

HARFANG EXPLORATION INC.
(the “Corporation”)

MANAGEMENT INFORMATION CIRCULAR
(Containing information as at May 21, 2019 unless indicated otherwise)

SOLICITATION OF PROXIES

The management of the Corporation solicits proxies to be used at the annual and special meeting of shareholders (the “Meeting”) of the Corporation to be held at the time and place and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof. The cost of this solicitation will be borne by the Corporation. Accordingly, the management of the Corporation has drafted this information circular (the “Circular”) that it is sending to all the security holders entitled to receive a Notice of Meeting.

If you cannot attend the Meeting in person, complete and return the enclosed form of proxy to the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc. (“**Computershare**”), 100, University Street, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

APPOINTMENT OF PROXYHOLDER AND RIGHT OF REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of proxy. A shareholder wishing to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.**

A shareholder may revoke a proxy at any time by an instrument in writing executed by him or, if the shareholder is a Corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, and filed at the offices of Computershare, at the same address and within the same delays as mentioned above, or two (2) business days preceding the date the Meeting resumes if it is adjourned, or remitted to the chairman of such Meeting on the day of the Meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

The management undertakes to respect the holder’s instructions.

In the absence of any indication, the agent will exercise the right to vote in favour of each question defined on the form of proxy, in the notice of meeting or in the Circular.

Unless otherwise specified herein, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

Management does not know and cannot foresee at the present time any amendments or new points to be brought before the Meeting. If such amendments or new points were to be brought before the Meeting, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital stock of the Corporation consists of an unlimited number of common shares without par value. As at the date hereof, there were 37,065,181 common shares of the Corporation issued and outstanding. Each common share of the Corporation confers upon its holder the right to one vote.

The Board of directors of the Corporation (the “**Board**”) fixed the close of business on May 15, 2019 as the record date for determining which shareholders shall be entitled to receive notice of the Meeting, but failure to receive such notice does not deprive a shareholder of his right to vote at the Meeting.

As of May 21, 2019, to the knowledge of the Corporation’s directors and executive officers, the only person beneficially owning, controlling or directing, directly or indirectly, 10% or more of the number of common shares of the Corporation issued and outstanding is:

Name	Nature of Holding	Number of Shares	Percentage of Issued Shares
Osisko Gold Royalties Ltd	Direct	6,214,286 ⁽¹⁾	16.77%

(1) This information is derived from the insider report filed by Osisko Gold Royalties Ltd on the System for Electronic Disclosure by Insiders (SEDI).

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, shares beneficially owned by a person are not registered in his or her name but are held in the name of an intermediary, which is usually a security broker, a trust corporation or other financial institutions, or in the name of a clearing agency (such as the CDS Clearing and Depository Services Inc.) of which the intermediary is a participant. In accordance with National Instrument 54-101 of the Canadian Securities Administrators - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Notice of Meeting and the Circular (collectively the “**Meeting Materials**”) to the intermediaries which are required to forward the Meeting Materials to non-registered holders unless the non-registered holders have waived the right to receive them. Intermediaries very often call on service companies to forward the Meeting Materials to non-registered holders. **Each intermediary has its own signing and return instructions, which a non-registered shareholder should follow carefully to ensure that his or her shares are voted.** The form of proxy supplied to a non-registered shareholder by its broker is similar to the form of proxy provided by the Corporation to the registered shareholder. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the non-registered shareholder.

Should a non-registered holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered holder), the non-registered holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the intermediary or its service corporation. Should a non-registered holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered holder), the non-registered holder should strike out the names of the persons set out in the proxy form and insert the name of the non-registered holder or such other person in the blank space provided and submit it to Computershare at the address set out above.

A non-registered holder may revoke voting instructions which have been given to an intermediary at any time by written notice to the intermediary.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

To the knowledge of the Management of the Corporation, unless otherwise disclosed in this Circular, as at the date hereof, no person has an interest in any matter to be acted upon.

MATTERS FOR CONSIDERATION AT THE MEETING

PRESENTATION OF FINANCIAL STATEMENTS

The Corporation's annual financial statements for the fiscal year ended January 31, 2019, and the auditors' report thereon will be presented to the Meeting but will not be subject to a vote.

ELECTION OF DIRECTORS

The By-Laws of the Corporation provide that the members of the Board are elected annually. Each director holds office until the next annual meeting of shareholders or until his successor is elected or appointed.

The mandates of François Goulet, André Gaumond, Jean-Pierre Janson, Frank Mariage, Robin Villeneuve and Sylvie Prud'homme expire at the Meeting of June 19, 2019. The management does not contemplate that any of the nominees will be unable to serve as directors but, if this should occur for any reason prior to the Meeting, the person named in the enclosed form of proxy reserves the right to vote for another nominee at his discretion unless the shareholder has indicated in the form of proxy his wish to abstain from exercising the voting rights attaching to his shares at the time of the election of the directors.

Set out below in tabular form, are the names of all individuals proposed to be nominated by the Management of the Corporation as directors together with related information:

Name, Age and Municipality of Residence	Director Since	Office Held	Number of Common Shares held or over which control or direction is exercised	Present Occupation
François Goulet, 36 Montréal, Québec	June 22, 2017	President, Chief Executive Officer and Director	1,060,001	President and Chief Executive Officer of the Corporation
André Gaumond ⁽²⁾ , 57 Lac-Beauport, Québec	June 22, 2017	Chairman and Director	605,000 ⁽⁵⁾	Corporate Director
Jean-Pierre Janson ⁽²⁾⁽⁴⁾ , 68 Montréal, Québec	June 22, 2017	Director	510,000	Managing Director, National Wealth Management, with Richardson GMP Limited
Frank Mariage ⁽³⁾⁽⁴⁾ , 44 Boucherville, Québec	June 22, 2017	Director	43,750	Lawyer, Fasken Martineau DuMoulin S.E.N.C.R.L., LLP
Robin Villeneuve ⁽¹⁾⁽²⁾ , 52 Québec, Québec	June 22, 2017	Director	35,000	Chief Financial Officer and Corporate Secretary, Opsens Inc.
Sylvie Prud'homme ⁽⁴⁾ , 62 Beaconsfield, Québec	June 22, 2017	Director	Nil	Geologist

(1) Chair of the Audit Committee.

(2) Member of the Audit Committee.

(3) Chair of the Compensation and Governance Committee.

(4) Member of the Governance Committee.

(5) Of which 60,000 common shares are registered in the name of his spouse Joanne Boucher.

Each nominee has supplied the information concerning the number of shares over which he exercises control or direction.

All of the nominees whose names are hereinabove mentioned have previously been elected directors of the Corporation at a shareholders' meeting for which an information circular was issued.

To the knowledge of the Corporation, none of the foregoing nominees for election as a director:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any Corporation that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant Corporation access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than thirty consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such Corporation; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such Corporation; or
- (b) is, or within the last ten years has been, a director or executive officer of any Corporation that, while the proposed director 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
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

You can vote for the election of all the nominees described above, vote for the election of some of them and withhold from voting for others, or withhold from voting for all of them.

The persons designated in the accompanying form of proxy will vote in favour of the appointment of François Goulet, André Gaumond, Jean-Pierre Janson, Frank Mariage, Robin Villeneuve and Sylvie Prud’homme as directors, unless the shareholder specifies in form of proxy to withhold from voting.

EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V *Statement of Executive Compensation - Venture Issuers* of Regulation 51-102 respecting Continuous Disclosure Obligations.

For the purposes of this Management Proxy Circular, “**Named Executive Officers**” or “**NEOs**” of the Corporation means, at any time during the most recently completed financial year, the following persons:

- (a) the Chief Executive Officer;
- (b) the Chief Financial Officer;

- (c) the most highly compensated executive officer, other than the Chief Executive Officer and Chief Financial Officer at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of the most recently completed financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are François Goulet, President and CEO and Yvon Robert, CFO.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The table below details all compensation paid, made payable, awarded, granted, gave or otherwise provided to all persons acting as a Named Executive Officers and directors of the Corporation for services rendered or directly or indirectly to the Corporation for the period comprised between June 22, 2017 (the closing date of its "Qualifying Transaction" as defined under the policies of the TSX Venture Exchange) and January 31, 2019, the closing of the last financial year of the Corporation.

Table of Compensation excluding Compensation Securities ⁽¹⁾							
Name and Position	Year ⁽²⁾	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
François Goulet ⁽⁴⁾ President, Chief Executive Officer and Director	2019	140,000	-	-	-	-	140,000
	2018	85,436 ⁽³⁾	-	-	-	-	85,436
Yvon Robert ⁽⁵⁾ Chief Financial Officer	2019	104,091	-	-	-	-	104,091
	2018	59,183	-	-	-	-	59,183
André Gaumond Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
Jean-Pierre Janson Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
Frank Mariage Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
Robin Villeneuve Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
Sylvie Prud'homme Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-

- (1) During the entire period comprised between the date of its incorporation (March 30, 2010) and the closing date of its Qualifying Transaction (June 22, 2017), the Corporation has not paid any amount of any kind whatsoever, salaries, consulting fees, bonus, attendance fees or other perquisites to any of its Named Executive Officers or any of its directors.
- (2) For 2018, the information covers the period comprised between June 22, 2017 (i.e. the closing date of the Corporation's "Qualifying Transaction" within the meaning of the policies of the TSX Venture Exchange) and January 31, 2018.
- (3) François Goulet's employment contract with the Corporation came into force on June 22, 2017. On an annual basis, François Goulet's salary amounted \$140,000.
- (4) During the period comprised between the date of its incorporation and June 22, 2017, Harfang Exploration Inc., a private corporation with which the Corporation amalgamated as of June 22, 2017 as part of its qualifying transaction ("Harfang closed company"), paid \$62,473 to Goulex Inc., controlled by François Goulet, for its services as president.
- (5) The amount presented in the table represents the amount of fees paid to the company for which Yvon Robert works, as part of his work as Chief Financial Officer of the Corporation since June 22, 2017.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each Corporation's Named Executive Officer and directors by the Corporation during the most recently completed financial year ended January 31, 2019 for services provided or to be provided, directly or indirectly, to the Corporation.

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Security, number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant ⁽²⁾ (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
François Goulet President, Chief Executive Officer and Director	Options	150,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		30,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028
Yvon Robert Chief Financial Officer	Options	100,000 ⁽³⁾	July 18, 2018	0.25	0.25	0.23	July 18, 2028
André Gaumond Director	Options	100,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		20,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028
Jean-Pierre Janson Director	Options	100,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		20,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028
Frank Mariage Director	Options	100,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		20,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028
Robin Villeneuve Director	Options	35,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		20,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028
Sylvie Prud'homme Director	Options	25,000	June 22, 2017	0.25	N/A ⁽²⁾	0.265	June 22, 2027
		20,000	July 18, 2018	0.25	0.25	0.23	July 18, 2028

(1) These options were granted under the Corporation's Stock Option Plan described under the heading "Stock Option Plans and Other Incentive Plans".

(2) At the time of the grant, the common shares of the Corporation were subject to a halt trading.

(3) Options subject to the following vesting periods: 33,333 options: July 18, 2018; 33,333 options: July 18, 2019; and 33,334 options: July 18, 2020.

The following table sets forth each exercise of compensation securities by a Named Executive Officer or director of the Corporation during the most recently completed financial year ended January 31, 2019.

Exercise of Compensation Securities by Directors and Named Executive Officers							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security (\$)	Date of Exercise	Closing Price per Security on Date of Exercise (\$)	Difference between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
François Goulet President, Chief Executive Officer and Director	Options	-	-	-	-	-	-
Yvon Robert Chief Financial Officer	Options	-	-	-	-	-	-
André Gaumond Director	Options	-	-	-	-	-	-
Jean-Pierre Janson Director	Options	-	-	-	-	-	-

Exercise of Compensation Securities by Directors and Named Executive Officers							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security (\$)	Date of Exercise	Closing Price per Security on Date of Exercise (\$)	Difference between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
Frank Mariage Director	Options	-	-	-	-	-	-
Robin Villeneuve Director	Options	-	-	-	-	-	-
Sylvie Prud'homme Director	Options	-	-	-	-	-	-

Stock Option Plan and Other Incentive Plans

The Corporation has adopted an incentive stock option plan (the “**Stock Option Plan**”). The purpose of the Stock Option Plan is to attract and motivate the directors, officers and employees of the Corporation, employees of any management company and consultants to the Corporation (collectively the “**Optionees**”) and thereby advance the Corporation’s interests by providing them an opportunity to acquire an equity interest in the Corporation through the exercise of stock options granted to them under the Stock Option Plan.

Pursuant to the Stock Option Plan, the Board may grant options to Optionees in consideration of them providing their services to the Corporation or a subsidiary. The number of shares subject to each option is determined by the Board within the guidelines established by the Stock Option Plan. The options enable the Optionees to purchase shares of the Corporation at a price fixed pursuant to such guidelines. The options are exercisable by the Optionee giving the Corporation notice and payment of the exercise price for the number of shares to be acquired.

The Stock Option Plan authorizes the Board to grant stock options to the Optionees on the following terms:

- (a) The number of shares subject to issuance pursuant to outstanding options, in the aggregate, cannot exceed 10% of the Corporation’s issued shares.
- (b) The number of shares subject to issuance upon the exercise of options granted under the Stock Option Plan by one Optionee or all Optionees providing investor relations services is subject to the following limitations:
 - (i) no Optionee can be granted options during a 12-month period to purchase more than:
 - A. 5% of the issued shares of the Corporation unless disinterested shareholder approval has been obtained, or
 - B. 2% of the issued shares of the Corporation, if the Optionee is a consultant, and
 - (ii) the aggregate number of shares subject to options held by all Optionees providing investor relations services cannot exceed 2% in the aggregate.
- (c) Unless the Stock Option Plan has been approved by disinterested shareholders, options granted under the Stock Option Plan, together with all of the Corporation’s previously established and outstanding stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of its shares, shall not result, at any time, in:

- (i) the number of shares reserved for issuance pursuant to stock options granted to insiders exceeding 10% of the shares outstanding at the time of granting,
 - (ii) the grant to insiders as a group, within a one year period, of options to purchase that number of shares exceeding 10% of the outstanding shares, or
 - (iii) the issuance to any one insider and such insider's associates, within a one year period, of shares totalling in excess of 5% of the outstanding shares.
- (d) The exercise price of the options cannot be set at less than the closing trading price of the Corporation's shares on the day before the granting of the stock options.
- (e) The options may be exercisable for up to ten (10) years.
- (f) There are not any vesting requirements unless the Optionee is a consultant providing investor relations services to the Corporation, in which case the options must vest over at least 12 months with no more than one-quarter vesting in any three-month period. However, the Board may impose additional vesting requirements and, subject to obtaining any required approval from the Exchange, may authorize all unvested options to vest immediately. If there is a "change of control" of the Corporation (due to a take-over bid being made for the Corporation or similar events), all unvested options, subject to obtaining any required approval from the Exchange, shall vest immediately.
- (g) The options can only be exercised by the Optionee (to the extent they have already vested) for so long as the Optionee is a director, officer or employee of, or consultant to, the Corporation or any subsidiary or is an employee of the Corporation's management corporation and within a period thereafter not exceeding the earlier of:
- (i) the original expiry date;
 - (ii) 90 days after ceasing to be a director, officer or employee of, or consultant to, the Corporation at the request of the Board or for the benefit of another director or officer; and
 - (iii) if the Optionee dies, within one (1) year from the Optionee's death.

If the Optionee is terminated "for cause", involuntarily removed or resigns (other than at the request of the Board or for the benefit of another director or officer) from any of such positions the option will terminate concurrently.

- (h) The options are not assignable except to a wholly-owned holding company.
- (i) Disinterested shareholder approval must be obtained prior to the reduction of the exercise price of options granted to insiders of the Corporation.

Any amendments to the Stock Option Plan or outstanding stock options are subject to the approval of the Exchange and, if required by the Exchange, of the shareholders of the Corporation, possibly with only "disinterested shareholders" being entitled to vote. The amendment to an outstanding stock option will also require the consent of the Optionee.

Employment, Consulting and Management Agreements with the Named Executive Officers

Pursuant to an employment agreement dated June 22, 2017, the Corporation retained Mr. François Goulet as its President and Chief Executive Officer. As at January 31, 2019, Mr. Goulet's annual base salary was \$140,000. Should Mr. Goulet's employment be terminated by the Corporation without cause, Mr. Goulet will be entitled to receive a severance payment, by way of a lump sum, equal to his base salary for the 12 months. In the event of a "change of control" resulting in the following 12 months in the

loss of employment of Mr. Goulet or his resignation due to a “unilateral change of his employment conditions”, the Corporation shall pay Mr. Goulet a severance payment equal to 18 months of his base salary, which shall be paid by the Corporation at the time of termination by way of a lump sum.

For the purposes of this section, the terms “change of control”, “unilateral change in work conditions” and “control” shall have the following meaning:

“change of control” means:

- (a) an acquisition of shares representing the control of the Corporation;
- (b) an amalgamation, arrangement, reorganization or other transaction where the Corporation is not the resulting entity or as a result of which the Corporation’s shares would be converted into cash, securities or other property, except:
 - (i) a merger under which the shareholders of the Corporation immediately before the merger, hold the same proportion of the shareholding of the Corporation resulting from the merger; or
 - (ii) a merger, arrangement, reorganization or other transaction in which (A) the number of common shares of the Corporation, determined immediately before any of these transactions, continues to represent (being converted into voting shares of the resulting corporation) more than 50% of the votes of the resulting corporation following one or the other of said transactions; and (B) the members of the Board of Directors of the Corporation in office, before the any such transactions, constitute the majority of the board of directors of the resulting corporation;
- (iii) the sale, exchange or other transfer (in one transaction or series of related transactions) of all or a substantial portion of the assets of the Corporation;
- (iv) the approval by the shareholders of the liquidation or dissolution of the Corporation;
- (v) a change of directors representing the majority of the Board of Directors of the Corporation other than their replacement in the ordinary course of business by the shareholders; or
- (vi) the combination of any of all the above transactions.

“unilateral change in work conditions” means any of the following events:

- (a) the geographical relocation of the principal place of work beyond 100 km from the current headquarters of the Corporation;
- (b) a decrease in the extent of the level or nature of the responsibilities; or
- (c) a change in the organizational structure of the Corporation with adversely affect the hierarchical position within the Corporation.

“control” means the individual person or legal entity which:

- (a) holds, or is the beneficial holder of securities carrying more than 50% of the total votes for the election of directors of the Corporation; or
- (b) those securities confer voting rights that are exercisable to elect a majority of the directors of the Corporation.

Oversight and Description of Director and Named Executive Officer Compensation

The Compensation and Governance Committee of the Corporation has the responsibility to recommend to the Board of Directors a compensation policy consistent with the Corporation's business plan, strategies and objectives.

The objectives of the Corporation's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Corporation's continued success;
- to align the interests of the Corporation's executives with the interests of the Corporation's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Corporation is a mining exploration corporation and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Corporation to be appropriate in the evaluation of the performance of the executive officers.

Elements of Compensation Program

The executive compensation program consists of a combination of base salary and stock option incentives and, where circumstances warrant, annual cash bonuses.

The base salary of a NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

Stock options are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of stock options upon hire aligns NEOs' rewards with an increase in shareholder value over the long term. The use of stock options encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Corporation's performance and in the value of the shareholders' investments.

The payment, from time to time, of annual cash bonuses is a short-term incentive for the NEOs of the Corporation and is intended to stimulate the achievement of performance objectives by each NEO. Compensation in the form of bonuses is a common practice for public companies. The payment of a bonus is a good way to remain competitive with other mining companies that pay similar compensation. Competition for high-level senior executives in the mining sector is strong, making it necessary, where appropriate, to provide bonus compensation.

Determination of the Amount of Each Element of the Executive Compensation Program

Compensation and Governance Committee

Compensation of the NEOs of the Corporation, other than the CEO, is reviewed annually by the CEO, who makes recommendations to the Compensation and Governance Committee. The Compensation and Governance Committee reviews the recommendations of the CEO and makes its own recommendations to the Board, which approves the compensation of the NEOs based on the recommendations of the Compensation and Governance Committee. Compensation for the CEO is reviewed annually by the Compensation and Governance Committee, which then makes recommendations to the Board. The

Board approves the base salary of each NEO based on the recommendations of the Compensation and Governance Committee.

During the most recently completed financial year, the members of the Compensation and Governance Committee were Frank Mariage, President of the Committee, Jean-Pierre Janson and Sylvie Prud'homme.

Base Salary and Bonuses

The base salary (and, as the case may be, bonuses) 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 and bonuses are not evaluated against a formal "peer group". The Compensation and Succession Committee relies on the general experience of its members in setting base salary and bonuses amounts.

Stock Options

The Corporation has established a formal plan (the "Plan") under which stock options are granted to directors, officers, employees and consultants as an incentive to serve the Corporation in attaining its goal of improved shareholder value. The Board, based on recommendations of the Compensation and Governance Committee where appropriate, determines which NEOs (and other persons) are entitled to participate in the Plan, determines the number of options granted to such individuals and determines the date on which each option is granted and the corresponding exercise price.

The Board makes these determinations subject to the provisions of the existing Plan and, where applicable, the policies of the TSX Venture Exchange (the "Exchange").

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program.

The fixed base salary of each NEO, combined with the granting of stock options, has been designed to provide total compensation which the Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at January 31, 2019, the end of the Corporation's financial year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	950,000	0.25	2,231,939
Equity compensation plans not approved by security holders	Nil	Nil	Nil

INDEBTEDNESS TO THE CORPORATION OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no amounts are owed to the Corporation by any director, executive officer, employees or any former director, executive officer or employee of the Corporation, or any proposed director of the Corporation or associate of the foregoing. During the fiscal year ended January 31, 2019, the Corporation did not grant any loan.

APPOINTMENT OF THE INDEPENDENT AUDITOR AND AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO FIX ITS REMUNERATION

Management is recommending the appointment of PricewaterhouseCoopers LLP as independent auditor of the Corporation for the financial year ending January 31, 2020, and that the Board be authorized to fix the auditor's remuneration.

The persons designated in the accompanying form of proxy will vote in favour of the appointment of PricewaterhouseCoopers LLP as independent auditor and that the Board be authorized to fix the auditor remuneration, unless the shareholder specifies in his form of proxy his wish to withhold from voting.

AUDIT COMMITTEE

Charter and Composition of the Audit Committee

The text of the audit committee's charter is attached hereto as Schedule "B". The members of the audit committee of the Corporation are Robin Villeneuve, president of the committee, Jean-Pierre Janson and André Gaumond. The members of the audit committee are financially literate and independent directors, as such terms are defined in *Multilateral Instrument 52-110 Audit Committees* ("MI 52-110").

Education and Relevant Experience

Robin Villeneuve presently acts as Chief Financial Officer of Opsens Inc. and has acted Chief Financial Officer of Virginia from June 2008 until February 2015. In the 13 preceding years, Mr. Villeneuve held positions with various levels of responsibility at AbitibiBowater, acting successively as Director of Financial Reporting and Manager, Controls and Manufacturing Accounting. Mr. Villeneuve obtained a Bachelor's Degree in Business Administration - major in Accounting, from Laval University, Québec City, and is a member of the *Ordre des comptables professionnels agréés du Québec*, the Chartered Professional Accountants of Canada and the Association of Certified Corporate Directors.

André Gaumond has been acting as a director of Osisko Gold Royalties Ltd until May 1, 2019. Mr. Gaumond had been President and Chief Executive Officer and Director of Virginia Mines Inc. from November 2005 to February 2015 and was President and Chief Executive Officer and Director of Virginia Gold Mines Inc. from June 1996 to March 2006. Mr. Gaumond is a geological engineer with a master's degree in geological economics. He worked as a geological engineer for several organizations and as a mining analyst for several institutions. He is a member of *Ordre des géologues du Québec* and of *Ordre des ingénieurs du Québec*. He currently serves as a director with Junex Inc. and Altius Minerals Corporation.

Jean-Pierre Janson has been Managing Director, National Wealth Management, with Richardson GMP Limited since January 2005. He also acts as a director and Chairman of the Board of Midland Exploration Inc. since 2005. Over the past 25 years, Mr. Janson has acted as Managing Director of CIBC Wood Gundy Financial Services (Québec) Inc. (Eastern Canada) and held senior management positions with Merrill Lynch Canada Inc. and Midland Walwyn Inc. He also acts as director of Tri Origin Exploration Ltd. since May 2004 and as trustee of BTB Real Investment Trust since September 2007. In addition, he

serves as a director of Corporation de développement Sidex, the limited partner of SIDEX Limited Partnership. He maintains a strong relationship with the resource industry and the financial community.

Audit Committee Oversight

At no time since the commencement of the latest Corporation's financial year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the latest Corporation's financial year has the Corporation relied on the exemption provided under section 2.4 of MI 52-110 (*De minimis Non-audit Services*) or an exemption from MI 52-110, in whole or in part, granted under Part 8 of MI 52-110 (*Exemptions*).

However, the Corporation is not required to comply with Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110 given that it is a venture issuer as defined in MI 52-110.

Independent Auditor Service Fees

The aggregate fees billed by the Corporation's independent auditor in the last two (2) fiscal years are as follows:

Financial Year Ended	Audit Fees	Audit-Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees⁽³⁾
January 31, 2018	Nil	\$63,000	\$11,288	Nil
January 31, 2019	\$42,000	\$735	\$9,450	\$32,325

(1) Audit-related fees for 2018 relate primarily to control services related to the qualifying transaction and accounting advisory fees related to accounting standards (IFRS).

(2) Tax fees are related to compliance, tax planning and tax advice services for the preparation of income tax returns and proposed transactions, primarily related to the qualifying transaction.

(3) Other fees for 2019 relate to fees for professional services rendered in connection with a financial and tax due diligence.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

APPROVAL OF THE STOCK OPTION PLAN

The material terms and conditions of the Plan are set out under the heading "Terms and Conditions of Stock Option Plan" in this Circular.

Under the Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Corporation options entitling them to subscribe for common shares of the Corporation, provided that the number of options granted does not exceed a maximum of 10% of the aggregate number of common shares of the Corporation issued and outstanding.

Consequently, the number of common shares that are reserved under the Plan is automatically increased or decreased as the number of issued and outstanding common shares of the Corporation increases or decreases.

This is known as a "rolling" stock option plan.

Under the rules of the Exchange, a "rolling" stock option plan must receive shareholder approval yearly, at the annual general meeting of shareholders.

Accordingly, shareholders will be asked to adopt Resolution 2019-01 as set forth in Schedule "A" of this Circular.

In order to be adopted, Resolution 2019-01 must be approved by a majority of the votes cast by the shareholders, either present in person or represented by proxy at the Meeting.

The persons designated in the accompanying form of proxy will vote in favour of the approval of Resolution 2019-01, unless the shareholder specifies in his form of proxy to vote against it.

OTHER BUSINESS

Management is not aware of any amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting, other than those mentioned in said Notice.

ADDITIONAL INFORMATION

Additional financial information is provided in the financial statements of the Corporation and in the Management's discussion and analysis of the financial condition for the financial year ended January 31, 2018. Copies of this circular and the documents mentioned hereinabove are available on SEDAR (www.sedar.com).

Additional copies are also available by contacting the Corporation at its administrative office, 1100, avenue des Canadiens-de-Montréal, Suite 300, Montréal, Québec H3B 2S2.

APPROVAL OF INFORMATION CIRCULAR

The contents and the sending of this Circular have been approved by the directors of the Corporation.

Montreal, Québec, May 21, 2019



François Goulet
President and Chief Executive Officer

SCHEDULE A

RESOLUTION 2019-01

APPROVAL OF THE STOCK OPTION PLAN

BE IT RESOLVED:

1. THAT the Stock Option Plan of the Corporation, as described in the Management Proxy Circular, be and it is hereby approved and confirmed; and
2. THAT the directors of the Corporation be and they are hereby authorized to do all things and sign all instruments and documents necessary or desirable to give effect to the foregoing.

SCHEDULE B

AUDIT COMMITTEE CHARTER

The following charter is adopted in compliance with *Multilateral Instrument 52-110 Audit Committees* (“MI 52-110”).

1. MANDATE AND OBJECTIVES

The mandate of the audit committee of Harfang (the “**Audit Committee**”) is to assist the board of directors of Harfang (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Harfang to regulatory authorities and shareholders, Harfang’s systems of internal controls regarding finance and accounting and Harfang’s auditing, accounting and financial reporting processes.

The objectives of the Audit Committee are to:

- (a) serve as an independent and objective party to monitor Harfang’s financial reporting and internal control system and review Harfang’s financial statements;
- (b) ensure the independence of Harfang’s external auditors; and
- (c) provide better communication among Harfang’s auditors, the management and the Board.

2. COMPOSITION

The Audit Committee shall be comprised of at least three (3) directors as determined by the Board. The majority of the members of the Audit Committee shall be independent, within the meaning of MI 52-110.

All the members of the Audit Committee shall have accounting or related financial management expertise.

For the purposes of this Charter, the definition of “financially literate” is 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 presumably be expected to be raised by Harfang’s financial statements.

The members of the Audit Committee shall be elected by the Board at its first meeting following each annual shareholders’ meeting. Unless a Chairman is elected by the Board, the members of the Audit Committee may designate a Chairman by a majority vote of all the Audit Committee members.

3. MEETINGS AND PROCEDURES

- 3.1 The Audit Committee shall meet at least once quarterly or more frequently if required.
- 3.2 At all meetings of the Audit Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.

3.3 A quorum for meetings of the Audit Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Audit Committee shall be the same as those governing meetings of the Board.

3.4 The Audit Committee has the authority to use the services of external advisers when necessary to carry out its mandate.

4. DUTIES AND RESPONSIBILITIES

The following are the general duties and responsibilities of the Audit Committee:

4.1 Financial Statements and Disclosure Matters

- (a) review and recommend Harfang's financial statements, MD&A and any press releases regarding annual and interim earnings, before Harfang publicly discloses such information, and any reports or other financial information which are submitted to any governmental body or to the public; and
- (b) must be satisfied that adequate procedures are in place for the review of Harfang's public disclosure of financial information extracted or derived from Harfang's financial statements, other than the public disclosure referred to in subsection a) above, and must periodically assess the adequacy of those procedures.

4.2 External Auditors

- (a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;
- (b) oversee the work and review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of Harfang;
- (c) on an annual basis, review and discuss with the external auditors all significant relationships they may have with Harfang that may impact their objectivity and independence;
- (d) consult with the external auditors about the quality of Harfang's accounting principles, internal controls and the completeness and accuracy of Harfang's financial statements;
- (e) review and approve Harfang's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of Harfang;
- (f) review the audit plan for the year-end financial statements and intended template for such statements;
- (g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to Harfang or its subsidiary entities. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:

- (i) the aggregate amount of all such non-audit services provided to Harfang constitutes no more than 5% of the total amount of fees paid by Harfang and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided;
- (ii) such services were not recognized by Harfang or its subsidiary entities as non-audited services at the time of the engagement; and
- (iii) such services are promptly brought to the attention of the Audit Committee by Harfang and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Audit Committee.

The Audit Committee may delegate to one or more independent members of the Audit Committee the aforementioned authority to pre-approve non-audited services, provided the pre-approval of the non-audit services is presented to the Audit Committee at its first scheduled meeting following such approval.

4.3 Financial Reporting Processes

- (a) in consultation with the external auditors, review with management the integrity of Harfang's financial reporting process, both internal and external;
- (b) consider the external auditor's judgments about the quality and appropriateness of Harfang's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to Harfang's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (e) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (f) establish procedures for the confidential, anonymous submission by employees of Harfang of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by Harfang regarding accounting, internal accounting controls or auditing matters.

SCHEDULE C

CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 Corporate Governance Guidelines and *National Instrument 58-101 Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by the board and its committees, and the effectiveness and education of board members. The Corporation has implemented (i) a board of directors mandate; (ii) a compensation and governance committee charter; (iii) an audit committee charter; (iv) an ethical business conduct; and (v) a disclosure policy. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

Board of Directors

Independent Directors

An "independent director" is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is defined as a relationship which could, in the view of the Board of directors, be reasonably expected to interfere with such member's independent judgement. In addition, the following individuals are considered to have a material relationship with an issuer: an individual who is or has been in the last three (3) years a member of senior management or employee of the issuer.

The majority of the directors are independent. The independent directors of the Corporation are André Gaumond, Jean-Pierre Janson, Frank Mariage, Robin Villeneuve and Sylvie Prud'homme.

Non-Independent Directors

The non-independent director of the Corporation is François Goulet, in light of his position as President of the Corporation. The Chairman of the Corporation, André Gaumond, is currently independent

Board of Director Mandate

The following director is currently director or officer of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name	Name of Reporting Issuer	Name of Exchange or Market
André Gaumond	Altius Minerals Corporation	Toronto Stock Exchange
Jean-Pierre Janson	BTB Real Estate Investment Trust	Toronto Stock Exchange
	Midland Exploration Inc.	TSX Venture Exchange
	Tri Origin Exploration Ltd.	TSX Venture Exchange
Frank Mariage	Abitibi Royalties Inc.	TSX Venture Exchange
	Val-d'Or Mining Corporation	TSX Venture Exchange
Robin Villeneuve	Opsens Inc.	Toronto Stock Exchange

Orientation and Continuing Education

The Corporation does not currently have a formal orientation program for new directors. The Board of directors has not at this time taken any measures to provide continuing education for the directors. However, following the nomination of a new director, it is given to the new director reports and other documents relating to the Corporation and a meeting of the Board of directors is called in order to present the new director to the other members of the Board, the legal counsel and/or the auditors of the

Corporation, and in order to present the different aspects of the Corporation to the new director in order for said new director to be up-to-date with the Corporation's action plan, its policies and ongoing files.

Ethical Business Conduct

The Board of Directors has adopted a Code of Ethics to encourage and promote a culture of ethical business. The Code of Ethics establishes the basic guidelines for defining the ethical behavior required of every employee of the Corporation with respect to the use of the hours of work and the use of company property, the protection of confidential information, conflicts of interest, trading in the Corporation's securities and other matters. Each employee of the Corporation is subject to the Code and is required to sign a form stating that he or she understands its contents and that it must be bound by its provisions.

Selection of candidates for the board of directors

Currently, the Corporation does not have any formal mechanism to select new directors. When deemed expedient or necessary, the members of the Board or the President suggests nominees to the Compensation and Succession Committee in order to fill vacancies within the Board of directors. If a candidate is seconded by the Compensation and Succession Committee, it is submitted for discussion and, as the case may be, approved by the Board.

Compensation

The Compensation and Governance Committee is comprised of Frank Mariage, President, Jean-Pierre Janson and Sylvie Prud'homme.

The Compensation and Governance Committee has the general mandate to (a) consider and assess all issues that may affect the Corporation in the areas of corporate governance and compensation generally; (b) recommend actions or measures to the Board to be taken in connection with these two (2) areas; and (c) monitor the implementation and administration of such actions or measures, or of corporate policies and guidelines adopted by regulatory authorities or the Board with respect to said two (2) areas.

Other Committees of the Board

The audit committee is comprised of Robin Villeneuve, President, André Gaumond and Jean-Pierre Janson.

The mandate of the audit committee is to assist the board of directors of Harfang in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Harfang to regulatory authorities and shareholders, Harfang's systems of internal controls regarding finance and accounting and Harfang's auditing, accounting and financial reporting processes.

Assessment

The Board of Directors annually evaluates its committees and the role of the directors.