

MILLENNIAL
L I T H I U M

MILLENNIAL LITHIUM CORP.

**Annual General Meeting of Shareholders
to be held Tuesday, January 21, 2020**

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

December 13, 2019

Suite 2300 - 1177 West Hastings Street
Vancouver, B.C.
V6E 2K3

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 21, 2020**

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the "**Meeting**") of the shareholders of Millennial Lithium Corp. (the "**Company**") will be held at Suite 2300 - 1177 West Hastings Street, Vancouver, B.C., on Tuesday, January 21, 2020, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended February 28, 2019 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at six.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, ratify and approve the Company's existing stock option plan as more particularly described in the Company's management information circular dated December 13, 2019 accompanying this Notice of Meeting (the "**Information Circular**").
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the management Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company (the "**Board**") has fixed the close of business on December 9, 2019 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board has also fixed 10:00 a.m. (Vancouver time) on Friday, January 17, 2020, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's registrar and transfer agent, Computershare Trust Company of Canada.

DATED at Vancouver, British Columbia, as of the 13th day of December, 2019.

MILLENNIAL LITHIUM CORP.

By: (signed) "*Graham Harris*"

Graham Harris - Chair

INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of December 13, 2019.

This Information Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on December 9, 2019 (the “**Record Date**”), which is the date that has been fixed by the Board of Directors of the Company (the “**Board**”) as the record date to determine the shareholders who are entitled to receive notice of and to vote at the Meeting.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the 2019 annual general meeting of the shareholders of the Company that is to be held on Tuesday, January 21, 2020 at 10:00 a.m. (Vancouver time) at Suite 2300 - 1177 West Hastings Street, Vancouver, B.C. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone, email or in person. The cost of solicitation will be borne by the Company.

The Company is not sending proxy-related materials using notice and access this year. Rather, the Meeting Materials (as defined below) are being sent to both registered and non-registered owners of the Company’s common shares (each a “**Share**”) in accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to deliver proxy solicitation materials to the beneficial owners of the Shares. The Company may pay the reasonable costs incurred by such persons in connection with such delivery.

If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities laws from the Intermediary (as defined below) holding the Shares on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

Under the Company’s articles, one person present and being, or representing by proxy, a shareholder entitled to attend and vote at the Meeting must be present at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Company will reschedule the Meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each Share held. In order to approve a motion proposed at the Meeting a majority of greater than 50% of the

votes cast will be required (an "**ordinary resolution**") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a "**special resolution**").

WHO CAN VOTE?

Registered shareholders whose names appear on the Company's securities register maintained by Computershare Trust Company of Canada ("**Computershare**"), the Company's registrar and transfer agent, as of the close of business on December 9, 2019, the Record Date, are entitled to attend and vote at the Meeting. Each Share is entitled to one vote.

If your Shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled "Non-Registered Shareholders" set out below.

HOW TO VOTE

If you are a registered shareholder and eligible to vote, you can vote your Shares in person at the Meeting or by signing and returning the accompanying form of proxy (the "**Proxy**") by mail in the return envelope provided or vote by fax or using the Internet as indicated on the form. Please see "Registered Shareholders" below.

If your Shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see "Non-Registered Shareholders" below.

REGISTERED SHAREHOLDERS

You are a registered shareholder if your Shares are registered in your name on the Company's central securities register maintained by Computershare.

Voting in Person

If you plan to vote in person at the Meeting do NOT complete and return the Proxy.

Instead, you will need to register with Computershare when you arrive at the Meeting and your vote will be taken and counted at the Meeting.

If your Shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer's authority should be presented at the Meeting.

Voting by Proxy

If you do not wish to or cannot attend the Meeting in person, you may appoint someone else to attend the Meeting and act as your proxyholder to vote in accordance with your instructions. You can submit your Proxy as follows:

By Mail

Complete the Proxy or any other proper form of proxy, sign, date and return it, together with the

power of attorney or other authority if any, under which it was signed or a notarially certified copy, to:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1.

By Telephone or Internet

To complete your voting instructions using the telephone, call 1-866-732-VOTE (8683) toll free and follow the prompts.

You can also vote using the Internet by going to www.investorvote.com and following the instructions.

You will need to insert your 15 digit control number found at the bottom of the first page of the Proxy to vote by telephone or the Internet.

Whichever method you choose, the Proxy must be received or voting instructions completed at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

You May Choose Your Own Proxyholder

The persons named in the Proxy are directors and/or executive officers of the Company. **YOU HAVE THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON YOUR BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS. TO EXERCISE THIS RIGHT, YOU MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS AND INSERT THE NAME OF YOUR NOMINEE IN THE SPACE PROVIDED OR COMPLETE ANOTHER PROXY.**

Your Voting Instructions

The persons named in the Proxy will vote or withhold from voting the Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions thereon, and if you specify a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. In the absence of such specifications, your Shares will be voted in favour of each of the matters referred to herein. Each such matter is described in greater detail elsewhere in this Information Circular.

The Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. **It is the intention of the persons designated in the Proxy to vote in accordance with their best judgement on such matters or business.** At the time of printing of this Information

Circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

Revocation of Proxies

A Proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney) and either delivered to the Company's head office at Suite 2300 - 1177 West Hastings Street, Vancouver, B.C. V6E 2K3 at any time up to 4:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chair of the Meeting on the day of the Meeting, prior to the hour of commencement.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders are "non-registered shareholders" ("**Non-Registered Holders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy or voting instruction form, as applicable, (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders and seek voting instructions unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **Computershare** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**" or "**VIF**") which the Intermediary

must follow. Typically, the VIF will consist of a one page pre-printed form. The Non-Registered Holder must properly complete and sign the VIF and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. However, without specific voting instructions, Intermediaries and their agents and nominees are prohibited from voting Shares for their clients. **Accordingly, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the persons named in the form of proxy or VIF and insert the name of such Non-Registered Holder or such other person's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or VIF is to be delivered.**

The Company is sending the Meeting Materials directly to non-objecting beneficial owners under NI 54-101. Management of the Company does not intend to pay for Intermediaries to forward to objecting beneficial owners under NI 54-101 the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* and, in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner's Intermediary assumes the cost of delivery.

Every Intermediary has its own instructions on how to return the VIF; however, generally, you can submit your VIF as follows:

By Mail

Complete the enclosed VIF, sign and return it in the envelope provided.

By Telephone or the Internet

If you want to submit your voting instructions by telephone or using the Internet, see the enclosed VIF for details.

By Appointing Someone Else

You may also appoint someone else, who need not be a shareholder of the Company, to attend the Meeting and vote for you. Follow the instructions on the enclosed VIF.

If you are voting by instruction, you are subject to an earlier deadline so that your nominee has enough time to submit your instructions to us. Every Intermediary has its own procedures to follow, therefore please read your VIF carefully.

Voting in Person

If you plan to vote in person at the Meeting:

- nominate yourself as appointee by printing your name in the space provided on the VIF. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the VIF, following the instructions provided by your Intermediary; and
- register with the transfer agent, Computershare, when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the “Appointee” section on the electronic ballot.

If you bring your VIF to the Meeting, your vote will NOT count. Your vote can only be counted if you have returned the VIF in accordance with the instructions above and attend the Meeting and vote in person.

Your Voting Instructions

If you do not specify how you want to vote, the persons named in the VIF as appointees will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf on the VIF, he or she can vote as they see fit.

Revocation of Voting Instructions

A Non-Registered Holder may revoke a VIF or a waiver of the right to receive the Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

UNITED STATES SHAREHOLDERS

This solicitation of proxies involves securities of a corporation incorporated in Canada and is being effected in accordance with the corporate laws of the province of British Columbia and Canadian securities laws. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under Canadian securities laws differ from the disclosure and proxy solicitation 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 Company is incorporated under the Business Corporations Act (British Columbia), all of its directors and executive officers are residents of Canada, the United Kingdom, or Hong Kong and substantially all of its assets and the assets of such persons are located outside the United States. Shareholders may not have standing to bring a claim against 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.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued Shares are entitled to be voted at the Meeting and each has one vote.

Only those shareholders of record on December 9, 2019 will be entitled to vote at the Meeting or any adjournment thereof.

Save and except as disclosed below, to the knowledge of the directors and executive officers of the Company, no person beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote in all circumstances.

Name of Holder	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly as at December 13, 2019	Approximate Percentage of Outstanding Shares⁽¹⁾
Million Surge Holdings Ltd. (“Million Surge”)	13,956,671 ⁽¹⁾	16.8%

¹ Pursuant to the subscription agreement (the “**Subscription Agreement**”) dated November 3, 2018 between the Company and Million Surge, Million Surge has the right (the “**Participation Right**”), in the event of a private placement or public offering of Shares or securities convertible into Shares, subscribe for and to be issued such a number of Shares that will allow Million Surge to maintain a 17.5% interest in the issued and outstanding Shares of the Company. There were 83,256,400 common shares outstanding as of December 13, 2019.

PART 3 - THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended February 28, 2019, will be placed before you at the Meeting. A copy of these financial statements, together with the auditor's report thereon, and management's discussion and analysis, were mailed to those shareholders who returned the request for annual and interim financial statement return card mailed to shareholders in connection with the Company's 2019 annual general meeting and indicated to the Company that they wished to receive same. These financial statements and MD&A are also available for review under the Company's profile on SEDAR at www.sedar.com. See Part 8 "OTHER INFORMATION – Additional Information" below.

SET NUMBER OF DIRECTORS

The Board presently consists of six (6) directors to be elected annually. At the Meeting, it is proposed to keep the number of directors elected at six (6) directors to hold office until the next annual general meeting or until their successors are duly elected or appointed. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the setting of the number of directors, the persons named in the enclosed Proxy will vote FOR the number of directors of the Company to be set at six (6).

ELECTION OF DIRECTORS

Directors of the Company are elected for a term of one year. Management proposes to nominate the persons named below for election as directors of the Company. Each director elected will hold office until the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a director

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the election of directors, the persons named in the enclosed Proxy will vote FOR the election of the six (6) nominees whose names are set forth below. Management does not contemplate that any of the following nominees will be unable to serve as a director but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Proxy shall have the right to vote for another nominee in their discretion.

Contractual Director Nomination Rights

Pursuant to the Subscription Agreement, Million Surge is entitled to nominate one person for appointment or election to the Board as long as, among other things, Million Surge holds 15% or more of the issued and outstanding Shares. Million Surge has nominated Mr. Man Chung (Charles) Yeung as its nominee to the Board at this Meeting. See Part 3 “ELECTION OF DIRECTORS – Director Nominees” below.

Director Nominees

The following table and notes thereto state the names and municipalities of residence of all persons proposed to be nominated for election as directors, the date on which each of them first became a director of the Company, all positions and offices with the Company held by each of them, the principal occupation or employment of each of them, and the approximate number of Shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by each of them as at the Record Date. The biographical information set out below as to principal occupation of, and number of Shares owned by, each of the nominees, not being within the knowledge of the Company, has been furnished by the nominees.

Name, Current Position with the Company, and Municipality of Residence	Present Principal Occupation, Business or Employment ⁽¹⁾	Director Since	Number of Voting Securities⁽²⁾
GRAHAM HARRIS ⁽³⁾⁽⁴⁾ West Vancouver, B.C., Canada Chair, Director	Self-employed management consultant.	Sept. 27, 2005	2,759,495
KYLE STEVENSON Vancouver, B.C., Canada Director	Self-employed management consultant.	July 5, 2016	3,076,202
FARHAD ABASOV, President and CEO, Director Dubai, UAE	President and CEO of Millennial Lithium Corp. (Present) President and CEO of Allana Potash Corp. (to 2015)	May 8, 2017	284,266
RICHARD LACROIX ⁽³⁾⁽⁴⁾ Director, Priddis, Alberta, Canada	Director of Alanna Potash Corp. (to 2015) and retired	May 8, 2017	20,000

Name, Current Position with the Company, and Municipality of Residence	Present Principal Occupation, Business or Employment ⁽¹⁾	Director Since	Number of Voting Securities ⁽²⁾
MAN CHUNG (CHARLES) YEUNG, Director Hong Kong, China	Executive Director and CFO of GCL-Poly Energy Holdings Limited Partner (Present), Deloitte Touche Tohmatsu (to 2014)	November 22, 2017	Nil
JOHN EDWARD (JACK) SCOTT ⁽³⁾⁽⁴⁾ Oakville, Ontario, Canada	Chief Administrative Officer, Alberici Constructors, Ltd. (Present), Executive Vice President - Major Projects, Alberici Group (Present)	September 18, 2018	10,000

Notes:

- 1 Includes occupations for preceding five years unless the director was elected at the previous annual general meeting and was shown as a nominee for election as a director in the information circular for that meeting.
- 2 This is the number of shares of the Company carrying the right to vote in all circumstances, beneficially owned, or controlled or directed, directly or indirectly, by each director as at the Record Date. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at www.sedi.ca. The information does not include voting securities which might be issued upon conversion or exercise of other securities of the Company.
- 3 Member of Audit Committee.
- 4 Member of Compensation Committee.
- 5 Man Chung (Charles) Yeung is the nominee of Million Surge. Man Chung (Charles) Yeung does not hold the proxy for or exercise direct control over the Shares owned by Million Surge.

The following are brief biographies of management's proposed nominee directors:

Farhad Abasov

Mr. Abasov has over 15 years of experience founding and managing natural resource companies. He is the Chair of Automotive Finance Corp. Most recently, Mr. Abasov served as President & CEO of Allana Potash Corp., a potash development company which was sold to Israel Chemical Ltd. for \$170M in 2015. Mr. Abasov was also the Executive Chair of Rodinia Lithium, a company developing lithium brine assets in Argentina, and was a co-founder of Potash One which was acquired by German potash company K+S for \$430M in 2010. Prior to Potash One, Mr. Abasov

was Senior Vice President, Strategy at Energy Metals which was acquired by Uranium One for \$1.8B in 2007. Mr. Abasov has an MBA from International University of Japan.

Graham Harris

Mr. Harris has over 25 years of experience in the finance industry, including as a former Senior Vice President and Director at Canaccord Capital Corp. and Senior Vice President and Director of Yorkton Securities. Mr. Harris obtained his BA in Economics from the University of British Columbia in 1986.

Richard Lacroix

Mr. Lacroix has over 45 years of engineering and project management experience. From 1974 - 1977, he was a project engineer at Cambrian Engineering Ltd. where he worked on various resource industry and other projects. From 1977 – 2006, he held increasingly senior positions with Potash Corp. and was Sr. Vice-President Technical Services when he left that company. While he was employed by PCS he was a Director of Neptune Bulk Terminals and Director of Canpotex Bulk Terminals and a Director of Canpotex Limited. In addition to that he served as Chair of the Saskatchewan Mining Association and Chair of the Canadian Fertilizer Institute. From 2009 - 2015, he was a Director of Allana Potash Corp., a company eventually sold to fertilizer giant Israel Chemicals Ltd. Mr. Lacroix holds a Bachelor of Science in Electrical Engineering earned in 1968.

Kyle Stevenson

Kyle Stevenson has over 15 years' experience in finance, marketing and public relations. Mr. Stevenson currently sits on the board of Datinvest International Ltd. and Blueprint Capital Corp. Mr. Stevenson was previously President/CEO of RuralCom Capital, which was acquired by Investel Capital in 2016. Mr. Stevenson received a BComm. from the University of Victoria in 1998.

Man Chung (Charles) Yeung

Mr. Yeung has been an Executive Director of GCL-Poly Energy Holdings Limited (“GCL-Poly”), a Hong Kong Listed Company) since September of 2014. He is also a member of the Nomination Committee, Corporate Governance Committee and Strategy and Investment Committee of GCL-Poly. Mr. Yeung was appointed as the Chief Financial Officer of GCL-Poly on April 30, 2014 and Company Secretary of GCL-Poly on March 20, 2017. Prior to joining GCL-Poly in April of 2014, he served as a partner of Deloitte Touche Tohmatsu and was a part-time member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region. When he left Deloitte Touche Tohmatsu in March 2014, he was the Head of Corporate Finance Advisory Services, Southern China. Mr. Yeung has a Bachelor of Business degree with a major in accounting and he is also a member of the Hong Kong Institute of Certified Public Accountants and the Australian Society of Certified Practising Accountants. Mr. Yeung has over 25 years of experience in accounting, auditing and financial management. Mr. Yeung is responsible for the financial control and reporting, corporate finance, tax and risk management of GCL-Poly and its subsidiaries. Mr. Yeung is also a non-Executive Director of GCL New Energy Holdings Limited (a Hong Kong Listed Company) and an independent non-Executive Director of Tree Holdings Limited (a Hong Kong listed company).

John Edward (Jack) Scott

Mr. Scott is responsible for major project and market partnerships throughout North America for Alberici Group, a privately-held construction contractor and is also responsible for directing the Alberici Group's Canadian finance, employee resources and office infrastructure functions. Mr. Scott has over 30 years' experience worldwide with resource, energy, infrastructure and technology industries in leadership and governance, project development and financing, engineering and construction, risk valuation, strategic planning, corporate structure, acquisition and divestment. Mr. Scott's prior roles include senior executive positions in publicly-traded companies Allana Potash Corp. (acquired by ICL Group), NaiKun Wind Energy Group Inc. and AGRA Inc. (now part of Wood Group plc). Mr. Scott has held executive roles in public-private, public and private organizations Advanced Applied Physics Solutions Inc. at TRIUMF, Canada's national particle physics lab; Atomic Energy of Canada Limited; and ADCOM Inc., (now part of TELUS Corporation). Jack has been active in directorships for industry, public-private and startup entities, presently serving on the Board of the Organization of Canadian Nuclear Industries, and having spent four years as Chair of Precarn Inc., the initiator of the public-private, not-for-profit facilitator model for technology commercialization partnerships in Canada.

The Company does not have an executive committee. Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee whose members are indicated above. See also Part 6 "AUDIT COMMITTEE" below.

Corporate Cease Trade Orders or Bankruptcy

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) 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.

Penalties or Sanctions

None of the directors, executive officers or shareholders of the Company holding a sufficient number of securities to materially affect the control of the Company, or any personal holding companies of such persons, or proposed nominees for election as directors of the Company has

been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management now or may in the future serve as directors, officers, promoters and members of management of other public companies, some of which are or may be involved in the exploration and development of natural resources, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of the Company and their duties as a director, officer, promoter or member of management of such other companies.

APPOINTMENT OF THE AUDITOR

Davidson & Company, LLP Chartered Accountants, of Vancouver, British Columbia, are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company, LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

Davidson & Company, LLP have been the Company's auditors since inception.

Unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company, LLP Chartered Accountants, to serve as auditor of the Company until the next annual general meeting of the Company's shareholders and to authorize the directors of the Company to fix the Auditors' remuneration.

ANNUAL APPROVAL OF STOCK OPTION PLAN

The Board implemented a "rolling" stock option plan for the Company's directors, officers, employees and consultants (the "**Option Plan**") effective June 22, 2011, which has previously been approved by the TSX Venture Exchange (the "**Exchange**") and the shareholders of the Company. The number of common shares which may be issued pursuant to options granted under the Option Plan is a maximum of 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. Under Exchange policy, all "rolling" stock option plans must be approved and ratified by the shareholders on an annual basis.

Accordingly, at the Meeting, the shareholders will be asked to consider, and if deemed advisable, to pass the following resolution of disinterested shareholders:

"RESOLVED, as an ordinary resolution, THAT:

1. the Company's stock option plan dated effective June 22, 2011 (the "Option Plan") be and is hereby ratified, confirmed, authorized and approved;
2. the reservation under the Option Plan of up to a maximum of 10% of the issued shares of the Company, on a rolling basis, as at the time of granting of the stock option pursuant to the Option Plan be and the same is hereby authorized and approved; and
3. any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents, agreements and instruments, and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such act or thing."

The purpose of the Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted. Pursuant to the Option Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Option Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The Option Plan provides that if a change of control, as defined therein, occurs, all shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The full text of the Option Plan is available for viewing up to the date of the Meeting at the Company's offices at Suite 2310– 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3.

Recommendation of the Board

The Board unanimously recommends that the shareholders vote in favour of ratifying and approving the Option Plan.

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the adoption of the Option Plan, the persons named in the enclosed Proxy will vote FOR the approval of the above resolution.

PART 4 – EXECUTIVE COMPENSATION

As defined under applicable securities legislation, the Company did not have a "Named Executive Officer" during the financial year ended February 28, 2019.

Definitions: For the purpose of this Information Circular:

"CEO" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"closing market price" means the price at which the Company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"grant date" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an

incentive plan;

"NEO" or "named executive officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"replacement grant" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"repricing" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Philosophy and Objectives

The executive compensation for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- to align executive compensation with shareholders' interests;
- to attract and retain highly qualified management; and

- to encourage retention of key executives for leadership succession.

The Company's executive compensation comprises primarily of two elements: base salary, payments and equity participation. The Company reviews industry compensation information and compares, on an ad hoc basis, its level of overall compensation with those of generally comparably sized mineral exploration companies; however, as of the date of this Information Circular, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

As a portion of an executive's compensation is determined by equity participation, a significant portion of the executive's compensation is at risk and relies heavily on the performance of the Company in equity markets. The mix adopted by the Company takes into account individual performance and corporate performance. Compensation practices, including any mix of base management fees, short term incentives and long-term incentives and equity participation, are regularly assessed to ensure they are competitive, take account of the external market trends and support the Company's long-term growth strategies, having regard to the Company's financial resources from time to time. Due to the early stage of the Company's development and its size, it is believed that the ability to retain executives for a long-term commitment is of crucial importance as any one executive's loss could represent a significant impairment to the Company's business. Further, the Company recognizes and believes that, as an exploration stage company with ongoing working capital needs, the levels of compensation should reflect the risk executives adopt in committing long term to the Company.

The Company's practice is not to permit its executive officers or directors to, directly or indirectly, hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held by such executive officer or director.

Base Compensation and Bonuses

In the Company's view, paying base salaries or management / consulting fees (as applicable) which are both competitive and contain a premium or are relatively attractive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Base compensation is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive.

The Company pays bonuses at the discretion of the Compensation Committee and typically such bonuses are paid when, and are intended to retain personnel until, a certain development milestone (such as major financing or project development milestone) is reached.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan and since November 3, 2017, the Company's RSU plan. Stock options are granted to executives and employees taking into account a number of factors including the amount and term of options previously granted, base salary, any bonuses paid and competitive factors. The amounts and terms of options granted are determined by the Board.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the long-term objectives of the Company and to attract and retain persons who contribute materially to the success of the Company. The Company awards stock options to its executive officers and others based upon the recommendation of the Board in conjunction with, or by approval of, recommendations of various management and previous grants of incentive stock options are taken into account when considering new grants. Implementation and amendments to the existing stock option plan are the responsibility of the Board, subject to shareholder and regulatory approvals, where applicable.

Restricted Share Units

On November 2, 2017, the Board approved an RSU Plan. RSUs are granted to provide an incentive to directors, officers, employees, and consultants of the Company to help the Company achieve long-term success, to promote a greater alignment of interests between the designated individuals and shareholders' interest, and to retain individuals with experience and exceptional skill.

Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the CEO and CFO and the three most highly compensated executive officers, other than the CEO and CFO, whose total compensation was more than \$150,000 for each of the Company's three most recently completed financial years. These individuals are referred to collectively as the "Named Executive Officers" or "NEOs".

Name and principal position	Year	Salary (\$)	Share based Awards (\$) ⁽¹⁾	Option Based Awards (\$) ⁽²⁾	Non-equity incentive plan compensation		Pension Value	All other Compensation (\$) ⁽³⁾	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Farhad Abasov President & CEO	2019	435,000	Nil	793,721	Nil	Nil	N/A	395,000	1,623,721
	2018	250,000	2,103,300	2,282,275	Nil	Nil	N/A	330,000	4,965,575
	2017	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil
Max Missiouk CFO	2019	130,500	Nil	184,586	Nil	Nil	N/A	40,000	355,086
	2018	36,000	256,500	552,518	Nil	Nil	N/A	45,000	890,018
	2017	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil
Graham Harris Chair and CFO (former)	2019	348,000	Nil	609,135	Nil	Nil	N/A	325,000	1,282,135
	2018	260,000	1,470,600	1,206,862	Nil	Nil	N/A	120,000	3,057,462
	2017	176,000	Nil	392,270	Nil	Nil	N/A	Nil	568,270
Iain Scarr COO	2019	286,122	Nil	184,586	Nil	Nil	N/A	50,000	520,708
	2018	286,809	256,500	424,215	Nil	Nil	N/A	30,000	997,524
	2017	322,902	Nil	613,967	Nil	Nil	N/A	Nil	936,869

Dr. Peter MacLean Sr. Vice President	2019	188,500	Nil	184,586	Nil	Nil	N/A	40,000	413,086
	2018	115,000	239,400	646,786	Nil	Nil	N/A	30,000	1,031,186
	2017	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil

- (1) Based on the closing price of the Company's Shares on the Exchange (being the last day the Company's shares traded during the fiscal year) on February 28, 2019 of \$1.76, February 28, 2018 of \$3.42, and February 28, 2017 of \$1.50
- (2) The Company used the Black-Scholes pricing model as the methodology to calculate the grant date fair value, and relied on the following the key assumptions and estimates for each calculation: (i) risk free interest rate of 0.64% -2.34%; (ii) expected dividend yield of 0%; (iii) expected volatility of 135.82% - 170.51%; and (iv) an expected term of 2 to 5 years. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.
- (3) The Company paid bonuses to certain employees, directors and officers upon the recent completion of certain milestones in its development (completion of feasibility studies concerning the economic viability of the Pastos Grandes Project and completion of certain project financing).

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all option-based and share-based awards outstanding for each Named Executive Officer at February 28, 2019:

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 awards that have not vested (\$) ⁽²⁾	Market or payout value of vested share-based awards not paid out or distributed (\$)
Farhad Abasov	430,000	2.15	May 11, 2023	Nil	615,000	1,082,400	N/A
	450,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	243,000	1.41	Oct 4, 2022	85,050	N/A	N/A	N/A
	500,000	1.40	May 8, 2022	180,000	N/A	N/A	N/A
Max Missiouk	100,000	2.15	May 11, 2023	Nil	75,000	132,000	N/A
	100,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	100,000	2.76	Nov 6, 2022	Nil	N/A	N/A	N/A
Graham Harris	330,000	2.15	May 11, 2023	Nil	430,000	756,800	N/A
	325,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	183,000	1.41	Oct 4, 2022	64,050	N/A	N/A	N/A
	225,000	1.65	Oct 12, 2021	24,750	N/A	N/A	N/A
	50,000	1.22	Aug 25, 2021	27,000	N/A	N/A	N/A
Iain Scarr	100,000	2.15	May 11, 2023	Nil	75,000	132,000	N/A
	120,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	50,000	1.41	Oct 4, 2022	17,500	N/A	N/A	N/A
	225,000	1.65	Oct 12, 2021	24,750	N/A	N/A	N/A
	250,000	1.22	Aug 25, 2021	135,000	N/A	N/A	N/A
Dr. Peter MacLean	100,000	2.15	May 11, 2023	Nil	70,000	123,200	N/A
	95,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	90,000	1.41	Oct 4, 2022	31,500	N/A	N/A	N/A
	200,000	1.40	May 8, 2022	72,000	N/A	N/A	N/A
TOTAL	4,266,000				1,265,000		

- (1) Based on the difference between the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76 and the stock option exercise price, multiplied by the number of Shares under option.
- (2) Based on the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended February 28, 2019, and the value of non-equity incentive plan compensation earned during the year ended February 28, 2019 for each Named Executive Officer:

Name	Option-based awards- Value vested during the year (\$) ⁽¹⁾	Share awards – Value during the year on vesting (\$) ⁽²⁾⁽⁴⁾	Non-equity incentive plan compensation-Pay-out during the year (\$) ⁽³⁾
Farhad Abasov President, CEO	Nil	N/A	N/A
Max Missiouk, CFO	Nil	N/A	N/A
Graham Harris Chair and CFO (former)	Nil	N/A	N/A
Iain Scarr, COO	Nil	N/A	N/A
Dr. Peter MacLean Sr. Vice President	Nil	N/A	N/A

- (1) This amount is the aggregate dollar value that would have been realized if the options under option based awards had been exercised on the vesting date. It is determined by the difference between the exercise price of the option and the market price on February 28, 2019. If the option was not-in-the-money then a NIL value was assigned.
- (2) The Company has not granted any share-based awards other than the RSUs which were granted during the year ended February 28, 2018.
- (3) The Company did not pay any non-equity incentive plan compensation during the year ended February 28, 2019.
- (4) No RSU awards vested during the year ended February 28, 2019 or in previous financial years.

See Part 3 “THE BUSINESS OF THE MEETING – Approval of Stock Option Plan” for details of the material terms of the Company’s stock option plan.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

The following narrative comments provide information on Termination and Change of Control Benefits current to the date hereof while the table below provides information on Termination and Change of Control Benefits current to February 28, 2019, the date of the end of the last financial year.

Pursuant to a management agreement (the “Harris Agreement”) between the Company and Graham Harris dated July 1, 2016; the Company engaged the services of Graham Harris to provide management consulting services to the Company at a management consulting fee of \$20,000 per

month. In April 2018, the Company agreed to increase the Mr. Harris's compensation to \$30,000 per month. Included in the agreement is a provision for payout, in the event of a termination without just cause or certain changes in control, of up to approximately \$720,000.

Pursuant to a management agreement (the "Scarr Agreement") between the Company and Iain Scarr dated August 1, 2016 the Company engaged the services of Iain Scarr to provide management consulting services to the Company and to act as VP Exploration and Development (or such other title as the Company might direct) at a management consulting fee of USD\$17,940 per month. The Scarr Agreement, which was amended in October 2018, provides that in the event of a termination without just cause or certain changes in control of the Company, Mr. Scarr may receive up to US\$430,560.

In November 2017, the Company signed an independent contractor agreement (the "Missiouk Agreement") with Max Missiouk, the new CFO of the Company. The Missiouk Agreement required payment of \$9,000 per month on a month-to-month basis. Included in the Missiouk Agreement was a provision for a one-year payout, in the event of a termination without just cause or change in control, of approximately \$108,000. In April 2018, the Company agreed to increase Mr. Missiouk's compensation to \$11,250 per month. The Missiouk Agreement, which was amended in November 2018, provides that in the event of a termination without just cause or certain changes in control of the Company, Mr. Missiouk may receive up to \$270,000.

In May 2017, the Company entered into a management agreement (the "Abasov Agreement") with Farhad Abasov who had recently been appointed its CEO. The Abasov Agreement, as amended in October of 2017 and April of 2018, now provides for a payment of \$37,500 per month on a month-to-month basis. Included in the agreement is a provision for payout, in the event of a termination without just cause or certain changes in control, of up to approximately \$900,000.

Pursuant to a management agreement (the "MacLean Agreement") between the Company and Dr. Peter MacLean dated October 1, 2017; the Company engaged the services of Dr. MacLean to provide management consulting services to the Company at a management consulting fee of \$13,000 per month. In April 2018, the Company agreed to increase the Dr. MacLean's compensation to \$16,250 per month. Included in the agreement is a provision for payout, in the event of a termination without just cause or certain changes in control, of up to approximately \$390,000.

Pursuant to a management agreement (the "Morrison Agreement") between the Company and Brian Morrison dated April 1, 2018; the Company engaged the services of Brian Morrison to provide management consulting services to the Company at a management consulting fee of \$4,500 per month. In April 2018, the Company agreed to increase the Mr. Morrison's compensation to \$5,625 per month. Included in the agreement is a provision for payout, in the event of a termination without just cause or certain changes in control, of up to approximately \$135,000.

Save as aforesaid, as at February 28, 2019, there were no compensatory plans, contracts or arrangements in place where a Named Executive Officer was entitled to receive any payment from the Company or its subsidiaries in the event of (a) the resignation, retirement or any other termination of the officer's employment with the Company or its subsidiaries; (b) a change of control of the Company or any of its subsidiaries; or (c) a change in the officer's responsibilities following a change in control.

The following table sets out estimates of the incremental amounts payable to each Named Executive Officer upon identified termination events, assuming each such event took place on the last business day of fiscal year 2019. The table below assumes the exercise of all unexercised options (both vested and unvested).

	Farhad Absaov (\$)	Max Missiouk (\$)	Graham Harris (\$)	Iain Scarr (\$)	Peter MacLean (\$)
Termination Without Cause/Constructive Dismissal					
Base Fee/Termination Payment	450,000	135,000	360,000	US\$215,280	195,000
Benefits and Perks	Nil	Nil	Nil	Nil	Nil
Annual Incentives	Nil	Nil	Nil	Nil	Nil
Long-Term Incentives ⁽¹⁾	1,347,450	132,000	872,600	309,250	226,700
Pension Benefits	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Assumes the exercise of all vested “in-the-money” options and unvested RSUs on February 28, 2019. The closing price of the Company’s shares on the Exchange on February 28, 2019 was \$1.76 per share.

Compensation of Directors

The Board has no standard arrangement pursuant to which directors are compensated for their services in their capacity as directors except for the granting, from time to time, of incentive stock options in accordance with the Company’s stock option plan and the policies of the Exchange and the reimbursement of expenses incurred as directors.

Director Compensation Table

The following table sets forth information regarding the compensation paid to the Company’s directors, other than directors who are also Named Executive Officers listed in the “Summary Compensation Table” above, during the fiscal year ended February 28, 2019.

Name	Fees earned (\$)	Share- based awards (\$)⁽¹⁾	Option- based awards (\$)⁽²⁾	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)⁽⁵⁾	Total (\$)
Richard Lacroix	26,125	Nil	Nil	Nil	Nil	30,000	56,125
Ramiro Guerrero ⁽³⁾	124,161	Nil	Nil	Nil	Nil	20,000	144,161
Kyle Stevenson	80,417	Nil	Nil	Nil	Nil	30,000	110,417
Andrew Bowering ⁽⁴⁾	11,667	Nil	Nil	Nil	Nil	Nil	11,667
Jack Scott	10,417	Nil	Nil	Nil	Nil	10,000	20,417
TOTAL	252,787	Nil	Nil	Nil	Nil	90,000	342,787

- (1) Based on the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76
- (2) Based on the difference between the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76 and the stock option exercise price, multiplied by the number of Shares under option.
- (3) Ramiro Guerrero is a director of the Company's wholly owned subsidiary, Proyecto Pastos Grandes, S.A.
- (4) Andrew Bowering resigned as a director of the Company on September 18, 2018.
- (5) The Company paid bonuses to certain employees, directors and officers upon the recent completion of certain milestones in its development (completion of feasibility studies concerning the economic viability of the Pastos Grandes Project and completion of certain project financing).

Share-based awards, option-based awards and non-equity incentive plan compensation

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all option-based and share-based awards outstanding for each director, who was not a Named Executive Officer, at February 28, 2019:

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 (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested ⁽²⁾ (\$)	Market or payout value of vested share-awards not paid out or distributed (\$)
Richard Lacroix	110,000	2.15	May 11, 2023	Nil	80,000	140,800	N/A
	155,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	90,000	1.41	Oct 4, 2022	31,500	N/A	N/A	N/A
	100,000	1.40	May 8, 2022	36,000	N/A	N/A	N/A
Ramiro Guerrero	50,000	2.15	May 11, 2023	Nil	10,000	17,600	N/A
	70,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	50,000	1.41	Oct 4, 2022	17,500	N/A	N/A	N/A
	50,000	1.45	Dec 20, 2021	15,500	N/A	N/A	N/A
Kyle Stevenson	110,000	2.15	May 11, 2023	Nil	162,500	286,000	N/A
	155,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	90,000	1.41	Oct 4, 2022	31,500	N/A	N/A	N/A
	225,000	1.65	Oct 12, 2021	24,750	N/A	N/A	N/A
	50,000	1.22	Aug 25, 2021	27,000	N/A	N/A	N/A
Andrew Bowering ⁽³⁾	110,000	2.15	May 11, 2023	Nil	162,500	286,000	N/A
	155,000	2.95	Nov 27, 2022	Nil	N/A	N/A	N/A
	90,000	1.41	Oct 4, 2022	31,500	N/A	N/A	N/A
	225,000	1.65	Oct 12, 2021	24,750	N/A	N/A	N/A
	50,000	1.22	Aug 25, 2021	27,000	N/A	N/A	N/A
Jack Scott	72,000	1.78	Sept 24, 2023	Nil	N/A	N/A	N/A
Total	2,007,000				415,000		

- (1) Based on the difference between the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76 and the stock option exercise price, multiplied by the number of Shares under option.
- (2) Based on the closing price of the Company's Shares on the Exchange on February 28, 2019 (being the last day the Company's shares traded during the most recently completed fiscal year) of \$1.76
- (3) Andrew Bowering resigned as a director of the Company on September 18, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended February 28, 2019, and the value of non-equity incentive plan compensation earned during the year ended February 28, 2019 for each director of the Company who was not a Named Executive Officer:

Name	Option-based awards- Value vested during the year (\$) ⁽¹⁾	Share awards – Value during the year on vesting (\$) ⁽²⁾	Non-equity incentive plan compensation-Pay-out during the year (\$) ⁽³⁾
Richard Lacroix	Nil	N/A	N/A
Ramiro Guerrero	Nil	N/A	N/A
Kyle Stevenson	Nil	N/A	N/A
Andrew Bowering	Nil	N/A	N/A
Jack Scott	Nil	N/A	N/A

(1) This amount is the aggregate dollar value that would have been realized if the options under option based awards had been exercised on the vesting date. It is determined by the difference between the exercise price of the option and the market price on February 28, 2019. If the option was not-in-the-money then a NIL value was assigned. As the stock options disclosed in the immediately preceding table under “*Outstanding Share-Based Awards and Option-Based Awards*” were fully vested at the time of granting and the exercise price of such options was fixed at the then market price of the Company’s shares, the options were not-in-the-money as of the vesting date.

(2) No share-based awards vested during the fiscal year ended February 28, 2019.

(3) The Company did not pay any non-equity incentive plan compensation during the fiscal year ended February 28, 2019.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of February 28, 2019, the Company’s most recently completed financial year end.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	Options – 8,144,500 Warrants – 7,471,624	\$2.00 \$3.28	114,040 N/A
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	15,616,124		114,040

PART 6 – AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

1. The Audit Committee Charter

The following is the full text of the Audit Committee Charter:

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors.
- Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the

- Company to its external auditors during the fiscal year in which the non-audit services are provided;
- ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management

- (a) To review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
- (b) To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.

- (c) To request the external auditor’s opinion of management’s assessment of significant risks facing the Company and how effectively they are being managed or controlled.
- (d) To assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

Other

Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

Graham Harris (Chair)	Not independent ¹	Financially literate ¹
Richard Lacroix	Independent ¹	Financially literate ¹
Jack Scott	Independent ¹	Financially literate ¹

¹ As defined by NI 52-110.

Audit Committee Member Education and Experience

Jack Scott

Mr. Scott is responsible for major project and market partnerships throughout North America for Alberici Group, a privately-held construction contractor and is also responsible for directing the Alberici Group’s Canadian finance, employee resources and office infrastructure functions. Mr. Scott has over 30 years’ experience worldwide with resource, energy, infrastructure and technology industries in leadership and governance, project development and financing, engineering and construction, risk valuation, strategic planning, corporate structure, acquisition and divestment. Mr. Scott’s prior roles include senior executive positions in publicly-traded companies Allana Potash Corp. (acquired by ICL Group), NaiKun Wind Energy Group Inc. and AGRA Inc. (now part of Wood Group plc). Mr. Scott has held executive roles in public-private, public and private organizations Advanced Applied Physics Solutions Inc. at TRIUMF, Canada’s national particle physics lab; Atomic Energy of Canada Limited; and ADCOM Inc., (now part of TELUS Corporation). Jack has been active in directorships for industry, public-private and startup entities, presently serving on the Board of the Organization of Canadian Nuclear Industries, and having spent four years as Chair of Precarn Inc., the initiator of the public-private, not-for-profit facilitator model for technology commercialization partnerships in Canada.

Graham Harris

Mr. Harris has over 20 years of experience in the finance industry, including as a former Senior Vice President and Director at Canaccord Capital Corp. and Senior Vice President and Director of Yorkton Securities. Mr. Harris obtained a Bachelor of Arts degree in Economics from the University of British Columbia in 1986.

Richard Lacroix

Mr. Lacroix has over 45 years of engineering and project management experience. From 1974 to 1977, he was a project engineer at Cambrian Engineering Ltd. where he worked on various resource industry and other projects. From 1977 to 2006, he held increasingly senior positions

with Potash Corp. and was Sr. Vice-President Technical Services when he left that company. From 2009 to 2015, he was a Director of Allana Potash Corp., a company eventually sold to fertilizer giant Israel Chemicals Ltd. Mr. Lacroix obtained a Bachelor of Science degree in Electrical Engineering from the University of Saskatchewan in 1968.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Company is relying upon the exemption in Section 6.1 of NI 52-110 from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) as more particularly described below.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" above.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110. None of the Audit Committee members are executive officers, employees or control persons of the Company or its affiliates.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors for each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
February 28, 2019	47,067	Nil	Nil	Nil
February 28, 2018	42,330	Nil	Nil	Nil

PART 7 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. To this end, the Company in April of 2019 (subsequent to the last financial year end) adopted corporate governance guidelines (the "Corporate Governance Guidelines") which incorporate and address, among other issues, guidelines for securities trading, independence, external communications (including investor relations communications) and conflicts of interest. The Corporate Governance Guidelines are attached hereto as Schedule "A".

National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines, which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a "venture company" the Company is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

1. Board of Directors

The Board is currently composed of six directors, all of whom are standing for election at the Meeting. The independent status of each individual director is reviewed annually by the Board. The Board considers a director to be independent if that director has no direct or indirect material relationship with the Company which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director's independent judgment. The Board has determined that one of the directors presented for election at the Meeting as management's nominees are independent as set out below:

Name	Current Position	Independence
John Edward (Jack) Scott	Director	Independent
Graham Harris	Director	Not Independent
Farhad Abasov	Director	Not Independent
Richard Lacroix	Director	Independent
Kyle Stevenson	Director	Not Independent
Man Chung (Charles) Yeung	Director	Not Independent

Accordingly, while it is anticipated that immediately following the Meeting, the Board will have more “non-independent” directors than “independent” directors, it is the objective of the Company to strive to attain a majority of independent Board members in the future.

Independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. In order to facilitate open and candid discussion among independent directors, from time to time as circumstances dictate, the non-independent directors and any representatives of management in attendance at meetings of the Board will be excused.

2. Directorships

As of the date of this Information Circular, the directors of the Company are currently directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows.

Name of Director	Name of Other Reporting Issuer (Canada)
Kyle Stevenson	Datinvest International Ltd. Liberty One Lithium Corp.
Farhad Abasov	Automotive Finco Corp.

Man Chung (Charles) Yeung is an Executive Director of GCL-Poly Energy Holdings Limited (a Hong Kong listed company) and a non-Executive Director of GCL New Energy Holdings Limited, (also a Hong Kong listed company) and has or does hold officer positions with those companies including CFO of GCL-Poly Energy Holdings Limited. Mr. Yeung is also an independent non-Executive Director of Tree Holdings Limited (also a Hong Kong listed company).

Richard Lacroix is not a director and / or officer of any other reporting issuers (or equivalent) in a jurisdiction (including Canada) or a foreign jurisdiction.

Jack Scott is not a director and / or officer of any other reporting issuers (or equivalent) in a jurisdiction (including Canada) or a foreign jurisdiction.

The above information has been provided by the directors and has not been independently verified by the Company.

3. Orientation and Continuing Education

There is no formal orientation or training program for new members of the Board, and the Board considers this to be appropriate, given the Company's size and operations. The Company's Corporate Governance Guidelines do provide for initial orientation and other procedures for new directors.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies and have the opportunity to become familiar with the Company by meeting with the other directors and with the executive officers. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Board.

The skills and knowledge of the Board as a whole is such that the Board believes no formal continuing education process is currently required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

Board meetings may also include presentations by the Company's management and employees to give directors additional insight into the Company's business.

4. Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. The Company in April of 2019, as part of its adoption of its Corporate Governance Guidelines and in keeping with its continued growth (as well as the complexity of its business and of financial markets), adopted a formal written Code of Ethics.

5. Nomination of Directors

Given its current size and stage of development, the Board has not appointed a separate nominating committee and these functions are, under the Company's Corporate Governance Guidelines, performed by the Compensation Committee as a whole. Nominees are generally the result of recruitment efforts by Board members and recommendations made by management and shareholders. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. The Corporate Governance Guidelines provide for the future creation of a Nomination Committee separate from the Compensation Committee when the Board of Directors feels it is appropriate that such a committee be formed.

6. Compensation Committee

The Company in 2018 for the first time appointed a formal compensation committee. The Compensation Committee is currently comprised of Richard Lacroix, Jack Scott and Graham Harris. This Compensation Committee is responsible for reviewing and overseeing changes, under the Compensation Committee's Charter (adopted by the Board of Directors as part of the Company's Corporate Governance Guidelines and attached as an appendix thereto), to the Company's compensation of directors, officers and employees including under the Company's proposed restricted share unit plan to ensure such arrangements reflect the responsibilities and risks associated with each position. The Corporate Governance Guidelines also provide for the Compensation Committee, for the time being, to perform many of the functions which might be performed at other companies by a Nomination Committee.

See Part 4 "EXECUTIVE COMPENSATION – Compensation Discussion and Analysis" above.

7. Other Board Committees

At the present time, the Board has appointed one formal committee in addition to the Compensation Committee described above, being the audit committee.

The audit committee is comprised of Graham Harris (Chair), Richard Lacroix and Jack Scott and is primarily responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company's assets; reliability of information; and compliance with policies and laws. For further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter, see Part 6 "AUDIT COMMITTEE" in this Information Circular. The Audit Committee Charter is also attached as an appendix to the Corporate Governance Guidelines attached hereto as Schedule "A".

As the Company grows, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors. The Corporate Governance Guidelines specifically provide for, and contemplate, the formation of such committees including a future Nominations Committee.

8. Assessments

The Corporate Governance Guidelines provide for assessment of the effectiveness of the Board of Directors (see Corporate Governance Guidelines, Part 2).

The Board is expected to monitor and assess the performance or contribution of individual Board members or committee members on a formal or informal basis depending on the particular assessment and situation undertaken.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

As of the date hereof, there is no indebtedness owing to the Company, any of its subsidiaries or any other entity (where such indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries) in connection with the purchase of securities or otherwise by any current or former executive officers, directors or employees of the Company or any of its subsidiaries.

Aggregate Indebtedness

No individual who is, or at any time during the most recently completed financial year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity (where such indebtedness to such other entity is, or was at any time during the most recently completed financial year of the Company, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

During November 2017, the Company entered into the Subscription Agreement with Million Surge pursuant to which Million Surge subscribed for 12,000,000 Shares for gross proceeds to the Company of \$30,000,000 by way of a private placement. Pursuant to the Subscription Agreement, Million Surge is entitled to nominate one person for appointment or election to the Board as long as, among other things, Million Surge holds 15% or more of the issued and outstanding Shares. Million Surge has nominated Mr. Man Chung (Charles) Yeung as its nominee to the Board at this Meeting. As of December 20, 2018, Million Surge owns a total of 13,956,671 Shares of the Company which represents approximately 16.9% of the issued and outstanding Shares.

Save as aforesaid and otherwise disclosed in this Information Circular, no informed person (as defined below), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Company or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or any of its subsidiaries.

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting (other than the election of the directors and the appointment of auditors), save and except for the approval of the existing Option Plan as contemplated in Part 3 "THE BUSINESS OF THE MEETING – Approval of Stock Option Plan".

MANAGEMENT CONTRACTS

The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company or private companies controlled by such directors and executive officers. See Part 4 "EXECUTIVE COMPENSATION" for details of the fees paid to the Company's Named Executive Officers.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

ADDITIONAL INFORMATION

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the fiscal year ended February 28, 2019. You may obtain copies of such documents without charge upon request to us at Suite 2310 - 1177 West Hastings Street, Vancouver, B.C., Canada V6E 2K3 - telephone (604) 662 - 8184. You may also access such documents, together with the Company's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

BOARD APPROVAL

The Board of Directors of the Company has approved the contents and the delivery of the Information Circular to its shareholders.

DATED at Vancouver, British Columbia, as of the 13th day of December, 2019.

BY ORDER OF THE BOARD

(signed) "*Graham Harris*"

Graham Harris
Chair

SCHEDULE "A"

CORPORATE GOVERNANCE
GUIDELINES

MILLENNIAL
L I T H I U M

**CORPORATE GOVERNANCE
GUIDELINES**

EFFECTIVE APRIL 15, 2019

CORPORATE GOVERNANCE GUIDELINES

1. Introduction

The Board of Directors of the Company has adopted these Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent both with the duties and responsibilities owed to the Company and its shareholders and with the statement of the Company’s Commitments contained in Appendix 2.

2. Director Responsibilities

- (a) **Oversee Management of the Company.** The principal responsibility of the directors is to oversee the management of the Company in the best interests of the Company and its shareholders. This responsibility will require that the directors attend to the following, directly or by way of committee, formally or informally, as the Company grows:
- (i) review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
 - (ii) evaluate the performance of the Company including the appropriate use of corporate resources and capital;
 - (iii) evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
 - (iv) implement senior management succession plans where necessary;
 - (v) evaluate the Company’s compensation programs directly or through the Company’s Compensation Committee;
 - (vi) establish a corporate environment that promotes timely and effective disclosure (including appropriate controls), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
 - (vii) oversee the Company’s auditing and financial reporting functions as appropriate and in keeping with its stage of development;
 - (viii) evaluate the Company’s systems and business to identify and manage the risks faced by the Company;
 - (ix) review and decide upon material transactions and commitments;
 - (x) develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - (xi) provide assistance and consultation where thought appropriate to the Company’s senior management, including guidance on those matters that require Board involvement; and
 - (xii) evaluate the overall effectiveness of the Board and its committees.
- (b) **Exercise Business Judgment.** In discharging their fiduciary duties of care, loyalty and candour, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders free from personal interests. In discharging their duties, the directors normally are entitled to rely on the Company’s senior executives, other employees believed to be responsible, and its outside advisors, auditors and legal counsel, but also should consider second opinions where circumstances warrant.
- (c) **Understand the Company and its Business.** With the assistance of the Company, directors are expected to become and remain generally informed about the Company and its business, properties, risks and prospects.

- (d) **Establish Effective Systems.** Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company.
- (e) **Protect Confidentiality and Proprietary Information.** Directors are responsible for ensuring there are policies or personnel in place to protect the Company's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board of Directors must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.
- (f) **Board, Committee and Shareholder Meetings.** Directors are responsible for adequately preparing for and attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Company holds a shareholders' meeting are expected to make a reasonable effort to attend such meeting.
- (g) **Indemnification.** The directors are entitled to Company-provided indemnification through directors' and officers' liability insurance.

3. **Director Qualification Standards**

- (a) **Independence.** The Board will ensure that it has at all times at least the regulatorily required minimum number of directors who meet applicable standards of director independence. For members of the Audit Committee, director independence is to be determined in accordance with those legal, regulatory and stock exchange independence standards applicable to the Company's Audit Committee. The regulatory standards currently in effect are contained in part in Appendix 1.
- (b) **Size and Skills of Board.** The Board believes that a Board of its current size is an appropriate size given the Company's present circumstances. The Board directly or by way of the Compensation Committee or any other committee formed will consider in the future and prior to each meeting of shareholders called to elect a Board of Directors what to recommend to shareholders as an appropriately sized Board of Directors. The Board also will consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.
- (c) **Other Directorships.** The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or result in a continuing conflict of interest. However, the Compensation Committee will take into account the nature of and time involved in a director's service on other boards if they are evaluating the suitability of individual new directors and in making any recommendations to the Board.
- (d) **Tenure.** The Board does not believe it should establish director term or age limits. Such limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management.
- (e) **Separation of the Offices of Chair and CEO.** The Board will from time to time select a Chair of the Board in a manner and upon the criteria that the Board deems appropriate at the time of

selection. The Board believes the offices of Chair of the Board and CEO should not be held by the same persons.

- (f) **Lead Director.** At any time when the Chair of the Board is not independent, the independent directors will select an independent director to carry out the functions of a lead director. This person will chair regular meetings of the independent directors and assume other responsibilities which the independent directors and the Board as a whole have designated.
- (g) **Selection of New Director Candidates.** Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Compensation Committee will until these policies are amended be responsible for (i) identifying individuals qualified to become Board members, (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of shareholders and (iii) recommending to the Board persons to be elected by the Board to fill any vacancies on the Board. The Compensation Committee's recommendations will be considered by the plenary board but the recommendations are not binding upon it. The Board may, at some time in the future, separate the compensation review functions and nomination and governance functions into a separate Nomination and Governance Committee.

4. **Board Meetings**

- (a) **Selection of Agenda Items.** The Chair of the Board or person designated by the Chair shall inform the Board of an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted). At this point in the Company's development, agendas may be extremely informal.
- (b) **Frequency and Length of Meetings.** The Chair of the Board, in consultation with the members of the Board, will normally determine the frequency and length of Board meetings and whether they should be convened in person, by telephone, electronically or in an informal manner however, the ultimate power in this regard rests with the plenary Board. Special meetings may be called from time to time as required to address the needs of the Company's business. The Board of Directors recognizes that for the present stage of the Company's development and for less pressing matters, it will be for the foreseeable future often appropriate to conduct board meetings by consent resolution with communication via email.
- (c) **Advance Distribution of Materials.** Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting will normally be distributed in writing to the directors reasonably before the meeting and directors should review these materials in advance of the meeting. It is recognized that certain items to be discussed at a Board or committee meeting may be of a time-sensitive nature and the distribution of materials on these matters before the meeting may not be practicable.

5. **Board Committees**

- (a) **Key Committees.** The Board will at all times have an Audit Committee and a Compensation Committee. The Compensation Committee will, at this time, also oversee Board nominations. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary and as appropriate to its future growth and development.

- (b) **Committee Charters.** Each committee will have a charter or similar guiding document that has been approved by the Board. The committee charters will set forth the purposes, goals and responsibilities of the committees. Each committee charter must address those matters required by applicable laws and stock exchange rules. The Audit Committee Charter is attached as Appendix 4 and the Compensation Committee Charter as Appendix 5.
- (c) **Assignment of Committee Members.** The Board of Directors will be responsible for appointing persons to each committee of the Board. The Audit Committee and Compensation Committee will each have a minimum of three members. Other committees shall have at least one member or the minimum number of members required by applicable law and the Company's charter documents.
- (d) **Committee Meetings.** Meetings may be conducted in person, by telephone, electronically or by other means (including by consent resolution and discussion by email).

6. Director's Access to Management and Independent Advisors

- (a) **Access to Officers and Employees.** All directors have, at all reasonable times and on reasonable notice, full and free access to officers and employees of the Company. To ensure good corporate communications, directors are required to copy the CEO or CFO on all communications with officers and employees of the Company except in exceptional circumstances where the nature of the communication makes it inappropriate for such copying to occur or the nature of the communications is such that it is a personal or business matter that does not involve the Company.
- (b) **Access to Independent Advisors.** The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the appropriate compensation of such advisors as established by the Board or any such committee save and except that any expenditures in excess of \$10,000 must be pre-approved by the full Board prior to a committee incurring the expenditures.

7. Director Compensation

- (a) **Role of Board and Compensation Committee.** The form and amount of director compensation will be recommended by the Compensation Committee and approved by the Board in accordance with the general principles set forth herein and in the Compensation Committee Charter. It is recognized that, at this point in the Company's development, it is appropriate for compensation to be primarily in the form of incentive stock options. Compensation for any director serving as a nominee or representative of a shareholder of the Company or a third party is, in the Board's view, the responsibility of that shareholder or third party.
- (b) **Form of Compensation.** The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interests of directors with those of the Company's shareholders.
- (c) **Amount of Compensation.** The Company's policy is to compensate directors competitively relative to comparable companies. Directors who are also employees or consultants of the Company may receive additional compensation for Board or committee service if they are not already compensated

at full industry rates in their capacities as employees or consultants.

- (d) **Compensation for Director Service by Company Personnel While Serving on Other Boards of Directors.** Should Company personnel serve as a director or officer of another company (other than a subsidiary, affiliated or associated company of the Company) at the request of the Company or as the representative of the Company, that employee may not accept compensation from that other company for such service. If any such compensation is nonetheless received, it shall be received on behalf of and paid over to the Company.
- (e) **Stock Trading.** Prior to purchasing or selling Company securities, directors must advise the CEO or CFO so as to avoid trading at a time when there may be undisclosed material information or a trading blackout in effect.

8. Director Orientation

- (a) **Director Orientation.** The Board and the Company's senior management will conduct orientation for new directors as soon as possible after their appointment as directors. The orientation will include management familiarizing new directors with the Company's projects and strategic plans, its significant financial, accounting and risk management issues, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation may include visits to Company headquarters and, to the extent practical, the Company's principal operating facilities.

9. Management Evaluation and Succession and Executive Compensation

- (a) **Selection of CEO.** The Board selects the Company's CEO in the manner that it determines to be in the best interests of the Company. The Board will also develop the corporate goals and objectives that the CEO is responsible for meeting.
- (b) **Evaluation of Senior Management.** The Compensation Committee will be responsible for overseeing, either informally or formally, the evaluation of the performance of the CEO and other members of senior management.
- (c) **Executive Compensation.** Compensation of the CEO must be determined, or recommended to the Board for determination, by the Compensation Committee at a minimum upon his or her hire. The CEO must not be present during voting or deliberations. Compensation for all other members of senior management must be determined, or recommended to the Board for determination, by the Compensation Committee at a minimum initially upon their hire.

10. Board Interaction with Shareholders, Institutional Partners and Outside Parties

The Board believes that the CEO and his or her designees should normally speak for the Company. Individual Board members, officers and employees may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do so with the knowledge of and, absent unusual circumstances, only at the request of the CEO.

The Board will give appropriate attention, or ensure that such attention is given, to written

communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate.

The Board has adopted procedures to govern compensated external communications, in particular communications that could be described as “investor relations”, and this Code of Conduct for Investor Relations Activities is attached as Appendix 6.

11. Periodic Review of the Corporate Governance Guidelines

The Board will, from time to time, review and reassess the adequacy of these Guidelines and consider any revisions.

APPENDIX 1

DIRECTOR INDEPENDENCE STANDARDS

The following standards are to be used in determining whether a director is “independent” for purposes of determining independence from Management, including for determination of independence in selecting members of Board committees. These standards have been prepared by Canadian securities regulators and published as National Instrument 52-110.

To be independent, a director must meet the requirements of all of the standards. Notwithstanding the foregoing, no director qualifies as an independent director unless the Board of Directors affirmatively determines that the director does not have a relationship with the Company that would interfere with the exercise of independent judgment.

The Corporate Governance Policies and Procedures Manual to which this Appendix 1 is attached also uses the term “outside” director. An outside director is a director who is not independent under the applicable standards but who does not have full-time (or substantially full-time) employment with the Company or a remunerated consulting services relationship of a similar nature. For greater certainty, an outside director may be classified as outside but may not be independent where, for instance, that person owns (or represents a shareholder who owns) more than 10% of the Company’s shares.

Sections 1.4 and 1.5 of National Instrument 52-110

1.4 Meaning of Independence

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a “material relationship” is a relationship which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
 - (c) an individual who:
 - (i) is a partner of a firm that is the issuer’s internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer’s audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:

- (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because:
- (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
 - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
- (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
- (a) has previously acted as an interim chief executive officer of the issuer, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

1.5 Additional Independence Requirements

- (1) Despite any determination made under section 1.4, an individual who
 - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
 - (b) is an affiliated entity of the issuer or any of its subsidiary entities;
 - (c) is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by:
 - (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or
 - (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

APPENDIX 2

OUR COMMITMENTS

1. Human Resources

We are committed to having an employment environment that is supportive and that demonstrates the value that we place on teamwork and individual contributions. We expect all of our employees to treat their fellow employees with the courtesy, dignity and respect that they would like to receive. An integral part of that policy is that the Company does not practice or permit discrimination against any person because of race, colour, religion, national origin, sex, sexual orientation, age or disability. We are also committed to having a friendly workplace that is free of harassment, intimidation and hostility.

We are committed to treating all of our employees fairly. To that end, we encourage our employees to confer with the appropriate person if they have employment related issues that they believe should be addressed.

2. Health and Safety

We are committed to having work sites that are healthy and safe. We expect all of our employees to comply with all applicable health and safety requirements and policies.

3. Environment

The Company is committed to responsible environmental stewardship and to the continuous improvement of its environmental practices and policies. On this basis, the Board of Directors has endorsed the following Guiding Principles for the Company's environmental policy:

Guiding Principles

- The Company will work to comply with all relevant environmental legislation and regulations.
- The Company will work to ensure that all employees understand their environmental responsibilities and encourage dialogue on environmental issues.
- The Company will work to develop effective and efficient measures to improve protection of the environment, based on sound science.
- The Company will work to ensure that all employees of the Company have the necessary training, authority and resources to fulfill requirements of their positions as they relate to environmental protection.

4. Community and Other Stakeholders

We are committed to maintaining the best possible relationships with the communities in which we operate and in particular in those communities where our mining projects are located. The Company's policy is to make positive contributions to the communities in which we operate, including encouragement of local employment in our operations and financial contributions to an appropriate

extent, so that the community is enriched by our presence. We also encourage all of our employees to participate in community activity.

Our suppliers and customers are critical to our success in many ways. We are committed to maintaining honest and mutually beneficial relationships with our suppliers and customers.

Our relationships with governmental entities can be especially important in our success as a company. We are committed to dealing in an honest and forthright manner with all governmental entities with which we have relationships.

5. Ethical Conduct and Compliance with Law

We are committed to conduct our business in an ethical way and in compliance with applicable laws and regulations. As a part of our commitment, we have established our Code of Ethics. The Code of Ethics contains some specific provisions dealing with such matters as corporate opportunity and conflicts of interest. It also deals with more general matters, such as compliance with law and honesty and fair dealing. The Company strives to operate in an ethical and legal way in all of its activities, and we expect our employees and other persons connected to the Company to do the same.

APPENDIX 3
CODE OF ETHICS

Introduction

The Company's policy is to conduct its business in accordance with the highest ethical and legal standards. To assist the Company in achieving this policy, the Board of Directors has adopted this Code of Ethics. The Code is designed to deter wrongdoing and to promote:

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company submits to regulatory authorities and communicates to the public;
- (c) Compliance with applicable governmental laws and regulations;
- (d) Prompt internal reporting of violations of the Code to appropriate persons identified in the Code; and
- (e) Accountability for adherence to the Code.

The Code applies to all employees, management consultants, officers, and directors of the Company and its subsidiaries. Depending on the circumstances, it may also apply to agents and other representatives of the Company. ("You" as used in this Code refers to all such persons, as appropriate.) In addition to your complying with the Code, it is your responsibility to prevent others from violating these standards if you are in a position to do so. If you are not in a position to do so, it is your responsibility to bring the matter to the attention of a member of senior management who is in a position to take appropriate action, or to the attention of an independent member of the Board of Directors.

1. Avoiding Questionable or Illegal Practices

The Company's policy is to comply with all laws and regulations that apply to its business, and to avoid any activity that may be regarded as questionable or unethical. Fraudulent, illegal or unethical acts will not be tolerated. No action that would otherwise be questionable is permissible simply because it is customary in a particular location or business.

If you are confronted with a situation that raises an issue under this policy, ask yourself these questions:

- Is the life, health or safety of anyone, or the environment, endangered by the action?
- Is it legal?
- Does it feel honest, fair and ethical?
- Does it compromise anyone's trust or integrity?

- Would the public disclosure of the activity in any way be embarrassing to you, the Company or any other affected employees or persons connected to the Company?

You should be sufficiently familiar with any laws and regulations and Company policies and procedures that apply to your area of work and responsibility. That will permit you to recognize possible breaches and to know when to seek advice. If in doubt, you should discuss the matter with a member of senior management.

2. Honesty and Fair Dealing

When representing the Company, it is important that you deal honestly and fairly with the Company's joint venture partners, suppliers, customers, professional advisors, competitors, other employees, and anyone else with whom you have contact in the course of performing your job. You should not take any advantage of anyone through actions such as manipulation, concealment, misappropriation or abuse of confidential information, falsification, misrepresentation of material facts, undue influence or any other unfair dealing practice. You also should not give any advantage to anyone for reason of personal relationship, personal benefit or other reasons not involving the best interest of the Company.

3. Policy to Prevent the Corruption of Public Officials

Canada has laws (the "Laws") making it illegal to corrupt officials of foreign governments or to engage in certain related acts. In Canada, the law is entitled Corruption of Foreign Public Officials Act.

- (a) Persons to Whom the Laws Apply. The Laws apply to the Company and its subsidiaries; their employees, officers and directors; and their agents and representatives. For these purposes, action by an agent or representative is the equivalent of action by the Company.

The Laws may apply in whole or in part to other companies and joint ventures if a Canadian company controls the other company or joint venture or otherwise authorizes, directs or participates in activity by the other company or joint venture. Deciding whether activities of a company or joint venture are authorized, directed or participated in by the Company in any particular instance will be an uncertain exercise with uncertain results. In addition, allegations of illegal conduct by any company or joint venture in which the Company has a significant interest can only cause damage to the reputation of the Company. For this reason, you should assume that any action of any company and joint venture in which the Company has a significant interest, including the actions of the employees and agents of such other company and joint venture, will be attributable to the Company.

- (b) Prohibition. The laws and this policy prohibit offering or providing money or anything of value for the personal benefit of any "Public Official." For purposes of this policy, Public Official means (i) any government official or any official of a public international organization (such as the International Monetary Fund, regional development banks or other multilateral organizations) or (ii) any political party or its officials or any political candidate for the purpose of: influencing that official in the exercise of his or her duties (or non-exercise of those duties); having any such person influence government activity; or otherwise securing an improper advantage for the purpose of aiding the Company in obtaining, retaining or directing business.

The Laws and this policy may be violated if the Company knows, or if it should have been obvious to the Company, that the payments were made for an illegal purpose.

The Laws and this policy also apply to indirect payments, i.e., where the Company offers or provides money or anything of value to any person with the knowledge that the person will make a payment to a Public Official for such a prohibited purpose.

The Laws and this policy also prohibit the possession of property or proceeds from property known to have been obtained as a result of the bribery of a Public Official or to “launder” (i.e., deal with intent to conceal) property or proceeds from property obtained as a result of the bribery of a Public Official.

Government-owned corporations and other instrumentalities are generally treated as if they are governments, and their employees, officers and directors are treated as government officials.

(c) Facilitating Payments. “Facilitating payments” are payments made to expedite routine governmental action that does not involve obtaining, retaining or directing business. Example include payments to (i) secure processing of papers such as visas, work orders and permits, (ii) induce customs officials to process legally transmitted goods, (iii) obtain police protection, (iv) obtain installation and maintenance of utility connections, and (v) induce minor government functionaries (government employees without discretionary authority over a project or transaction) to complete their jobs in the manner required and where the situation does not involve the securing of business. The policy of the Company is that no facilitating payments may be made to any Public Official, foreign or domestic.

(d) Exceptions to Prohibitions. There are three exceptions to the Laws and this policy:

- It is an affirmative defence if it can be shown that the payment was legal under the written laws and regulations of the country. As an example, in some foreign countries, the Company may be required by law to hire as an agent a national of that country who also is connected to the government of that country in some way or other.
- It also is an affirmative defence if it can be shown that the payment was a reimbursement of travel, lodging and other reasonable and bona fide expenses directly related to the business promotion, demonstration or explanation of the Company’s business, or the execution or performance of a contract with the government. As an example, payment of the travel expenses of a government official to visit one of our mines, as a part of an effort to promote the Company in that country, would fit into this category as would other government expenses or costs normally borne by a company engaging in business in that country.
- Unconditional gifts having nominal value, when made openly and as a social amenity, or as a token of esteem, regard or gratitude in accordance with local custom, generally will not be regarded as a bribe.

(e) Company Policy. The Company’s policy is firm and unconditional. Under no circumstances will the Company ever pay a bribe to a Public Official. If you are ever solicited for such a bribe, or if you become aware of any instance where any Company employee, officer, director, agent or representative of the Company or its subsidiaries or its joint ventures proposes to offer such a bribe or is otherwise involved in such illegal activity, you are to report the matter to your immediate superior, or directly to the CEO or CFO of the Company. Any employee,

officer, director, agent or representative who participates in any scheme to pay such an illegal bribe may be terminated immediately.

With respect to payments that fall within the exceptions noted above:

- No payment that would otherwise be an illegal bribe may be made on the basis that it is legal under the written laws and regulations of the foreign country without the prior written approval of the CEO.
- No payment that would otherwise be an illegal bribe may be made on the basis that it is a reimbursement of travel, lodging or other reasonable and bona fide expenses directly related to the business promotion, demonstration or explanation of the Company's business or the execution or performance of a contract with the government without the prior written approval of the CEO.
- With respect to unconditional gifts of nominal value made openly and as a social amenity, or as a token of esteem, regard or gratitude in accordance with local custom, the CEO will establish a monetary limit on the value of any such gift. Any gifts with a value in excess of that limit must be approved in advance by the CEO.

(f) Accounting Requirements. The Company and its affiliated companies and joint ventures must:

- Keep financial records which, in reasonable detail, accurately and fairly reflect transactions; and
- Maintain a system of internal accounting controls sufficient to provide reasonable assurances that (i) transactions are executed in accordance with management authorization, (ii) transactions are properly recorded as needed to permit preparation of financial statements and to maintain accountability for assets, (iii) all assets are recorded on the books of the Company and access to assets is only permitted in accordance with management authorization, and (iv) periodic auditing is done at reasonable intervals and action is taken to resolve discrepancies.

As an example, the accounting provisions require that the Company properly record all payments and prohibit their characterization in some other form. The accounting provisions also prohibit the Company from maintaining off-record cash "slush" funds or cash that may be accessed without senior management authorization.

(g) Things to Look For. The following is a list of "red flags" that may indicate the possible existence of corrupt practices:

- An agent with a poor reputation or with links to the government.
- Unusually large commission payments or commission payments where the agent does not appear to have provided significant services.
- Cash payments, or payments without paper trail or compliance with normal internal controls.
- Unusual bonuses to personnel for which there is little support.
- Payments to third country accounts.

(h) Reporting Requirements. In Canada, the Extractive Sector Transparency Measures Act (the “ESTMA”) requires the Company to publicly disclose, on an annual basis, specific payments made to:

- (1) any government in Canada or in a foreign state at a national, regional, state/provincial, or local/municipal level;
- (2) a body that is established by two or more governments; or
- (3) any trust, board, commission, corporation, body or authority that is established to exercise or perform, or that exercises or performs, a power, duty or function of the government for a government referred to in (1) above, or a body referenced to in (2) above.

Payments that must be disclosed include payments to Crown Corporations and other state-owned enterprises that are exercising or performing a power, duty or function of government. Aboriginal and indigenous groups and organizations within Canada and in other jurisdictions may be regarded as governments for purposes of qualifying as a payee under the ESTMA. There are seven categories of reportable payments consisting of taxes, royalties, fees, production entitlements, bonuses, dividends and infrastructure improvement payments. All payments made by the Company and any entity controlled by the Company must be reported. The Company’s policy is firm and unconditional. All payments made to any governmental entity must be reported, and if you have any knowledge relating to unreported payments, you are to report the matter to your immediate superior, or directly to the CEO or CFO of the Company.

4. Corporate Opportunities and Duty of Loyalty

You have a duty of loyalty to the Company, which includes a duty to advance the Company’s legitimate interests when the opportunity to do so arises. Accordingly and unless agreed otherwise in writing between you and the Company, you may not use your position or the Company’s name, property, information or good will for personal gain or for the gain of others. You are further prohibited from taking advantage of an opportunity that is discovered through the use of any corporate property, information, contacts or your position with the Company. All such opportunities, actual or perceived, should be reported to your immediate supervisor.

Outside directors and consultants (including management consultants) of the Company may have a variety of other business relationships involving duties of loyalty. In addition, outside directors do not, as a general matter, have the same obligation as officers and employees to bring corporate opportunities to the Company. For these reasons, the Code does not apply to outside directors and consultants (including management consultants) of the Company with respect to issues involving duties of loyalty or corporate opportunities and such issues, to the extent they arise, are to be resolved directly with the Board of Directors.

5. Avoiding Conflicts of Interest

A conflict of interest occurs when your private interests, or the private interests of your family, interfere, or appear to interfere, in any way with the best interests of the Company. For these purposes, “family” would generally include your parents and grandparents, spouse, children and grandchildren, siblings, in-laws and other persons who share a residence with you or another member of your family. You must take care to avoid any direct or indirect involvement or understanding that might result in such a conflict or create the appearance of such a conflict. Whether a situation involves a conflict of interest depends on all of the circumstances. Generally, the Company would not consider it a conflict of interest if an employee’s brother or sister were an officer of a competitor. However, the Company would consider it a conflict of interest if a Company employee in charge of procurement were to purchase products or services from a company owned by the employee’s brother or sister or from a company owned by a close personal friend of the employee. The following are examples of conflict of interest situations which generally must be avoided or which may raise a question:

- Acting as an employee, officer or director of, or a consultant to, a direct competitor or potential direct competitor of the Company;
- Having a financial interest in or loan from a business which is a joint venture partner, optionor or optionee, competitor, customer or supplier of the Company or which otherwise does business with the Company (an investment in the securities of a publicly traded company normally would not be considered to present a conflict of interest unless it represented a material part of your savings);
- Placing of Company business with any other company that is directly or beneficially owned or controlled by you or by members of your family.

You must fully disclose to your supervisor, the CEO or the CFO all circumstances that could be perceived as involving a conflict of interest between the Company and you or members of your family. Full disclosure enables the Company to resolve unclear situations and to ethically handle conflicts of interest before any difficulty can arise. To the extent a conflict of interest cannot be avoided in a reasonable fashion, then appropriate procedures will be put in place to ensure that there is full disclosure and to minimize the involvement of the conflicted individuals in the relationship giving rise to the conflict.

Outside directors of the Company are not expected to devote their time and effort solely on behalf of the Company, and they may have a variety of other business relationships that could give rise to a conflict of interest. Any such potential conflicts of interest are not subject to the Code and are to be resolved directly through disclosure to the Board of Directors.

6. Giving or Accepting Gifts

The giving or accepting of gifts can adversely affect the Company’s reputation for fair dealing and also create conflicts of interest. You should avoid:

- Giving or offering to give any gift, favour, entertainment, reward, or any other thing of value that might influence or appear to influence the judgment or conduct of the recipient in the performance of his or her job. This includes transactions with government personnel, customers and suppliers. Such action may damage the Company’s reputation for fair dealing and may be illegal.

- Accepting or soliciting a gift, favour, or other thing of value that is intended to, or might appear to, influence your decision-making or professional conduct. In addition to damaging the Company's reputation for fair dealing, receipt of such gifts could interfere with your ability to make judgments solely in the best interest of the Company, and thus create the appearance of a conflict of interest.

You may give or receive unsolicited gifts or entertainment only in cases where the gifts or entertainment are of nominal value, are customary to the industry, will not violate any laws, and will not influence nor appear to influence the recipient's judgment or conduct.

7. **Outside Activities**

Outside activities must not conflict with the proper performance of your duties.

- (a) Other Business Activity. Full-time employees and officers are expected to devote substantial effort and attention to the furtherance of the Company's business. In the usual case, this would make it difficult for you to properly perform your duties while also being engaged in other business ventures.
- (b) Professional Associations and Charitable Organizations. The Company encourages employees and officers to participate in geological, engineering and other professional associations and activities that do not conflict with their duties for the Company and do not involve conflicts of interest. The Company also encourages officers and employees to participate in charitable organizations and activities. However, you should consider consulting with the CEO or CFO before you undertake any such outside activities requiring a substantial amount of time.
- (c) Political and Government Affairs. No Company contributions may be made, directly or indirectly, to any election or issue campaign in any jurisdiction or circumstance that would be unlawful. Corporate contributions may be made in appropriate cases where and when permitted by applicable law, but only with the approval of the CEO. Use of Company equipment, supplies or facilities to support any political party, candidate or campaign, as well as employee activity during normal business hours, may constitute a political contribution. You may not engage in any such activity where it involves Company equipment, supplies or facilities or activity during normal business hours without the prior approval of the CEO. In addition, no action which presents, or may appear to present, the position of the Company with respect to any political or governmental matter may be taken without the prior approval of the CEO.

The Company encourages employees and officers, as individuals, to take part in political and governmental affairs to the extent that such activity does not interfere with the proper performance of their duties or involve the use of Company assets or a conflict of interest. However, if you wish to run for public office or hold an appointed public position, you must confer with the CEO and counsel for the Company to ensure that the proposed activity is consistent with your duties to the Company and does not involve a conflict of interest.

The outside directors of the Company are not expected to devote their full time and effort solely on behalf of the Company and accordingly this policy does not apply to them.

8. Accounting and Recordkeeping, Internal Accounting Controls and Auditing Matters.

Many employees of the Company, not just accountants and controllers, participate in the financial control and reporting processes of the Company. If you have ANY responsibility for any aspect of the Company's financial activities (for example: processing or approval of payments; creation, processing or approval of invoices and credit memos; payroll and benefits decisions; approval of expense reports and other transactions; the estimation of financial reserves or other claims or the amount of any accrual or deferral; or the recording of any of the foregoing in the Company's records) and/or the preparation of the Company's financial statements or other financial reports, you must ensure your involvement complies with complete and accurate procedures as per established Company practice.

(a) **Accounting and Recordkeeping.** You may not maintain funds or assets for any improper purposes or make false or misleading statements in any Company documents, reports or records. No undisclosed or unrecorded accounts may be established using the Company's funds or other assets. All accounting records and the financial reports produced from those records must be kept and presented in accordance with applicable law, must accurately and fairly reflect in reasonable detail the Company's assets, liabilities, revenue and expenses and, where applicable, must be in accordance with generally accepted accounting principles.

Transactions must be supported by accurate and reasonably detailed documentation and recorded in the proper accounts. Best efforts are to be made to record transactions in the proper accounting time period. To the extent that estimates are necessary, they must be based on your good faith judgment and be supported by appropriate documentation. No payment or the related accounting entry may be approved or made with the intention or understanding that any part of the payment will be used for any purpose other than that described by the document supporting the entry or payment.

(b) **Internal Accounting Controls.** Internal accounting controls have been established to provide reasonable assurances that (i) transactions are executed in accordance with management authorization, (ii) transactions are properly recorded as needed to permit preparation of financial statements and to maintain accountability for assets, (iii) all assets are recorded on the books of the Company and access to assets is only permitted in accordance with management authorization, and (iv) periodic auditing is done at reasonable intervals and action is taken to resolve discrepancies. You must comply with all internal control requirements and ensure that no action is taken to avoid the internal controls requirements.

(c) **Auditing.** The Company employs a firm of independent chartered accountants to audit the Company's annual financial statements. The annual audit has a number of purposes, including (i) compliance with regulatory requirements, (ii) providing an independent assessment of whether the Company's financial statements fairly present the financial condition, results of operations and cash flow of the Company, (iii) assessment of the accounting principles used and significant estimates made by the Company in preparing its financial statements, and (iv) assessment of the Company's system of internal controls over financial reporting as required by applicable law and regulatory policies. Each employee is responsible for providing whatever assistance may be required by the auditors. If you receive inquiries from the Company's independent accountants, you must respond promptly, fully and accurately.

If you have any concerns as to weaknesses in the Company's accounting system or in the Company's internal controls; or if you believe that any instances of fraud or incorrect or questionable accounting practices may have occurred; or if you believe that any instances of

fraudulent, incorrect or questionable practices may have occurred in connection with the annual audit of the Company's financial statements, you should consult with your immediate supervisor or with the Company's CEO or CFO. Alternatively, you may contact the Audit Committee of the Board of Directors

9. Use of Company Property

You are entrusted with the care, management and cost-effective use of the Company's property and you are not to make use of these resources for your own personal benefit or for the personal benefit of anyone else. Passwords are to be kept confidential and use of the computer systems is limited to authorized business purposes, although occasional personal use of the internet, e-mail and voice mail will normally be permitted unless your supervisor believes that this privilege is being abused.

However, in order to protect the Company's interests - including for example, to ensure that the Company's computers and voice mail are not being used for improper purposes, such as harassment - the Company reserves the right to review the contents of the Company's computers, its e-mail system, and its voice mail system. **No employee has a right of personal privacy with respect to information that is placed in the Company's computers, the e-mail system, or the voice mail system and you should, if you wish privacy, access your own electronic and other systems for storage of such information or for personal or private communications.**

You are responsible to ensure that all Company property assigned to you is maintained in good condition, and you should be able to account for such equipment. Any disposition of Company property should be for the benefit of the Company and not for personal benefit.

10. Proprietary Information

We want our employees to be well informed about our business, our plans for the future, and the successes and challenges we have along the way. In return for this openness, the Company places trust in its employees to maintain the confidentiality of our proprietary information without need for court orders or other legal requirement.

You are to take all reasonable measures to protect the confidentiality of proprietary information obtained or created by you, or otherwise made known to you, in connection with your activities on behalf of the Company. In addition, you must use proprietary information only for the Company's legitimate business purposes, and not for your personal benefit or the benefit of anyone else.

To provide the Company with reasonable protection against unauthorized disclosure or unauthorized use of its proprietary information, all employees are required to sign an employment agreement prior to their start with the Company that includes provisions addressing confidentiality. These agreements state in part that the Company retains exclusive ownership of all project information and opportunities arising out of employment or consulting relationships and any information pertaining to the exploration plans of the Company.

For these purposes, "proprietary information" means information developed or secured for use of the Company in its business, where that information is not generally known to or otherwise readily available to the public and members of our industry. Proprietary information includes, without limitation: results of geological and engineering reports or consultations, results of mineral exploration activities, test results from recovery or other testing including the testing of pilot plants, results of commercial production or projections regarding commercial production, personnel lists, ideas, discoveries, contact information for persons involved in any capacity with the Company, information concerning actual or

projected expenditures or budgets including development and production expenditures or budgets, exploration or development of projects, corporate transactions, operating results, investor lists, relationships with government and non-governmental entities including competitors and any other information normally considered proprietary in the mining industry or for a Canadian publicly traded company.

It is your responsibility to know what information is proprietary and to ensure that you use and disclose it only in the performance of your duties with the Company. If you are unsure, consider the information to be confidential until you obtain clarification.

If your employment terminates, you will continue to be bound to your obligations of confidentiality to the maximum extent permitted by law.

11. Disclosure Policy

The Company has both legal and ethical obligations to provide appropriate disclosure of material information, and to ensure that employees and others do not benefit from having and using undisclosed material information. “Material information” is any information that reasonably could be expected to affect the market for the Company’s stock or to influence an investor’s decision to buy, sell or hold the stock. The wrongful use of undisclosed material information may make both the Company and the individual involved liable for criminal and/or civil penalties and damage awards.

(a) **Control of Confidential Information.** All employees have the responsibility to inform senior management on a timely basis of events or developments that might have a material effect on the Company. Such information should be communicated to your superior or to members of senior management.

Strict confidentiality must be maintained with regard to disclosure of confidential information to persons within the Company who have no need to know, and to anyone outside of the Company. Care must be taken when handling confidential correspondence, assay results, reports, documents, memos and facsimiles. Discussions by Company personnel concerning Company business should be confined to Company personnel only and on a “need to know” basis, and should never occur in public places such as elevators or airplanes.

(b) **Public Disclosure Responsibilities.** The Company has a variety of disclosure obligations under laws and stock exchange rules. The Company fulfills those obligations through regulatory filings, periodic reports to shareholders, press releases, and web site disclosure. The Company also provides information to shareholders and others through communications with the media, analysts and others in the financial community, by way of industry presentations, and in response to inquiries. In carrying out the Company’s disclosure responsibilities:

- The CEO, the CFO, and other members of senior management, as appropriate, have the sole responsibility to determine (i) whether a particular matter is sufficiently material to the Company to require disclosure, and (ii) the content, time and manner of disclosure.
- Company Spokespersons have the exclusive authority to speak for the Company with respect to matters of public disclosure. The Company Spokespersons consist of the CEO and any other persons who are authorized by the CEO, generally or in a specific instance, to speak for the Company.
- It is the responsibility of the Company to ensure that undisclosed material information is disseminated in such a way that all members of the public have equal access to the

information. Substantial security holders and analysts in particular MUST NOT receive preferential treatment in the matter of information disclosure. For example, previously undisclosed material information is not to be disseminated by way of communications with analysts, in earnings telephone conferences, or in industry conference presentations. If material undisclosed information is to be communicated through such means, it must first be communicated to the public generally by way of a press release or regulatory filing such as a material change report. Persons given early access to undisclosed material information may not use that information to trade in the Company's securities, and they, the Company and the individual who causes the early disclosure may be liable for civil and criminal penalties and damage awards if there is trading on undisclosed material information.

(c) External Communications and Inquiries from Analysts, Media and Other Outsiders. Communications intended for dissemination outside of the Company and concerning the Company's business must be referred to the CEO or to one of the designated Company Spokespersons prior to dissemination. This includes presentations to analysts and papers or presentations to professional groups and others.

All inquiries from the press, securities analysts, investors and other outsiders concerning the Company's business and affairs must be referred to one of the designated Company Spokespersons. This will ensure that information is disclosed consistently and equitably. Unless specifically authorized, no one is authorized to respond to such inquiries.

(d) Comments on and Dissemination of Analysts' Reports and Other Media Stories. From time to time, the Company may be asked to review or comment on analysts' reports or other media stories about the Company. No employee, officer or director is to review or comment on analysts' reports or media stories except an authorized Company Spokesperson, and any such inquiry should be forwarded to such an authorized person without any comments. If a Company Spokesperson does review such a report or story, the Company Spokesperson should review the report or story ONLY for factual information and limit his/her comments to discussion or correction of facts. Furthermore, no undisclosed material information is to be communicated in the course of such a review and comment. If factual correction would result in the disclosure of undisclosed material information, the Company Spokesperson must take the necessary steps to ensure that such information is communicated to the public generally before it is communicated to the particular analyst or other person making the inquiry.

Employees, officers or directors of the Company may be asked to forward or recommend analysts' reports or may consider forwarding analysts' reports or media stories about the Company. The forwarding or recommending of such reports or stories may be regarded as verifying or validating the information contained in the reports or stories. If any of the information in the report or story is not accurate, the act of forwarding or recommending the report or story may constitute the dissemination of false or misleading information in violation of securities laws. In addition, if any of the information in the report or story is accurate but has not been generally disseminated by the Company, the forwarding or recommending of the report or story may constitute selective disclosure in violation of securities laws. Finally, copying and dissemination of analysts' reports and media stories may violate copyright laws or the proprietary rights of the authors of the reports or stories. For these reasons, no employee, officer or director should reproduce and distribute or otherwise disseminate such reports and stories unless specifically approved by the CEO. Persons requesting such materials should be referred to the author or organization that published the material. In addition, employees, officers and directors should not recommend particular analysts' reports on the Company to any person.

(e) Comments on Rumours and Correction of Selective Disclosure. Employees, officers and

directors must not comment, whether positively or negatively, on rumours about the Company's business. Information about such rumours should be reported to the Company Spokespersons. In general, the Company's policy is not to comment on rumours. If a stock exchange or securities regulatory authority requests the Company to make a definitive statement in response to rumours, a Company Spokesperson will consider the matter in consultation with legal counsel.

If any employee, officer or director makes an unauthorized or premature disclosure of undisclosed material information (inadvertently or otherwise), the person responsible for the disclosure, and any other employee, officer or director learning of it, must contact the CEO or other Company Spokesperson as soon as possible, and the CEO and other Company Spokespersons will consider the Company's responsibilities under applicable law.

The governance of the Company's communications which constitute "investor relations" activities is dealt with separately in the Company's Code of Conduct for Investor Relations Activities.

12. Securities Transactions

(a) **Restrictions on Trading.** In general, employees, officers and directors, and their family members, may trade in Company securities unless:

- A Blackout Period (see below) is in place, or
- The person has knowledge of undisclosed material information.

If a Blackout Period exists, or if you have knowledge of undisclosed material information, neither you nor your family members may trade in Company securities. This prohibition includes the exercise of any stock options, warrants or other convertible securities during the existence of the Blackout Period. For purposes of this policy, "family member" means your spouse, your minor children, any person substantially dependent on you for support, and other persons who share a residence with you.

In addition, while you are in possession of undisclosed material information, you and your family members must not trade in the securities of companies that have a significant legal or financial business relationship, direct or indirect, with the Company (generally joint venture partners) if the undisclosed material information relates to the subject matter of that business relationship.

(b) **Blackout Period.** From time to time, the CEO or other Company Spokesperson may institute a Blackout Period because of the existence of undisclosed material information. If a Blackout Period is instituted, you will be notified, generally by e-mail. Once notified of the existence of a Blackout Period, except as noted above, you and your family members may not trade in the Company's securities until you have been notified that the Blackout Period has been terminated. The existence of a Blackout Period is itself an item of confidential information that is not to be disclosed to persons outside of the Company.

(c) **Short Sales.** No employee, officer or director shall engage in short sales of securities of the Company or sales of borrowed securities of the Company.

13. Administration and Violations

The Company's Board of Directors has established the standards of business ethics and conduct contained in this Code, and it is their responsibility to oversee compliance with the Code. Any change in

or waiver of any provision of the Code shall require approval of the Audit Committee or the Compensation Committee, as applicable, and shall be publicly disclosed in the time period and manner as required by law or regulation.

APPENDIX 4

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors.
- Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body,

or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management

- (a) To review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
- (b) To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.
- (c) To request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
- (d) To assess the effectiveness of the over-all process for identifying principal business risks.

APPENDIX 5

COMPENSATION COMMITTEE CHARTER

1. Purpose: Responsibilities and Authority

The Compensation Committee shall assist the Board of Directors in carrying out its responsibilities relating to executive and director compensation. In furtherance of this purpose, the Committee shall have the following responsibilities and authority:

- (a) The Committee shall recommend to the Board of Directors the form and amount of compensation if any to be paid by the Company to directors for service on the Board and on Board committees. It is anticipated that, initially, such compensation will be minimal reflecting the Company's stage of growth and development.
- (b) The Committee, in the absence of Board review or resolution, shall review and recommend to the Board of Directors any changes to the base compensation of the Company's executive officers and senior managers (collectively the "Officers") or any new base compensation for a new Officer that is proposed to be paid.
- (c) The Committee shall on an informal basis and as needed evaluate the performance of Officers generally and in light of annual corporate goals and objectives under any incentive compensation plan.
- (d) The Committee shall administer any Company stock option and other equity based compensation plans that call for the Committee to oversee them.
- (e) The Committee shall oversee the preparation of any reports relating to the Committee required under applicable laws, regulations and stock exchange requirements.

If a member of the Compensation Committee, the Chief Executive Officer of the Company shall not be present during any vote or other deliberation of the Committee regarding the compensation or performance of the Chief Executive Officer. No member of the Compensation Committee may vote on his or her own compensation or on any matter in which he or she has a direct or indirect financial interest which interest (or any interest constituting or potentially constituting a conflict) he or she shall disclose to the Compensation Committee.

2. Structure and Membership

- (a) Number. The Committee shall consist of three persons unless the Board should from time to time otherwise determine.
- (b) Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Compensation Committee. The Board may remove members of the Committee at any time with or without cause.
- (c) Independence. A majority of the members of the Committee shall be "independent" as determined under the Company's Corporate Governance Guidelines.

- (d) **Chair.** Unless the Board appoints a Chair of the Committee, the Committee may elect a Chair by majority vote.
- (e) **Compensation.** The compensation of the Committee shall be as determined by the Board.
- (f) **Term.** Each member shall serve until his or her replacement is appointed, or until he or she resigns or is removed (by way of shareholder vote or expiry of term without renewal) from the Board or the Committee.

3. **Procedures and Administration**

- (a) **Meetings.** The Committee shall meet as often as it deems necessary, formally or informally and in person or by electronic means including by way of exchange of emails in order to perform its responsibilities.
- (b) **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances.
- (c) **Reports to the Board.** The Committee shall report to the Board as necessary formally or informally with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and shall report in writing on request of the Chair of the Board.
- (d) **Charter.** The Committee shall as required review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (e) **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any Officer or other person to meet with the Committee.

4. **Independent Advisors**

- (a) **Independent Advisors.** The Compensation Committee has the authority, without further approval of the Board of Directors to:
 - (i) engage independent legal counsel, compensation consultants and other advisors (each, an "**Independent Advisor**") as it determines necessary to carry out its duties;
 - (ii) set and pay the compensation for any such Independent Advisor employed by the Committee, funded by the Company;
 - (iii) communicate directly with external advisors and any other personnel of the Company; and
 - (iv) have unrestricted access to any personnel and documents of the Company relevant to performance of the Committee's duties.
- (b) **Engagement and Compensation.** The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Independent Advisor retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Independent Advisor retained by the Committee.

(c) **Reports to the Board.** Notwithstanding its authority to engage Independent Advisors, the Compensation Committee may select an Independent Advisor to the Compensation Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (i) the provision of other services to the Company by the person that employs the Independent Advisor;
- (ii) the amount of fees received from the Company by the person that employs the Independent Advisor, as a percentage of the total revenue of the person that employs the Independent Advisor;
- (iii) the policies and procedures of the person that employs the Independent Advisor that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the Independent Advisor with a member of the Compensation Committee;
- (v) any stock of the Company owned by the Independent Advisor; and
- (vi) any business or personal relationship of the Independent Advisor or the person employing the Independent Advisor with an executive officer of the Company.

(d) **Own Judgment.** Notwithstanding the engagement of an Independent Advisor or the receipt of advice or recommendations from such an Independent Advisor, the Compensation Committee:

- (i) will in no way be obligated to implement or act consistently with the advice or recommendations of the Independent Advisor; and
- (ii) will at all times exercise its own judgment in the fulfillment of the duties of the Compensation Committee.

5. Additional Powers

The Committee shall have such other duties as may be delegated from time to time by the Board of Directors and shall, until otherwise resolved by the Board of Directors, be responsible for overseeing nominations to the Board of Directors and recruitment of new directors.

APPENDIX 6

CODE OF CONDUCT FOR INVESTOR RELATIONS ACTIVITIES

The purpose of this Code of Conduct (the “Code”) is to assist Company personnel by formalizing the process by which they communicate information regarding the Company to external parties and, in particular, to the public and the investment community, via investor relations activities.

Personnel are encouraged to contact the President and CEO of the Company or, in the alternative in the event of the President and CEO’s temporary unavailability, a management member of the Board of Directors, should they have any concerns about the application or interpretation of this Code.

THE CODE AND ITS APPLICATION

The Company and its personnel, including directors, officers, employees, agents and consultants acting for it, will comply with this Code as a term and condition of their continued involvement or employment with the Company.

This Code applies to investor relations activities.

As a general statement, external communications that constitute “investor relations” communications or activities are communications (written or oral communications including online as well as traditional means of communication) that promote or reasonably could be expected to promote the purchase or sale of securities of the Company. Such investor relations communications or activities include retaining third parties to feature the Company in newsletters (in print or online via email), recommending the Company to potential investors and similar activities.

Examples of external communications which are not investor relations would include the following:

- (i) Communications with government or regulatory bodies governing the Company’s affairs and to which Company information is typically provided for a purpose other than raising the Company’s profile in capital markets;
- (ii) Communications with local communities in the area of the Company’s operations for the purpose of explaining the Company’s operations there;
- (iii) Making available information regarding the Company through the ordinary course of business, such as electronic filing or dissemination of the Company’s financial statements, news releases or MD&A;
- (iv) Communications intended to raise general awareness of the Company but not in a way that could reasonably be interpreted as encouraging people to purchase securities of the Company or invest in securities traded through an exchange’s facilities;
- (v) Communications in the nature of acting as a finder, or providing investment banking services, in introducing the Company to a specific potential joint venture, merger, investment banking or major financing party;
- (vi) Communications intended to find customers or off take partners for the Company upon any commencement of commercial production;
- (vii) Communications with (or by) a publisher or writer of a news, business or financial publication (online or in other form) that has paid circulation such that communications are limited to those subscribing and for which the publisher or writer receives no consideration, directly or indirectly from the Company or persons associated with it, for communicating information regarding the Company.

In general, most investor relations involves payment or compensation of some type by the Company to a provider.

All external communication which are, or could reasonably be described as, investor relations must be reviewed, prior to any release outside of the Company or persons associated with it, by the President and CEO of the Company who will coordinate any requirement for legal, geological, engineering or other review or will designate persons for those tasks. This review must be conducted by the President and CEO so that the President and CEO (in coordination with legal counsel and technical personnel of the Company) may determine what, if any, regulatory or legal requirements apply to the external communications.

All contracts, agreements or understandings for such external communications may be subject to regulatory or filing requirements and should be made subject to Exchange approval when entered into.

All contracts, agreements or understandings relating to such external communications must be submitted for review to the Company's President and CEO and its legal counsel for review prior to execution by any person within the Company.

No external communications which could be construed as investor relations activities may be commenced until such time as the President and CEO has authorized them to commence and the President and CEO, or a person designated by the President and CEO in writing, must first approve any external communications. Each external communication, promotional piece, publication, company summary, investor relations activity, recommendation or similar item must first be approved by the President and CEO or a person designated in writing by the President and CEO.

Whether or not external communications are investor relations activities can occasionally be difficult to determine. For example, if an investment bank were to provide summaries of the Company's news releases to a limited number of its clients who typically joint venture, invest in or otherwise become involved with resource companies, would this be investor relations? Or is it simply raising the Company's general profile in the industry? Or is it an investment bank acting in a role in providing investment banking services to the Company? What if the investment bank summarized the Company for those clients, made a recommendation to purchase securities of the Company and was compensated by the Company for doing so?

If you have any doubt as to whether or not an agreement or any external communications constitute investor relations activities, contact the President and CEO who will advise as to the going forward process for making that determination.

As a general description of the process, the process by which a contract, agreement or understanding for investor relations activities is approved and those activities will be undertaken will be as follows:

- (i) the terms and conditions are negotiated with a third party provider with the President and CEO being made aware, at all stages, of the progress of negotiations;
- (ii) the terms and conditions must be put in writing in a formal agreement that states that the agreement is "subject to regulatory and Exchange approval, if required" (invoicing for services on a periodic basis is not sufficient);
- (iii) any agreement will be provided to the President and CEO if the President and CEO is not already aware of the agreement;
- (iv) the President and CEO will review the terms and conditions of the agreement, and the nature of the services to be provided, and will determine in conjunction with legal counsel's input where deemed appropriate, if the agreement constitutes investor relations activities;

- (v) the Board of Directors of the Company, or a corporate governance committee when constituted, shall be provided with a copy of the agreement and will approve the agreement (or refuse to approve it);
- (vi) if the agreement constitutes investor relations activities, then the agreement will be submitted to the Exchange for approval along with information the Exchange requires to be submitted with that filing (such as the identity of any person responsible for providing investor relations services, not simply the name of an anonymous services provider); and
- (vii) upon approval of the agreement by the Exchange, the Company will provide to the public via news release a summary of the terms and conditions of the agreement together with any other information required by the Exchange or applicable securities legislation, rules or regulations.

Upon completion of this process, investor relations activities under that agreement can commence. Investor relations activities cannot commence prior to completion of this process.

