accounting policies and practices.
 - (c) Review with the external auditor and management the extent to which changes or improvements in financial or accounting practices, as previously reported to the Committee, have been implemented.
2. Financial reporting process and financial statements

- (a) In consultation with management and the external auditor, inquire as to the integrity of the Corporation's financial reporting processes, both internal and external, and any major issues as to the adequacy of internal control.
- (b) Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas.
- (c) Review recent professional and regulatory pronouncements and understand their impact on the financial statements.
- (d) Review issues related to liquidity, capital resources and contingencies that could affect liquidity.
- (e) Review all plans for treasury operations including financial derivatives and hedging activities.
- (f) Review all material off-balance-sheet transactions, contingent liabilities and transactions with related parties.
- (g) Discuss with the external auditor the matters that generally accepted auditing standards in Canada require to be communicated with the Committee.
- (h) Review and discuss with management and the external auditor the Corporation's quarterly and annual financial statements, MD&A, IC, AIF and annual and interim press releases before they are publicly disclosed by the Corporation and recommend their approval by the Board.
- (i) Periodically assess the adequacy of procedures in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.
- (j) Consider reviewing other financial information provided to analysts and rating agencies.
- (k) Following completion of the annual audit, review with each of management and the external auditor any significant issues, concerns or difficulties encountered during the course of the audit including any major issues that arose during the course of the audit and, which have subsequently been resolved and those issues that have been left unresolved; key accounting and audit judgments; and levels of misstatements identified during the audit, obtaining explanations from management and, where necessary, the external auditor, as to why certain misstatements might remain unadjusted.
- (l) Receive and review reports from other Board committees with regard to matters that could affect financial reporting.
- (m) Oversee the resolution of disagreements between management and the external auditor regarding financial reporting.
- (n) Discuss with the external auditor the quality and not just the acceptability of the Corporation's accounting principles.
- (o) Regularly review with the external auditor any audit problems or difficulties and management's response.

3. External auditor

- (a) Be directly responsible for the selection, appointment, compensation, retention, termination and oversight of the work of the Corporation's external auditor, and in such regard recommend to the Board the nomination of the external auditor for approval by the shareholders. Monitor audit engagement partner rotation requirements.

- (b) Pre-approve all audit and non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor including fees and terms. In this regard, establish which non-audit services the external auditor shall be prohibited from providing. In doing so, the Committee should consider:
 - i whether the skills and experience of the audit firm make it a suitable supplier of the non-audit services;
 - ii whether there are safeguards in place to help ensure that there is no threat to the external auditor's objectivity and independence in the conduct of the audit resulting from providing such services; and
 - iii the nature of the non-audit services, the related fee levels, and the fee levels individually and in aggregate relative to the audit fee.
- (c) The Committee satisfies the pre-approval requirement in subsection 3(b) if:
 - i the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent (5%) of the total amount of fees paid by the Corporation and its subsidiary entities to the Corporation's external auditors during the fiscal year in which the services are provided;
 - ii the Corporation or the subsidiary entity of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - iii the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.
- (d) The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 3(b).
- (e) The pre-approval of non-audit services by any member to whom authority has been delegated pursuant to subsection 3(d) must be presented to the Committee at its first scheduled meeting following such pre-approval.
- (f) The Committee satisfies the pre-approval requirement in subsection 3(b) if it adopts specific policies and procedures for the engagement of the non-audit services, if:
 - i the pre-approval policies and procedures are detailed as to the particular service;
 - ii the Committee is informed of each non-audit service; and
 - iii the procedures do not include delegation of the Committee's responsibilities to management.
- (g) Prior to commencement of the annual audit, review with the external auditor the proposed audit plan and scope of work.
- (h) Review the audit representation letters with particular attention to non-standard representations.
- (i) Review and monitor the content of the external auditor's management letter, in order to assess whether it is based on a good understanding of the Corporation's business and establish whether recommendations have been acted upon and, if not, the reasons they have not been acted upon.

- (j) Consider, assess and report to the Board with regard to the independence and performance of the external auditor, and for such purpose:
 - i Review the formal written statement and letter submitted by the external auditor that outlines all relationships between the external auditor and the Corporation, and its affiliates and associates.
 - ii Actively engage in a dialogue with the external auditor with respect to any disclosed relationships or services and their impact on the objectivity or independence of the external auditor.
 - iii Conduct a periodic evaluation (taking into account the opinions of management) of the external auditor's qualifications, performance and independence, and present to the Board the Committee's conclusion in such regard.
 - iv Consider obtaining and reviewing at least annually a report from the external auditor describing the firm's quality control procedures and any material issues raised by the firm's most recent review of internal quality control or by any governmental or professional inquiry or investigation.
 - (k) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors.
4. Internal controls and risk management
- (a) Receive and review the interim and annual CEO and CFO certifications filed with securities regulatory authorities.
 - (b) Receive and review reports from management and the external auditors with regard to the reliability and effective operation of the Corporation's accounting system and internal controls.
 - (c) Discuss with senior management their certification of internal control over financial reporting, as and when required by regulation.
5. Internal review and legal compliance
- (a) Review and approve management's decisions related to the need for internal review.
 - (b) Review the mandate, budget, plan, changes in plan, activities, organization structure and qualifications of the internal review function.
 - (c) Review significant reports prepared as a result of the internal review together with management's response and follow-up to these reports.
 - (d) On at least an annual basis, review with the Corporation's counsel any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and any inquiries received from regulators or governmental agencies.
6. Additional responsibilities
- (a) Review and reassess the adequacy of the Committee's charter on an annual basis.
 - (b) Determine that the IC or the AIF discloses the text of the Committee's charter, a description of any specific policies and procedures for the engagement of non-audit services, and the aggregate fees billed by the external auditor in each of the last two (2) years, by service fee category.

- (c) Review the process for communicating the Corporation's Code of Business Conduct and Ethics and Whistleblower Policy to company personnel, and for monitoring compliance therewith.
- (d) Discuss guidelines and policies to govern the process by which risk assessment and risk management have been and are handled, even if the primary responsibility for risk assessment and management is assigned to another Board committee. The Corporation's major financial and business risks exposures and the steps management has taken to monitor and control such exposures should be discussed.
- (e) Establish procedures and policies for the following:
 - i the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - ii the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (f) Prepare and review with the Board an annual performance evaluation of the Committee, the Chair of the Committee and its individual members.
- (g) Review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- (h) Review financial and accounting personnel succession planning within the Corporation.
- (i) Periodically review a summary of all related party transactions and potential conflicts of interest.
- (j) Report regularly to the Board, including matters such as the quality or integrity of the Corporation's financial statements, and compliance with legal or regulatory requirements.
- (k) Review expenses incurred by selected senior executives.
- (l) Conduct or authorize any review or investigation and consider any matters of the Corporation the Committee believes is within the scope of its responsibilities and establish procedures for such review or investigation as may be required.

SCHEDULE “B”

to Information Circular of
Gratomic Inc. dated March 19, 2021

See attached.



**NOTICE OF CHANGE OF AUDITOR
Pursuant to National Instrument 51-102 (Section 4.11)**

TO: Davidson & Company LLP
AND TO: D&H Group LLP
AND TO: Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange
Ontario Securities Commission

Notice is hereby given, pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"), of a change of auditor of Gratomic Inc. (the "**Company**") from Davidson & Company LLP of Vancouver, BC, (the "**Former Auditor**"), to D&H Group LLP of Vancouver, BC, (the "**Successor Auditor**") effective as of March 1, 2019.

The Former Auditor has resigned as auditor of the Company at the request of the Company. The Audit Committee of the Company has recommended to the Board of Directors of the Company that the Successor Auditor be appointed to fill 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.

The Company further reports there were no reservations in the Former Auditor's report on the Company's financial statements for the period commencing at the beginning of the Company's two most recently completed financial years and ending on the date of resignation of the Former Auditor.

In the opinion of the Company, there were no reportable events, including disagreements, consultations, or unresolved issues (as defined in Section 4.11 of NI 51-102) between the Former Auditor and the Company.

The contents of the Notice and the attached letters from the Former Auditor and the Successor Auditor have been reviewed and approved by the board of directors of the Company.

DATED this 1st day of March 2019

GRATOMIC INC.

(signed) "Arno Brand"

Arno Brand
Co Chief Executive Officer

(signed) "Rodger Roden"

Rodger Roden
Chief Financial Officer

March 1, 2019

British Columbia Securities Commission

PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission

20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Alberta Securities Commission

600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

Dear Sirs / Mesdames

Re: Gratomic Inc. (the "Company")
Notice Pursuant to NI 51 – 102 of Change of Auditor

In accordance with National Instrument 51-102, we have read the Company's Change of Auditor Notice dated March 1, 2019 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours very truly,



DAVIDSON & COMPANY LLP

Chartered Professional Accountants

cc: TSX Venture Exchange





D&H Group LLP
Chartered Professional Accountants
10th Floor, 1333 West Broadway
Vancouver, BC V6H 4C1

B-4

dhgroup.ca
t 604.731.5881
f 604.731.9923

March 1, 2019

British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC
V7Y 1L2

Alberta Securities Commission
Suite 600, 250 - 5th Street SW
Calgary, AB
T2P 0R4

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, ON
M5H 3S8

Dear Sirs/Mesdames:

Re: Gratomic Inc. (the "Company")
Notice of Change of Auditors ("Notice")

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice dated March 1, 2019 by the Company and, based on our knowledge of such information at this time, we agree with the information contained in the Notice.

We understand that a copy of the Notice and this letter will be provided to the shareholders of the Company and filed on SEDAR.

Yours truly,

"D&H Group LLP"

D&H GROUP LLP

SCHEDULE “C”

to Information Circular of
Gratomic Inc. dated March 19, 2021

GRATOMIC INC.

2021 INCENTIVE STOCK OPTION PLAN

1. PURPOSE: The purpose of this 2021 Stock Option Plan (the “**Plan**”) is to encourage common stock ownership in Gratomic Inc. (the “**Company**”) by directors, officers, employees (including part time employees employed by the Company for less than twenty (20) hours per week) and consultants (including consultants whose services are contracted through a company) of the Company or any Affiliate, as that term is defined in relevant securities legislation, of the Company or by a personal holding company of any such officer, director or employee that is wholly-owned by such individual or by registered retirement savings plans or tax free saving accounts established by any such officer, director or employee (hereinafter referred to as “**Optionee**” or “**Optionees**”) who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company to attract and retain valued directors, officers, consultants and employees by granting options (the “**Options**” or “**Option**”) to purchase common shares of the Company on the terms and conditions set forth in this Plan and any Stock Option Agreements entered into between the Company and the Optionees in accordance with the Plan. Any Options granted to a personal holding company shall be cancelled immediately upon any change in control of such personal holding company, save and except in the event of the death of the principal of such personal holding company, in which case, subject to the terms of the Stock Option Agreement, the provisions of subparagraph 5(f)(iii) shall apply.

2. ADMINISTRATION: The Plan shall be administered by the Board of Directors from time to time of the Company (the “**Administrator**”). No member of the Board of Directors shall by virtue of such appointment be disentitled or ineligible to receive Options. The Administrator shall have full authority to interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management, and the decision of the Administrator shall be binding and conclusive. The decision of the Administrator shall be binding, provided that notwithstanding anything herein contained, the Administrator may from time to time delegate the authority vested in it under this clause to the President or Chief Executive Officer who shall thereupon exercise all of the powers herein given to the Administrator, subject to any express direction by resolution of the Board of Directors of the Company from time to time and further provided that a decision of the majority of persons comprising the Board of Directors in respect of any matter hereunder shall be binding and conclusive for all purposes and upon all persons. The senior officers of the Company are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications as they in their absolute discretion consider necessary for the implementation of the Plan.

3. NUMBER OF SHARES SUBJECT TO OPTIONS: The Board of Directors of the Company will make available that number of common shares for the purpose of the Plan that it considers appropriate except that the number of common shares that may be issued pursuant to the exercise of Options under the Plan, the exercise of options under the previous Stock Option Plan ratified by shareholders on January 14, 2019 (the “**2015 Plan**”) and under any other stock options of the Company shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time and from time to time. In the event that Options granted under the Plan, and under any other stock options of the Company which may be in effect at a particular time, are surrendered, terminate or expire without being exercised in whole or in part, new Options may be granted covering the common shares not purchased under such lapsed Options. All Options granted and outstanding under the 2015 Plan shall be deemed to have been granted under the Plan.

4. PARTICIPATION: Options shall be granted under the Plan only to Optionees as shall be designated from time to time by the Administrator and shall be subject to the approval of such regulatory authorities as the Administrator shall designate, which shall also determine the number of shares subject to such Option. Optionees who are consultants of the Company or an Affiliate of the Company must either perform services for the Company on an ongoing basis or provide, or be expected to provide, a service of value to the Company or to an Affiliate of the Company. The Company represents that no option shall be granted to any Employee or Consultant who is not a bona fide Employee or Consultant.

5. TERMS AND CONDITIONS OF OPTIONS: The terms and conditions of each Option granted under the Plan shall be set forth in written Stock Option Agreements between the Company and the Optionee. Such terms and conditions shall include the following as well as such other provisions, not inconsistent with the Plan, as may be deemed advisable by the Administrator:

(a) Number of Shares subject to Option to any one Optionee: The number of shares subject to an Option shall be determined from time to time by the Administrator; but no one Optionee shall be granted an Option which when aggregated with any other options or common shares allotted to such Optionee under the Plan exceeds 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to any one Optionee in any 12 month period shall not exceed 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to all Insiders (as that term is defined in the TSX Venture Exchange Policies)(“**Related Persons**”) in any 12 month period shall not exceed 10% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to any one consultant in any 12 month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis), and the total number of Options granted to all persons, including employees, providing investor relations activities to the Company in any 12 month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis) and the Option Price per common share shall be determined in accordance with subparagraph (b) below. Options granted to persons providing investor relations activities must vest over a period of not less than twelve (12) months with no more than 25% of the Options vesting in any quarter.

(b) Option Price: The Option Price of any common shares in respect of which Options may be granted under the Plan shall not be less than the closing price of the Company's common shares, on the principal exchange on which the common shares of the Company are listed, on the last trading day prior to the date of grant of the Options or in accordance with the pricing rules of any stock exchange on which the common shares of the Company may trade in the future or, where no specific rules apply with respect to price, the fair market value of the common share at the time the Options are granted.

In the resolution allocating any Option, the Administrator may determine that the date of grant aforesaid shall be a future date determined in the manner specified by such resolution. The Administrator may also determine that the Option Price per share may escalate at a specified rate dependent upon the year in which any Option to purchase common shares may be exercised by the Optionee. No options granted to Related Persons may be repriced without the approval of a majority of disinterested shareholders of the Company exclusive of any Related Persons.

(c) Payment: The full purchase price of shares purchased under the Option shall be paid in cash upon the exercise thereof. A holder of an Option shall have none of the rights of a stockholder until the shares are issued to him. All common shares issued pursuant to the exercise of Options granted or deemed to be granted under the Plan, will be so issued as fully paid and non-assessable common shares. No Optionee or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares subject to an Option under this Plan, unless and until certificates for such common shares are issued to him or them under the terms of the Plan.

(d) Term of Options: Options may be granted under this Plan exercisable over a period not exceeding ten (10) years. Each Option shall be subject to earlier termination as provided in subparagraph (f) below and paragraphs 7 and 8.

(e) Exercise of Options: The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of common shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the Option is exercised. An Option may be exercised in full or in part during any year of the term of the Option as provided in the written Stock Option Agreement; provided however that except as expressly otherwise provided herein or as provided in any valid Stock Option Agreement approved by the Administrator, no Option may be exercised unless that Optionee is then a director, officer, consultant and/or in the employ of the Company. This Plan shall not confer upon the Optionee any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate of the Company.

(f) Termination of Options: Any Option granted pursuant hereto, to the extent not validly exercised, and save as expressly otherwise provided herein and subject to the provisions of paragraphs 7,8, and 12, will terminate on the earlier of the following dates:

- (i) the date of expiration specified in the Stock Option Agreement, being not more than ten (10) years after the date the Option was granted;

- (ii) the date of termination of the Optionee's employment or upon ceasing to be a director and/or officer of the Company or up to a period not exceeding twelve (12) months thereafter for any cause other than by retirement, permanent disability or death;
- (iii) one (1) year after the date of the Optionee's death during which period the Option may be exercised only by the Optionee's legal representative or the person or persons to whom the deceased Optionee's rights under the Option shall pass by will or the applicable laws of descent and distribution, and only to the extent the Optionee would have been entitled to exercise it at the time of his death if the employment of the Optionee had been terminated by the Company on such date;
- (iv) twelve (12) months after termination of the Optionee's employment by permanent disability or retirement under any Retirement Plan of the Company during which twelve (12) month period the Optionee may exercise the Option to the extent he was entitled to exercise it at the time of such termination provided that if the Optionee shall die within such twelve (12) month period, then such right shall be extended to one (1) year following the death of the Optionee and shall be exercisable only by the persons described in subparagraph (f)(iii) hereof and only to the extent therein set forth.

(g) Non-transferability of Options: No Option shall be transferable or assignable by the Optionee other than by will or the laws of descent and distribution and shall be exercisable during his lifetime only by him.

(h) Applicable Laws or Regulations: The Company's obligation to sell and deliver stock under each Option is subject to such compliance by the Company and any Optionee as the Company deems necessary or advisable with all laws, rules and regulations of Canada and the United States of America and any Provinces and/or States thereof applying to the authorization, issuance, listing or sale of securities and is also subject to the acceptance for listing of the common shares which may be issued in exercise thereof by each stock exchange upon which shares of the Company are listed for trading.

(i) Vesting: Options granted pursuant hereto may vest over any period determined by the Administrator in its sole discretion (subject to the provisions of paragraph 5(a)).

6. ADJUSTMENT IN EVENT OF CHANGE IN STOCK: Each Option shall contain uniform provisions in such form as may be approved by the Administrator to appropriately adjust the number and kind of shares covered by the Option and the exercise price of shares subject to the Option in the event of a declaration of stock dividends, or stock subdivisions or consolidations or reconstruction or reorganization or recapitalization of the Company or other relevant changes in the Company's capitalization (other than issuance of additional shares) to prevent substantial dilution or enlargement of the rights granted to the Optionee by such Option. The number of common shares

available for Options, the common shares subject to any Option, and the Option Price thereof shall be adjusted appropriately by the Administrator and such adjustment shall be effective and binding for all purposes of the Plan.

7. ACCELERATION OF EXPIRY DATES: Upon the announcement or contemplation of any event, including a reorganization, acquisition, amalgamation or merger (or a plan of arrangement in connection with any of the foregoing), other than solely involving the Company and one or more of its affiliates (as such term is defined in the Securities Act (Ontario)), with respect to which all or substantially all of the persons who were the beneficial owners of the common shares, immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly more than 50% of the resulting voting shares on a fully-diluted basis (for greater certainty, this shall not include a public offering or private placement out of treasury) or the sale to a person other than an affiliate of the Company of all or substantially all of the Company's assets (collectively, a "**Change of Control**"), the Company shall have the discretion, without the need for the agreement of any Optionee, to accelerate the Expiry Dates and/or any applicable vesting provisions of all Options, as it shall see fit. The Company may accelerate one or more Optionee's Expiry Dates and/or vesting requirements without accelerating the Expiry Dates and/or vesting requirements of all Options and may accelerate the Expiry Date and/or vesting requirements of only a portion of an Optionee's Options.

8. AMALGAMATION, CONSOLIDATION OR MERGER: In the event that the Company is a consenting party to a Change of Control, outstanding Options shall be subject to the agreement effecting such Change of Control and Optionees shall be bound by such Change of Control agreement. Such agreement, without the Optionees' consent, may provide for:

- (a) the continuation of such outstanding Options by the Company (if the Company is the surviving or acquiring corporation);
- (b) the assumption of the Plan and such outstanding Options by the surviving entity; or
- (c) the substitution or replacement by the surviving or acquiring corporation or its parent of options with substantially the same terms for such outstanding Options.

The Company may provide in any agreement with respect to any such Change of Control that the surviving, new or acquiring corporation shall grant options to the Optionees to acquire shares in such corporation or its parent with respect to which the excess of the fair market value of the shares of such corporation immediately after the consummation of such Change of Control over the exercise price therefore shall not be less than the excess of the value of the common shares over the Exercise Price of the Options immediately prior to the consummation of such Change of Control.

9. APPROVALS: The obligation of the Company to issue and deliver the common shares in accordance with the Plan is subject to any approvals which may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any common shares cannot be issued to any Optionee for whatever reason, the obligation of the Company to issue

such common shares shall terminate and any Option exercise price paid to the Company will be returned to the Optionee.

10. STOCK EXCHANGE RULES: The rules of any stock exchange upon which the Company's common shares are listed shall be applicable relative to Options granted to Optionees.

11. AMENDMENT AND DISCONTINUANCE OF PLAN: Subject to regulatory approval, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time provided however that no such right may, without the consent of the Optionee, in any manner adversely affect the rights of the Optionee under any Option theretofore granted under the Plan.

12. EXTENSION OF EXPIRY DATE DURING BLACKOUT PERIOD: The expiry date of an Option will be extended automatically without shareholder approval where such expiry date occurs within a Blackout Period or within ten (10) Business Days from the end of a Blackout Period and the new expiry date shall be the 10th Business Day following the end of the relevant Blackout Period. For the purposes of the Plan "Business Day" means any day other than a Saturday, Sunday or a day that is treated as a holiday at the Corporation's principal executive offices in Toronto, Ontario, Canada. For the purposes of the Plan "Blackout Period" means any period during which a policy of the Company prevents Optionees of the Company from trading in securities of the Company, including the exercise of the Options. The Blackout Period must be formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information. The Blackout Period must expire upon the general disclosure of the undisclosed Material Information or upon such Material Information ceasing to be material or applicable.

13. EFFECTIVE DATE AND DURATION OF PLAN: The Plan shall remain in full force and effect from the date of shareholder approval hereof and from year to year thereafter until amended or terminated in accordance with Paragraph 11 hereof and for so long thereafter as Options remain outstanding in favour of any Optionee.

14. REPLACEMENT OF PREVIOUS PLAN: This Plan replaces and supersedes the 2015 Plan.

