

X-TERRA RESOURCES INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
May 19, 2023**

TAKE NOTICE that an Annual and Special Meeting of shareholders (the “**Meeting**”) of X-TERRA RESOURCES INC. (the “**Corporation**”) will be held:

Place: X-Terra Resources Inc.
147 Avenue Québec (back door)
Rouyn-Noranda, Québec J9X 6M8

Date: May 19, 2023

Time: 10:00 a.m.

The purposes of the Meeting are to:

1. Receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2022 and the auditor’s report thereon;
2. Elect directors;
3. Appoint the auditor and authorize the directors to fix its remuneration;
4. Consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule B to the accompanying management information circular of the Corporation dated April 20, 2023 (the “**Circular**”), ratifying, approving and confirming the Corporation’s equity incentive compensation plan, as more particularly described in the Circular;
5. Consider and if deemed advisable adopt, with or without amendment, a special resolution in the form annexed as Schedule C to the Circular, approving an amendment to the Articles of the Corporation so as to change its corporate name to “Comet Lithium Corp. / Corp. Comète Lithium”, as more particularly described in the Circular; and
6. Transact such other business as may properly be brought before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on April 14, 2023 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on May 17, 2023 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Rouyn-Noranda, Québec
April 20, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Ferreira

Michael Ferreira
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management of X-Terra Resources Inc. (the “Corporation”) of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation (the “Meeting”) to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to beneficial owners of the shares. See “Appointment and Revocation of Proxies – Notice to Beneficial Shareholders of Shares” below.

INTERNET AVAILABILITY OF PROXY-RELATED MATERIALS

Notice-and-Access

Rules adopted by the Canadian securities administrators, known as the “notice and access” (“**Notice-and-Access**”) distribution option, allow companies to send to shareholders who do not hold shares of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”) a notice to the effect that proxy materials are available via the internet, rather than mailing full sets of proxy materials to them. This year, the Corporation chose to mail full sets of proxy materials to shareholders. “**Proxy-Related Materials**” refers to this Circular, the Notice of Meeting and a voting instruction form (for Beneficial Shareholders) or a form of proxy (for shareholders that hold their shares directly or indirectly in their respective names (referred to herein as “**Registered Shareholders**”).

In the future, the Corporation may take advantage of the Notice-and-Access distribution option. If in the future the Corporation chooses to send such notices to shareholders, the notices will contain instructions on how shareholders can gain access to the Corporation’s notice of meeting and management proxy circular via the internet. The notices will also contain instructions on how shareholders can ask that proxy materials be delivered to them electronically or in printed form on a one-time or ongoing basis.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

A Registered Shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A Registered Shareholder may also vote using the internet at www.investorvote.com or telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on May 17, 2023 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

The document appointing a proxy must be in writing and executed by the Registered Shareholder or his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Registered Shareholder submitting a form of proxy has the right to appoint a person (who need not be a shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise that right, the name of the Registered Shareholder’s appointee should be legibly printed in the blank space provided. In addition, the Registered Shareholder should notify the appointee of his or her appointment, obtain his or her consent to act as appointee and instruct him or her on how the Registered Shareholder’s shares are to be voted.

Shareholders who are not Registered Shareholders should refer to “Notice to Beneficial Holders of Shares” below.

Revocation of Proxy

A Registered Shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a Registered Shareholder who has given a proxy personally attends the Meeting at which that proxy is to be voted, that Registered Shareholder may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Registered Shareholder or his attorney or authorized agent and deposited with (i) Computershare Investor Services Inc. at any time up to 5:00 p.m. (eastern time) on May 17, 2023 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile to 416-263-9524 or 1-866-249-7775, (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or (iii) with the Secretary of the Corporation before the commencement of the Meeting, or any adjournment thereof, and upon any such deposit, the proxy will be revoked.

Notice to Beneficial Shareholders

The information set out in this section is of significant importance to many shareholders, as a substantial number of shareholders are Beneficial Shareholders and do not hold shares of the Corporation in their own names. Beneficial Shareholders should note that only proxies deposited by Registered Shareholders (shareholders whose names appear on the records of the Corporation as the registered holders of shares) can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Corporation. Those shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of those shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Beneficial Shareholders of Proxy-Related Materials and other securityholder materials and the request for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. **Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation.** Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

NI 54-101 permits the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Proxy-Related Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver the Proxy-Related Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Proxy-Related Materials directly to NOBOs and indirectly through intermediaries to OBOs. The cost of the delivery of the Proxy-Related Materials by intermediaries to OBOs will be borne by the Corporation.

Applicable securities regulatory policy requires intermediaries, on receipt of Proxy-Related Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7 (Request for Voting Instructions Made by Intermediary). Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of request for voting instructions supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). In forwarding the Proxy-Related Materials to Beneficial Shareholders, Broadridge typically includes a voting instruction form in lieu of the form of proxy that some intermediaries employ. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge’s dedicated voting website at <https://central-online.proxyvote.com> to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to Computershare Investor Services Inc., the Corporation’s transfer agent and registrar, which tabulates the results and provides appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted FOR the: (i) election of directors; (ii) appointment of auditor; (iii) resolution approving the Corporation’s Omnibus Equity Incentive Plan; and (iv) special resolution authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, to change the corporate name of the Corporation to “ Comet Lithium Corp. / Corp. Comète Lithium”, as stated under such headings in this Circular. Instructions with respect to voting will be respected by the persons designated in the enclosed form of proxy. With respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, such shares will be voted by the persons so designated in their discretion. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters.

VOTING SHARES

As at April 20, 2023, there were 18,438,979 issued and outstanding common shares of the Corporation. Each common share entitles the holder thereof to one vote. The Corporation has fixed April 14, 2023 as the record date (the “**Record Date**”) for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the Meeting. A shareholder of record on the Record Date will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting, even though the shareholder may subsequently dispose of his or her shares. No shareholder who has become a shareholder after the Record Date will be entitled to attend or vote at the Meeting or any adjournment(s) thereof. The list of shareholders is available for inspection during usual business hours at the registered office of the Corporation, 147 Avenue Quebec (back door), Rouyn-Noranda, Québec, and at the Meeting.

PRINCIPAL SHAREHOLDERS

As at April 20, 2023 to the best knowledge of the Corporation, no person beneficially owned or exercised control or direction over, directly or indirectly, more than 10% of the issued and outstanding common shares of the Corporation.

PRESENTATION OF FINANCIAL STATEMENTS

The audited annual consolidated financial statements for the fiscal year of the Corporation ended December 31, 2022 will be placed before the Meeting. The audited annual financial statements of the Corporation are included in the Corporation’s 2022 Annual Report which was mailed to shareholders who requested the Annual Report and which is also available on SEDAR at www.sedar.com. Additional copies of the 2022 Annual Report may be obtained from the Corporation upon request and will be available at the Meeting.

ELECTION OF DIRECTORS

The Board of Directors currently consists of five directors. The persons named in the enclosed form of proxy intend to vote **FOR** the election of the five nominees whose names are set forth below.

The Board of Directors has determined to nominate five of the current directors listed below for election as a director at Meeting.

Each director will hold office until the next annual meeting of shareholders or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause.

The following table sets out the name of each of the persons proposed to be nominated for election as director, all other positions and offices with the Corporation now held by such person, his municipality of residence and principal occupation, the year in which such person became a director of the Corporation, and the number of common shares of the Corporation that such person has advised are beneficially owned or over which control or direction is exercised by such person as at the date indicated below.

Name, municipality of residence and position with the Corporation	Principal occupation	First year as director	Number of shares to be beneficially owned or over which control will be exercised as at April 20, 2023
Michael F. Ferreira Rouyn-Noranda, Québec President, Chief Executive Officer and Chairman of the Board of Directors	President and Chief Executive Officer of the Corporation	2013	158,571
Sylvain Champagne ⁽¹⁾ Rouyn-Noranda, Québec Chief Financial Officer, Secretary and Director	Chief Financial Officer of the Corporation, Fokus Mining Corporation and Visible Gold Mines Inc. (exploration companies)	2013	85,707
Jean-François Madore ⁽¹⁾⁽²⁾ Rouyn-Noranda, Québec Director	Financial Planner Industrial Alliance, Assurance et Services Financiers Inc. (securities dealer)	2013	34,428
Sébastien Bellefleur ⁽¹⁾⁽²⁾ Montreal, Québec Director	Partner Fasken Martineau DuMoulin LLP (law firm)	2013	Nil
Jordan William Potts..... Kelowna, British Columbia Director	Businessman	2021	37,381

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance and Nominating Committee.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

Each of the nominees for election to the Board of Directors mentioned above has previously been elected a director of the Corporation at a shareholders' meeting for which an information circular was issued.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

None of the foregoing nominees for election as director of the Corporation:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 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 company; 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 company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of 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.

None of the foregoing nominees for elections as director of the Corporation has been subject to:

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

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation’s executive compensation objectives and process and to discuss compensation relating to each person who acted as President and Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) and the three most highly-compensated executive officers (or three most highly-compensated individuals acting in a similar capacity), other than the CEO and CFO, whose total compensation was more than \$150,000 in the Corporation’s last financial year (each a “**Named Executive Officer**” or “**NEO**” and collectively the “**Named Executive Officers**”). For the fiscal year ended December 31, 2022 the Corporation had two Named Executive Officers, namely, the CEO (Michael F. Ferreira) and the CFO (Sylvain Champagne).

Compensation Philosophy and Objectives

In light of the Corporation’s current stage of development, it does not have a formal compensation program. The CGNC (as defined herein) and the Board of Directors meets to discuss and determine management compensation without reference to formal criteria. The general objective of the Corporation’s compensation is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management’s interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other junior mining exploration companies in order to enable the Corporation to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Corporation operates by virtue of the fact that it is a junior mining exploration company without a history of earnings.

Compensation Process

The executive compensation program and director compensation program are administered by the CGNC. The CCGC has the authority to retain independent consultants to advise it on compensation matters. The CCGC makes recommendation to the Board of Directors with respect to the compensation to be paid to the Named Executive Officers and the external directors of the Corporation. Following the recommendation of the CGNC, the Board of Directors, as a whole, ensures that total compensation paid to all Named Executive Officers is fair and reasonable and accomplishes the following long-term objectives:

- produce long-term, positive results for the Corporation's shareholders;
- align executive compensation with corporate performance; and
- provide market-competitive compensation and benefits that will enable the Corporation to recruit, retain and motivate the executive talent necessary to be successful.

The CGNC and the Board of Directors also relies on the experience of its members as officers and directors with other junior mining exploration companies in assessing compensation levels.

Analysis of Elements

The compensation paid to Named Executive Officers is comprised of three main components: base salary, annual incentives (bonuses) and long-term incentives, comprised of stock options ("**Options**"), restricted share units ("**RSUs**"), performance share units ("**PSUs**"), deferred share units ("**DSUs**") (collectively, the "**Awards**") granted pursuant to the Corporation's omnibus equity incentive plan adopted by the Board of Directors on August 1, 2022 and approved and confirmed by the shareholders at the Corporation's last annual meeting held on August 31, 2022 (the "**Omnibus Plan**"). The following discussion describes the components of compensation and discusses how each component relates to the Corporation's overall executive compensation objective. The Corporation believes that:

- base salaries provide an immediate cash incentive for the Corporation's Named Executive Officers and should be at levels competitive with peer companies that compete with the Corporation for business opportunities and executive talent; and
- annual incentive bonuses encourage and reward performance over the fiscal year compared to predefined goals and objectives and reflect progress toward company-wide performance objectives and personal objectives; and
- Options, RSUs, PSUs and DSUs ensure that the Named Executive Officers are motivated to achieve long-term growth of the Corporation and continuing increases in shareholder value, and provide capital accumulation linked directly to the Corporation's performance.

The Corporation places equal emphasis on base salary, annual incentive bonuses and other long-term incentive awards as short-term and long-term incentives, respectively.

Annual incentive bonuses are related to performance and may form a greater or lesser part of the entire compensation package in any given year.

Base Salaries

The Named Executive Officers receive a base salary which is based primarily on the level of responsibility of the position, the qualifications and experience of the officer and market conditions. The base salary may be paid to the NEO or a company controlled by the NEO in the form of a consulting fee.

The base salaries of the Named Executive Officers are reviewed annually to ensure that they take into account the following factors: market and economic conditions, levels of responsibility and accountability of each NEO, skill and competencies of each individual, retention considerations, and level of demonstrated performance.

Base salaries, including that of the CEO, are reviewed by the Board of Directors on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the CEO to the Corporation's long-term growth and the knowledge of the members of the Board of Directors with respect to remuneration practices in Canada.

Variable Cash annual incentive bonuses

The CGNC's philosophy with respect to NEO bonuses is to align the payment of bonuses with the performance of the Corporation, based on predefined goals and objectives established by the CGNC and management and the relative contribution of each of the NEOs, including the CEO, to that performance. No incentive bonuses were paid during the fiscal year ended December 31, 2022.

Long-Term Incentive Plans and Omnibus Equity Incentive Plan

The Corporation has no long-term incentive plans other than the Omnibus Plan. The Corporation provides long-term incentive compensation to its Named Executive Officers through the Omnibus Plan by the issuance of Options, RSUs, PSUs and DSUs. The Board of Directors grants Awards from time to time based on its assessment of the appropriateness of doing so in light of the long-term strategic objectives of the Corporation, its current stage of development, the need to retain or attract particular key personnel, the number of Awards already outstanding and overall market conditions. The CGNC and the Board of Directors views the granting of Awards as a means of promoting the success of the Corporation and higher returns to its shareholders. As such, the Board of Directors does not grant Awards in excessively dilutive numbers or at exercise prices not reflective of the Corporation's underlying value. During the fiscal year ended December 31, 2022, the Corporation did not grant any Awards to its Named Executive Officers and directors. See "Ratification Of The Omnibus Plan - Incentive Awards" for a description of the Options and share units issuable under the Omnibus Plan.

Group Benefits/Perquisites

The officers of the Corporation do not benefit from any life, medical, long-term disability or other insurance. None of the officers benefit from a retirement plan.

External Compensation Consultants

During the fiscal years ended December 31, 2022 and 2021, the Corporation did not retain the services of executive compensation consultants to assist the Board of Directors in determining compensation for any of the Corporation's Named Executive Officers or directors.

Assessment of Risks Associated with the Corporation's Compensation Policies and Practices

The Board of Directors has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Board of Directors has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation.

The Board of Directors considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs. The Omnibus Plan restricts recipients of awards from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or directors. To the knowledge of the Corporation, none of the Named Executive Officers or directors has purchased such financial instruments.

Summary of the Compensation of the Named Executive Officers and directors

The following table provides information for the fiscal years ended December 31, 2022 and 2021 regarding compensation paid to or earned by the Named Executive Officers and directors, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Michael F. Ferreira President, Chief Executive Officer and Director	2022	150,000 ⁽²⁾	—	—	—	—	150,000 ⁽²⁾
	2021	150,000 ⁽²⁾	—	—	—	—	150,000 ⁽²⁾
Sylvain Champagne Chief Financial Officer and Director	2022	72,000 ⁽³⁾	—	—	—	—	72,000 ⁽³⁾
	2021	75,500 ⁽³⁾	—	—	—	—	75,500 ⁽³⁾
Jean-François Madore Director	2022	—	—	—	—	—	—
	2021	—	—	—	—	—	—
Sébastien Bellefleur Director	2022	—	—	—	—	—	—
	2021	—	—	—	—	—	—
Kim Oishi ⁽¹⁾ Director	2022	—	—	—	—	—	—
	2021	56,000 ⁽⁴⁾	—	—	—	—	56,000 ⁽⁴⁾
Jordan Williams Potts ⁽⁵⁾ Director	2022	3,000 ⁽⁶⁾	—	—	—	—	3,000 ⁽⁶⁾
	2021	29,400 ⁽⁶⁾	—	—	—	—	29,400 ⁽⁶⁾

(1) Mr. Oishi ceased to be a director of the Corporation on August 31, 2022.

(2) During the fiscal years ended December 31, 2022 and 2021, the Corporation retained the services of a company controlled by Mr. Ferreira to provide consulting services. For the fiscal years ended December 31, 2022 and 2021, the amounts paid to the company controlled by Mr. Ferreira for such services were \$150,000 and \$150,000, respectively.

(3) During the fiscal years ended December 31, 2022 and 2021, the Corporation retained the services of a company controlled by Mr. Champagne to provide financial and administrative consulting services. For the fiscal years ended December 31, 2022 and 2021, the amounts paid to the company controlled by Mr. Champagne for such services were \$72,000 and \$75,500, respectively.

(4) During the fiscal year ended December 31, 2021, the Corporation retained the services of a company controlled by Mr. Oishi to provide consulting services. For the fiscal year ended December 31, 2021, the amounts paid to the company controlled by Mr. Oishi for such services were \$56,000.

(5) Mr. Potts was elected as a director of the Corporation on June 30, 2021.

(6) During the fiscal years ended December 31, 2022 and 2021, the Corporation retained the services of a company controlled by Mr. Potts to provide consulting services. For the fiscal years ended December 31, 2022 and 2021, the amounts paid to the company controlled by Mr. Potts for such services were \$3,000 and \$29,400, respectively.

Stock Options and Other Compensation Securities

During the year ended December 31, 2022, the Corporation's most recently-completed financial year, no compensation securities were granted or issued to the Named Executive Officers and directors.

Awards held by Named Executive Officers and Directors

As the December 31, 2022, the last day of the most-recently completed financial year of the Corporation⁽¹⁾ :

- Mr. Ferreira held 259,281 Options with respect to 259,281 common shares of the Corporation;
- Mr. Champagne held 203,568 Options with respect to 203,568 common shares of the Corporation;
- Each of M Messrs. Madore and Bellefleur held 66,425 Options with respect to 66,425 common shares of the Corporation on the last day of the most-recently completed financial year of the Corporation; and
- Mr. Potts held 42,857 Options with respect to 42,857 shares of the Corporation.

(1) On February 2, 2023, the Corporation has consolidated its common shares on the basis of one post-Consolidation common share for every seven pre-Consolidation common shares issued and outstanding as of the close of business on February 2, 2023. The common shares began trading on a consolidated basis on the TSX Venture Exchange on Wednesday, February 8, 2023 (the "Consolidation"). These figures are reflecting the Consolidation.

During the year ended December 31, 2022, the Corporation's most recently-completed financial year, none of the Named Executive Officers or directors, exercise any compensation securities (Awards).

Termination and Change of Control Benefits

As at December 31, 2022, there were no employment contract between the Corporation and an officer, or plan or compensation mechanism in favor of an officer which could be triggered following a retirement, termination or a change of control.

On April 20, 2023, the Corporation entered into an amended and restated consulting agreement with 8185697 Canada Inc. ("8185697"), a company controlled by Michael Ferreira, the President and Chief Executive Officer of the Corporation. The agreement provides that the Corporation will pay an annual consulting fee of \$175,000 to 8185697 for the services rendered by Mr. Ferreira as President and Chief Executive Officer of the Corporation. The consulting fee is reviewed annually and may be increased at the sole discretion of the Board of Directors of the Corporation. The agreement may be terminated by the Corporation upon a breach by Mr. Ferreira of certain terms and conditions thereof. The agreement may also be terminated by the Corporation at its discretion by paying 8185697 an amount equal to the then-current annual consulting fee, calculated in accordance with the agreement. The agreement further provides that in the event the Corporation terminates the agreement within one year of a "change in control" of the Corporation, as defined in the agreement, the Corporation will make a one-time lump sum payment to 8185697 equal to 24 months of the then-current monthly consulting fee of 8185697 calculated in accordance with the agreement. The agreement also provides for the grant of Awards to Mr. Ferreira upon approval by the Board of Directors of the Corporation, and the reimbursement of expenses incurred by Mr. Ferreira in performing his duties under the agreement.

There is no other employment contract between the Corporation and an officer, and there is no plan or compensation mechanism in favor of an officer which could be triggered following a retirement, termination or a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at December 31, 2022, the end of the Corporation's last fiscal year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under the Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans previously approved by shareholders ⁽¹⁾	745,694 ⁽²⁾	\$0.95	2,311,973
Equity compensation plans not previously approved by shareholders	—	—	—

(1) These figures are reflecting the Consolidation.

(2) Number of Options granted under the Omnibus Plan. See "Compensation of Executive Officers and Directors – Long-Term Incentive Plans and Omnibus Plan" above and "Ratification of the Omnibus Plan" below for the material terms and conditions of the Omnibus Plan.

INFORMATION ON THE AUDIT COMMITTEE

Charter of the Audit Committee

The Charter of the Audit Committee is annexed to this Circular as Schedule A.

Composition of the Audit Committee

The Audit Committee is composed of Jean-François Madore (Chair), Sébastien Bellefleur and Sylvain Champagne. Under National Instrument 52-110 *Audit Committees*, a director of an Audit Committee is "independent" if he has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member's independent judgment. The Board of Directors has determined that Jean-François Madore and Sébastien Bellefleur are independent members of the Audit Committee. The Board of Directors considers that Sylvain Champagne is not an independent member of the Audit Committee within the meaning of National Instrument 52-110 *Audit Committees* in that Mr. Champagne is a senior officer of the Corporation.

The Board of Directors has determined that each of the three (3) members of the Audit Committee is "financially literate" within the meaning of section 1.6 of National Instrument 52-110 *Audit Committees*, that is, each member has 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.

Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below.

Jean-François Madore – Director

Jean-François Madore is a financial planner and currently wealth-manager specialist with Industrial Alliance, Assurance et Services Financiers Inc. Mr. Madore has acquired 18 years of experience in the financial industry, with particular expertise in financial planning and risk management. He obtained a degree in financial planning in 2001 from the Institute of Canadian Bankers. He is a registered financial planner and financial security advisor. Mr. Madore is also involved in the industry as a member of the board of the "Institut Québécois de planification financière".

Sébastien Bellefleur – Director

Sébastien Bellefleur is a partner in the Montreal office of Fasken Martineau DuMoulin LLP. Mr. Bellefleur specializes in business law, more specifically in securities, mergers, acquisitions, corporate governance and mining law. He also helps set up funding, whether in the form of loans or equity financings. He has implemented a number of complex transactions on behalf of public and private corporations, such as the purchase, sale, funding and restructuring of businesses throughout Canada and abroad. He has represented issuers and brokers in connection with initial public offerings and other distributions of equity securities and debt instruments, as well as securities investments such as prospectus offerings and private placements. He has played a role in several corporate reorganizations, restructurings, takeover bids and proxy solicitations for shareholders' meetings. A major portion of his practice consists of advising public corporations of the obligations imposed on them by regulatory authorities, such as corporate governance, and assisting them in their interactions with the market and securities authorities. Over the course of his practice, he has also acquired specific expertise on legal issues relating to the mining industry. Mr. Bellefleur is regularly called upon to represent mining exploration companies, and advises them through the process of discovering deposits in Canada and elsewhere, as well as bringing them into production. He is a specialist in the legal issues with which mining exploration companies are often faced.

Sylvain Champagne – Chief Financial Officer and Director

Sylvain Champagne is Chief Financial Officer of the Corporation. Mr. Champagne holds a B.B.A. degree from the Université du Québec in Abitibi-Témiscamingue. During the last five years, Mr. Champagne's principal occupation has been financial consultant. Mr. Champagne has extensive experience in the mining exploration industry, serving as Chief Financial Officer of Visible Gold Mines Inc. and Fokus Mining Corporation (formerly Fieldex Exploration Inc.), companies listed on the TSX Venture Exchange. Mr. Champagne was the Chief Financial Officer and a director of X-Terra Resources Corporation (now Norvista Capital Corporation) from March 2008 to June 2014, a company which was also listed on the TSX Venture Exchange.

Pre-approval Policies and Procedures for Audit Services

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Fees

(a) Audit Fees

"Audit fees" consist of fees for professional services for the audit of the Corporation's annual financial statements, assistance with interim financial statements, and related matters. Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, the Corporation's external auditor, billed the Corporation \$32,500 in audit fees during the fiscal year ended December 31, 2022 and \$35,526 in audit fees during the fiscal year ended December 31, 2021.

(b) Audit-Related Fees

"Audit-related fees" consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not reported under "Audit Fees" above. Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, the Corporation's external auditor, did not bill the Corporation for any audit-related fees during the fiscal year ended December 31, 2022 or during the fiscal year ended December 31, 2021.

(c) Tax Fees

"Tax fees" consist of fees for professional services for tax compliance, tax advice and tax planning. Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, the Corporation's external auditor, billed the Corporation \$5,500 in tax fees during the fiscal year ended December 31, 2022 and did not bill the Corporation for any tax fees during the fiscal year ended December 31, 2021.

(d) All Other Fees

Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, the Corporation's external auditor, did not bill the Corporation for any other services during the fiscal year ended December 31, 2022 or during the fiscal year ended December 31, 2021.

Reliance on Exemption

The Corporation is relying on the exemption set out in section 6.1 of National Instrument 52-110 *Audit Committees* with respect to certain reporting obligations.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No person who is, or who was at any time during the fiscal year ended December 31, 2022, a director, executive officer or senior officer of the Corporation or a subsidiary thereof, and no person who is a nominee for election as a director of the Corporation, and no associate of such persons, is, or was at any time since the beginning of the fiscal year ended December 31, 2022, indebted to the Corporation or a subsidiary of the Corporation, nor has any such person been indebted at any time since the beginning of the fiscal year ended December 31, 2022 to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or a subsidiary of the Corporation.

APPOINTMENT OF AUDITOR

Shareholders will be asked to approve and ratify the appointment of Raymond Chabot Grant Thornton LLP, as auditor of the Corporation at a remuneration to be fixed by the directors of the Corporation. Raymond Chabot Grant Thornton LLP has been the auditor of the Corporation since February 3, 2021.

Except where authorization to vote with respect to the appointment of the auditor is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the appointment of Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, as the auditor of the Corporation until the next annual meeting of shareholders of such remuneration as may be determined by the Board of Directors.

RATIFICATION OF THE OMNIBUS PLAN

The Board of Directors adopted the Omnibus plan as of August 1, 2022, which was approved and confirmed by the shareholders at the Corporation's last annual meeting held on August 31, 2022. The Board of Directors determined that it is desirable to have a wide range of incentive Awards to attract, retain and motivate employees, directors, executive officers and consultants of the Corporation. The full text of the Omnibus Plan is available on the Corporation's profile on SEDAR at www.sedar.com. Any capitalized undefined terms in this section shall have meaning ascribed to it in the Omnibus Plan.

The purpose of the Omnibus Plan is to: (i) provide the Corporation with a mechanism to attract, retain and motivate highly qualified directors, officers, employees and consultants of the Corporation and its affiliates; (ii) align the interests of Participants with that of other shareholders of the Corporation generally; and (iii) enable and encourage Participants to participate in the long-term growth of the Corporation through the acquisition of common shares of the Corporation as long-term investments.

Under the Omnibus Plan, the aggregate number of common shares reserved for issuance pursuant to Awards of Options granted under the Omnibus Plan (including the Options currently outstanding under the Stock Option Plan) shall not exceed 10% of the Corporation's total issued and outstanding common shares from time to time.

The Omnibus Plan with respect to the Options is a "rolling plan" and as a result, any and all increases in the number of issued and outstanding common shares of the Corporation will result in an increase to the number of Options for issuance under the Omnibus Plan. To the extent any Awards of Options (or portion(s) thereof) under the Omnibus Plan have been exercised, expire, terminate or are cancelled for any reason prior to their exercise, then any common shares subject to such Awards (or portion(s) thereof) shall be added back to the number of common shares reserved for issuance under the Omnibus Plan and will again become available for issuance pursuant to the exercise of Awards of Options granted under the Omnibus Plan.

In respect of DSUs, RSUs or PSUs, the aggregate number of common shares reserved for issuance pursuant to Awards other than for Options granted under the Omnibus Plan shall not exceed 1,420,738 common shares. To the extent any Awards other than for Options (or portion(s) thereof) under the Omnibus Plan terminate or are cancelled for any reason prior to exercise, then any common shares subject to such Awards (or portion(s) thereof) shall be added back to the number of common shares reserved for issuance under the Omnibus Plan and will again become available for issuance pursuant to the exercise of Awards (other than for Options) granted under the Omnibus Plan. Common shares will not be deemed to have been issued pursuant to the Plan with respect to any portion of an Award (other than for Options) that is settled in cash.

For so long as the Corporation is listed on the TSX Venture Exchange:

- (a) the maximum number of common shares for which Awards may be issued to any one Insider (as defined by the TSX Venture Exchange) shall not exceed 10% of the outstanding common shares at any point in time, unless the Corporation obtains disinterested shareholder approval as required by the policies of the TSX Venture Exchange;
- (b) the maximum number of common shares for which Awards may be issued to Insiders as a group in any 12-month period shall not exceed 10% of the outstanding common shares, calculated on the date an Award is granted to the Participant, unless the Corporation obtains disinterested shareholder approval as required by the policies of the TSX Venture Exchange;
- (c) the maximum number of common shares for which Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding common shares, calculated on the date an Award is granted to the Participant, unless the Corporation obtains shareholder approval as required by the policies of the TSX Venture Exchange;
- (d) the aggregate number of common shares for which Awards may be issued to any one Consultant (as defined by the TSX Venture Exchange) within any 12-month period shall not exceed 2% of the outstanding common shares, calculated on the date an Award is granted to the Consultant;
- (e) the aggregate number of common shares for which Awards may be issued to Investor Relations Service Providers (as the term is defined in the Omnibus Plan) as a group within any 12-month period shall not exceed 2% of the outstanding common shares, calculated on the date an Award is granted to the Consultant, and such Awards shall only include Options; and
- (f) Options granted to Investor Relations Service Providers shall be subject to the vesting requirements set out in TSX Venture Exchange Policy 4.4 - *Security Based Compensation* (“**Policy 4.4**”), and Awards granted to all other Participants shall be subject to the vesting requirements of the Policy 4.4.

The Omnibus Plan provides for customary adjustments or substitutions, as applicable, in the number of common shares that may be issued under the Omnibus Plan in the event of a merger, arrangement, amalgamation, consolidation, reorganization, recapitalization, separation, stock dividend, extraordinary dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Corporation, combination of securities, exchange of securities, dividend in kind, or other like change in capital structure or distribution (other than normal cash dividends) to the Corporation’s shareholders, or any similar corporate event or transaction. The Omnibus Plan also provides, with respect to DSUs, PSUs and RSUs, for the payment of dividend equivalents in the amount that a Participant would have received if DSUs, PSUs and RSUs had settled for common shares on the record date of dividends declared by the Corporation provided that if the number of securities issued as dividend equivalents, together with all of the Corporation’s other share-based compensation, would exceed 10% of the Corporation's issued shares (or any of the other limits set forth in the Policy 4.4, including limits on grants with respect to individuals, Insiders, Consultants and Investor Relations Service Providers) then such dividend equivalents will be paid in cash.

Plan Administration

The Omnibus Plan is being administered by the Board of Directors, which may delegate its authority to any duly authorized committee of the Board of Directors (the “**Plan Administrator**”). The Plan Administrator has sole and complete authority, in its discretion, to:

- (a) determine the individuals (the “**Participants**”) to whom grants of Awards under the Omnibus Plan may be made;
- (b) make grants of Awards under the Omnibus Plan, whether relating to the issuance of common shares or otherwise (including any combination of Options, RSUs, PSUs, DSUs or Other Share-Based Awards), in such amounts, to such Participants and, subject to the provisions of the Omnibus Plan, on such terms and conditions as it determines, including, without limitation:
 - (i) the time or times at which Awards may be granted;

- (ii) the conditions under which: (A) Awards may be granted to Participants; or (B) Awards may be forfeited to the Corporation, including any conditions relating to the attainment of specified performance goals;
- (iii) the number of Shares to be covered by any Award;
- (iv) the price, if any, to be paid by a Participant in connection with the purchase of Shares covered by any Awards;
- (i) whether restrictions or limitations are to be imposed on the Shares issuable pursuant to grants of any Award, and the nature of such restrictions or limitations, if any; and
- (v) any acceleration of exercisability or vesting, or waiver of termination regarding any Award, based on such factors as the Plan Administrator may determine;
- (vi) establish the form or forms of Award Agreements (as defined in the Omnibus Plan);
- (vii) cancel, amend, adjust or otherwise change any Award under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of the Omnibus Plan;
- (viii) construe and interpret the Omnibus Plan and all Award Agreements;
- (ix) adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to the Omnibus Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favourable tax treatment under applicable foreign laws;
- (x) if an Award is to be granted to Employees, Consultants, or Management Company Employees, the Plan Administrator and the Participant to whom that Award is to be granted are responsible for ensuring and confirming that the Participant is a bona fide Employee, Consultant, or Management Company Employee; and
- (xi) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Omnibus Plan.

Change in Control

If there is a Change in Control (as defined in the Omnibus Plan), the Plan Administrator may take such steps as it deems necessary or desirable, including to cause (i) the conversion or exchange of any outstanding Awards into or for, rights or other securities of substantially equivalent value, as determined by the Plan Administrator in its discretion, in any entity participating in or resulting from a Change in Control; (ii) outstanding Awards to vest and become exercisable, realizable, or payable, or restrictions applicable to an Award to lapse, in whole or in part prior to or upon consummation of such Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such Change in Control; (iii) the termination of an Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights as of the date of the occurrence of the transaction net of any exercise price payable by the Participant (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction the Plan Administrator determines in good faith that no amount would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights net of any exercise price payable by the Participant, then such Award may be terminated by the Corporation without payment); (iv) the replacement of such Award with other rights or property selected by the Board of Directors in its sole discretion; or (v) any combination of the foregoing. Any such actions taken in connection with a Change in Control must comply with the policies of the TSX Venture Exchange including, without limitation, the requirement that the acceleration of vesting of Options granted to Investor Relations Service Providers shall only occur with the prior written approval of TSX Venture Exchange.

Incentive Awards

Options

Subject to the terms and conditions of the Omnibus Plan and any policies of the TSX Venture Exchange, the Board of Directors may grant Options to Participants in such amounts and upon such terms (including the exercise price, duration of the Options, the number of common shares to which the Option pertains, and the conditions, if any, upon which an Option shall become vested and exercisable) as the Board of Directors shall determine.

The exercise price of the Options will be determined by the Board of Directors at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the common shares on the TSX Venture Exchange. Except where a Participant elects for a Net Exercise (as defined below), such price upon exercise of any Option shall be payable to the Corporation in full in cash, certified cheque or wire transfer.

Subject to prior approval by the Board of Directors, a Participant may elect to surrender for cancellation to the Corporation any vested Options in accordance with the net exercise policies of the TSX Venture Exchange (a “**Net Exercise**”). In connection with a Net Exercise, the Corporation will issue to the Participant, as consideration of the Options, that number of Option Shares (as defined in the Omnibus Plan) determined on a net issuance basis in accordance with the following formula below:

$$X = \frac{Y (A - B)}{A}$$

where:

X = The number of Option Shares issuable to the Participant as consideration for respect of the exchange or surrender of an Option under Section 4.6 of the Omnibus Plan;

Y = The number of Option Shares issuable with respect to the vested portion of the Option to be exercised by the Participant (the “**Subject Options**”);

A = The VWAP of the Shares; and

B = The Exercise Price of the Subject Options.

Unless otherwise specified in an Award Agreement (as defined in the Omnibus Plan), and subject to any provisions of the Plan or the applicable Award Agreement relating to acceleration of vesting of Options, Options shall vest subject to TSX Venture Exchange policies (including TSX Venture Exchange Policies with respect to the vesting of Options granted to person performing Investor Relations Activities (as defined in the Omnibus Plan)), and the Board of Directors may, in its sole discretion, determine the time during which an Option shall vest and the method of vesting, or that no vesting restriction shall exist.

Subject to any requirements of the TSX Venture Exchange, the Board of Directors may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a black-out period, Options may be exercised for a period of up to ten (10) years after the grant date, provided that: (i) upon a Participant’s termination for cause, all Options, whether vested or not, as at the date on which a Participant ceases to be eligible to participate under the Omnibus Plan (the “**Termination Date**”) as a result of termination of employment, will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the Omnibus Plan and be exercisable until the earlier of the original expiry date of the award and 12 months after the Termination Date; (iii) in the case of the disability of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the Omnibus Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the Omnibus Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; and (v) in all other cases where a Participant ceases to be eligible under the Omnibus Plan, including a termination without cause or a voluntary resignation, unless otherwise determined by the Board of Directors, all unvested Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be

subject to the Omnibus Plan and be exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.

Share Units

The Board of Directors is authorized to grant RSUs, PSUs and DSUs evidencing the right to receive common shares (issued from treasury), cash based on the value of a Common Share or a combination thereof at some future time to eligible persons under the Omnibus Plan.

RSUs generally become vested, if at all, following a period of continuous employment. PSUs are similar to RSUs, but their vesting is, in whole or in part, conditioned on the attainment of specified performance metrics as may be determined by the Board of Directors. The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards will be set out in the Participant's Award Agreement.

Subject to the achievement of the applicable vesting conditions, the payout of an RSU or PSU will generally occur on the settlement date. The payout of a DSU will generally occur upon or following the Participant ceasing to be a director, executive officer, employee or consultant of the Corporation, subject to satisfaction of any applicable conditions.

As of the date of this Circular, 1,445,694 Options and no RSUs, PSUs, and DSUs were issued and outstanding.

Approval of Continuation of Omnibus Plan

Policy 4.4 of the TSX Venture Exchange requires that "rolling stock option plan" and "fixed " security based compensation plan such as the Omnibus Plan must receive shareholder approval yearly, at an issuer's annual meeting. In accordance with Policy 4.4, shareholders will be asked to consider and, if thought fit, approve an ordinary resolution authorizing, ratifying, approving and confirming the current Omnibus Plan (the "**Omnibus Plan Resolution**") is set out in Schedule B of this Circular. A copy of the current Omnibus Option Plan is available for review on SEDAR. In order for the Omnibus Plan Resolution to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders of the Corporation present in person or by proxy at the Meeting.

The Board of Directors has determined that the continuation of the Omnibus Plan is in the best interests of the Corporation and its shareholders. The continuation of the Omnibus Plan continuation is subject to the TSX Venture Exchange acceptance.

Unless instructed otherwise, the management designees of the Corporation in the accompanying form of proxy or voting instruction form intend to vote FOR the Omnibus Plan Resolution.

CHANGE OF NAME

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve a special resolution (the "**Change of Name Special Resolution**"), authorizing an amendment to the Articles of the Corporation so as to change the corporate name of the Corporation to "Comet Lithium Corp. / Corp. Comète Lithium" or such other name as may be selected by the directors of the Corporation in at their discretion (the "**Change of Name**"). The Change of Name Special Resolution is annexed hereto as Schedule C. In order to be adopted, the Change of Name Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting. **Unless instructed otherwise, the management designees of the Corporation in the accompanying form of proxy or voting instruction form intend to vote FOR the Change of Name Special Resolution.**

If the Change of Name Special Resolution is adopted by the shareholders, Articles of amendment will be filed only upon the completion of the Proposed Transaction

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation at any time since January 1, 2022, none of the proposed nominees for election as a director of the Corporation and none of the associates or affiliates of any of the foregoing has any material interest, direct or indirect, by way of beneficial

ownership of securities or otherwise, in any matter scheduled to be acted upon at the Meeting other than the election of directors and the ratification, confirmation and approval of the Stock Option Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No “informed person” of the Corporation, that is: (a) the directors and executive officers of the Corporation; (b) any person who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Corporation’s outstanding voting shares; (c) any director or executive officer of a person referred to in (b) above; or (d) any associate or affiliate of any “informed person” of the Corporation, has any material interest, direct or indirect, in any transaction since January 1, 2022 in any proposed transaction which has materially affected or could materially affect the Corporation, or in any matter to be acted upon at this Meeting, other than as follows:

During the fiscal year ended December 31, 2022:

- (a) the Corporation retained the services of a company controlled by Michael Ferreira to provide consulting services. For the fiscal year ended December 31, 2022, the total amount paid to the company for such services was \$150,000. Mr. Ferreira is the President and Chief Executive Officer of the Corporation;
- (b) the Corporation retained the services of a company controlled by Sylvain Champagne to provide financial and administrative consulting services. For the fiscal year ended December 31, 2022, the total amount paid to the company for such services was \$72,000. Mr. Champagne is the Chief Financial Officer of the Corporation; and
- (c) the Corporation retained the services of a company controlled by Jordan Williams Potts to provide consulting services. For the fiscal year ended December 31, 2022, the total amount paid to the company for such services was \$3,000. Mr. Potts is a director of the Corporation.

OTHER MATTERS

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

SHAREHOLDER PROPOSALS

The *Canada Business Corporations Act* provides, in effect, that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a “**Proposal**”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The *Canada Business Corporations Act* further provides, in effect, that the Corporation must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation between 90 and 150 days before the anniversary date of the previous annual meeting of shareholders of the Corporation. As the date of the annual meeting of shareholders of the Corporation is May 19, 2023, a Proposal will have to be submitted to the Corporation in connection with the next annual meeting of shareholders between December 21, 2023 and February 19, 2024.

The foregoing is a summary only; shareholders should carefully review the provisions of the *Canada Business Corporations Act* relating to Proposals and consult with a legal advisor.

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 boards and their committees, and the effectiveness and education of board members. 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.

1. Board of Directors

Disclose how the board of directors facilitates its exercise of independent supervision over management, including:

- (a) *the identity of directors who are independent; and*
- (b) *the identity of directors who are not independent, and the basis for that determination.*

The Board of Directors considers that Jean-François Madore, Jordan Potts and Sébastien Bellefleur are independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees*.

The Board of Directors considers that Michael F. Ferreira and Sylvain Champagne are not independent within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees* in that Messrs. Ferreira and Champagne are senior officers of the Corporation.

Three of the five directors are independent; the Board of Directors is thus composed of a majority of independent directors. Meetings of the Board of Directors are chaired by Michael F. Ferreira, the Chairman of the Board of Directors. If necessary, the independent members of the Board of Directors can meet without non-independent directors and members of management present. Important matters are discussed within the Audit Committee of the Board of Directors, which is comprised for the most part of independent directors. These factors allow the Board of Directors to preserve its independence with respect to management of the Corporation and to exercise its independent supervision over management.

2. Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following directors or proposed nominee for election as director are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	Issuer
Sylvain Champagne	Fokus Mining Corporation Visible Gold Mines Inc.
Sébastien Bellefleur	Visible Gold Mines Inc.
Jordan Potts	Strathmore Plus Energy Corp. (Formerly Rockwealth Resources Corp.)

3. Orientation and Continuing Education

Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors has not taken any measures to provide continuing education for the directors.

4. Ethical Business Conduct

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

In light of the Corporation's stage of development and its limited number of employees, the Board of Directors has not taken formal steps to encourage and promote a culture of ethical business conduct. The Corporation does take measures to ensure that the directors do not trade in the Corporation's shares at a time when disclosure of material information is pending.

5. Nomination of Directors

Disclose what steps, if any, are taken to identify new candidates for board nomination, including:

- (i) who identifies new candidates; and*
- (ii) the process of identifying new candidates.*

The Corporate Governance and Nominating Committee ("CGNC") is responsible for recommending to the Board of Directors potential new directors and assessing the performance and contribution of directors.

The Board of Directors will consider new candidates for nomination, if deemed necessary. The Board of Directors 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 of Directors' duties effectively and to maintain a diversity of view and experience.

The Corporation has not adopted term limits for its directors or other mechanisms of Board of Directors renewal. The Corporation is aware of the positive impacts of bringing new perspectives to the Board of Directors, and therefore does occasionally add new members; however, it values continuity on the Board of Directors and the in-depth knowledge of the Corporation held by those members who have a long-standing relationship with the Corporation.

The Corporation does not currently have a written policy relating to the identification and nomination of women, Aboriginal peoples, persons with disabilities or members of visible minorities as directors. Historically, the Corporation has not felt that such a policy was needed. However, the Corporation is currently considering the adoption of such a policy.

When the Board of Directors selects candidates for executive or senior management positions or for director positions, it considers not only the qualifications, personal qualities, business background and experience of the candidates, it also considers the composition of the group of nominees, to best bring together a selection of candidates allowing the Corporation's management or Board of Directors, as the case may be to perform efficiently and act in the best interest of the Corporation and its shareholders. The Corporation is aware of the benefits of diversity at the executive and senior management levels and on the Board of Directors, and therefore the level of representation of women, Aboriginal peoples, persons with disabilities and members of visible minorities is one factor taken into consideration during the search process for executive and senior management positions or for directors.

The Corporation has not adopted a "target" number or percentage regarding women, Aboriginal peoples, persons with disabilities or members of visible minorities on the Board of Directors or in executive or senior management positions. The Corporation considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates. There are at present no women, Aboriginal people or person with disabilities or members of visible minorities acting as executive officers of the Corporation. There are at present one member of the Board of Directors that belongs to a visible minority group (representing 20% of the Corporation's directors) and no woman, aboriginal peoples or persons with disabilities as members on its Board of Directors.

6. Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:

- (i) *who determines compensation; and*

The compensation of the directors and Chief Executive Officer of the Corporation is determined by the Board of Directors upon recommendation of the CGNC. In determining the compensation of the directors and the Chief Executive Officer, the CGNC and the Board of Directors considers the size of the Corporation, its financial resources and the compensation received by individuals occupying similar functions in other comparable Canadian companies.

- (ii) *the process for determining compensation.*

The process by which the Corporation currently determines the compensation of the executive officers of the Corporation is described in the section entitled “Compensation of Executive Officers and Directors – Compensation Discussion and Analysis” above.

7. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board of Directors does not have any standing committees other than the Audit Committee and the Corporate Governance and Nominating Committee.

Corporate Governance and Nominating Committee

The CGNC is expected to meet not less than twice a year and at such other times as required. The CGNC is responsible for determining, within the agreed terms of reference, the Corporation’s policy on the remuneration packages of the Corporation’s chief executive officer, chairman, executive and non-executive directors, the Corporation’s secretary and other senior executives. The CGNC also has responsibility for:

- (i) recommending to the Board of Directors a compensation policy for directors and executives and monitoring its implementation; and
- (ii) approving and recommending to the Board of Directors, the total individual remuneration package of the chairman, each executive and non-executive director, the chief executive officer and all other senior executives (including bonuses, incentive payments and share options or other share awards). No individual may be involved in any discussions as to his or her own remuneration.

The CGNC also has the responsibility for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors and giving full consideration to succession planning. The CGNC also has the responsibility for recommending new appointments to the Board of Directors and to the other Board committees. It is responsible for identifying suitable candidates for board membership and for monitoring the performance and suitability of the current Board of Directors on an on-going basis.

The CGNC also has the responsibility for reviewing, approving and monitoring the Corporation’s compliance with any rules, regulations or guidelines promulgated by regulatory authorities or other organizations, including those of the TSX Venture Exchange or any other exchanges on which its securities may be trading, deemed relevant by the CGNC relating to corporate governance.

8. Assessments

Disclose what steps, if any, that the of Directors takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

The Board of Directors is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors and the competence and qualifications that each director is required to bring to the Board of Directors. Although no formal process has been put in place for such assessment, the Board of Directors conducts informal assessments on an as-needed basis. In this regard, the Board of Directors from time-to-time examines and comments on its effectiveness and that of its committees, and makes adjustments when warranted.

ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its consolidated financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2022, and additional information about the Corporation is available on SEDAR at www.sedar.com.

If you would like to obtain, at no cost to you, a copy of any of the following documents:

- (a) the financial statements of the Corporation for the fiscal year ended December 31, 2022 together with the accompanying report of the auditor thereon and any interim financial reports of the Corporation for periods subsequent to December 31, 2022 and Management's Discussion and Analysis with respect thereto; and
- (b) this Circular,

please send your request to:

X-Terra Resources Inc.
147 Quebec Avenue (back door) P.O. Box 491
Rouyn-Noranda, Québec J9X 5C4

Telephone: (819) 762-4101
Telecopier: (819) 762-0097

AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of the Corporation.

(signed) Michael Ferreira

Michael Ferreira
President and Chief Executive Officer

DATED at Rouyn-Noranda, Québec
April 20, 2023

SCHEDULE A
CHARTER OF THE AUDIT COMMITTEE

1. OVERALL PURPOSE / OBJECTIVES

The Audit Committee will provide independent review and oversight of the Corporation's financial reporting process and will manage the relationship between the Corporation and its external auditors, including overseeing the audit process and recommending to the Board of Directors the nomination and compensation of such external auditors. The Audit Committee will also assist the Board of Directors in fulfilling its responsibilities in reviewing the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Audit Committee will maintain effective working relationships with the Board of Directors, management, and the external auditors of the Corporation and will monitor the independence of those auditors. The Audit Committee will also be responsible for reviewing the Corporation's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation's business, operations and risks.

2. AUTHORITY

The Board of Directors authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to retain outside legal or professional counsel and other experts and to ensure the attendance of Corporation officers at meetings as appropriate.

3. ORGANIZATION

3.1 Membership

- (a) The Audit Committee will be comprised of at least three members, each of whom should meet the following independence and qualification requirements:
 - (i) An Audit Committee member may not, other than in his or her capacity as a member of the Audit Committee, Board of Directors or any other committee of the Board of Directors, accept directly or indirectly any consulting, advisory or other compensatory fee from the Corporation. The indirect acceptance of a consulting, advisory or other compensatory fee shall include acceptance of the fee by a spouse, minor child or stepchild, or child or stepchild sharing a home with the Audit Committee member, or by an entity in which such member is a partner, member or principal or occupies a similar position and which provides accounting, consulting, legal, investment banking, financial or other advisory services or any similar services to the Corporation.
 - (ii) An Audit Committee member may not have been employed by the Corporation or any of its affiliates in the current or past three years.
 - (iii) An Audit Committee member may not be an affiliate of the Corporation or any of its subsidiaries.
- (b) The Chairman of the Audit Committee will be nominated by the Audit Committee from time to time.
- (c) A quorum for any meeting of the Audit Committee will be two members.
- (d) The secretary of the Audit Committee will be such person as nominated by the Chairman.

3.2 Attendance at Meetings

- (a) The Audit Committee may invite such other persons (e.g. the Chief Financial Officers or Chief Executive Officer) to its meetings, as it deems appropriate.

- (b) The external auditors should be present at each quarterly Audit Committee meeting and be expected to comment on the financial statements in accordance with best practices.
- (c) Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- (d) The proceedings of all meetings will be minuted.

4. ROLES AND RESPONSIBILITIES

The Audit Committee will:

- 4.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 4.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 4.3 Review the Corporation's strategic and financing plans to assist the Board of Directors' understanding of the underlying financial risks and the financing alternatives.
- 4.4 Review management's plans to access the equity and debt markets and to provide the Board of Directors with advice and commentary.
- 4.5 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- 4.6 Review any legal matters which could significantly impact the financial statements as reported on by the Corporation's legal counsel and meet with such counsel whenever deemed appropriate.
- 4.7 Review the annual and quarterly financial statements including Management's Discussion and Analysis and earnings press releases in respect thereof and determine whether they are complete and consistent with the information known to Audit Committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, and, if appropriate, recommend to the Board of Directors for approval, before their release, that the annual and quarterly financial statements and related financial reporting, including the Management's Discussion and Analysis and earnings press releases.
- 4.8 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- 4.9 Focus on judgmental areas, for example those areas involving valuation of assets and liabilities and other commitments and contingencies.
- 4.10 Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.
- 4.11 Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- 4.12 Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (b) generally accepted accounting principles have been consistently applied;
 - (c) there are any actual or proposed changes in accounting or financial reporting practices;

- (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- 4.13 Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 4.14 Review the performance of the external auditors and approve in advance provision of services other than auditing.
- 4.15 Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee will obtain from the external auditors, on an annual basis, a formal written statement delineating all relationships between the external auditors and the Corporation.
- 4.16 Evaluate and, if and when appropriate, recommend to the Board of Directors selection, compensation or replacement of the external auditors.
- 4.17 Meet separately with the external auditors to discuss any matters that the Audit Committee or auditors believe should be discussed privately, including the results of the external auditors' review of the adequacy and effectiveness of the Corporation's accounting and financial controls.
- 4.18 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 4.19 Obtain regular updates from management and the Corporation's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
- 4.20 Ensure that the Board of Directors is aware of matters which may significantly impact the financial condition or affairs of the business.
- 4.21 Perform other functions as requested by the full Board of Directors.
- 4.22 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 4.23 Review and update the charter; receive approval of changes from the Board of Directors.
- 4.24 Work with the Board of Directors to determine an appropriate annual budget for the Audit Committee and its required activities, including but not limited to the compensation of the external auditors and any outside counsel or other experts retained by the Audit Committee.
- 4.25 Create specific procedures for the receipt, retention and treatment of complaints regarding the Corporation's accounting, internal accounting controls and auditing matters. These procedures will include, among other things, provisions for the confidential treatment of complaints and anonymity for employees desiring to make submissions.

SCHEDULE B
SHAREHOLDERS' RESOLUTION

Ratification, Approbation and Confirmation of the Omnibus Equity Incentive Plan Resolution

BE AND IT IS HEREBY RESOLVED:

THAT the Corporation's omnibus equity incentive plan, adopted by the Corporation's Board of Directors on August 1, 2022 and approved and confirmed by the shareholders at the Corporation's last annual meeting held on August 31, 2022 (the "**Omnibus Plan**"), as described and included in the Management Information Circular dated April 20, 2023, and a copy of which is filed on SEDAR, be and it is hereby authorized, ratified, approved and confirmed;

THAT the form of the Omnibus Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities, or at the discretion of the Board of Directors of the Company in accordance with the Omnibus Plan and acting in the best interests of the Corporation without requiring further approval of the shareholders of the Corporation;

THAT all issued and outstanding Awards previously granted under the Omnibus Plan, be and are continued and are hereby ratified, confirmed and approved;

THAT all unallocated Awards under the Omnibus Plan be hereby approved;

THAT the shareholders of the Corporation hereby expressly authorize the Board of Directors of the Corporation to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and

THAT any one or more of the directors or officers of the Corporation is authorized and directed, upon the Board of Directors resolving to give effect to this resolution, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the resolution.

SCHEDULE C
SHAREHOLDERS' SPECIAL RESOLUTION

Change of name special resolution

BE AND IT IS HEREBY RESOLVED:

THAT the Articles of the X-Terra Resources Inc. (the “**Corporation**”) be amended so that the name of the Corporation is changed to “Comet Lithium Corp. / Corp. Comète Lithium” or such other name as may be selected by the directors of the Corporation in their discretion;

THAT the officers and directors of the Corporation are hereby authorized to file Articles of Amendment with *Innovation, Science and Economic Development Canada - Corporations Canada* if and when deemed advisable by the Board of Directors of the Corporation in its discretion and to do all other things necessary in order to give effect to the foregoing; and

THAT notwithstanding that this resolution has been duly passed by the shareholders, the Board of Directors is hereby authorized and empowered, if it decides not to proceed with this resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the shareholders.