



VELOCITY MINERALS LTD.
Suite 2300 - 1177 West Hastings Street
Vancouver, British Columbia, Canada, V6E 2K3
Telephone: 604-484-1233

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of shareholders of Velocity Minerals Ltd. (the “Company”) will be held in the Main Boardroom of the offices of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada on Wednesday, June 24, 2020 at 9:00 a.m. (PDT) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2020 and to authorize the directors to fix the auditor’s remuneration;
3. to set the number of directors at five (5);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular;
6. to consider, and if thought advisable, to pass, with or without variation, a special resolution to authorize and approve an amendment of the articles of the Company to modernize the Company’s corporate charter and to facilitate the use of electronic record-keeping and uncertificated securities; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed May 13, 2020 as the record date for the Meeting (the “Record Date”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 12:00 p.m. (EDT) on June 22, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which

the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 13th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Keith J. Henderson

Keith J. Henderson
President, Chief Executive Officer
and Director



VELOCITY MINERALS LTD.

Suite 2300 – 1177 West Hastings Street
Vancouver, British Columbia, Canada, V6E 2K3
Telephone: 604-484-1233

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION AND CIRCULAR DISCLOSURE

Persons Making the Solicitation

This Information Circular is being furnished in connection with the solicitation of proxies by the management of Velocity Minerals Ltd. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of the holders of common shares in the capital of the Company (the “Shareholders”) to be held in the Main Boardroom of the offices of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada on Wednesday, June 24, 2020 at 9:00 a.m. (PDT) for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. The Company may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute proxies. All costs of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the “Proxy”) are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.** A Proxy will not be valid unless the completed, dated and signed Proxy is received by Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 12:00 p.m. (EDT) on June 22, 2020 or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

A Shareholder who has given a Proxy may revoke it 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 of the corporation, and delivered either to the registered office of the Company, at Suite 1170 – 1040 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4H1, at

any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to revoke your voting instructions.

Exercise of Discretion

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made. **If you do not provide instructions in your Proxy, the persons named in the enclosed Proxy will vote your shares FOR the matters to be acted on at the Meeting.**

The persons named in the enclosed Proxy will have discretionary authority with respect to any amendments or variations of these matters or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment or other item of business that comes before the Meeting is routine or contested. The persons named in the enclosed Proxy will vote on such matters in accordance with their best judgment. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

Advice to Non-Registered (Beneficial) Shareholders

The information set out in this section is important to many Shareholders as a substantial number of Shareholders do not hold their shares in their own name.

Only registered Shareholders or duly appointed proxyholders for registered Shareholders are permitted to vote at the Meeting. Many of the Shareholders of the Company are “non-registered” Shareholders 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.

More particularly, a person is not a registered Shareholder in respect of shares of the Company which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either (a) in the name of an intermediary (the “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans), or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively referred to as 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 unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies (such as Broadridge Investor Communication Solutions) to forward the Meeting Materials to Non-Registered Holders. Generally, if you are a Non-Registered Holder and you have not waived the right to receive the Meeting Materials you 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 to the number of shares beneficially owned by you, but which is otherwise not complete. Because the Intermediary has already signed the proxy, this proxy is not required to be signed by you when submitting it. In this case, if you wish to submit a proxy you should otherwise properly complete the executed proxy provided and deposit it with **Computershare Trust Company of Canada**, as provided above; or

- (b) more typically, a Non-Registered Holder will 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 “proxy”, “proxy authorization form” or “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page printed form, the voting instruction form will consist of a regular printed proxy accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy **and return it to the Intermediary or its service company (not the Company or Computershare Trust Company of Canada)** 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 that they beneficially own. If you are a Non-Registered Holder and you wish to vote at the Meeting in person as proxyholder for the shares owned by you, you should strike out the names of the management designated proxyholders named in the proxy authorization form or voting instruction form and insert your name in the blank space provided. **In either case, you should carefully follow the instructions of your Intermediary, including when and where the proxy, proxy authorization or voting instruction form is to be delivered.**

The materials with respect to the Meeting are being sent to both registered Shareholders and Non-Registered Holders who have not objected to the Intermediary through which their shares are held disclosing ownership information about themselves to the Company (“NOBOs”). If you are a NOBO, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary on your behalf.

If you are a Non-Registered Holder who has objected to the Intermediary through which your shares are held disclosing ownership information about you to the Company (an “OBO”), you should be aware that the Company does not intend to pay for Intermediaries to forward the materials with respect to the Meeting, including proxies or voting information forms, to OBOs and therefore an OBO will not receive the materials with respect to the Meeting unless that OBO’s Intermediary assumes the cost of delivery.

NOTICE AND ACCESS

On February 11, 2013, the Canadian Securities Administrators adopted regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials.

This year the Company has decided to deliver the Meeting Materials to Shareholders by posting the Meeting Materials on its website (www.velocityminerals.com). The Meeting Materials will be available on the Company’s website as of May 19, 2020, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at www.sedar.com as of May 19, 2020.

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

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year 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, with the exception of the ratification and approval of the Company’s stock option plan.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares, each share carrying the right to one vote. As at May 13, 2020, 114,710,600 common shares were issued and outstanding.

Only holders of common shares of record at the close of business on May 13, 2020 (the “Record Date”), who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present as a registered Shareholder or as a duly appointed representative of one or more registered corporate Shareholders will have one vote, and on a poll every registered Shareholder present in person or represented by a validly appointed proxyholder, and every person who is a duly appointed representative of one or more corporate registered Shareholders, will have one vote for each common share registered in the name of the Shareholder on the list of Shareholders, which is available for inspection during normal business hours at Computershare Trust Company of Canada and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

The following table sets out, to the knowledge of the directors and executive officers of the Company, based on public information, those persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all of the issued and outstanding common shares as at the Record Date:

Name	Number of Common Shares Held	Percentage of Issued and Outstanding Common Shares⁽¹⁾
Keith Henderson	7,200,000	6.28%
Stuart Mills	7,816,600	6.81%
Daniel Marinov Ltd. ⁽²⁾	6,183,333	5.39%
Cruise Geoservices Ltd. ⁽³⁾	5,933,333	5.17%
Artemis Gold Inc. ⁽⁴⁾	25,004,587	21.80%
Robert C. Kopple ⁽⁵⁾	17,892,784	15.60%

Notes:

- (1) 114,710,600 common shares issued and outstanding as at May 13, 2020.
- (2) Daniel Marinov Ltd. is controlled by Daniel Marinov.
- (3) Cruise Geoservices Ltd. is controlled by Mark Cruise.
- (4) Artemis Gold Inc. is a public company listed on the TSXV.
- (5) Robert C. Kopple owns 1,779,072 common shares of the Company directly and 16,113,712 common shares indirectly through KF Business Ventures, LP – a limited partnership controlled by him.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the board of directors of the Company (the “Board of Directors” or the “Board”), or their respective associates or affiliates, are or have been indebted to the Company or its subsidiaries as at the date of this Information Circular or since the beginning of the last completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, since the beginning of the Company’s last financial year, no “informed person” of the Company (including a director, officer or individual or corporation that beneficially owns or controls 10% or more of the issued and outstanding voting securities of the Company), proposed nominee

for election as a director of the Company (“proposed director”), or any associate or affiliate of any informed person or proposed director, has any material interest, direct or indirect in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. See “Interest of Certain Persons or Companies in the Matters to be Acted Upon”.

MANAGEMENT CONTRACTS

The management functions of the Company and its subsidiaries are primarily performed by the directors and executive officers of the Company, and not to any substantial degree by any other person with whom the Company has contracted.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a “Named Executive Officer” or “NEO” means each of the following individuals:

- (a) a Chief Executive Officer (“CEO”) of the Company;
- (b) a Chief Financial Officer (“CFO”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers, 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 for the financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

The Company has a compensation program. The Company’s compensation committee (the “Compensation Committee”) relies on the experience of its members to ensure that total compensation paid to the Company’s management is fair and reasonable and is both in-line with the Company’s financial resources and competitive with companies at a similar stage of development.

The Compensation Committee is responsible for assisting the Board in monitoring, reviewing and approving compensation policies and practises of the Company and its subsidiaries and administering the Company’s stock option plan. With regard to the CEO, the Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to the CEO’s compensation, evaluating the CEO’s performance in light of those goals and objectives and making recommendations to the Board with respect to the CEO’s compensation level based on this evaluation. In consultation with the CEO, the Compensation Committee makes recommendations to the Board on the framework of executive remuneration and its cost and on specific remuneration packages for each of the directors and officers other than the CEO, including recommendations regarding awards under equity compensation plans. The Compensation Committee also reviews executive compensation disclosure before the Company publicly discloses the information.

The Compensation Committee has the authority to engage and compensate, at the expense of the Company, any outside advisor that it determines to be necessary to permit it to carry out its duties (including compensation consultants and advisers), but it did not retain any such outside consultants or advisers during the financial year ended December 31, 2019.

Currently, the Compensation Committee is comprised of two members, namely, Dr. Mark Cruise and Mr. Gordon Doerksen, both of whom are independent and knowledgeable as to appropriate factors to consider when determining fair compensation for a reporting issuer’s management team and directors and of fair compensation practices.

Compensation Philosophy

The Company has taken a forward-looking approach for the compensation for its directors, officers, employees and consultants to ensure that the Company can continue to build and retain a successful and motivated discovery and development team and, importantly, align the Company's future success with that of Shareholders.

The Company's compensation strategy is to attract and retain talent and experience with focused leadership in the operations, financing and asset management of the Company with the objective of maximizing the value of the Company. The Company compensates its Named Executive Officers based on their skill and experience levels and the existing stage of development of the Company. NEOs are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation. The stage of the Company's development and the small size of its specialized management team allow frequent communication and constant management decisions in the interest of developing Shareholder value as a primary goal.

The Compensation Committee believes that the compensation policies and practices of the Company do not encourage executive officers to take unnecessary or excessive risk; however, the Board intends to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Implicit in the Board of Director's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and Shareholders and risk implications is one of many considerations which are taken into account in such design.

Compensation Components

The Board of Directors has implemented three levels of compensation to align the interests of the Named Executive Officers with those of the Shareholders. First, NEOs may be paid a monthly salary or consulting fee. Second, the Board of Directors may award NEOs long-term incentives in the form of stock options. Finally, and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value. As at the date of this information circular the Company does not provide medical, dental, pension or other benefits to NEOs, however, it does plan to implement a basic benefits plan for its Canadian based employees in the summer of 2020. To date, no specific formulas have been developed to assign a specific weighting to each of these components.

Base Salary

The base compensation of the Named Executive Officers is reviewed and set annually by the Board of Directors, based on the recommendations of the Compensation Committee. The salary review for each NEO is based on an assessment of factors such as:

- current competitive market conditions;
- compensation levels within the peer group; and
- particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, the Board performs an annual assessment of the compensation of all executive officer compensation levels and then sets the base salaries or consulting fees of the NEOs.

Annual Incentive Plan - Bonuses

The Company has no formal annual incentive plan, however, cash bonuses may be granted from time to time by the Board of Directors upon recommendation by the Compensation Committee.

In determining whether to award any annual incentives, the Compensation Committee reviews corporate performance objectives during the year.

The Board assesses each NEO's performance on the basis of his respective contribution to the achievement of corporate goals as well as to the needs of the Company that arise on a day-to-day basis. There was \$150,000 in annual bonuses accrued to the NEOs during the last financial year, which were paid in January 2020.

Long-Term Compensation

Long-term compensation is paid to NEOs in the form of grants of stock options.

Stock Option Plan

The Company has established a stock option plan (the "Stock Option Plan") to encourage share ownership and entrepreneurship on the part of the directors, senior management, employees and consultants. The Board believes that the Stock Option Plan aligns the interests of Named Executive Officers with the interests of Shareholders by linking a component of executive compensation to the longer-term performance of the common shares.

Options are generally granted at various times throughout the year, subject to the imposition of trading black-out periods, in which case options scheduled for grant will be granted subsequent to the end of the black-out period. All options granted to NEOs are approved by the Board of Directors.

In monitoring stock option grants, the Board takes into account, among other things, the level of options granted by comparable companies for similar levels of responsibility and prior grants to a proposed optionee, and considers each NEO based on reports received from management, its own observations on individual performance (where possible) and its assessment of individual contribution to Shareholder value.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board of Directors also makes the following determinations:

- the exercise price for each option granted;
- the date on which each option is granted;
- the vesting terms for each stock option; and
- the other material terms and conditions of each stock option grant.

The Board makes these determinations subject to and in accordance with the provision of the Stock Option Plan.

A total of 1,975,000 stock options were granted during the most recently completed fiscal year, of which 550,000 options were granted to the Company's NEOs.

Summary Compensation Table

Set out below is a summary of compensation paid or accrued to the Named Executive Officers of the Company during the three most recently completed financial years.

Name and principal position	Year	Salary / Consulting Fees (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Keith Henderson <i>President and Chief Executive Officer</i>	2019	250,000	--	14,378	N/A	N/A	N/A	100,000	364,378
	2018	150,000	--	22,581	N/A	N/A	N/A	--	172,581
	2017	150,000	--	115,808	N/A	N/A	N/A	--	265,808
Darren Morgans <i>Chief Financial Officer</i> ⁽²⁾	2019	4,000	--	65,103	N/A	N/A	N/A	--	69,103
	2018	N/A	N/A	N/A	N/A	N/A	N/A	--	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	--	N/A
Blaine Bailey <i>Former Chief Financial Officer</i> ⁽³⁾⁽⁴⁾	2019	48,000	--	--	N/A	N/A	N/A	--	48,000
	2018	48,000	--	--	N/A	N/A	N/A	--	48,000
	2017	44,000	--	81,066	N/A	N/A	N/A	--	125,066
Stuart Mills <i>VP Exploration</i> ⁽⁵⁾	2019	249,600	--	14,378	N/A	N/A	N/A	50,000	313,978
	2018	249,600	--	22,580	N/A	N/A	N/A	--	272,180
	2017	249,600	--	115,808	N/A	N/A	N/A	--	365,408

Notes:

- (1) The determination of the value of option awards is based upon the Black-Scholes Option-pricing model.
- (2) Appointed as CFO on December 2, 2019.
- (3) Resigned as CFO on December 2, 2019.
- (4) Blaine Bailey provided CFO services through Promaid Services Ltd., a private company owned by him, (pursuant to a month-to-month arrangement between the Company and Promaid Services Ltd.) for the monthly amount of \$4,000 in consulting fees.
- (5) Stuart Mills provides services through SAM Exploration Consultants Ltd. ("SAM Exploration"), a private company controlled by him, pursuant to the SAM Consulting Agreement (as defined below).

Employment and Consulting Agreements

Henderson Employment Agreement

The Company entered into an employment agreement (the "Henderson Employment Agreement") with Keith Henderson with an effective date of August 1, 2017, whereby he will be paid a full-time annual salary of \$150,000 to serve as President and CEO of the Company and may participate in a bonus plan as determined by the Company's Compensation Committee and approved by the Board. The Henderson Employment Agreement was amended effective January 1, 2019 to increase the full-time annual salary to \$250,000. The Henderson Employment Agreement was further amended effective January 1, 2020 to increase the full-time annual salary to \$300,000. The Henderson Employment Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) Mr. Henderson may terminate his employment with the Company for Good Reason, provided that Mr. Henderson has first given written notice to the Board of the alleged Good Reason, and further provided that the Company has failed to cure such alleged events or situations, to the extent it constitutes Good Reason, within 60 days of receiving such notice. If Mr. Henderson's employment with the Company is terminated, then the Company shall pay Mr. Henderson severance in an amount which is equal to two times Mr. Henderson's annual salary;
- (b) the Company may terminate Mr. Henderson's employment at any time for other than just cause by delivering to Mr. Henderson written notice of termination. If Mr. Henderson's employment with the Company is terminated, then the Company shall pay Mr. Henderson severance in an amount equal to two times his annual salary;

- (c) the Company may immediately terminate the Henderson Employment Agreement for just cause on the following basis: (i) Mr. Henderson's default or misconduct in the proper discharge of his duties, or any breach or non-observance by Mr. Henderson of any provision of the Henderson Employment Agreement, which is not rectified by him within 15 days of having received written notice of such default or misconduct from the Company; (ii) material violation by Mr. Henderson of applicable securities legislation or stock exchange rules; provided that where such violation is of such a nature that it can be cured, such violation shall not constitute cause if it is cured within ten days of him becoming aware of the occurrence; (iii) Mr. Henderson engaging in a criminal act, serious misconduct, disloyalty or act of dishonesty respecting the property, finances or reputation of the Company; (iv) any act on behalf of Mr. Henderson constituting just cause as founded by the courts in Canada; or (v) Mr. Henderson having absented himself from his duties of employment without leave of the Company, which absence reasonably constitutes abandonment of his position or duties. If Mr. Henderson is terminated for just cause, he is only entitled to his base salary accrued, all expenses properly incurred, any accrued but unpaid vacation pay up to the termination date and is not entitled to notice or payment in lieu thereof;
- (d) if a Change or Control Event occurs and during the Change of Control Period: (i) Mr. Henderson is terminated for any reason other than just cause; or (ii) Mr. Henderson terminates the Henderson Employment Agreement by providing no less than 30 days' notice of said termination to the Company, then (A) Mr. Henderson shall resign as a director and officer the Company and deliver a full and final release in favour of the Company and (B) the Company shall pay Mr. Henderson severance equal to two times Mr. Henderson's annual salary. The Company is entitled to contest any Change of Control Event claim by Mr. Henderson within 30 days of said notice; or
- (e) subject to the provisions of the *Human Rights Code* (British Columbia), the Henderson Employment Agreement and the employment of Mr. Henderson will automatically terminate upon his death or permanent disability of which renders performance of his duties and responsibilities impossible, in which case the Company is required to pay to Mr. Henderson his accrued base salary and vacation pay, any earned or accrued bonus prorated to the end of the six month period from the date of termination and all properly incurred expenses.

SAM Consulting Agreement

The Company entered into a consulting agreement (the "SAM Consulting Agreement") with SAM Exploration (a company controlled by Stuart Mills) with an effective date of November 1, 2018, to provide services customarily attendant to the Vice President of Exploration and to provide other related services to the Company for a fee of \$20,800 per month. The initial term of the SAM Consulting Agreement is for three years, which may be renewed for successive one-year terms. The SAM Consulting Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) either party may terminate the SAM Consulting Agreement if there has been a material breach on the part of the other party (the "Breaching Party") of any representations, warrants, covenants or agreement by the Breaching Party set forth in the SAM Consulting Agreement;
- (b) either party may terminate the SAM Consulting Agreement prior to its expiration by giving three months written notice to the other party of its intent to terminate;
- (c) the SAM Consulting Agreement can be terminated at any time upon mutual agreement of the parties;
- (d) the Company may immediately terminate the SAM Consulting Agreement for cause as a result of SAM Exploration or its representatives engaging in behavior or actions as follows: (i) theft, dishonesty, or other similar behavior; (ii) any criminal act, serious misconduct, disloyalty, or act of dishonesty respecting the property, finances or reputation of the Company; (iii) material violation of applicable securities legislation or stock exchange rules; provided that where such violation is of such a nature that it can be cured, such violation shall not constitute cause if it is cured within ten days of SAM Exploration becoming aware of the occurrence; (iv) material neglect of duty or

misconduct in discharging any of SAM Exploration's duties and responsibilities under the SAM Consulting Agreement; or (v) any conduct which in the opinion of the Company, acting reasonably, is materially detrimental or embarrassing to the Company;

- (e) the SAM Consulting Agreement terminates automatically upon the occurrence of certain matters including (i) death or legal incapacity of Stuart Mills; (ii) Stuart Mills ceasing to be employed by SAM Exploration; (iii) conviction of Stuart Mills of an indictable offence or fraud; (iv) fraud, theft or willful misconduct by Sam Exploration or its representatives that relates to or affects the Company; (v) bankruptcy of SAM Exploration or the appointment of a receiver or trustee to take possession of substantially all of its assets; (vi) a general assignment for the benefit of creditors of SAM Exploration; or (vii) the dissolution and winding-up of the business of SAM Exploration or the Company; or
- (f) if a Change of Control Event occurs and during the Change of Control Period: (i) the SAM Consulting Agreement is terminated for any reason other than pursuant to (d) or (e) above; or (ii) SAM Exploration terminates the SAM Consulting Agreement by providing no less than 30 days' notice of said termination to the Company, then (A) Stuart Mills shall resign as an officer and/or director of the Company and Stuart Mills and SAM Exploration shall provide a final release in favour of the Company and (B) in recognition of the fact that SAM Exploration has provided services to the Company since July 2017, the Company shall pay SAM Exploration all outstanding fees under the SAM Consulting Agreement and a lump sum payment equal to 24 months of fees. The Company may waive or abridge any notice period pursuant to this Section (f) in its sole and absolute discretion and the Company is entitled to contest any Change of Control Event claim by SAM Exploration within 30 days of said notice.

Morgans Employment Agreement

The Company entered into an employment agreement (the "Morgans Employment Agreement") with Darren Morgans with an effective date of December 2, 2019, whereby he will be paid an annual salary of \$48,000 to serve as CFO of the Company and may participate in a bonus plan as determined by the Company's Compensation Committee and approved by the Board. The Morgans Employment Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) Mr. Morgans may terminate his employment upon giving the Company 90 days' prior written notice of the effective date of his resignation. On receiving such notice, the Company may elect to pay the Employee's salary in lieu of working the notice period, in which case the termination shall be effective immediately.
- (b) The Company may terminate the Morgans Employment Agreement on giving written notice or salary in lieu thereof, equal to (i) 90 days from the Effective Date until December 2, 2020; or (ii) 180 days after December 2, 2020.
- (c) The Company may terminate the Morgans Employment Agreement for cause without notice or payment.
- (d) if a Change or Control Event occurs and during the Change of Control Period: (i) Mr. Morgans is terminated by the Company for any reason other than just cause; or (ii) Mr. Morgans terminates the Morgans Employment Agreement by providing no less than 30 days' notice of said termination to the Company, then the Company shall pay Mr. Morgans (i) the amount of unpaid base salary up to and including the date of termination; (ii) that portion of any then declared and/or earned or accrued bonus, prorated to the end of the 12 month period from the effective date of termination that would likely have been paid to Mr. Morgans for the 12 months from the effective date of termination; (iii) any outstanding vacation pay as at the date of termination; (iv) any outstanding expense reimbursements as at the date of termination; and (v) severance equal to 12 months' annual salary. The Company may waive or abridge any notice period pursuant to this Section (d) in its sole and absolute discretion and the Company is entitled to contest any Change of Control Event claim by Mr. Morgans within 30 days of said notice.

Marinov Consulting Agreement

The Company entered into a consulting agreement (the “Marinov Consulting Agreement”) with D. Marinov Ltd. (a company controlled by Daniel Marinov) with an effective date of January 1, 2020, to provide services customarily attendant to the Vice President of Operations and to provide other related services to the Company for a fee of \$20,833 per month. The initial term of the Marinov Consulting Agreement is for one year, which may be renewed for successive one-year terms. The Marinov Consulting Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) either party may terminate the Marinov Consulting Agreement if there has been a material breach on the part of the other party (the “Breaching Party”) of any representations, warranties, covenants or agreement by the Breaching Party set forth in the Marinov Consulting Agreement;
- (b) either party may terminate the Marinov Consulting Agreement prior to its expiration by giving 90 days' written notice to the other party of its intent to terminate;
- (c) the Marinov Consulting Agreement can be terminated at any time upon mutual agreement of the parties;
- (d) the Company may immediately terminate the Marinov Consulting Agreement for cause as a result of D. Marinov Ltd. or its representatives engaging in behavior or actions as follows: (i) theft, dishonesty, or other similar behavior; (ii) any criminal act, serious misconduct, disloyalty, or act of dishonesty respecting the property, finances or reputation of the Company; (iii) material violation of applicable securities legislation or stock exchange rules; provided that where such violation is of such a nature that it can be cured, such violation shall not constitute cause if it is cured within ten days of D. Marinov Ltd. becoming aware of the occurrence; (iv) material neglect of duty or misconduct in discharging any of D. Marinov Ltd.'s duties and responsibilities under the Marinov Consulting Agreement; or (v) conduct which in the opinion of the Company, acting reasonably, is materially detrimental or embarrassing to the Company;
- (e) the Company may immediately terminate the Marinov Consulting Agreement as a result of certain matters including (i) death or incapacity of Daniel Marinov; (ii) Daniel Marinov ceasing to be employed by D. Marinov Ltd.; (iii) conviction of Daniel Marinov of an indictable offence or fraud; (iv) fraud, theft or willful misconduct by D. Marinov Ltd. or its representatives that relates to or affects the Company; (v) bankruptcy D. Marinov Ltd. or the appointment of a receiver or trustee to take possession of substantially all of its assets; (vi) a general assignment for the benefit of creditors of D. Marinov Ltd.; or (vii) the dissolution and winding-up of the business of D. Marinov Ltd. or the Company; or
- (f) if a Change of Control Event occurs and during the Change of Control Period: (i) the Marinov Consulting Agreement is terminated for any reason other than pursuant to (d) or (e) above; or (ii) D. Marinov Ltd. terminates the Marinov Consulting Agreement by providing no less than 30 days' notice of said termination to the Company, then (A) Daniel Marinov shall resign as an officer and/or director of the Company and Daniel Marinov and D. Marinov Ltd. shall provide a final release in favour of the Company and (B) the Company shall pay D. Marinov Ltd. all outstanding fees under the Marinov Consulting Agreement and a lump sum payment equal to 24 months of fees. The Company may waive or abridge any notice period pursuant to this Section (f) in its sole and absolute discretion and the Company is entitled to contest any Change of Control Event claim by D. Marinov Ltd. within 30 days of said notice.

Under each of the Henderson Employment Agreement, the Morgans Employment Agreement, the SAM Consulting Agreement and the Marinov Consulting Agreement, as applicable:

- (a) “Business Combination” means a business combination within the meaning of TSX Venture Exchange Policy 5.4 *Escrow, Vendor Consideration and Resale Restrictions*, as amended or replaced from time to time;

- (b) “Change of Control Period” means a 13-month period beginning one month before the date the Change of Control Event occurs, and ending one year later on the first anniversary of the Change of Control Event; and
- (c) “Change of Control Event” means the occurrence of any one of the events set out below:
- (i) a merger, amalgamation, arrangement or consolidation of the Company with or into another entity, or any other corporate reorganization or other Business Combination, if as a result of such Business Combination more than 50% of the issued and outstanding voting shares of the Company are transferred, or exchanged through merger, to different holders in a single transaction of the Company or a series of related transactions;
 - (ii) the exercise of the voting power of all or any shares of the Company so as to cause or result in the election of more than one half of the directors of the Company who were not nominated for election by the Board and who were not directors of the Company prior to such election;
 - (iii) a tender offer, an exchange offer, a take-over bid or any other offer or bid by an entity, person or group (other than the Company, a wholly owned subsidiary of the Company, or the Approved Holder) which results in the ownership by such entity, person or group of persons acting jointly or in concert of more than 50% of the issued and outstanding voting shares of the Company;
 - (iv) the purchase or acquisition of voting shares of the Company, and/or securities convertible into voting shares of the Company or carrying the right to acquire voting shares of the Company (“Convertible Securities”), which results in a person, group of persons or persons acting jointly or in concert, or any Affiliates or Associates of such persons (collectively, the “Holders”), beneficially owning or exercising control or direction over shares of the company and/or Convertible Securities such that, assuming the conversion of Convertible Securities beneficially owned by the Holders, the Holders would have the right to cast more than 50% of the votes attached to all shares of the Company at a meeting of shareholders; or
 - (v) the sale, transfer or disposition by the Company of all or substantially all of the assets of the Company.

Notwithstanding the foregoing, an event shall not constitute a Change of Control Event if its sole purpose is to change the jurisdiction of the Company or to create a holding company, partnership or trust that shall be owned in substantially the same proportions by the persons who held the Company’s securities immediately before such event. Additionally, a Change of Control Event shall not be deemed to have occurred, with respect to either Mr. Henderson, Mr. Morgans, SAM Exploration or D. Marinov Ltd., if either Mr. Henderson, Mr. Morgans, SAM Exploration or D. Marinov Ltd., or their representatives are part of a purchasing group that consummates the Change of Control Event or, in the case of paragraph (ii) above, they or their representatives initiates the election or the appointment, as the case may be, of the new directors.

- (d) “Good Reason” means the occurrence of any of the following events without the express written consent of Mr. Henderson: (i) any material adverse change (except temporarily during any period of physical or mental incapacity or disability of Mr. Henderson) in Mr. Henderson’s title(s), status, position(s), authority, duties or responsibilities with the Company; (ii) any reduction of Mr. Henderson’s base salary, or changes to or the elimination of the incentive compensation programs which results in a material reduction in Mr. Henderson’s total potential compensation, when compared to his average total compensation in the previous three years other than for a temporary period of less than six months; or any material breach of the Executive Employment Agreement by the Company.

Effective April 1, 2020, Mr. Henderson, Mr. Morgans and SAM Exploration agreed to have their annual base compensation temporarily reduced by 30 per cent, as one measure of the Company’s strategy to reduce

costs, where appropriate, to address the current business environment and the effects of the global economic downturn and uncertainty due to the COVID-19 pandemic.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each Named Executive Officer of the Company. The Company does not grant share-based awards.

Name	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised “in-the-money” options ⁽¹⁾ (\$)
Keith Henderson <i>President and Chief Executive Officer</i>	500,000	\$0.31	July 31, 2022	\$72,500
	250,000	\$0.17	November 5, 2020	\$71,250
	100,000	\$0.28	March 28, 2021	\$17,500
Darren Morgans ⁽²⁾ <i>Chief Financial Officer</i>	350,000	\$0.46	November 19, 2022	Nil
Stuart Mills <i>VP Exploration</i>	500,000	\$0.31	July 31, 2022	\$72,500
	250,000	\$0.17	November 5, 2020	\$71,250
	100,000	\$0.28	March 28, 2021	\$17,500

Notes:

- (1) Options are “in the money” if the market price of the common shares is greater than the exercise price of the options. Value is calculated by multiplying the number of common shares which may be acquired on exercise of the option by the difference, if any, between the exercise price of the options and the market value of the common shares underlying the options as at the closing price on December 31, 2019, being the last trading day for the most recently completed financial year of \$0.455 per common share.
- (2) Darren Morgans was appointed as Chief Financial Officer on December 2, 2019.

During the year and as at the year ended December 31, 2019, there were no outstanding share-based awards.

The Board’s approach to issuing options to be granted is consistent with prevailing practice in the mineral exploration industry. Grants of options depend on the length of service of the Named Executive Officer. There are, therefore, no formulae followed or performance goals or significant conditions which must be met before options will be granted. Options are generally granted at or above the prevailing market price of the common shares on the TSX Venture Exchange (the “TSX-V”), and are always granted in accordance with the Company’s stock option plan and in compliance with the TSX-V policies (see “Stock Option Plan” below).

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out details of the value vested or earned during the most recently completed financial year of incentive plan awards granted to each Named Executive Officer. The Company does not grant share-based awards or non-equity incentive plan compensation.

Name	Option-based awards – Value vested during the year⁽¹⁾⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Keith Henderson <i>President and Chief Executive Officer</i>	\$17,500	N/A
Darren Morgans <i>Chief Financial Officer</i>	Nil	N/A
Stuart Mills <i>VP Exploration</i>	\$17,500	N/A

Notes:

- (1) The “value vested during the year” is calculated using the closing price of the common shares of the Company on the TSX-V on the vesting date less the respective exercise prices of the options.
 (2) All options vested on grant date.

There was no re-pricing of stock options under the Company’s Stock Option Plan or otherwise during the Company’s financial year ended December 31, 2019. Details of the Company’s Stock Option Plan can be found under the headings “Compensation Discussion and Analysis” above and “Approval of Stock Option Plan” below.

Option-based Awards Exercised During the Year

The following table sets out information concerning option-based awards exercised during the Company’s most recently completed financial year by the Named Executive Officers.

Name	Common Shares Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise	Aggregate Value Realized (\$)
Keith Henderson <i>President and Chief Executive Officer</i>	Nil	N/A	N/A	N/A
Darren Morgans ⁽¹⁾ <i>Chief Financial Officer</i>	Nil	N/A	N/A	N/A
Blaine Bailey ⁽²⁾ <i>Former Chief Financial Officer</i>	Nil	N/A	N/A	N/A
Stuart Mills <i>VP Exploration</i>	Nil	N/A	N/A	N/A

Notes:

- (1) Appointed as CFO on December 2, 2019.
 (2) Resigned as CFO on December 2, 2019.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

Effective August 1, 2017 the Company entered into the Henderson Employment Agreement with Mr. Henderson where he will be paid a full-time annual salary of \$150,000 to serve as President and CEO of the Company. The Henderson Employment Agreement includes change of control provisions and a

severance package as set out under “Employment and Consulting Agreements” above. As at January 1, 2020, Mr. Henderson’s salary was increased to \$300,000.

Effective November 1, 2017, the Company entered into the SAM Consulting Agreement with SAM Exploration (a company controlled by Stuart Mills) where SAM Exploration will be paid a full-time annual consulting fee of \$249,600 to make Mr. Mills available to serve as and to provide the services customarily attendant to the Vice President of Exploration of the Company. The SAM Consulting Agreement also includes change of control provisions as set out under “Employment and Consulting Agreements” above.

Effective December 2, 2019 the Company entered into the Morgans Employment Agreement with Mr. Morgans where he will be paid an annual salary of \$48,000 to serve as CFO of the Company. The Morgans Employment Agreement includes change of control provisions and a severance package as set out under “Employment and Consulting Agreements” above.

Effective January 1, 2020, the Company entered into the Marinov Consulting Agreement with D. Marinov Ltd. (a company controlled by Daniel Marinov) where D. Marinov Ltd. will be paid a full-time annual consulting fee of \$250,000 to make Mr. Marinov available to serve as and to provide the services customarily attendant to the Vice President of Operations of the Company. The Marinov Consulting Agreement also includes change of control provisions as set out under “Employment and Consulting Agreements” above.

Director Compensation

The directors are reimbursed for reasonable expenses incurred on behalf of the Company. From time to time, directors may be retained to provide specific services to the Company and its subsidiaries and will be compensated on a normal commercial basis for such services. The Company does not grant share-based awards.

As at January 1, 2019, the board approved, and the Company agreed to pay directors fees of \$2,000 per month.

During the most recently completed financial year, the Company had three directors who were not also Named Executive Officers, namely Gordon Doerksen, Mark Cruise and Daniel Marinov. The following table sets out the details of compensation provided to the aforesaid directors during the Company’s most recently completed financial year. The Company does not grant share-based awards.

Name of Director	Fees earned (\$)	Option- based awards⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value⁽²⁾ (\$)	All other compensation (\$)	Total compensation (\$)
Mark Cruise	24,000	14,378	N/A	N/A	--	38,378
Gordon Doerksen	24,000	14,378	N/A	N/A	--	38,378
Daniel Marinov ⁽³⁾	20,000	14,378	N/A	N/A	83,300 ⁽⁴⁾	117,678

Notes:

- (1) The determination of the value of option awards is based upon the Black-Scholes Option-pricing model.
- (2) The Company does not maintain any defined benefit or defined contribution plan.
- (3) Effective January 1, 2020 (after the completion of the most recent financial year), the Company entered into the Marinov Consulting Agreement with D. Marinov Ltd. (a Company controlled by Daniel Marinov) whereby D. Marinov Ltd. will make Mr. Marinov available to serve as Vice President of Operations of the Company (see “Employment and Consulting Agreements – Marinov Consulting Agreement” above). Effective January 1, 2020, Mr. Marinov is a NEO and will no longer receive director’s fees.
- (4) During the most recently completed financial year, Daniel Marinov was paid \$83,300 for consulting services provided to the Company pursuant to a month-to-month arrangement between the Company and D. Marinov Ltd., a company controlled by Daniel Marinov.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each director who is not a Named Executive Officer. The Company does not grant share-based awards.

Name	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised “in-the-money” options ⁽¹⁾ (\$)
Mark Cruise	200,000	\$0.31	July 31, 2022	\$29,000
	100,000	\$0.17	November 5, 2020	\$28,500
	100,000	\$0.28	March 28, 2021	\$17,500
Gordon Doerksen	200,000	\$0.31	July 31, 2022	\$29,000
	100,000	\$0.17	November 5, 2020	\$28,500
	100,000	\$0.28	March 28, 2021	\$17,500
Daniel Marinov	200,000	\$0.31	July 31, 2022	\$29,000
	100,000	\$0.17	November 5, 2020	\$28,500
	100,000	\$0.28	March 28, 2021	\$17,500

Note:

(1) Options are “in the money” if the market price of the common shares is greater than the exercise price of the options. Value is calculated by multiplying the number of common shares which may be acquired on exercise of the option by the difference, if any, between the exercise price of the options and the market value of the common shares underlying the options as at the closing price on December 31, 2019, being the last trading day for the most recently completed financial year of \$0.455 per common share.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out details of the value vested or earned during the most recently completed financial year of incentive plan awards granted to each director who is not a Named Executive Officer. The Company does not grant share-based awards or non-equity incentive plan compensation.

Name	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾ (\$)	Non-equity incentive plans compensation – Value earned during the year (\$)
Mark Cruise	\$17,500	N/A
Gordon Doerksen	\$17,500	N/A
Daniel Marinov	\$17,500	N/A

Notes:

- (1) The “value vested during the year” is calculated using the closing price of the common shares of the Company on the TSX-V on the vesting date less the respective exercise prices of the options.
 (2) All options vested on grant date.

Option-based Awards Exercised During the Year

The following table sets out information concerning option-based awards exercised during the Company's most recently completed financial year by each director who is not a Named Executive Officer.

Name	Common Shares Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise	Aggregate Value Realized (\$)
Mark Cruise	--	N/A	N/A	N/A
Gordon Doerksen	--	N/A	N/A	N/A
Daniel Marinov	--	N/A	N/A	N/A

Management Contracts

Pursuant to a service and office facilities agreement dated September 1, 2017 between the Company and Marval Office Management Ltd. ("Marval") of Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, the Company agreed to pay \$1,941.99 per month to Marval in consideration of Marval providing office space and furnishings and associated office equipment, communications facilities and secretarial/receptionist services to the Company. The monthly fee under the service and office facilities agreement was increased to \$2,715.64 per month effective June 1, 2019 and, thereafter, was increased to \$3,779.45 per month effective November 1, 2019. Marval is a private company partly owned by Marla Ritchie, the Corporate Secretary of the Company.

Stock Option Plan

The Stock Option Plan is a 10% "rolling" stock option plan, within the meaning of applicable TSX-V policies. The underlying purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan.

The material terms of the Stock Option Plan are set out below, which summary is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting and at the Company's records office located at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia for 10 business days prior to the Meeting, during business hours.

1. Eligible Participants. Options may be granted under the Stock Option Plan to Eligible Charitable Organizations (as defined under the Stock Option Plan) or to directors of the Company or an affiliate of the Company (in this section collectively, the "Directors"), officers of the Company or its subsidiaries (in this section collectively, the "Officers"), employees of the Company or a subsidiary (in this section collectively, the "Employees") or consultants of the Company or an affiliate (in this section collectively, the "Consultants"). The Board of Directors, in its discretion, determines whether to grant options under the Stock Option Plan to eligible participants.
2. Number of Shares Reserved. The number of common shares in the capital of the Company which may be issued pursuant to options granted under the Stock Option Plan may not exceed 10% of the issued and outstanding common shares at the date of granting of options (including all options granted by the Company prior to the adoption of the Stock Option Plan and thereunder). Options which are cancelled or expire prior to exercise continue to be issuable under the Stock Option Plan.
3. Term of Options. Subject to the termination and change of control provisions noted below, the terms of any option granted under the Stock Option Plan is determined by the Board and may not exceed 10 years from the date of grant.

4. Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Board, provided that it is not less than the discounted market price, as that term is defined under applicable TSX-V policies provided that (i) if the Company has just been recalled for trading following a suspension or halt, the Company must wait until a satisfactory market has been established before setting the exercise price for and granting of the Options (generally ten days from the date of resumption of trading); (ii) a minimum price cannot be established unless the options are allocated to particular optionees; and (iii) if options are granted within 90 days of a distribution of securities by way of a prospectus, the minimum exercise price of those options will be the greater of the discounted market price and the prospectus offering price (the 90 day period to be calculated from the date a final receipt is issued for the prospectus). The exercise price of options granted to insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment.
5. Vesting. All options granted pursuant to the Stock Option Plan will be subject to such vesting requirements as may be prescribed by the TSX-V, if applicable, or as may be imposed by the Board of Directors.
6. Termination of Options. Any options granted pursuant to the Stock Option Plan will terminate upon the earliest of:
 - (a) the end of the term of the option;
 - (b) where an optionee's position as an Employee, Consultant, Director or Officer is terminated for just cause, the date of such termination for just cause;
 - (c) where an optionee's position as an Employee, Consultant, Director or Officer terminates for a reason other than the optionee's disability, death, or termination for just cause, 90 days after such date of termination;
 - (d) where an optionee's position as an Employee, Consultant, Director or Officer terminates as a result of the optionee's death, such options may be exercisable by the legal heirs or personal representatives of the optionee for a period to be determined by the Board of Directors, which shall not be less than three months and not more than six months from the date of death;
 - (e) the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such option in violation of the terms of the Stock Option Plan; and
 - (f) upon the occurrence of a Termination Event (as defined under the Stock Option Plan).

The Board of Directors may from time to time alter, suspend or discontinue the Stock Option Plan. Subject to the approval of the TSX-V, the Board may also at any time amend or revise the terms of the Stock Option Plan, provided that no such amendment or revision shall result in a material adverse change to the terms of any options granted under the Stock Option Plan, unless Shareholder approval or disinterested Shareholder approval, as the case may be, is obtained for such amendment or revision. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding Option, if the option holder is an insider; (ii) any grant of options to insiders (as a group), within a 12 month period, exceeding 10% of the Company's issued shares; (iii) the number of shares reserved for issuance pursuant to Options granted to insiders (as a group) at any point in time exceeding 10% of the issued and outstanding shares; and (iv) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares.

The Stock Option Plan does not permit stock options to be transformed into stock appreciation rights.

Repricing of Stock Options

The Company did not make any downward repricing of stock options during the financial year ended December 31, 2019.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out details of all the Company’s equity compensation plans as of December 31, 2019, being the end of the Company’s most recently completed financial year. The Company’s equity compensation plan consists of its Stock Option Plan, which was approved by the Shareholders on June 3, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders	9,075,000	\$0.28 ⁽²⁾	704,223
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	9,075,000	\$0.28	704,223

Notes:

- (1) As at December 31, 2019, being the date Company’s last completed financial year, there were 97,792,229 common shares issued and outstanding. Under the Stock Option Plan, the number of common shares in the capital of the Company which may be issued pursuant to options granted under the Stock Option Plan may not exceed 10% of the issued and outstanding common shares at the date of granting of options.
- (2) As at December 31, 2019, outstanding options under the Stock Option Plan consisted of 3,550,000 options with an exercise price of \$0.31, 700,000 options with an exercise price of \$0.35, 1,300,000 options with an exercise price of \$0.18, 1,550,000 options with an exercise price of \$0.17, 1,075,000 options with an exercise price of \$0.28, and 900,000 options with an exercise price of \$0.46.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) of the Canadian Securities Administrators requires the Company to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

Board of Directors

The Board of Directors has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), approving and monitoring the Company’s significant policies and procedures, including with respect to communications with investors and the financial community, and the integrity of the Company’s internal control and management information systems.

As at the date of this Information Circular, the Board of Directors is comprised of five directors, of which two are independent, as defined by NI 52-110. Accordingly, the Board is not comprised of a majority of independent members. A director is “independent” if the director has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgement. In determining whether a particular director is an “independent director” or a “non-independent director”, the Board considers the factual circumstances of each director in the context of applicable securities laws.

The current independent members of the Board are Gordon Doerksen and Mark Cruise. The non-independent members of the Board include Keith Henderson (President and CEO of the Company), Daniel

Marinov (Vice President Operations) and Steven Dean who is the CEO and a director of Artemis Gold Inc., which holds over 20% of the Company’s issued and outstanding common shares. Steven Dean was nominated to the Board of Directors by Artemis Gold Inc. pursuant to a strategic investment agreement between the Company, Artemis Gold Inc. and Atlantic Gold Corporation dated January 16, 2019, as amended (the “Strategic Investment Agreement”).

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Since the beginning of the Company’s last financial year, the independent directors did not hold any ad hoc meetings without the non-independent directors and management. However, pursuant to the recently adopted Mandate of the Board of Directors, the independent directors should hold regularly scheduled meetings at which non-independent directors and the management of the Company are not in attendance.

When a matter being considered involves a director, that director does not vote on the matter. As well, the directors regularly and independently confer amongst themselves and thereby keep apprised of all operational and strategic aspects of the Company’s business.

At this time, the Board of Directors does not have a Chairman. In the absence of a Chairman and accordance with the articles of the Company, the President of the Company is responsible for presiding over all meetings of the directors and Shareholders. The independent directors have significant experience as directors and officers of publicly traded companies or as members of the financial investment community and therefore, do not require the guidance of an independent Chairman of the Board in exercising their duties as directors.

The following table sets forth the record of attendance for each Board member for each Board and standing committee meeting since the beginning of the Company’s most recently completed financial year:

Director	Board of Directors	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee⁽¹⁾
Mark Cruise	10 of 11	5 of 5	1 of 1	1 of 1
Gordon Doerksen	11 of 11	5 of 5	1 of 1	1 of 1
Daniel Marinov	11 of 11	N/A	N/A	N/A
Keith Henderson	11 of 11	5 of 5	1 of 1	N/A
Steven Dean ⁽²⁾	2 of 2	N/A	N/A	1 of 1

Notes:

(1) The Corporate Governance and Nominating Committee was established on April 17, 2020.

(2) Steven Dean was appointed as a director of the Company on February 16, 2020. Since his appointment, the Board has held two meetings and the Corporate Governance and Nominating Committee has held one meeting.

Board Mandate

The Board of Directors adopted a Mandate of the Board of Directors on December 1, 2019 (the “Mandate”), the text of which is attached hereto as Appendix A. The Mandate includes, among other things, setting long-term goals and objectives for the Company, formulating the plans and strategies necessary to achieve those objectives, and for management who are responsible for the implementation of the Board’s objectives and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business.

Descriptions of Roles

The Board of Directors has not established specific written descriptions of the positions of the Chairman of the Board, Chief Executive Officer or Chairman of any of the committees of the Board (except as may be set out in a charter applicable to a committee) as it feels they are unnecessary and would not improve the

function and performance of the Board, Chief Executive Officer or any committee. The role of Chairman is delineated by the nature of the overall responsibilities of the Board or the committee. Pursuant to the Mandate, the Board may develop a position description for the Chief Executive Officer, if desired.

Other Directorships

The following table sets out the directors of the Company who are currently directors of other reporting issuers:

Name of Director	Name of other Reporting Issuer
Keith Henderson	Cardero Resource Corp. Latin Metals Inc. Gelum Capital Ltd. Pacific Empire Minerals Corp.
Steven Dean	Artemis Gold Inc. Oceanic Iron Ore Corp. Sierra Metals Inc. St. Barbara Limited

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, the Board is responsible for the following, as set-out in the Mandate:

- (a) ensuring that appropriate measures are taken to orient new directors regarding the role of the Board, its committees and the nature and operation of the Company's business;
- (b) ensuring that measures are taken to provide continuing education for its directors to ensure that they maintain the skill and knowledge necessary to meet their obligations as directors. This orientation and continuing education may vary from director to director, depending on his or her expertise and past experience, but in each case will be sufficient to ensure that each director fully understands the role of the Board and its committees, the contribution individual directors are expected to make (including the commitment of time and resources that is expected) and an understanding of the nature and operation of the Company's business.

New Board members are also provided with:

- (a) Information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
- (b) Access to recent and historical, publicly filed documents of the Company, management reports and the Company's internal financial information; and
- (c) Access to management, technical experts and consultants.

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 and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board of Directors has adopted a formal Code of Business Conduct and Ethics (the "Code") on December 1, 2019.

The Code reflects the Company's commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which everyone at the Company is expected to comply.

The Company is strongly committed to conducting its business affairs with honesty, integrity and accountability, in full compliance with all laws, rules and regulations applicable to the Company's business

in the countries in which it operates. Representatives of the Company are required at all times to respect and obey such laws, rules and regulations and avoid any situation that could be perceived as improper, unethical or indicate a casual attitude towards compliance with such laws, rules and regulations.

The Company aims for its business practices to be compatible with, and sensitive to, the economic and social priorities of each location in which its operations are conducted. Although customs vary from country to country and standards of ethics may vary in different business environments, honesty and integrity must always characterize the Company's business activities.

In addition to following the Code, representatives of the Company are expected to seek guidance in any case where there is a question about compliance with the letter or spirit of the Code, the Company's policies and applicable laws. The Code sets forth general principles and does not supersede the specific policies and procedures that are in effect, or other policies that are in effect from time to time.

The Board of Directors is responsible for, among other things:

- (a) monitoring compliance with the Code and to encourage and promote a culture of ethical business conduct within the Company;
- (b) periodically reviewing the Code; and
- (c) ensuring that Directors exercise independent judgement in considering transactions and agreements in respect of which a director or officer has a material interest.

Pursuant to the Code, if a conflict of interest arises involving a board member (i.e. where a Board member has an interest in a material contract or material transaction involving the Company), the Board member involved is required to disclose his or her interest to the Board and refrain from voting at the meeting of the Board considering such contract or transaction in accordance with applicable law. Any potential conflict of interest is always required to be reported immediately to a member of senior management who is independent of the potential conflict and who is then required to assess the issue with, if necessary, the advice of legal counsel. For unresolved potential conflicts involving any representative of the Company or where a member of senior management or a Board member is involved in a potential conflict, the issue is to be referred to the Board (assisted by the Corporate Governance and Nominating Committee and legal counsel as necessary).

Representatives of the Company under the Code are encouraged and expected to report violations and suspected violations of laws, rules, regulations or the Code.

A copy of the Code may be obtained by contacting the Company and requesting a copy from its Corporate Secretary by mail at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3, attention: Corporate Secretary.

Nomination of Directors

The Board of Directors has established a Corporate Governance and Nominating Committee based on NI 58-101 and National Policy 58-201 *Corporate Governance Guidelines*. The Corporate Governance and Nominating Committee is a standing committee of the Board.

The Corporate Governance and Nominating Committee is comprised of a majority of independent members (see "Corporate Governance and Nominating Committee" below).

Assessments

The Board of Directors, through its Corporate Governance and Nominating Committee, is in the process of establishing a formal process to regularly assess the Board and the standing committees with respect to their effectiveness and respective contributions. Nevertheless, their effectiveness is subjectively measured on an ongoing basis by each director based on their assessment of the performance of the Board, the Audit Committee or the individual directors compared to their expectation of performance. In doing so, the contributions of an individual director are informally monitored by the other Board members, bearing in

mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

Compensation

The Board of Directors has established a Compensation Committee to advise and make recommendations to the Board regarding the Company's strategy, policies and programs on the compensation and development of directors and senior management of the Company. The Compensation Committee is responsible for considering the existing stage of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive and director compensation levels when making recommendations to the Board of Directors.

The Compensation Committee is comprised of a majority of independent members (see "Compensation Committee" below).

Other Board Committees

The Board of Directors has no other standing committees other than the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee.

COMPENSATION COMMITTEE

The Compensation Committee, is responsible for reviewing the adequacy and form of directors' and senior officers' compensation to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and senior officer. The Compensation Committee reviews the adequacy and form of the compensation of the Company's directors and senior officers and makes recommendations to the Board with respect to same. The Compensation Committee has not adopted a written charter, however, pursuant to its mandate, the Compensation Committee duties and responsibilities are as follows:

- (a) to recommend to the Board compensation guidelines applicable to the size and operations of the Company and its business goals;
- (b) to review corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, in light of those goals and objectives, to recommend to the Board the annual salary, bonus and other benefits, direct and indirect, of the Chief Executive Officer and to approve compensation for all other designated officers after considering the recommendations of the Chief Executive Officer;
- (c) to review and make recommendations to the Board in respect to stock options grants to directors, officers, employees and consultants of the Company;
- (d) to periodically review the adequacy and form of the compensation of directors so that the compensation realistically reflects the responsibilities and risks involved in being a director, and to report and make recommendations to the Board accordingly;
- (e) to review executive compensation disclosure before publicly disclosed.

As at the date of this Information Circular, the Compensation Committee is comprised of Mark Cruise (Chair), Gordon Doerksen and Steven Dean. Set out below is a brief summary of the relevant skills and experience of the members of the Compensation Committee:

- Mark Cruise (Chair) has been a member of the Compensation Committee since January 2018 and has served as the Chair of the Compensation Committee since January 2018. Dr. Cruise has gained experience and skills in managing compensation matters through his 16 years of experience as a director and/or officer with other reporting issuers in the mineral exploration and mining industry.
- Gordon Doerksen has been a member of the Compensation Committee since January 2018. In this capacity, Mr. Doerksen has gained experience and skills in managing compensation matters for the Company.

- Steven Dean has been a member of the Compensation Committee since February 18, 2020. Mr. Dean has gained experience and skills in managing compensation matters through his 30 years of experience as director and/or officer with other reporting issuers in the mineral exploration and mining sector.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The principal purpose of the Corporate Governance and Nominating Committee (in this Section, the “Committee”) is to provide assistance to the Board of Directors in fulfilling its responsibility to shareholders and potential shareholders of the Company and the investment community by doing the following:

- (a) developing and recommending to the Board corporate governance principles applicable to the Company;
- (b) identifying and recommending qualified individuals for nomination to the Board of Directors; and
- (c) providing assistance to the Chair of the Board of Directors, if any.

When selecting and recommending director nominees, the Committee takes in to account: (i) the number of directors required to carry out the Board’s duties effectively, (ii) the competencies and skills considered to be necessary for the Board, as a whole, to possess, (iii) the competencies and skills of each existing director; and (iv) the time and resources that each person can devote to its duties as a director. The Committee is required to develop qualification criteria for board members for recommendation to the Board of Directors in accordance with National Policy 58-201 *Corporate Governance Guidelines*.

The principal roles and responsibilities of the Committee include:

- (a) The Committee is responsible for (i) reviewing and reassessing, at least annually, the adequacy of the Company’s corporate governance procedures and recommending any proposed changes to the Board for approval; (ii) reviewing and reassessing the adequacy of the Committee Charter and recommending any proposed changes to the Board for approval; and (iii) periodically reviewing its own performance.
- (b) The Committee is required to review and recommend changes to the Board of the Code, and consider any requests for waivers from the Code.
- (c) The Committee is required to review: (i) Committee members' qualifications and requirements and (ii) Committee structure (including authority to delegate), from time to time. The Committee makes recommendations to the Board, as appropriate based on its review.
- (d) The Committee assesses the effectiveness of the Board as a whole, the effectiveness of the committees of the Board and the contribution of individual directors on a periodic basis, which includes monitoring the quality of the relationship between management of the Company and the Board and recommending any improvements, if necessary. This assessment shall consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board.
- (e) The Committee shall periodically examine the size of the Board and identify individuals qualified to become new directors and recommend to the Board the Director nominees for the next annual meeting of shareholders of the Company.
- (f) The Committee shall, in conjunction with the Chair of the Board, oversee the evaluation of the Board and of the Company and make recommendations to the Board as appropriate.

The Governance and Nominating Committee is currently comprised of Steven Dean (Chair), Mark Cruise, and Gordon Doerksen. The skills and experience possessed by members of the Corporate Governance and Nominating Committee acquired as a result of their lengthy and extensive business careers enable them to make decisions on the suitability of the Company's governance policies and practice and recruiting and nominating Board members.

AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* (“NI 52-110”) of the Canadian Securities Administrators requires the Company’s Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The primary function of the Audit Committee of the Board (the “Audit Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls; and (iii) overseeing the Company’s financial accounting and reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board of Directors. The Audit Committee is also mandated to review and approve all related party transactions which may be entered into by the Company.

Composition of the Audit Committee

Unless it is a “venture issuer” (an issuer, the securities of which are not listed or quoted on any of the Toronto Stock Exchange, a market in the USA other than the over-the-counter market, or a market outside of Canada and the USA) as of the end of its last financial year, NI 52-110 requires each of the members of the Audit Committee to be independent and financially literate. Since the Company is a “venture issuer” (its securities are listed on the TSX-V, but are not listed or quoted on any other exchange or market) it is exempt from this requirement. In addition, (i) the Company’s governing corporate legislation requires the Company to have an audit committee composed of a minimum of three directors, a majority of whom are not officers or employees of the Company or an affiliate of the Company and (ii) the Audit Committee Charter requires that a majority of the members of the Audit Committee shall not be executive officers, employees or control persons of the Company or of an affiliate of the Company, unless otherwise permitted under NI 52-110. The Audit Committee complies with this requirement.

The Audit Committee is currently comprised of the following members: Keith Henderson, Mark Cruise and Gordon Doerksen. Each member of the Committee is considered to be “financially literate” as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements. Two of the three current members of the Audit Committee, Mark Cruise and Gordon Doerksen are independent, while Keith Henderson is not independent as he is the Chief Executive Officer of the Company. To be considered to be independent, a member of the Audit Committee must not have any direct or indirect “material relationship” with the Company. A material relationship is a relationship which could, in the view of the Board reasonably interfere with the exercise of a member’s independent judgment.

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

Relevant Education and Experience

In addition to each member’s general business experience, each of the Audit Committee members has the ability to read and understand financial statements and held director and/or officer positions with other

reporting issuers in the mineral exploration and mining sector where he has been actively involved in financing and fundraising activities. See “Corporate Governance Disclosure - Other Directorships” above and “Particulars of Matters to be Acted Upon” below.

Audit Committee Charter

The Company has adopted a Charter for the Audit Committee which sets out the committee’s mandate, organization, powers and responsibilities, a copy of which is attached hereto as Appendix B.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on an exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 3.2 of NI 52-110 (*Initial Public Offerings*), Section 3.3(2) of NI 52-110 (*Controlled Companies*), Section 3.4 of NI 52-110 (*Events Outside Control of Member*), Section 3.5 of NI 52-110 (*Death, Disability or Resignation of Audit Committee Member*) or Section 3.6 of NI 52-110 (*Temporary Exemption for Limited and Exceptional Circumstances*), on an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*) or on Section 3.8 of NI 52-110 (*Acquisition of Financial Literacy*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company’s Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The following table sets out the fees paid by the Company to its auditors in each of the last two financial years.

Financial Year Ended	Audit Fees (\$) ⁽¹⁾	Audit Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾
December 31, 2019	26,500	7,591	9,250	nil
December 31, 2018	29,000	nil	9,250	nil

Notes:

- (1) The aggregate fees billed by the Company’s auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company’s auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not disclosed in the “Audit Fees” column.
- (3) The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice, and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

Venture Issuer Exemption

Since the Company is a “venture issuer” it relies on the exemption contained in Section 6.1 of NI 52-110 (*Venture Issuers*) from the requirements of Part 3 (*Composition of the Audit Committee*) (as described in “Composition of the Audit Committee” above) and Part 5 (*Reporting Obligations*) of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company’s Annual Information Form, if any, and this Circular).

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The audited financial statements of the Company for the financial years ended December 31, 2019 and December 31, 2018 and the auditor's reports thereon and the management discussion and analysis ("MD&A") for the financial years ended December 31, 2019 and December 31, 2018 will be placed before the Meeting for consideration by the Shareholders. The Board has approved the financial statements of the Company, the auditor's reports thereon, and the MD&A, as such no Shareholders' vote needs to be taken thereon at the meeting. The financial statements and MD&A are available on SEDAR at www.sedar.com.

Appointment and Remuneration of Auditor

Shareholders will be asked at the Meeting to approve the appointment of Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia, as auditor of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the directors. Davidson & Company LLP were appointed as the Company's auditor on August 17, 2017.

In the absence of instructions to the contrary, a properly executed and returned proxy will be voted for the appointment of Davidson & Company LLP as auditor of the Company until the next annual general meeting of the Shareholders and to authorize the directors to fix the auditor's remuneration.

Number of Directors

Shareholders will be asked at the Meeting to approve an ordinary resolution to set the number of directors of the Company at five for the ensuing year. The Board of Directors recommends a vote "FOR" the approval of the resolution setting the number of directors at five. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the approval of the resolution setting the number of directors at five.**

Election of Directors

The directors of the Company are elected at each annual general meeting of Shareholders and each holds office until the next annual general meeting of the Shareholders or until his successor is elected or appointed or unless he becomes disqualified under the *Business Corporations Act* (British Columbia) to act as a director.

Pursuant to the Strategic Investment Agreement, Artemis Gold Inc. has the right to, among other things, designate one individual to be nominated and, if elected, to serve as a director of the Company provided that Artemis Gold Inc. holds at least 15% of the issued and outstanding shares of the Company. The nominee proposed for election by Artemis Gold Inc. is Mr. Steven Dean.

Each of the persons named in the following table are proposed for nomination for election as a director of the Company. The Board of Directors recommends a vote "FOR" each of the nominees listed below. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the proposed directors set out below.** Management does not contemplate that any of the proposed directors will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the name of each proposed director, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as of the date of this Information Circular:

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Principal occupation during past five years ⁽¹⁾	Date became a Director	Number of common shares beneficially owned or controlled or directed, directly or indirectly ⁽¹⁾
Keith Henderson ⁽²⁾ Director, President & Chief Executive Officer British Columbia, Canada	Mining Executive; President, CEO and director of Latin Metals Inc. (formerly Centenera Mining Corporation) since June 2015. Former Executive Vice President of Cardero Resource Corp. from November 2011 to August 2016; director of Cardero Resource Corp. since October 2017; director of Desert Star Resources (now, Kutcho Copper Corp.) from October 2013 to December 2017; director of Remo Resources Inc. (now, Chakana Copper Corp.) from 2012 to January 2018, director of Pacific Empire Minerals Corp. since December 2017; director of Gelum Capital Ltd. since September 2019.	July 21, 2017	7,200,000
Mark Cruise ⁽²⁾⁽³⁾⁽⁴⁾ Director British Columbia, Canada	Mining Executive / Professional Geologist; Founder, Director, President & CEO of Trevali Mining Corporation from 2008 to 2019; director of Prism Resources Inc. from 2016 to 2019; COO of New Pacific Metals Corp. since October 2019 and subsequently CEO since April 2020.	July 21, 2017	5,933,333
Daniel Marinov Director British Columbia, Canada	Mining Executive/Geologist; Vice President-Exploration of Trevali Mining Corporation from April 2013 to April 2019; and Chief Geologist for Cardero Resource Corporation from March 2011 to March 2013.	July 21, 2017	6,183,333
Steven Dean ⁽³⁾⁽⁴⁾ Director British Columbia, Canada	Mining Executive; Chairman and CEO of Artemis Gold Inc. from July 2019 to present; CEO and founder of Atlantic Gold Corporation from June 2003 to July 2019; Chairman of Oceanic Iron Ore Corp. from September 2010 to present; director of Sierra Metals Inc. from October 2011 to present and director of Amerigo Resources Ltd. from June 2003 to May 2011; director of St. Barbara Limited (ASX issuer) since July 2019.	February 16, 2020	-- ⁽⁵⁾

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Principal occupation during past five years ⁽¹⁾	Date became a Director	Number of common shares beneficially owned or controlled or directed, directly or indirectly ⁽¹⁾
Michael Hoffman Ontario, Canada ⁽⁶⁾	Mining Executive/Professional Mining Engineer; director of 1911 Gold Corp. (formerly, Havilah Mining Corporation) from 2018 to present; director of Eastmain Resources Inc. from 2016 to present; director of Trevali Mining Inc. from 2011 to 2019; directors of Trigon Metals Inc. (formerly, Kombat Copper Inc.) from 2013 to 2016; previously held executive officer positions with various mineral exploration companies, including Belo Sun Mining Corp., Crocodile Gold Corp., Kria Resources Ltd., CaNickel Mining Limited (formerly, Crowflight Minerals Inc.), Desert Sun Mining Corp., Goldcorp Inc. and Yamana Gold Inc. Mr. Hoffman is also a professional engineer in Ontario and has the ICD.D accreditation from the Institute of Corporate Directors.	N/A	--

Notes:

- (1) The information as to principal occupation and number of common shares beneficially owned or controlled, not being within the knowledge of the Company, has been furnished by the respective proposed directors themselves. Unless otherwise indicated, such shares are held directly.
- (2) Denotes a member of the Audit Committee.
- (3) Denotes a member of the Compensation Committee.
- (4) Denotes a member of the Corporate Governance and Nominating Committee.
- (5) Steven Dean is the Chairman, CEO and a director of Artemis Gold Inc., which beneficially owns and controls 25,004,587 common shares of the Company representing 21.80% of the Company's issued and outstanding common shares.
- (6) If elected, it is anticipated that Michael Hoffman will be appointed as an independent member and Chair of the Audit Committee, an independent member the Compensation Committee and an independent member the Corporate Governance and Nominating Committee.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, no proposed director of the Company is, as of the date of this Information Circular or was within ten years before the date thereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or Chief Executive Officer or Chief Financial Officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, Chief Executive Officer or Chief Financial Officer and which resulted from an event that occurred while that person was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer.

No proposed director of the Company:

- (a) is, as of the date of this Information Circular or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including

the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within ten years before the date as of 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.

Penalties or Sanctions

No proposed director of the Company has been subject to:

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

The foregoing, not being within the knowledge of the Company, has been furnished by the respective proposed directors themselves.

Ratification and Approval of Stock Option Plan

The Stock Option Plan is described under “Executive Compensation – Stock Option Plan”.

The policies of the TSX-V require stock option plans which reserve for issuance up to 10% (instead of a fixed number) of a listed company’s shares be approved annually by its Shareholders. That approval is being sought at the Meeting by way of an ordinary resolution.

Following approval of the Stock Option Plan by the Shareholders any options granted pursuant to the Stock Option Plan will not require further Shareholder or TSX-V approval unless the exercise price is reduced or the expiry date is extended for an option held by an insider of the Company.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution approving and ratifying the Stock Option Plan as follows:

“BE IT RESOLVED THAT:

1. The Company’s Stock Option Plan (the “Plan”) be and is hereby approved, confirmed and ratified, subject to the acceptance of the Plan by the TSX Venture Exchange (the “Exchange”); and
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

The Stock Option Plan requires approval by a majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

The Board of Directors recommends a vote “FOR” the approval of the resolution approving and ratifying the Stock Option Plan. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted “FOR” the approval of the resolution approving and ratifying the Stock Option Plan.**

Alteration to Articles

At the Meeting, Shareholders will be asked to approve certain alterations to the Company’s current Articles as set forth in Appendix C hereto. The alterations are considered necessary to modernize the Company’s corporate charter and to ensure that the Company’s corporate charter facilitates the use of uncertificated securities and electronic record keeping systems.

The proposed updated Articles are also considered appropriate as a result of the proclamation of the *Securities Transfer Act* and amendments to the *Business Corporations Act* (British Columbia), which permits the use of electronic record-keeping and uncertificated securities.

The alterations to the Articles will permit the use of electronic record-keeping and uncertificated securities, the material concerns of which are reflected in the altered Articles and such alterations include the following:

1. If the shares of which a Shareholder is the registered owner are not uncertificated shares, such Shareholder will be entitled either to (a) one share certificate representing the shares of each class or series of shares registered in the Shareholder’s name; or (b) a non-transferable written acknowledgment of the Shareholder’s right to obtain such a share certificate. Shareholders holding uncertificated shares will receive written notice of any issue or transfer of those shares.
2. Currently, the Articles provide that for a share transfer to be effective the Company must receive a “duly signed instrument of transfer”. In electronic delivery, in certain circumstances where transfers are effected by brokers on behalf of their clients, a signed instrument of transfer is not provided to the Company. The proposed alterations permit the transfer of shares to occur upon receipt by the Company or its transfer agent of a written instrument of transfer.
3. Currently, the Articles provide that the instrument of transfer must be in the form approved by the directors. The proposed alterations provide acceptance of the form of instrument of transfer by providing that the instrument of transfer be in a form either approved by the directors or by the transfer agent and registrar of the Company.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve, with or without variation, a special resolution approving the alteration of the Articles as follows:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. In accordance with Section 259(6) of the *Business Corporations Act* (British Columbia), the Articles of the Company be, and are hereby, altered as set out in Appendix C of the management information circular of the Company dated May 13, 2020 (the “Alteration”);
2. Notwithstanding the approval of this special resolution by the Shareholders, the board of directors of the Company may, without any further notice or approval of the shareholders, decide not to proceed with the Alteration; and
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions and to complete all transactions in connection with the Alteration.”

Although the Company’s Articles may, in certain circumstances, be altered by resolution of the Board of Directors, the Board believes it appropriate as a matter of policy to request that Shareholders approve the Alteration. The Alteration requires approval by at least two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. In the event that at least two-thirds of the votes cast at the Meeting

are not voted in favor of the special resolution approving the Alteration and taking into consideration such votes, the Board may determine to proceed with the Alteration, with or without variation, as permitted by the Company's Articles and applicable laws.

The Board of Directors recommends a vote "FOR" the approval of the special resolution approving the Alteration. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the approval of the special resolution approving the Alteration.**

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. 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 judgement on such matter, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on SEDAR at www.sedar.com under "Issuer Profiles – Velocity Minerals Limited". The Company's financial information is provided in the Company's comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above, as well as at the Company's website at <https://www.velocityminerals.com>. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis for the financial year ended December 31, 2019 by contacting the Company by mail at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3, attention: Corporate Secretary or by telephone: 604 484-1233.

DATED this 13th day of May, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Keith J. Henderson

Keith J. Henderson
President, Chief Executive Officer and Director

APPENDIX A

MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of Velocity Minerals Ltd. (the "**Company**") is responsible for overseeing the conduct of the business of the Company and management who is responsible for managing the operations of the Company (the "**Management**"). In doing so, the directors of the Company (the "**Directors**") must act honestly and in good faith with a view to the best interests of the Company.

The Board's mandate includes setting long-term goals and objectives for the Company, formulating the plans and strategies necessary to achieve those objectives, and Management who are responsible for the implementation of the Board's objectives and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business.

The Board discharges its responsibilities both directly and through its committees, including the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. The Board may also appoint ad hoc committees periodically to address issues of a more short-term nature.

The principal roles and responsibilities of the Board shall include:

BOARD ORGANIZATION

1. The Board shall consider the advice and recommendations of the Corporate Governance and Nominating Committee of the Board prior to nominating or appointing individuals as Directors, but retains responsibility for managing its own affairs by giving its approval in respect of the composition and size of the Board, the selection of the Chair of the Board, candidates nominated for election to the Board and committee and committee chair appointments. If elected by the Directors, the Chair of the Board shall be an "independent" director (within the meaning of National Instrument 58-101 *Disclosure of Corporate Governance Practices*). The Board is responsible for determining the roles and responsibilities of the Chair and shall annually evaluate the independence of the Chair of the Board, if any.
2. If no Chair of the Board has been elected or if the Chair of the Board is absent or unwilling to act as Chair of a meeting of the Board (the "**Meeting**"), then (i) provided that the Chief Executive Officer of the Company (the "**CEO**") is a Director, the CEO shall act as the Chair of the Meeting; or (ii) if the CEO is not a Director or is absent or unwilling to act as Chair of the Meeting, the Chair of the Audit Committee of the Board shall act as the Chair of the Meeting; or (iii) if both the CEO and the Chair of the Audit are absent or unwilling to act as Chair of the Meeting, then an independent member of the Board elected by the Directors present at the Meeting shall act as the Chair of the Meeting.
3. The Board may delegate to Board committees matters that the Board is responsible for, including the approval of compensation of the Board and the Management, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
4. The Board shall ensure that appropriate measures are taken to orient new Directors regarding the role of the Board, its committees and the nature and operation of the Company's business. The Board shall also ensure that measures are taken to provide continuing education for its Directors to ensure that they maintain the skill and knowledge necessary to meet their obligations

as directors. This orientation and continuing education may vary from Director to Director, depending on his or her expertise and past experience, but in each case will be sufficient to ensure that each Director fully understands the role of the Board and its committees, the contribution individual Directors are expected to make (including the commitment of time and resources that is expected) and an understanding of the nature and operation of the Company's business.

5. The independent Directors should hold regularly scheduled meetings at which non-independent Directors and the Management are not in attendance.
6. The Board should establish a minimum attendance expectation for Board members in respect of Board and committee meetings and establish expectations and responsibilities for advance review of meeting materials.
7. The Board shall annually review the performance of the Board and its committees against their respective charters and mandates and disclose the process in any public documents where such disclosure is required by applicable laws, regulations and stock exchange policies. The Board shall also annually evaluate the performance of individual Directors and the performance of the Chair of the Board, if any.

MANAGEMENT

8. The Board shall approve the appointment of the officers of the Company. The Board may develop a position description for each of the CEO, the President and the Chief Financial Officer, if desired.
9. The Board shall approve the compensation paid to the Management and Directors and review and approves the Company's incentive compensation plans. In doing so, the Board shall consider the advice and recommendations of the Compensation Committee of the Board.
10. The Board may, from time to time, delegate to the Management the authority to enter into transactions, such as financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business, shall be reviewed by and are subject to the prior approval of the Board.
11. The Board shall ensure that adequate plans are in place for management development and succession and, to the extent feasible, create a culture of integrity throughout the organization.

STRATEGIC PLANNING

12. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the goals and objectives of the Company.
13. The Board shall review the business, financial and strategic plans by which it is proposed that the Company may reach its goals.
14. The Board shall use its experience and expertise to provide input to the Management in respect of emerging trends and issues and in respect of strategic plans, objectives and goals that the Management develops.
15. The Board shall consider alternative strategies in response to possible unsolicited change of control transactions or takeover bids with a view to maximizing value for shareholders and ensuring that the best interests of the Company are served.

MONITORING OF FINANCIAL PERFORMANCE AND OTHER FINANCIAL MATTERS

16. The Board is responsible for enhancing the alignment of shareholder expectations, Company plans and the performance of the Management.
17. The Board is responsible for adopting processes for monitoring the Company's progress toward its strategic and operational goals and revising its direction to the Management in light of changing circumstances affecting the Company.
18. Directly and through the Audit Committee of the Board, the Board shall assess the integrity of internal controls over financial reporting and management information systems.
19. The Board shall review and approve capital, operating and exploration and development expenditures including any budgets associated with such expenditures.
20. The Board shall approve the annual audited financial statements and, if required by applicable securities legislation, the interim financial statements and the management's discussion and analysis accompanying such financial statements.
21. The Board shall review and approve all material transactions outside the ordinary course of business, including material investments, acquisitions and dispositions of material capital assets, material capital expenditures, material joint ventures and any other major initiatives outside the scope of approved budgets.
22. The Board shall approve those matters that are required under the Company's governing statute to be approved by the Directors, including the issuance, purchase and redemption of securities and the declaration and payment of any dividends.

RISK MANAGEMENT

23. The Board shall identify the principal risks of the Company's business and monitor and manage those risks with a view to the long-term viability of the Company and achieve a proper balance between the risks incurred and the potential return to the Company's shareholders.
24. The Board shall monitor the conduct of the Company and ensure that it complies with applicable legal and regulatory requirements.

POLICIES AND PROCEDURES

25. The Board shall approve and monitor the Company's compliance with all significant policies and procedures by which the Company is operated and approve policies and procedures designed to ensure that the Company operates at all times within applicable laws, regulations and stock exchange policies. The Board shall adopt and periodically review a written *Code of Business Conduct and Ethics* for the Directors, officers, and employees of the Company and is responsible for monitoring compliance with the code and to encourage and promote a culture of ethical business conduct within the Company.
26. The Board shall ensure that Directors exercise independent judgement in considering transactions and agreements in respect of which a Director or officer has a material interest.
27. The Board shall enforce its policies respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.

COMMUNICATIONS AND REPORTING

28. The Board shall ensure appropriate policies and processes are in place to ensure the Company's compliance with applicable laws, regulations and stock exchange policies, including timely disclosure of relevant corporate information and regulatory reporting.
29. The Board may develop a corporate disclosure policy to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted, if desired.
30. The Board is shall review and approve appropriate criteria against which to evaluate corporate performance and ensure that the Company has a system in place to receive feedback from shareholders.

APPENDIX B
AUDIT COMMITTEE CHARTER

1. INTRODUCTION

The Board of Directors ("**Board**") of Velocity Minerals Ltd. (the "**Company**") has established an Audit Committee (the "**Committee**") based on of National Instrument 52-110 *Audit Committees* ("NI 52-110") adopted by the Canadian Securities Administrators. The Committee is a standing committee of the Board.

2. PURPOSE

The principal purpose of the Committee is to act as the representative of the Board in carrying out its oversight responsibilities relating to:

- the audit process of the Company;
- the financial accounting and reporting process of the Company to shareholders and regulatory bodies; and
- the system of internal financial controls of the Company.

3. COMPOSITION

3.1 The Committee shall be comprised of a minimum of three directors. A majority of the members of the Committee shall not be executive officers, employees or control persons of the Company or of an affiliate of the Company, unless otherwise permitted under NI 52-110. The Committee shall be comprised of such members as is required to meet all applicable laws, regulations and stock exchange policies. The Committee shall be appointed annually by the Board immediately following the annual general meeting of shareholders of the Company.

3.2 Each member of the Committee shall be financially literate within the meaning of NI 52-101 or, if permitted by NI 52-101, shall within a reasonable time period following his or her appointment become financially literate. One member of the Committee shall have accounting and financial expertise, meaning that the member possesses financial or accounting credentials or has experience in finance or accounting.

3.3 The members of the Committee shall be appointed by the Board annually and shall serve until their successors are duly appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

3.4 The Board shall designate one member of the Committee as the Chair of the Committee, but if it fails to do so, then members of the Committee may designate the Chair by a majority vote of the full Committee membership.

4. MEETINGS

4.1 The Committee shall meet at least annually or more frequently as required.

- 4.2 At all meetings of the Committee, the presence of a majority of the members shall constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be an act of the Committee.
- 4.3 Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and such participation in a meeting shall constitute the person's presence at such meeting.
- 4.4 Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.

5. AUTHORITY AND RESPONSIBILITIES

- 5.1 The Committee's duty is to monitor and oversee the operations of management and the external auditor. Management is responsible for establishing and following the Company's internal controls and financial reporting processes and for ensuring their compliance with applicable laws, regulations and stock exchange policies. The external auditor is responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards, and for issuing its report on the statements. The Committee should review and evaluate this Charter on an annual basis.
- 5.2 The principal roles and responsibilities of the Committee shall include:
- (a) Management Oversight
 - (i) reviewing and evaluating the adequacy of the Company's processes for identifying, analyzing and managing financial risks, including foreign exchange and liquidity risks that may prevent the Company from achieving its objectives;
 - (ii) reviewing and evaluating the adequacy of the Company's processes over internal controls;
 - (iii) reviewing and evaluating the adequacy of the Company's processes over the status and the adequacy of internal information systems and security;
 - (iv) meeting with the external auditor at least once a year in the absence of management;
 - (v) requesting the external auditor's assessment of the Company's financial and accounting personnel; and
 - (vi) reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
 - (b) External Auditor Oversight
 - (i) recommending to the Board the selection and, where applicable, the replacement, of the external auditor to be nominated annually for shareholder approval;
 - (ii) recommending to the Board the compensation to be paid to the external auditor;

- (iii) reviewing and evaluating the external auditor's process for identifying and responding to key audit and internal control risks;
 - (iv) reviewing the scope and approach of the annual audit;
 - (v) informing the external auditor of the Committee's expectations;
 - (vi) reviewing the independence of the external auditor on an annual basis;
 - (vii) reviewing with the external auditor both the acceptability and the quality of the Company's financial reporting standards;
 - (viii) resolving any disagreements between management and the external auditor regarding financial reporting;
 - (ix) reviewing and pre-approving 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 auditor. The authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
 - the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and its subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
 - the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
 - the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee; and
 - (x) confirming with the external auditor that the external auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders;
- (c) Financial Reporting Oversight
- (i) reviewing, with management and the external auditor, the Company's annual and interim financial statements, management's discussion and analysis, any annual and interim earnings press releases and any reports or other financial information to be submitted to any governmental, regulatory body or the public, including any certification, report, opinion or review rendered by the external auditor, for the purpose of recommending their approval to the Board prior to the filing, issuing or publication of such information;
 - (ii) ensuring that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the

Company's financial statements (other than the public disclosure referred to in (i) above), as well as reviewing any financial information and earnings guidance provided to analysts and rating agencies, and periodically assessing the adequacy of those procedures; and

- (iii) discussing with the external auditor the quality and the acceptability of the International Financial Reporting Standards applied by management;

(d) "Whistleblower" Procedures

- (i) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (ii) establishing procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (iii) investigating and resolving all reported complaints and allegations made under the Company's *Whistleblower Policy* and *Code of Business Conduct and Ethics*; and

(e) Other Matters

- (i) overseeing the effectiveness of management's interaction with and responsiveness to the Board;
- (ii) reviewing and monitoring all related party transactions which may be entered into by the Company; and
- (iii) ensuring that management has put into place procedures that facilitate compliance with the provisions of applicable laws, regulations and stock exchange policies relating to insider trading, continuous disclosure and financial reporting.

5.3 The Board may refer to the Committee such matters and questions relating to the financial position of the Company and its affiliates as the Board from time to time may see fit.

5.4 All reasonably necessary costs to allow the Committee to carry out its duties shall be paid for by the Company. The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. After notifying the Board, the Committee may retain or appoint, at the Company's expense, such consultants and other experts and advisors as it deems necessary to carry out the Committees duties, and to set and pay their compensation.

5.5 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

APPENDIX C

ALTERATION TO ARTICLES OF VELOCITY MINERALS LTD.

1. **Part 2 - Shares and Share Certificates** (*amendments shown as underlined*)

- (a) amend clause 2.3 to read as follows:

“2.3 Shareholder Entitled to Certificate, Acknowledgment or Written Notice”

Unless the shares of which the shareholder is the registered owner are uncertificated shares, each shareholder is entitled on request, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder’s name or (b) a non-transferable written acknowledgment of the shareholder’s right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate or acknowledgment and delivery of a share certificate or acknowledgment for a share to one of several joint shareholders or to one of the shareholders’ duly authorized agents will be sufficient delivery to all. The Company must send to a holder of an uncertificated share a written notice containing the information required by the Act within a reasonable time after the issue or transfer of such share.”

- (b) amend clause 2.4 to read as follows:

“2.4 Delivery by Mail”

Any share certificate or non-transferable written acknowledgment of a shareholder’s right to obtain a share certificate, or written notice of the issue or transfer of an uncertificated share, may be sent to the shareholder by mail at the shareholder’s registered address or the shareholder’s duly authorized agent and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate, acknowledgment or written notice is lost in the mail or stolen.”

- (c) amend clause 2.6 to read as follows:

“2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment”

If a share certificate or a non-transferable written acknowledgment of a shareholder’s right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the requirements of the Act are satisfied and it receives:

- (1) proof satisfactory to them that the share certificate or acknowledgement is lost, stolen or destroyed; and
- (2) any indemnity the directors consider adequate.”

2. **Part 5 - Share Transfers** (*amendments shown as underlined*)

- (a) delete part 5.1 in its entirety and replace it with the following:

“5.1 Registering Transfers

A transfer of a share must not be registered unless the Company or the Company’s transfer agent or registrar for the class or series of shares to be transferred has received:

- (1) except as exempted by the Act, a written instrument of transfer in respect of the share has been received by the Company (which may be a separate document or endorsed on the share certificate for the shares transferred) made by the shareholder or other appropriate person or by an agent who has actual authority to act on behalf of that person;
- (2) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate;
- (3) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company; and
- (4) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of shares to be transferred may require to prove the title of the transferor or the transferor’s right to transfer the share, that the written instrument of transfer is genuine and the right of the transferee to have the transfer registered.”

- (b) amend clause 5.2 to read as follows:

“5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company’s share certificates of that class or series or in any other form that may be approved by the directors or by the transfer agent or registrar for those shares, from time to time.”

- (c) amend clause 5.4 to read as follows:

“5.4 Signing of Instrument of Transfer

If a shareholder, or the shareholder’s duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer, or if the shares are uncertificated shares, then all of the shares registered in the name of the shareholder on the central securities register:

- (a) in the name of the person named as transferee in that instrument of transfer; or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.”