



ScoZinc Mining Ltd.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 30, 2021

Meeting Date and Time: Tuesday, November 30, 2021
at 1:00 p.m. (Atlantic Standard Time)

Place: Scotia Mine
#15601 HWY 224
Cooks Brook, Nova Scotia
Canada, B0N 2H0

TABLE OF CONTENTS

GENERAL PROXY INFORMATION	1	Directorships	18
Solicitation of Proxies	1	Orientation and Continuing Education	18
Notice and Access Process	1	Ethical Business Conduct	18
Appointment of Proxyholders	3	Nomination of Directors	18
Voting by Proxyholder	3	Compensation	19
Registered Shareholders	3	Corporate Social Responsibility Committee....	20
Beneficial Shareholders.....	4	Assessment.....	20
Notice to Shareholders in the United States	4	EXECUTIVE COMPENSATION	20
Revocation of Proxies	5	Compensation Discussion and Analysis	20
FORWARD LOOKING STATEMENTS	5	Compensation Governance	22
INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON	6	Compensation Risk Considerations	23
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	6	Share-Based and Option-Based Awards.....	24
VOTES NECESSARY TO PASS RESOLUTIONS	7	NEO Summary Compensation Table.....	25
RECEIPT OF FINANCIAL STATEMENTS	7	NEO Incentive Plan Awards	25
ELECTION OF DIRECTORS	7	Pension Plan Benefits	27
ANNUAL APPROVAL OF THE STOCK OPTION PLAN	11	Termination and Change of Control Benefits ..	27
CONTINUATION OF THE RESTRICTED STOCK UNIT INCENTIVE PLAN	13	DIRECTOR COMPENSATION	27
APPOINTMENT OF AUDITORS AND REMUNERATION	15	Board of Directors.....	27
The Audit Committee's Charter.....	15	Director Compensation Table	28
Composition of the Audit Committee	15	Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation	28
Relevant Education and Experience	15	SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	29
Audit Committee Oversight	16	INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	30
Reliance on Certain Exemptions	16	INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	30
Pre-Approval Policies and Procedures	16	MANAGEMENT CONTRACTS	31
External Auditor Service Fees (By Category).....	16	ADDITIONAL INFORMATION	31
Exemption	17	OTHER MATTERS	31
CORPORATE GOVERNANCE	17	AUDIT COMMITTEE CHARTER	A1
General	17		
Board of Directors	17		

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

AND AVAILABILITY OF PROXY MATERIALS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of ScoZinc Mining Ltd. ("**ScoZinc**" or the "**Corporation**") will be held on Tuesday, November 30, 2021, at 1:00 p.m. (Atlantic Standard Time), at the Scotia Mine, #15601 HWY 224, Cooks Brook, Nova Scotia, Canada, B0N 2H0, for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation's incentive stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve and adopt the Corporation's restricted stock unit incentive plan; and
6. to transact such further and other business as may be properly brought before the Meeting or any and all adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 18, 2021 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof. This notice is accompanied by a form of proxy or voting instruction form (which includes reply card for use by Shareholders who wish to receive the Corporation's financial statements) and a management information circular (the "**Circular**"). The nature of the business to be transacted at the Meeting is described in further detail in the attached Circular of the Corporation.

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "Beneficial" or "Non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their broker; however, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided, so that as large a representation as possible may be had at the Meeting.

To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc., by mail: 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1; or by fax: 1.866.249.7775, not later than 1:00 p.m. (Atlantic Standard Time) on November 26, 2021 or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion

to accept proxies received after such deadline. Alternatively, Shareholders may vote online at: www.investorvote.com using the control number found on the enclosed proxy.

NOTICE-AND-ACCESS

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“Notice and Access Provisions”) for this Meeting. Notice and Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Corporation (“Shareholders”) by allowing the Corporation to post the Information Circular and any additional materials online. Under Notice and Access Provisions, instead of receiving printed copies of the Meeting materials, Shareholders will receive a Notice-and-Access notification containing details of the Meeting date, audiocast login particulars and purpose, as well as information on how they can access the Meeting materials electronically. Shareholders will also receive a form of Proxy (for registered shareholders) or a Voting Instruction Form (for beneficial shareholders), allowing each shareholder to submit their vote by proxy at the Meeting. Electronic delivery reduces paper consumption, which is consistent with the Corporation’s environmental commitments, and also reduces the Corporation’s printing and mailing costs.

The Information Circular is available at visiting the Corporation’s website at <https://www.scozinc.com/financial-reports>; or under the Corporation’s profile on SEDAR at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Corporation by telephone number: +1 902 482 4481, or by email: info@ScoZinc.com. A Shareholder may also use the numbers noted above to obtain additional information about the Notice-and-Access Provisions. Under Notice-and-Access Provisions, meeting related materials will be available for viewing for up to one year from the date of posting and a paper copy of the materials can be requested at any time during this period.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular before the deadline to submit a proxy (described in the Information Circular), any Shareholder wishing to request a paper copy of the Information Circular as described above should ensure such request is received by the Corporation no later than November 5, 2021.

DATED this 21st day of October, 2021 at Halifax, Nova Scotia.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SCOZINC MINING LTD.**

"Mark Haywood"

Mark Haywood
President and Chief Executive Officer



1959 Upper Water Street, Suite 1301, Halifax, Nova Scotia, B3J 3N2, Canada

Tel: +1 902 482 4481; Fax: +1 902 422 2388

info@scozinc.com

www.scozinc.com

MANAGEMENT INFORMATION CIRCULAR

as at October 21, 2021 (except as otherwise indicated)

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of ScoZinc Mining Ltd. ("ScoZinc" or the "Corporation") for use at the annual meeting (the "Meeting") of its shareholders (the "Shareholders") to be held on November 30, 2021, or any adjournment thereof, for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to the "Corporation", "ScoZinc", "we" and "our" refer to ScoZinc Mining Ltd. "Common Shares" or "Shares" means common shares without par value in the capital of the Corporation. "Beneficial Shareholders" means Shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies by the management of the Corporation for use at the Meeting will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation.

The proxy materials are sent to our registered Shareholders through the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"). The Corporation does not send the Circular and related proxy materials directly to non-registered Shareholders, and instead the Corporation uses the services of Broadridge Investor Communication Corporation ("**Broadridge**") who acts on behalf of intermediaries to send proxy materials. The Corporation intends to pay intermediaries to send proxy-related materials and voting instruction forms to objecting non-registered Shareholders.

Notice and Access Process

Notice-and-Access means provisions concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1 of National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"), in the case of Registered Shareholders, and section 2.7.1 of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101"), in the case of Beneficial Shareholders (collectively, the "Notice-and-Access Provisions"), which allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

The Notice-and-Access Provisions are a mechanism that allows reporting issuers, other than investment funds, to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than by delivering such materials by mail. The Notice-and-Access Provisions can be used to deliver materials for both special and general meetings of shareholders. Reporting issuers may still choose to continue to deliver such proxy-related materials by mail, and, pursuant to Notice-and-Access Provisions, both registered and beneficial owners are entitled to request delivery of a paper copy of the Information Circular at the reporting issuer's expense. The use of the Notice-and-Access Provisions reduces paper waste and mailing costs of the issuer.

In order for the Corporation to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting an information circular (and if applicable, other materials) electronically on a website that is not SEDAR, the Corporation must send a notice to Shareholders, including Non-Registered Holders (as defined below), indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain a paper copy of those proxy-related materials from the Corporation. This Information Circular has been posted in full at <https://www.scozinc.com/financial-reports> and under the Corporation's SEDAR profile at www.sedar.com. In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least forty days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to Shareholders. The Notice-and-Access notification, which requires the Corporation to provide basic information about the Meeting and the matters to be voted on, explains how a Shareholder can obtain a paper copy of the Information Circular and any related Meeting materials. A Notice-and-Access notification has been delivered to Shareholders by the Corporation, along with the applicable voting document (a form of proxy in the case of Registered Shareholders or a voting instruction form in the case of Non-Registered Holders).

As this is the first time the Corporation has utilized Notice-and-Access Provisions for its annual general meeting, it has filed a notification of at least 40 days prior to the Meeting Date indicating its intent to use Notice-and-Access Provisions.

The Corporation will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Information Circular from the Corporation or any Intermediary unless such Shareholder requests explicitly the same.

Any Shareholder who wishes to receive a paper copy of this Information Circular must make contact with the Corporation by telephone number: +1 902 482 4481, or by email: info@ScoZinc.com. In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Information Circular and return a proxy or voting instruction form prior to the Proxy Deadline, it is strongly suggested that a Shareholder ensure their request is received by the Corporation no later than November 5, 2021.

All Shareholders may call +1 902 482 4481, in order to obtain additional information relating to the Notice-and-Access Provisions up to and including the date of the Meeting, including any adjournment of the Meeting.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors or officers of the Corporation (the "**Management Nominees**"). **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or Corporation other than Management Nominees, who need not be a Shareholder, to attend, act and vote for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

In either case, the completed proxy must be delivered to the offices of Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof at which the proxy is to be used.

Failure to properly complete or deposit a proxy may result in its invalidation. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion; however, the Chairman is under no obligation to accept or reject any particular late proxy. The time limit for the deposit of proxies may be waived by the Chairman of the Meeting at his discretion, without notice.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy when properly completed, executed and deposited and not revoked confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter listed on the Proxy for which a choice is not specified in the Proxy, the Management Nominees will vote the Common Shares represented by the Proxy "IN FAVOUR OF" such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed Proxy and returning it to Computershare, by fax within North America at 1.866.249.7775, outside North America at 416.263.9524, or by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, Canada; or
- (b) using a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's control number and the proxy access number; or
- (c) using the internet through the website of the Corporation's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's control number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting at which the proxy is to be used or the adjournment thereof.

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or by an intermediary on behalf of a Beneficial Shareholder as set out below.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation and the holder would be considered a "Beneficial Shareholder". Such Common Shares will more likely be registered under the names of the Shareholder's intermediary. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Corporation (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders on whose behalf they hold Shares in advance of voting those Shares at any meeting of Shareholders. Every intermediary has its own procedures and provides its own return instructions to clients to seek voting instructions.

Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of voting instructions form ("**VIF**") supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge in the United States and in Canada. Broadridge mails a VIF in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Corporation's proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent you at the Meeting. You may appoint yourself on your VIF to attend and vote your Shares at the Meeting. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any Shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend and to vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada.

Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign Corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign Corporation and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by:

- (a) executing a Proxy bearing a later date and depositing it as provided above;
- (b) executing a valid notice of revocation, and delivering it to the address of the registered office of the Corporation at 1959 Upper Water Street, Suite 1301, Halifax, Nova Scotia, B3J 3N2, Canada, at any time up to and including the last business day that precedes the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting;
- (c) personally attending the Meeting and voting the registered Shareholder's Common Shares; or
- (d) in any other manner provided by law.

Beneficial Shareholders who wish to change their vote must arrange for their respective intermediaries to revoke a proxy on their behalf. A revocation of a proxy will not affect a matter on which a vote has already been taken before the revocation.

FORWARD LOOKING STATEMENTS

This Circular includes certain "forward-looking statements". All statements other than statements of historical fact included in this Circular, including without limitation statements regarding the future plans and objectives of the Corporation, are forward-looking statements that involve various risks and uncertainties. These forward-looking statements include, but are not limited to, other information that is based on forecasts of future operational or financial results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties that could cause actual events or results to differ from those reflected in the forward-looking statements.

There can be no assurance that forward-looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Corporation's expectations include, among others, risks related to mining operations, the actual results of current exploration activities, conclusions of economic evaluations and changes in project parameters as plans continue to be refined as well as future prices of zinc and lead and other commodities.

Although the Corporation has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, Shareholders should not place undue reliance on forward-looking statements. The Corporation does not undertake to update any forward-looking statements, except as, and to the extent required by, applicable securities laws. For more information about the risks and challenges of ScoZinc's business, Shareholders should review this Circular, ScoZinc's annual filings for the year ended December 31, 2020, and its management's discussion and analysis available at www.sedar.com.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors of the Corporation (the "**Board**" or "**Board of Directors**") has fixed October 18, 2021, as the record date (the "**Record Date**") for determination of persons entitled to receive notice of and to vote at the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting. A quorum for the Meeting is two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

The Common Shares are listed for trading on the TSX Venture Exchange ("**TSX-V**"). The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, there were 17,867,068 Common Shares issued and outstanding, each carrying the right to one vote. The Corporation is also authorized to issue an unlimited number of non-voting Class "A" Preferred Shares without par value, of which none are outstanding, and an unlimited number of non-voting Class "B" Preferred Shares with a par value of C\$10.00 each, of which none are outstanding.

To the knowledge of the directors and executive officers of the Corporation, the only persons or corporations that beneficially own, or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares as at the Record Date are:

Shareholder Name	Number of Common Shares Held ⁽¹⁾	Percentage of Issued Common Shares ⁽²⁾
Fancamp Exploration Ltd.	2,348,485	13.14%
Eric Salsberg	1,997,000	11.18%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) Calculated on a non-diluted basis.

VOTES NECESSARY TO PASS RESOLUTIONS

At the Meeting, Shareholders will be asked to pass the resolutions described herein. A simple majority of affirmative votes cast at the Meeting in person or by proxy is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

RECEIPT OF FINANCIAL STATEMENTS

The consolidated financial statements of the Corporation for the financial year ended December 31, 2020, and the accompanying auditors' report thereon will be presented at the Meeting. Copies of the consolidated financial statements and the accompanying auditors' report have been mailed to the Shareholders who have requested these documents.

Copies are also available online at www.sedar.com or upon request, without charge and will be available at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

At the Meeting, the following four persons named hereunder will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be withheld or voted otherwise, the persons named in the proxy or voting instruction form will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them, as at the Record Date:

Name of Nominee, Current Position with the Corporation and Province and Country of Residence	Present Principal Occupation and/or Positions Held During the Preceding Five Years	Director of the Corporation Since	Common Shares of the Corporation or Voting Securities of any of its Subsidiaries Beneficially Owned, Controlled or Directed
Ashwath Mehra ⁽¹⁾⁽²⁾ Zug, Switzerland – Director	Chief Executive Officer of ASTOR Management AG and Chief Executive Officer of MRI Advisory AG.	August 20, 2019	1,538,334
Christopher Hopkins ⁽¹⁾⁽²⁾ Toronto, Ontario – Director	Chief Financial Officer of Relay Medical Corp. (CSE); Chief Financial Officer of Glow LifeTech Ltd. (CSE), Chief Financial Officer of Central Timmins Exploration Corp. (TSXV); former Chief Financial Officer of Kerr Mines Inc. (TSX); former President & CEO Takara Resources Inc. (TSXV); former Chief Financial Officer of US Silver Corporation (TSX); former Chief Financial Officer of CellCube Energy Storage Systems Inc.	June 14, 2017	83,333
Mark Haywood ⁽³⁾ Toronto, Ontario – Director President & Chief Executive Officer	Managing Director of Caravel Mining Inc. Former President & CEO of Banyan Gold Corp.	September 20, 2019	672,408
Mark Billings ⁽¹⁾⁽²⁾⁽³⁾ Montreal, Quebec – Director	President & Director of Auxico Resources Canada Inc. (AUAG: CSE)	October 19, 2021	0

Notes: The information as to principal occupation, business or employment and Common Shares and voting securities of any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.

- (1) Member of the Audit Committee.
- (2) Member of the Corporate Governance, Compensation and Nomination Committee.
- (3) Member of the Corporate Social Responsibility Committee.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than set out below, no individual set forth above is, as at the date of this Circular, or have been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer:
 - (i) Christopher Hopkins was an officer and director of CellCube Energy Storage Systems Inc., when, on November 2, 2018, the Corporation was issued a cease trade order ("CTO") by the Ontario Securities Commission ("OSC") and British Columbia Securities Commission ("BCSC") for failure to file annual financial stated for the year ended June 30, 2018. On December 11, 2018, the cease trade orders were revoked.

- (ii) Mark Billings was a director of Manganese X Energy Corp. (formerly, Sunset Cove Mining Inc. ("Sunset Cove")), which was issued a CTO by the BCSC on August 6, 2015 as a result of Sunset Cove's incapacity to file its annual audited financial statements, management's discussion and analysis and CEO and CFO certificates by the filing deadline of July 30, 2015, as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations*, due to a lack of funding to pay for the costs associated with the audit. This CTO was lifted by the BCSC on June 1, 2016 as Sunset Cove had met all of its continuous disclosure requirements.
- (iii) Mr. Suttie served as the chief financial officer of Strike Minerals Inc. ("Strike"), a reporting issuer in the Provinces of British Columbia, Alberta and Ontario, from March 10, 2011 to October 17, 2013. Strike was subject to a management cease trade order issued by the OSC on September 19, 2013 for failure to file its annual financial statements and accompanying management's discussion and analysis for the financial year ended April 30, 2013 within the prescribed time period under applicable securities laws. A full cease trade order was subsequently issued by the applicable securities regulators on February 12, 2014 restricting all trading in the securities of Strike until Strike becomes current with its filings. The cease trade order issued against Strike remains in effect as of this date.

Mr. Suttie served as the Chief Financial Officer of Torque Esports Corp. ("Torque"), a reporting issuer in the provinces of Alberta and Ontario. Torque was subject to a cease trade order issued by the OSC on January 7, 2019 for failure to file its annual financial statements and accompanying management's discussion and analysis for the financial year ended August 31, 2018, within the prescribed time period under applicable securities laws. A delay in closing a financing delayed the commencement of Torque's annual audit. On April 8, 2019, Torque filed its audited annual consolidated financial statements, and the cease trade order was revoked. On January 7, 2020, Torque was subject to a cease trade order issued by the OSC for failure to file its annual financial statements and accompanying management's discussion and analysis for the financial year ended August 31, 2019, within the prescribed time period under applicable securities laws. A delay in financing delayed the commencement of certain independent valuations required of Torque's annual audit. On April 8, 2019, Torque filed its audited annual consolidated financial statements, and the cease trade order was revoked. On February 17, 2020, Torque filed its audited annual consolidated financial statements, and the cease trade order was revoked. Effective May 11, 2020 Mr. Suttie resigned from Torque and is no longer associated with this issuer.

Mr. Suttie serves as the Chief Financial Officer of Wolf's Den Capital Corp. ("Wolf's Den"), a reporting issuer in the provinces of Alberta, British Columbia and Ontario. Mr. Suttie was brought on in late 2019 to assist with the restructuring of the Corporation. Wolf's Den was subject to a cease trade order issued by the OSC on December 5, 2019 for failure to file its condensed interim financial statements and accompanying management's discussion and analysis for the period ended September 30, 2019, within the prescribed time period under applicable securities laws. Finalizing restructuring initiatives delayed the filing. On January 6, 2020, Wolf's Den filed its condensed interim financial statements, and the cease trade order was revoked.

- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that

occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer: No applicable occurrences.

See above.

No individual set forth in the above table (or any personal holding Corporation of any such individual) is, as of the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any Corporation (including the Corporation) that, while such individual 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.

No individual as set forth in the above table (or any personal holding Corporation of any such individual) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No individual set forth in the above table (or any personal holding Corporation of any such individual) 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 investor in making an investment decision.

ANNUAL APPROVAL OF THE STOCK OPTION PLAN

General Description

The Corporation has a Stock Option Plan which was initially approved by the Shareholders on May 12, 2008. Subsequent amendments were approved by the Board and Shareholders. Shareholders approved the last amendment on October 25, 2019 (the "**Stock Option Plan**"). As of the date of this Circular, the Corporation has 817,000 options outstanding to purchase Common Shares.

The Stock Option Plan provides for the acquisition of Common Shares by directors, officers, employees or consultants of the Corporation, or any affiliated entity of the Corporation, for the purpose of advancing the interests of the Corporation through the motivation, attraction and retention of key employees and directors and to secure for the Corporation and the Shareholders the benefits inherent in the ownership of Common Shares by key employees and directors, it being generally recognized that stock option plans can aid in attracting, retaining and encouraging employees and directors due to the opportunity offered to them to acquire a proprietary interest in such Corporation.

Stock Option Plan Approval

TSX Venture Exchange policies require all listed companies with a 10% rolling stock option plan to obtain annual shareholder approval of such a plan. Shareholders will be asked at the Meeting to vote on a resolution to approve, for the ensuing year, the Stock Option Plan.

The Stock Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase common shares. The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX Venture Exchange. As at the date hereof, this represents 1,786,707 options to purchase Common Shares available under the Stock Option Plan.

Outstanding options to purchase a total of 817,000 Common Shares have been issued to directors, officers, employees and consultants of the Corporation and remain outstanding. As at the date hereof, the number of options to purchase Common Shares remaining available for issuance under the Stock Option Plan is 686,332.

Summary of Some of the Features of the Plan

- persons who are Eligible Persons (as defined in the Stock Option Plan) of the Corporation are eligible to receive grants of Options (as defined in the Stock Option Plan) under the Stock Option Plan. The number of Common Shares reserved or to be issued under the Stock Option Plan and all other security-based compensation arrangements (including the RSU Plan), at any time, shall not exceed 10% of the total number of the issued and outstanding Common Shares of the Corporation;
- the Stock Option Plan restricts the grant of Options under the Stock Option Plan as follows:
 - without obtained Disinterested Shareholder Approval (as defined in the Stock Option Plan):
 - The number of Common Shares reserved for issuance pursuant to Options granted to Insiders (as defined in the Stock Option Plan) within a 12-month period shall not exceed 10% of the issued and outstanding Common Shares;
 - the aggregate number of Common Shares reserved for issuance pursuant to the Plan, shall not exceed 5% of the issued Common Shares (determined at the Date of Grant (as defined in the Stock Option Plan) of an Option) to any one Eligible Person

in a 12 month period.

- the aggregate number of Options which may be granted to any one Consultant (as defined in the Stock Option Plan) in any 12-month period shall not exceed 2% of the issued Shares at the Date of Grant; and
- the aggregate number of Options which may be granted to persons employed to provide Investor Relations Activities (as defined in the Stock Option Plan) shall not exceed 2% of the issued Shares at the Date of Grant;
- Options granted under the Stock Option Plan are non-assignable and non-transferable, other than by will or by the laws of descent;
- Options granted under the Stock Option Plan are exercisable for a maximum of 10 years from the Date of Grant;
- in the case of Options granted to a Optionee (as defined in the Stock Option Plan) who is an employee, consultant, consultant Corporation or management Corporation employee, the Optionee must be a bona fide employee, consultant, consultant Corporation or management Corporation employee, as the case may be, of the Corporation or its subsidiaries;
- the Board will have complete discretion to set the vesting schedule for Options granted under the Stock Option Plan, provided that where the Optionee is a Consultant performing Investor Relations Activities such Options must vest in stages of no less than over a 12 month period from the Date of Grant with no more than one quarter of the Options vesting in any three month period; and
- provided the Common Shares are listed on the TSX Venture Exchange, the exercise price of each option will be set by the Board on the date such option is granted, and will not be less than the Fair Market Value of the Shares (as defined in the Stock Option Plan).

A copy of the Stock Option Plan is available on SEDAR, may be inspected by appointment at the head office of the Corporation, 1959 Upper Water Street, Suite 1301, Halifax, Nova Scotia, B3J 3N2, during normal business hours and will be available at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of Mr. Suttie.

Shareholder Approval for the Plan

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the Plan (the "**Stock Option Plan Resolution**"), which, to be effective, must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Stock Option Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the Stock Option Plan Resolution.

CONTINUATION OF THE RESTRICTED STOCK UNIT INCENTIVE PLAN

General Description

The Corporation has a Restricted Stock Unit Incentive Plan which was approved by the Shareholders on October 25, 2019 (the "**RSU Plan**"). The purpose of the RSU Plan is to (i) encourage the attraction and retention of officers, directors, employees, consultants and other persons to serve the Corporation and its subsidiaries; and (ii) encourage such persons to improve the business results and earnings of the Corporation, by providing to such persons an opportunity to acquire or increase a direct interest in the operations and future success of the Corporation. To this end, the RSU Plan provides for the grant of restricted stock units ("**RSU**"). Any of these awards of RSU's may, but need not, be made as performance incentives to reward attainment of annual or long-term performance goals. As of the date of this Circular, the Corporation has 283,375 Restricted Stock Units outstanding.

The RSU Plan requires shareholder approval each year. At the Meeting, shareholders will be asked to approve an ordinary resolution approving the RSU Plan.

The following is a summary of the RSU Plan.

Description of the RSU Plan

The RSU Plan is available to Directors, Employees and Consultants (these terms have the meaning provided in the definitions section of Schedule "C" attached to this information circular) which are collectively referred to in the RSU Plan as Service Providers of the Corporation, as determined by the Board (the "Eligible Grantees"). The maximum number of common shares available for issuance under the RSU Plan shall be 1,786,707. The number of common shares issued or to be issued under the RSU Plan and all other security-based compensation arrangements, at any time, shall not exceed 10% of the total number of the issued and outstanding common shares of the Corporation. The total number of common shares issuable to insiders under the RSU Plan, at any time, together with any other security-based compensation arrangements of the Corporation, shall not exceed ten percent of the issued and outstanding common shares of the Corporation. The total number of common shares issuable to insiders within any one-year period under the RSU Plan and all other security based compensation arrangements of the Corporation shall not exceed ten percent of the issued and outstanding common shares of the Corporation. The total number of common shares issuable to any person within any one-year period under the RSU Plan and all other security based compensation arrangements of the Corporation shall not exceed one percent of the issued and outstanding common shares of the Corporation. The total number of common shares issuable to all persons within any one-year period under the RSU Plan and all other security based compensation arrangements of the Corporation shall not exceed two percent of the issued and outstanding common shares of the Corporation. Neither awards nor any rights under any such awards shall be assignable or transferable.

The RSU Plan shall terminate automatically after ten years and may be terminated on any earlier date or extended by the Board.

A copy of the RSU Plan is available on SEDAR, may be inspected on appointment at the head office of the Corporation, 1959 Upper Water Street, Suite 1301, Halifax, Nova Scotia, B3J 3N2, during normal business hours and will be available at the Meeting. In addition, a copy of the RSU Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of Mr. Suttie.

Shareholder Approval for the RSU Plan

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the RSU Plan (the "**Restricted Stock Unit Incentive Plan Resolution**"), which, to be effective, must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

The Board recommends that Shareholders vote FOR the Restricted Stock Unit Incentive Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Restricted Stock Unit Incentive Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the Restricted Stock Unit Incentive Plan Resolution.

As of the date of this information circular, there are 283,375 RSU's outstanding under the RSU Plan.

Approval Required

The text of the ordinary resolution approving the RSU Plan is as follows:

"BE IT RESOLVED as an ordinary resolution that:

1. the RSU Plan, as described in the management information circular dated October 21, 2021 be, and is hereby, ratified, affirmed and approved;
2. the form of the RSU Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities or stock exchange without requiring further approval of the shareholders of the Corporation; and
3. any one director or officer of the Corporation be, and is hereby, authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Corporation or otherwise all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions."

To be effective, the resolution must be passed by the majority of votes cast by shareholders present or represented by proxy at the Meeting.

The Board recommends that Shareholders vote FOR the RSU Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the RSU Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the RSU Plan Resolution.

APPOINTMENT OF AUDITORS AND REMUNERATION

Davidson & Corporation LLP, Chartered Accountants ("**Davidson**") are the independent registered certified auditors of the Corporation.

Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be withheld or voted otherwise, the persons named in the proxy or voting instruction form will vote FOR the appointment of Davidson & Corporation LLP as the new auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board of Directors to fix the remuneration of the auditors.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**") requires the Corporation, as a TSX Venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditors.

The Audit Committee's Charter

The Corporation's Audit Committee is governed by an Audit Committee Charter, a copy of which is attached as Schedule "A" to this Circular.

Composition of the Audit Committee

As at the date of this Circular, the Corporation's current Audit Committee is comprised of three existing directors: Mr. Christopher Hopkins (Chairperson), Mr. Ashwath Mehra, and Mr. Mark Billings. All directors on the Audit Committee are "independent" and "financially literate," as such terms are defined in NI 52-110.

The Audit Committee has been established to fulfil applicable reporting issuer obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting. The Audit Committee's responsibilities include, but are not limited to, overseeing the integrity of the Corporation's financial statements and financial reporting process, including the audit process and the Corporation's internal accounting controls and procedures and compliance with related legal and regulatory requirements, overseeing the qualifications and independence of the external auditors, overseeing the work of the Corporation's financial management and external auditors in these areas, and providing an open avenue of communication between the external auditors, the Board and senior officers.

Relevant Education and Experience

Each current Audit Committee member has the education and experience that is relevant to the performance of his responsibilities as an Audit Committee member. Their education and experience are set forth below:

(a) Christopher Hopkins

Mr. Hopkins has broad junior resource experience in the areas of corporate finance, capital markets, mergers and acquisitions, investor relations, financial and management reporting. He has a Bachelor of Commerce from the University of Toronto, and a Chartered Accountant designation and MBA from the Schulich School of Business at York University. He currently serves as the Chief Financial Officer of Relay Medical Corp. and as Chief Financial Officer of Glow LifeTech Ltd. Mr. Hopkins is also the former President & CEO of Takara Resources Inc. and the former Chief Financial Officer of US Silver Corporation and Central Timmins Exploration Corp.

(b) Ashwath Mehra

Mr. Mehra is a seasoned executive with 35 years of global experience in the minerals industry. Mr. Mehra is an economist by training and received his BSc (Econ) in Economics and Philosophy from the London School of Economics. He is the CEO of the ASTOR Group, a private investment and advisory business, working in the fields of Mining, Tech, Biotech and Real Estate. He spent many years in the commodity trading and mining business, owning buying and selling companies over 30 years and has substantial experience in the industry. He is a director of several companies, both public and private in both executive and non-executive roles. He also devotes significant time to non-profit activities in the fields of education and healthcare. Most recently, Mr. Mehra was Executive Chairman of GT Gold, a company he founded and sold to Newmont Corporation generating a significant return to GT Gold shareholders.

(c) Mark Billings

Mr. Billings holds a Masters of Business Administration from the Harvard Business School and is a Chartered Financial Analyst. He is presently the President of Auxico Resources Canada Inc. (CSE: AUAG). Previously, Mr. Billings served as Chief Financial Officer for private and public Internet companies from 2000 to 2004. From 2004 to 2006, he was Vice President of Corporate Finance with Desjardins Securities Inc., where he led a number of public and private financings and took companies public on the Canadian public exchanges.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee must pre-approve any engagement of the external auditors for any non-audit services to the Corporation in accordance with applicable law and policies and procedures to be approved by the Board. The engagement of non-audit services will be considered by the Board on a case-by-case basis.

External Auditor Service Fees (By Category)

In the following table, "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services if required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits. "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation. "Tax Fees" includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice may include assistance with tax audits and appeals, tax advice related

to mergers and acquisitions, and requests for rulings or technical advice from tax authorities. "All Other Fees" are all other non-audit services.

The fees paid by the Corporation to its auditors in each of the last two fiscal years, by category, are as follows:

<u>Financial Year Ending</u>	<u>Audit Fees</u>	<u>Audit-Related Fees⁽¹⁾</u>	<u>Tax Fees⁽²⁾</u>	<u>All Other Fees</u>
December 31, 2020	\$40,000	\$488	\$nil	\$nil
December 31, 2019	\$37,450	\$nil	\$16,986	\$nil

Notes:

- (1) Fees are for services in connection with the review of the Corporation's audited annual consolidated financial statements.
- (2) Fees are for tax advisory and compliance services.

Exemption

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Corporation, as a TSX Venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

National Instrument 58-101 *Corporate Governance Practices* ("**NI 58-101**") sets out required disclosure of corporate governance practices for a Corporation. Corporate governance refers to the policies and structure of the Board, whose members are elected by and are accountable to Shareholders of the Corporation. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of Shareholders and help to contribute to effective and efficient decision-making.

The Corporation is a "venture issuer" within the meaning of NI 58-101. A discussion of the Corporation's governance practices within the context of NI 58-101 is set out below:

Board of Directors

The Board is currently comprised of four directors. One of the directors is an executive officer of the Corporation, and the other three directors are not employees or officers of the Corporation and neither is any of them a party, either directly or indirectly, to any material contract with the Corporation, and none of them receives remuneration from the Corporation in excess of directors' fees and grants of stock options and awards of Common Shares or have any business with the Corporation. The Board believes that there are no relationships of the three directors that would interfere with their independent judgment as directors of the Corporation and that all five directors are "independent directors" within the meaning of NI 58-101 and as such are free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with their ability to act independently from management or to act as a director with a view to the best interests of the Corporation, other than interests and relationships arising from shareholdings. These directors are considered as "independent" as such term is defined under NI 52-110.

Directorships

The following directors serve as a director of another reporting issuer, the details of which are as follows:

Name of Director	Name of Reporting Issuer
Ashwath Mehra	Fancamp Exploration Ltd. (TSX-V) Collective Mining Ltd. (TSX-V)
Mark Billings	Auxico Resources Canada Inc. (CSE) St-Georges Eco-Mining Corp. (CSE) Fancamp Exploration Ltd. (TSX-V) Manganese X Energy Corp. (TSX-V) Kintavar Exploration Ltd. (TSX-V) ZeU Crypto Networks Inc. (CSE)

Orientation and Continuing Education

The Corporation's Board Mandate and Corporate Governance Guidelines provide that the Chief Financial Officer ("CFO") of the Corporation is responsible for providing new directors with orientation material and for periodically providing materials for all directors on subjects relevant to their duties as directors. Director's orientation and ongoing training includes presentations by senior management to familiarize directors with the Corporation's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct and Ethics and other Corporation policies, its principal officers and its independent auditors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, as well as a number of codes and policies adopted by the Board from time to time, have been sufficient to ensure that the Board operates ethically, independently of management and in the best interests of the Corporation.

In addition, the Board has instructed the Corporation to circulate the Corporation's Corporate Disclosure Policy, Insider Trading Policy, Whistleblower Policy and the Code of Business Conduct and Ethics to all directors, officers and employees of the Corporation.

Nomination of Directors

The Corporate Governance, Compensation and Nomination Committee is responsible for identifying new candidates for Board nomination. It currently consists of three independent directors, namely: Mr. Ashwath Mehra, Mr. Christopher Hopkins, and Mr. Mark Billings, with Mr. Mehra serving as Chairman.

With respect to its nominating function, the Corporate Governance, Compensation and Nomination Committee is to, amongst other things:

- establish, subject to approval by the full Board and review on an annual basis, criteria and personal qualifications to be used in making selections of candidates for the Board. Such criteria and qualifications may include business and financial experience and acumen, integrity, willingness to devote the necessary time and energy to fulfil the duties and responsibilities of a Director, independence and such other criteria and qualifications as the Corporate Governance, Compensation and Nomination

Committee determines to be appropriate under the circumstances;

- identify individuals qualified as candidates to serve on the Board consistent with the criteria approved by the Board, for recommendation to the Board; and
- review the composition and performance of all Directors annually and recommend to the Board a slate of Directors for submission to the Shareholders at the Corporation's annual general meeting. Such slate may or may not include nominees who are current members of the Board.

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

The Corporation maintains a directors' and officers' liability insurance policy. The policy provides coverage for costs incurred to defend and settle claims against directors and officers of the Corporation to an annual limit of \$2,000,000 with a \$100,000 deductible per claim. The annual cost of coverage for the current policy is \$10,396. The Corporation also offers its directors and senior officer's indemnification against any liability that may be incurred by reason of his being or having been a director or officer. The indemnification, in compliance with the BCBCA, is intended to protect the indemnitees from corporate litigation risks. The Corporation concluded that to attract and retain competent and experienced individuals to serve as directors or officers of the Corporation, it was reasonable and prudent to document the indemnitees' right to indemnification for serving the Corporation.

Compensation

Compensation of the directors and Chief Executive Officer of the Corporation (the "**CEO**") is reviewed on an annual basis by the Compensation, Governance and Nomination Committee, which makes recommendations to the Board.

The function of the Compensation, Governance and Nomination Committee in determining the CEO's compensation is to, amongst other things, annually:

- review and approve corporate goals and objectives relating to CEO compensation, evaluate the performance of the CEO in light of those goals and review and establish the CEO's annual compensation and incentive or equity plan participation levels and bases of participation. In determining the long-term incentive component of CEO compensation, the Compensation, Governance and Nomination Committee is to consider the Corporation's performance and relative Shareholder return, the values of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years;
- based upon input and recommendations from the CEO, review and approve on an annual basis the evaluation process and compensation structure for the Corporation's senior officers. The Corporate Governance, Compensation and Nomination Committee is to evaluate the performance of the Corporation's senior officers and approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Corporate Governance, Compensation and Nomination Committee will also provide oversight of management's decisions concerning the performance and compensation of other Corporation employees; and
- based upon input and recommendations from the CEO, review the Corporation's incentive compensation and other stock-based plans and recommend changes in such plans to the Board of Directors as needed and to review and submit to the Board of Directors recommendations concerning new executive compensation or stock-based plans.

Details regarding the CEO and directors' compensation is described in the section "Executive Compensation" below.

Corporate Social Responsibility Committee

The Board also has a Corporate Social Responsibility ("CSR") Committee comprised of two directors and one executive officer, namely: Mr. Mark Billings (Chairman), Mr. Christopher Hopkins, and Mr. Mark Haywood. The Committee has been established to ensure that the Corporation's management has effective systems in place to address all aspects of the Corporation's Social, Safety, Health and Environmental responsibilities.

Assessment

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. This function is carried out by the Corporate Governance, Compensation and Nomination Committee.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis outlines the Corporation's compensation programs and the approach to the compensation provided to the President and CEO, and the CFO. These executive officers are referred to in this Compensation Discussion and Analysis as the "Named Executive Officers" ("NEOs").

This section discloses information with respect to all direct and indirect compensation awarded to, earned by, paid to, or payable to each director and NEO, in any capacity with respect to the Corporation, for, or in connection with, services they have provided to the Corporation or a subsidiary of the Corporation.

Financial information in this Executive Compensation section is, unless otherwise indicated, presented in Canadian dollars.

Compensation Objectives and Elements

The Corporation's compensation programs are broadly designed to achieve the following objectives:

- to employ, motivate and retain executive officers of sufficiently high calibre to achieve corporate objectives; and
- to maintain the Corporation as a leader among its peer companies by a combination of exploration success, property development, strategic property acquisitions and working in cooperation with its strategic partner to advance its major project, thereby creating increasing value over time for Shareholders.

Therefore, the Corporation's compensation programs are aimed at increasing Shareholders' value over time while rewarding efforts to both individuals and teams in achieving the Corporation's objectives.

The overall level of compensation comprises the following three elements that are used by the Corporation to employ, motivate and retain its NEOs:

Elements of Compensation	Objective
Annual base salary/ services fees	To provide a market related competitive base level of pay related to the executives' responsibilities.
Annual performance bonus (discretionary)	To reward the executives for extra effort and/or achievement of objectives.
Option grants (discretionary)	To bring the interests of executives and Shareholders into alignment and to retain the services of executives over time.

How Executive Compensation is Established

In setting the total compensation package for the NEOs, the Corporate Governance, Compensation and Nomination Committee advises the Board as to what levels of compensation would be appropriate. In so doing, the Committee assists the Board in providing oversight relating to the compensation of the NEOs and other senior management. Specifically, the Corporate Governance, Compensation and Nomination Committee, in accordance with its written charter, has the following mandated duties and responsibilities amongst others relating to the remuneration and compensation of executives:

- review and approve corporate goals and objectives relating to the NEOs' compensation, evaluate the performance of the NEO in light of those goals and review and establish the NEOs' annual compensation;
- based upon input and recommendations from the CEO, to review and approve the evaluation process and compensation structure for the Corporation's senior officers. The Committee will evaluate the performance of the Corporation's senior officers and will approve the annual compensation of such executive officers;
- based upon input and recommendations from the CEO, to review the Corporation's incentive compensation and other stock-based plans and recommend changes in such plans to the Board of Directors as needed; and
- prepare and publish an annual Compensation, Governance and Nomination Committee Report for inclusion in the Corporation's Circular.

Risks Associated with Compensation Practices

The Compensation, Governance and Nomination Committee and the Board of Directors endeavour to avoid risks which might arise from the Corporation's compensation practices in the following manner.

The Board of Directors would not approve levels and forms of compensation which in its opinion would contribute to the undertaking of excessive risk in the pursuit of the Corporation's strategic objectives. In so doing the Board of Directors recognizes that by its nature undertaking mineral exploration and development has a high degree of inherent risk.

The Corporation endeavours to provide a competitive compensation structure which, while designed to instill an entrepreneurial culture within the Corporation, is tempered by the need to maintain risk levels within the risk appetite of the Corporation. In establishing levels and forms of compensation within the Corporation, compensation levels, forms of compensation and compensation policies prevailing amongst peer companies in the junior mining and exploration sector are reviewed for comparison purposes.

As a result, the Compensation, Governance and Nomination Committee and the Board of Directors are unaware of any material risks arising from the Corporation's compensation practices that would be reasonably likely to have a material adverse effect on the Corporation.

At present, the Board is satisfied that the current Board and executive officer compensation arrangements, being comprised of yearly or hourly fees, as appropriate, share purchase options for directors and salary, bonus and share purchase options for executive officers, adequately reflect the responsibilities and risks involved in being a director or an executive officer of the Corporation.

Trading Restrictions

The Corporation does not have a policy preventing an NEO or a director from engaging in the purchasing of financial instruments designed to offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. Equity securities granted by the Corporation are stock options which are governed by the rules of the Option Plan (as hereinafter defined). Under the rules of Option Plan, the options granted cannot be assigned or transferred.

In accordance with current corporate practice, directors, NEO's and other employees of the Corporation who have access to undisclosed material information relating to the Corporation or its business, are subject to blackout periods during which they are prohibited from trading in securities of the Corporation, including the exercise of stock options. Trading by individuals subject to the blackout period should not commence until at least twenty-four hours after material information is disclosed by news release. The Corporation announces the beginning and end of each blackout period to the individuals concerned.

As an added precaution with respect to trading by directors, NEOs or employees, the Corporation's policy is that no trading in securities of the Corporation shall take place without first checking with the CEO to ascertain if a blackout period is in effect.

Compensation Governance

The components of the directors' and executive officers' compensation are the same as those applied to the NEOs, namely annual base salary, annual performance bonus and option grants. The general compensation philosophy of the Corporation for directors and executive officers is to provide a level of compensation that is competitive within the North American marketplace and that will attract and retain individuals with the experience and qualifications necessary for the Corporation to be successful, and to provide long-term incentive compensation which aligns the interest of executives with those of the Shareholders and provide long-term incentives to members of senior management whose actions have a direct and identifiable impact on the performance of the Corporation and who have had a material responsibility for long-range strategy development and implementation.

The Compensation, Governance and Nomination Committee

The Corporation has established a Compensation, Governance and Nomination Committee consisting of Mr. Ashwath Mehra (Chairman), Mr. Christopher Hopkins, and Mr. Mark Billings, each of whom is an independent director.

The role of the Compensation, Governance and Nomination Committee is primarily to administer the Option Plan, to make recommendations to the Board on the remuneration of senior officers and directors of the Corporation and to evaluate the CEO and CEO succession planning. A detailed description of the function of the Compensation, Governance and Nomination Committee is provided in "Executive Compensation - How Executive Compensation is Established" above.

In accordance with its charter, the Compensation, Governance and Nomination Committee reviewed and recommended to the Board the following items during 2020 and up to the date of this Circular:

- the salary levels of senior management;
- the level of bonus to be paid to senior management in relation to management performance;
- the level of share options to be granted to senior management;
- the level of incentive plan shares to be granted to directors; and
- the acceptance of this report of the Compensation, Governance and Nomination Committee.

Independent Compensation Consultants

The Compensation, Governance and Nomination Committee is authorized to engage external compensation advisors to assist the Committee in performing its mandated responsibilities.

Salary levels of senior management in 2020, on an annualized basis, compared to those which prevailed in 2019, were as follows:

Executive	Title	Salary		
		2020	2019	Change
Mark Haywood ⁽¹⁾	President and CEO	\$215,053	200,000	\$15,053
Robert Suttie ⁽²⁾	Chief Financial Officer	\$30,000	\$30,000	nil
Joseph Ringwald ⁽³⁾	President and CEO	\$nil	\$56,363	(\$56,363)

Notes:

- (1) Mr. Haywood was hired on August 12, 2019 and was appointed the Corporation's President and CEO on August 21, 2019.
- (2) Mr. Suttie was appointed CFO on September 20, 2013 and is retained through an executive services agreement with Marrelli Support Services Inc., with fees of \$30,000 levied for the year ended December 31, 2019 (2018 - \$30,000).
- (3) Mr. Ringwald was hired on January 1, 2011. On September 23, 2013, Mr. Ringwald was appointed Interim President and CEO, on a part time basis at a rate of \$150 per hour, and appointed President and CEO on August 25, 2015. Mr. Ringwald resigned as the Corporation's President and CEO on August 21, 2019.

Compensation Risk Considerations

The Compensation, Governance and Nomination Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Corporation does not currently have a policy that restricts directors or NEOs from purchasing financial instruments, including, for greater certainty, 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. However, to the knowledge of the Corporation, as of the date of hereof, no director or NEO of the Corporation has participated in the purchase of such financial instruments. Base salaries are fixed in amount thus do not encourage risk taking. While annual incentive awards focus on the achievement of short term or annual goals and short term goals may encourage the taking of short-term risks at the expense of long term results, the Corporation's annual incentive award program represents a small percentage of employee's compensation opportunities. Annual incentive awards are based on various personal and Corporation-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board (after receiving recommendations of the Compensation, Governance and Nomination Committee) and the Board reserves the right to make positive or negative

adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the Corporation level and the distribution of funds to the executive officers is at the discretion of the Compensation Committee. Stock option awards are important to further align employees' interests with those of the Shareholders. The ultimate value of the awards is tied to the Corporation's stock price and since awards are staggered and subject to long-term vesting schedules, they help ensure that NEOs have significant value tied in long-term stock price performance.

Share-Based and Option-Based Awards

At the annual general meeting held on November 3, 2020, Shareholders re-approved an equity incentive plan (the "**Restricted Stock Unit Incentive Plan**") proposed by the Board, under which deferred share awards could be made. The Equity Incentive Plan is administered by the Compensation, Governance and Nomination Committee and allows the Corporation to issue fully paid deferred Common Shares to employees, officers and directors in consideration of services rendered to the Corporation. Please see section "Approval of Restricted Stock Unit Incentive Plan" hereof for greater details.

The Corporation uses the same process to grant option-based award to executive officers and NEOs. This process is described under "Executive Compensation - How Executive Compensation is Established" above. There were 268,000 Options granted and 188,456 Restricted Stock Units granted during financial year ended December 31, 2020.

NEO Summary Compensation Table

The compensation paid to the NEOs during the Corporation's three most recently completed financial years is as set out below:

Name and Principal Position	Year Ended Dec 31	Salary (\$) ⁽¹⁾	Share-based Awards (\$) ⁽²⁾	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$) ⁽⁴⁾	All Other Compensation (\$)	Total Compensation (\$) ⁽⁵⁾
					Annual Incentive Plans	Long-term Incentive Plans ⁽³⁾			
Mark Haywood President and Chief Executive Officer ⁽⁶⁾	2020	215,053	18,356	40,030	Nil	Nil	Nil	Nil	273,439
	2019	73,908	N/A	Nil	Nil	Nil	Nil	Nil	73,908
	2018	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
Joseph Ringwald President and Chief Executive Officer ⁽⁷⁾	2020	Nil	N/A	Nil	Nil	N/A	N/A	Nil	Nil
	2019	56,363	N/A	21,010	Nil	N/A	N/A	Nil	77,373
	2018	193,213	N/A	Nil	Nil	N/A	N/A	Nil	194,213
Robert D.B. Suttie Chief Financial Officer	2020	30,000	N/A	Nil	Nil	N/A	N/A	Nil	30,000
	2019	30,000	N/A	3,820	Nil	N/A	N/A	Nil	33,820
	2018	30,000	N/A	Nil	Nil	N/A	N/A	Nil	30,000

Notes:

- (1) Includes the dollar value of cash and non-cash base salary earned during the financial year covered.
- (2) Shareholders approved a restricted stock unit plan of the Corporation on October 25, 2019. For details see section titled "Approval of Restricted Stock Unit Incentive Plan" hereof.
- (3) The Corporation does not have a non-equity long-term incentive plan.
- (4) The Corporation does not provide pension benefits to its NEOs.
- (5) These amounts include all amounts for each NEO.
- (6) Mr. Haywood was appointed as the Corporation's President and CEO on August 21, 2019.
- (7) Mr. Ringwald resigned as the Corporation's President and CEO on August 21, 2019.

NEO Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2020, for each NEO, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-based Awards that have not vested (\$)	Market or Payout Value of Vested Share-based Awards not paid out or distributed (\$)
Mark Haywood – Chief Executive Officer	50,000	\$0.45	Aug 12, 2024	10,000	N/A	N/A	N/A
	50,000	\$0.60	Aug 20, 2024	2,500	N/A	N/A	N/A
	50,000	\$0.75	Aug 20, 2024	N/A	N/A	N/A	N/A
	100,000	\$0.45	June 28, 2030	20,000	N/A	N/A	N/A
Robert D.B. Suttie – Chief Financial Officer	10,000	\$1.10	Jul 13, 2022	N/A	N/A	N/A	N/A
	10,000	\$0.45	July 4, 2024	\$2,000	N/A	N/A	N/A

Note:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2020. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at December 31, 2020 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on December 31, 2020 was \$0.65.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out the value of all share-based awards and option-based awards vested or earned during the year December 31, 2020, for each NEO:

Name	Option-based Awards - Value Vested During the Year (\$)⁽¹⁾	Share-based Awards - Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Mark Haywood President and Chief Executive Officer	20,015	18,356	Nil
Robert D.B. Suttie Chief Financial Officer	1,114	Nil	Nil

Note:

- (1) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of the Common Shares at exercise and the exercise price of the options on the vesting date).

Pension Plan Benefits

The Corporation has no pension plan benefits (including defined benefit plan, defined contribution plan or deferred compensation plan) for its officers, employees or directors.

Termination and Change of Control Benefits

The Corporation has certain contracts, agreements, plans and arrangements that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in an NEO's responsibilities.

DIRECTOR COMPENSATION

Directors' compensation is set at a level to be competitive with comparable companies in industry taking into account the amount of work required from each director in discharging his duties as Chairman of the Corporation, director, board committee member or chairman of a board committee.

Board of Directors

Directors were paid a flat annual stipend of \$20,000 per director. Additional fees are not paid for serving on committees.

Audit Committee

Christopher Hopkins (Chair)

Mark Billings

Ashwath Mehra

Governance, Compensation & Nomination Committee

Ashwath Mehra (Chair)

Christopher Hopkins

Mark Billings

Safety, Environmental, Social Responsibility Committee

Mark Billings (Chair)

Christopher Hopkins

Mark Haywood

In addition, directors who serve on an ad hoc committee formed for a specific purpose and to be dissolved when the specific purpose has been achieved or the committee is no longer required, may receive an additional fee established by the Compensation, Governance & Nomination Committee.

Director Compensation Table

The compensation provided to the directors, for the Corporation's most recently completed financial year of December 31, 2020, is as set out below:

Name	Fees Earned ⁽¹⁾ (\$)	RSU Share-Based Awards ⁽²⁾ (\$)	Option-Based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$) ⁽³⁾	All Other Compensation (\$)	Total (\$)
Victor Lazarovici	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Louis Montpellier	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Hopkins	20,000	Nil	Nil	Nil	Nil	Nil	20,000
Michael Surratt	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ashwath Mehra	20,000	Nil	Nil	Nil	Nil	Nil	20,000
Mark Billings	Nil	Nil	24,556	Nil	Nil	Nil	24,556

Notes:

- (1) Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair, and meeting fees.
- (2) The Corporation has a Restricted Stock Unit Incentive plan for share-based awards in place as at the date of this Circular. For greater detail please see section titled "Approval of Restricted Stock Unit Incentive Plan" hereof.
- (3) The Corporation does not provide pension benefits to its directors.

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The following table sets forth particulars of all awards outstanding for each director who is not a NEO of the Corporation as at the end of the financial year ended December 31, 2020, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-based Awards that Have Not Vested (\$)	Market or Payout Value of Vested Share-based Awards Not Paid out or Distributed (\$)
Victor Lazarovici	55,000 33,000	0.45 1.10	Jul 4, 2024 Jul 13, 2022	11,000 Nil	Nil Nil	Nil Nil	Nil Nil
Christopher Hopkins	25,000 33,000	0.45 1.10	Jul 4, 2024 Jul 13, 2022	5,000 Nil	Nil Nil	Nil Nil	Nil Nil
Louis Montpellier	25,000 33,000	0.45 1.10	Jul 4, 2024 Jul 13, 2022	5,000 Nil	Nil Nil	Nil Nil	Nil Nil
Michael Surratt	55,000 33,000	0.45 1.10	Jul 4, 2024 Jul 13, 2022	11,000 Nil	Nil Nil	Nil Nil	Nil Nil
Ashwath Mehra	40,000	0.45	Aug 12, 2024	8,000	Nil	Nil	Nil
Mark Billings	40,000	0.52	Feb 4, 2030	5,200	Nil	Nil	Nil

Note:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2020. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at December 31, 2020 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on December 31, 2020 was \$0.65.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has an Option Plan which was initially approved by the Shareholders on May 12, 2008. Subsequent amendments were approved by the Board and Shareholders. Shareholders approved the last amendment on October 25, 2019. For further disclosure on the Option Plan, see "[Continuation of the Stock Option Plan](#)". The Corporation also has a Restricted Stock Unit Incentive Plan (the "RSU Plan") which was re-approved by the Shareholders on November 3, 2020. For further disclosure on the Restricted Stock Unit Incentive Plan, see "[Continuation of the Restricted Stock Unit Incentive Plan](#)".

The following table sets out the Option Plan information as at the Corporation's financial year end of December 31, 2020:

Stock Option Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (A)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (B)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding securities Reflected in Column A) (C)
Option plans approved by security holders ⁽¹⁾	875,000	\$0.61	345,023

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (A)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (B)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding securities Reflected in Column A) (C)
Option plans not approved by security holders	Nil	Nil	Nil
Total	875,000	\$0.61	345,023

Note:

- (1) An aggregate of 10% of the Corporation's issued Common Shares is available on a rolling basis for grants of options under the Option Plan, less any grants of other equity incentive plans.

The following table sets out the RSU Plan information as at the Corporation's financial year end of December 31, 2020:

RSU Plan Information

Plan Category	Number of Securities to be Issued (A)	Number of Securities Remaining Available for Future Issuance Under the RSU Plan (Excluding Securities Reflected in Column A) (B)
RSU plans approved by security holders ⁽¹⁾	188,456	345,023
RSU plans not approved by security holders	Nil	Nil
Total	188,456	345,023

Note:

- (1) An aggregate of 10% of the Corporation's issued Common Shares is available on a rolling basis for incentive grants of Restricted Stock Units under the RSU Plan, less any grants of other equity incentive plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, or any proposed management nominee for election as a director of the Corporation, nor any of their respective associates or affiliates, is, or has been at any time since the beginning of the last completed financial year of the Corporation, indebted to the Corporation or any of its subsidiary, nor has any such person been indebted to any other entity where such indebtedness is a subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Circular "informed person" means:

- (a) a director or executive officer of the Corporation;

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

Other than as set out in this Circular, no informed person, no proposed director of the Corporation and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Corporation or any of its subsidiaries, which are to any substantial degree performed by a person or Corporation other than the directors or executive officers of the Corporation or its subsidiary.

ADDITIONAL INFORMATION

Additional information concerning the Corporation is available online at www.sedar.com. Financial information concerning the Corporation is provided in the Corporation's comparative financial statements and auditors' report thereon, and Management's Discussion & Analysis for the financial year ended December 31, 2020. Copies of these documents may be obtained from SEDAR at www.sedar.com under the Corporation's profile and upon request from the Corporation at the above noted address and contact numbers on the first page of this Circular, attention Mr. Mark Haywood. Copies of documents may be obtained free of charge by Shareholders of the Corporation.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to Shareholders have been approved by the Board of the Corporation.

DATED this 21st day of October, 2021, at Halifax, Nova Scotia.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SCOZINC MINING LTD.**

"Mark Haywood"
Mark Haywood
President & Chief Executive Officer

Schedule "A"

AUDIT COMMITTEE CHARTER

Role and Objective

The Audit Committee (the "Committee") is a committee of the board of directors (the "Board") of ScoZinc Mining Ltd. ("ScoZinc" or the "Corporation") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information. The primary objectives of the Committee are as follows:

1. To assist directors to meet their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. To provide better communication between directors and external auditors;
3. To enhance the external auditor's independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside directors by facilitating in-depth discussions between directors on the Committee, management and external auditors.

Membership of Committee

1. The Committee shall be comprised of at least three (3) directors of the Corporation, the majority of which shall be deemed independent of the management of the Corporation and all of whom are "unrelated directors" (as such term is used in the Report of the Toronto Stock Exchange on Corporate Governance in Canada) and "independent" (as such term is used in National Instrument 52-110 — Audit Committees ("NI 52-110")).
2. Unless otherwise designated by the Board, the members of the Committee shall elect a Chairman from among the members and the Chair shall preside at all meetings of the Committee.
3. All of the members of the Committee shall be "financially literate." The Board has adopted the definition for "financial literacy" used in NI 52-110.

Mandate and Responsibilities of Committee

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
2. It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to the adequacy of the Corporation's Internal Control Systems for:
 - identifying, monitoring and mitigating business risks; and
 - ensuring compliance with legal, ethical and regulatory requirements.

3. It is a primary responsibility of the Committee to review the annual and interim financial statements of the Corporation and related management's discussion and analysis ("MD&A") prior to their submission to the Board for approval. The process should include but not be limited to:
 - reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
 - reviewing any "related party" transactions, with related party having the meaning ascribed to it by Canadian securities regulations;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing disclosure requirements for commitments and contingencies;
 - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between management and the external auditors; and
 - obtaining explanations of significant variances with comparative reporting periods.
4. The Committee is to review the financial statements, prospectuses, MD&A, annual information forms ("AIF") and all public disclosure documents containing audited or unaudited financial information (including, without limitation, any press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the Board, the Committee shall:
 - recommend to the Board the appointment of the external auditors;
 - recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall communicate directly to the Committee;
 - on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Corporation to determine the auditors' independence;
 - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
 - review and approve any non-audit services to be provided to the Corporation or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more members the authority to approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such preapproval and the member comply with such other procedures as may be established by the Committee from time to time.
6. Review with external auditors (and internal auditor if one is appointed by the Corporation) their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their audit plan and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.
7. The Committee shall review risk management policies and procedures of the Corporation (i.e., hedging, litigation and insurance).

8. The Committee shall establish a procedure for:
 - the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
9. The Committee may engage independent counsel and other advisors as it determines necessary to carry out its duties. The Committee has the authority to set, and have the Corporation pay, the compensation for any advisors engaged by the Committee. The Committee shall review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.
10. The Committee shall have the authority to investigate any financial activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
11. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at the expense of the Corporation without any further approval of the Board.

Meetings and Administrative Matters

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote.
2. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
5. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
6. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
7. The Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
8. Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.

9. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
10. Any members of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold such office until the close of the next annual meeting of shareholders following appointment as a member of the Committee.