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BLUE THUNDER MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL AND SPECIAL MEETING OF

SHAREHOLDERS TO BE HELD DECEMBER 22, 2020

November 24, 2020



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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Blue Thunder Mining Inc. (“**Blue Thunder**” or the “**Company**”) will be held on December 22, 2020 at 1:00 pm, solely by means of remote communication, rather than in person at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof:

- (i) to approve the election of directors;
- (ii) to reappoint McGovern Hurley LLP, as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
- (iii) to approve the stock option plan;
- (iv) to approve the special resolution empowering the Directors to determine by resolution the number of directors within the minimum and maximum numbers provided for in the Articles of the Company; and
- (v) to transact such other business as may properly come before the Meeting or any adjournments thereof.

Information relating to the items above is set forth in the Circular. Only shareholders of record as of November 13, 2020, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

Due to the public health impact of the coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our community, Shareholders, employees and other stakeholders, the Company is conducting a virtual meeting of the Shareholders of the Company. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading "Appointment of Proxy") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link:

<https://calse.voxco.com/SE/?st=imZLd8veiGh9T20zpTAVOFadpnq3O%2BRcnA6vst313AE%3D>

After registering, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Company is asking registered participants to log in by 12:45 p.m. (Toronto time) on December 22, 2020.



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Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

Only persons registered as shareholders on the records of the Company as of the close of business on November 13, 2020 (the "Record Date") are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

DATED at Toronto, Ontario this 24th day of November, 2020.

By order of the board of directors of Blue Thunder Mining Inc.

(signed) "*Robert Cinitis*"

Robert Cinitis

President and Chief Executive Officer



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MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by management of Blue Thunder Mining Inc. (the “**Company**” or “**Blue Thunder**”).

Information in this circular is given as of the 24th day of November, 2020 (the “**Effective Date**”), except as otherwise indicated. Unless otherwise indicated, dollar amounts are expressed in Canadian dollars.

CORPORATE BACKGROUND

The Company completed an initial public offering of its common shares as a capital pool company (“**Capital Pool Company**”), as defined in Policy 2.4 – Capital Pool Companies of the Corporate Finance Manual of the TSX Venture Exchange, under its previous name, “Platform Eight Capital Corp.”. Its share commenced trading on the TSX Venture Exchange on February 12, 2018.

On February 12, 2020, the Company completed its qualifying transaction pursuant to a three-cornered amalgamation involving the Company, BTM Corporation (formerly Blue Thunder Mining Corp.) and a wholly-owned subsidiary of the Company (the “**Qualifying Transaction**”) and changed its name to Blue Thunder Mining Inc.

GENERAL PROXY INFORMATION

Solicitation of Proxies

To proactively deal with the unprecedented public health impact of coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined herein) and duly appointed proxyholders will be able to virtually attend, participate and vote at the virtual Meeting on the date and time of the Meeting (being December 22, 2020 at 1:00 p.m.) by clicking registering at the following link:

<https://ca1se.voxco.com/SE/?st=imZLd8veiGh9T20zpTAVOFadpnq3O%2BRcnA6vst313AE%3D>

We encourage you to participate in the Meeting by dialing in to the conference line should you have any concerns about attending in person. Participants should dial in 5- 10 minutes prior to the scheduled start time



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of the Meeting and ask to join the call. Shareholders are encouraged to complete proxies where possible or appropriate before considering attending the Meeting.

The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company ("**Common Shares**") in their own names, or in the names of nominees, for their reasonable expenses for sending forms of proxy and this Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of any such solicitation will be borne by the Company.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Appointment of Proxies

A registered shareholder of the Company may vote in person at the Meeting or may appoint another person to represent such shareholder as proxy and to vote the Common Shares of such shareholder at the Meeting. In order to appoint another person as proxy, such shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The persons named in the form of proxy accompanying this Circular are officers and/or directors of the Company. A shareholder of the Company has the right to appoint a person or company (who need not be a shareholder of the Company), other than the persons designated in the form of proxy, to represent such shareholder at the Meeting and at any adjournment thereof. Such right may be exercised by either striking out the names of the persons designated in the form of proxy and inserting the name of the person to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, no later than 2:00



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p.m. (Toronto time) on December 18, 2020 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or depositing the completed and executed form of proxy with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by telephone or the internet by following the instructions on the form of proxy.

Revocation of Proxies

A registered shareholder of the Company who has given a proxy may revoke the proxy: (a) by depositing an instrument or act in writing, including another completed form of proxy, executed by the shareholder or by the shareholder's personal representative authorized in writing (i) at the registered office of the Company, located at Suite 2100, P.O. Box 55, 401 Bay Street, Toronto, Ontario, M5H 2Y4, at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; with (iii) Computershare Investor Services Inc. at any time up to 5:00 p.m. (Toronto time) by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile to 416-263-9524 or 1-866-249-7775; or (iv) in any other manner permitted by law.

Exercise of Discretion by Proxies

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be called for at the Meeting, or at any adjournment thereof, in accordance with the instructions of the shareholder of the Company contained on the form of proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of instructions, such Common Shares will be voted FOR of each of the matters described in the Notice of Meeting.**

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

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters described in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment thereof. At the date hereof, management of the Company knows of no such amendments



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or variations or other matters to be brought before the Meeting. However, if any other matter which is not now known to management of the Company should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matter in accordance with the judgment of the person named as proxy thereon.

Execution of Proxy

The form of proxy must be executed by the shareholder of the Company or by the shareholder's personal representative authorized in writing. A form of proxy executed by the shareholder's personal representative or by a person acting in some other representative capacity, including an officer of a Company which is a shareholder of the Company, should indicate the capacity in which such person is signing. A shareholder of the Company or the shareholder's personal representative may execute the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of the shareholder's personal representative, as the case may be.

Non-Registered Shareholders

The information set forth in this section should be reviewed carefully by the non-registered shareholders. Shareholders who do not hold their shares in their own name (“Beneficial Shareholders”) should note that only proxies deposited by Registered Shareholders whose names appear on the records maintained by the Company’s registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder’s name. Such shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 - *Communication with beneficial Owners of Securities of a Reporting Issuer* (“**NI-54-101**”) requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in



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advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to Registered Shareholders.

The vast majority of brokers now delegate responsibility of obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**BFSI**") in Canada. BFSI typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFSI, or otherwise communicate voting instructions to BFSI (by way of the Internet or telephone, for example). BFSI then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a BFSI voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to BFSI (or instructions respecting the voting of shares must otherwise be communicated to BFSI) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact your broker or other intermediary of assistance.

This Information Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBO's**") and those who do not object to their identity being known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBO's**"). Subject to the provision of NI-54-101 issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding the common shares on your behalf) has assumed responsibility for delivering these materials to you and executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company's OBO's can expect to be contacted by BFSI or their brokers or their broker's agents as set out above.



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Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or his or her broker's agent), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the shares as proxyholder for the Registered Shareholder by entering his or her own name in the blank space on the proxy form provided to him or her by his or her broker (or his or her broker's agent) and return it to that broker (or that broker's agent) in accordance with the broker's instructions (or the agent's instructions).

All references to shareholders in this Information Circular, the enclosed form of proxy and the Notice of Meeting are to the Registered Shareholders unless specifically stated otherwise.

A Non-Registered Shareholder who has submitted a voting instruction form or form of proxy may revoke it by contacting the Intermediary through which the Common Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.

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

To the knowledge of the Management of the Company, unless otherwise disclosed in this Circular, as at the date hereof, no person or company has an interest in any matter to be acted upon, either direct or indirect, by way of beneficial ownership of securities or otherwise, of any of the following persons in any matter to be acted upon at the Meeting:

- a) each person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- b) each proposed nominee for election as a director of the Company; and
- c) each associate or affiliate of any of the foregoing.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The directors of the Company have fixed November 13, 2020 as the record date for the determination of the shareholders of the Company entitled to receive notice of the Meeting. Shareholders of the Company of record at the close of business on November 13, 2020 will be entitled to vote at the Meeting and at all adjournments thereof.



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The authorized share capital of the Company consists of an unlimited number of Common Shares. On the date hereof, there are 80,486,338 Common Shares outstanding. Each Common Share entitles the holder of record thereof to one vote at the Meeting. All holders of Common Shares of record at the close of business on the Record Date are entitled either to attend the Meeting and vote the Common Shares held by them in person or, provided a completed and executed proxy shall have been delivered to the Company's transfer agent, Computershare Investor Services Inc., within the time specified in the attached Notice, to have a proxy attend and vote the Common Shares in accordance with the Shareholder's instructions.

To the knowledge of the directors and executive officers of the Company, as at November 24, 2020, no person or company beneficially owned, or controlled or directed, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company except as stated below.

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares Beneficially Owned, Controlled or Directed
Red Cloud Mining Capital Inc. and Red Cloud Securities Inc. ⁽¹⁾	23,140,117	28.79%

(1) The persons listed above also hold 2,314,294 warrants, in the aggregate. Red Cloud Mining Inc. is a wholly-owned subsidiary of Red Cloud Mining Capital Inc.

BUSINESS OF THE MEETING

Financial Statements

On December 28, 2019, the Company held its most recent annual shareholders meeting, where it presented its audited financial statements for its financial year ended October 31, 2019. Following the completion of the Qualifying Transaction, the Company was deemed to have adopted the financial year of the reverse takeover acquirer (as such term is defined in NI 51-102), being December 31. As such, the Company will present its audited financial statements for its financial year ended December 31, 2020 at its next annual meeting of its shareholders, which will be held in 2021.

Election of Directors

The Company currently has six directors, the term for all of whom ends at the close of the Meeting. The board



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of directors (the “**Board**”) of the Company has fixed the number of directors to be elected at the Meeting at seven. Accordingly, at the Meeting, shareholders of the Company will be asked to elect seven directors for the ensuing year. Each director elected will hold office until the close of the first annual meeting of the shareholders of the Company following his election unless his office is earlier vacated in accordance with the by-laws of the Company. The following table sets forth certain information regarding each person proposed to be nominated for election as a director, including their name, position, province or state and country of residence, principal occupation, business or employment during the last five years, the date on which they became a director of the Company and the approximate number of Common Shares, Stock Options and Warrants beneficially owned, or controlled or directed, directly or indirectly, by them as of the date hereof:

Unless such authority is withheld, the persons designated in the enclosed form of proxy will vote FOR the appointment of Chad Williams, Robert Cinits, Elaine Ellingham, Paolo Lostritto, Philippe Girard, Rick Paolone and Louis Gariépy as Directors of the Company until the close of the next Meeting.

Name, Province or State and Country of Residence	Principal Occupation, Business or Employment	Date Became Director	Common Shares Owned or Controlled or Directed
Chad Williams Executive Chairman and Director Ontario, Canada	Executive Chairman of the Company; Chairman of Red Cloud Mining Capital Inc;	February 12, 2020	4,843,476 Common Shares 1,960,509 Stock Options
Robert Cinits President, Chief Executive Officer and Director British Columbia, Canada	President, Chief Executive Officer and Director of the Company.	April 1, 2020	100,000 Common Shares 750,000 Stock Options 50,000 Warrants
Elaine Ellingham ⁽¹⁾ Director Ontario, Canada	President of Ellingham Consulting Ltd; Director of Alamos Gold Inc., Almaden Minerals Ltd and 79North Ltd.	February 12, 2020	287,269 Common Shares 699,365 Stock Options
Paolo Lostritto ⁽¹⁾ Director Ontario, Canada	Former President of Red Cloud Mining Capital Inc.	February 12, 2020	600,361 Common Shares 699,365 Stock Options 163,929 Warrants

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Philippe Girard Director Québec, Canada	President of Grappe Strategies	February 12, 2020	89,510 Common Shares 736,952 Stock Options
Enrico (Rick) Paolone (1) Director Ontario, Canada	President and Founder of Green Rise Capital Corp.	February 12, 2020	1,619,000 Common Shares 425,000 Stock Options 375,000 Warrants
Louis Gariepy Director Québec, Canada	Vice President Exploration of O3 Mining Inc.	Proposed for appointment	80,000 Stock Options

(1) Members of the Audit Committee.

(2) Chad Williams and Paolo Lostritto are principal shareholders of Red Cloud Mining Capital Inc which own 23,140,117 shares and 2,314,294 warrants of the Company.

As a group, the current and proposed directors beneficially own, control or direct, directly or indirectly, 30,729,733 Common Shares, representing approximately 38.12% of the issued and outstanding Common Shares.

Each nominee has supplied the information concerning the number of Common Shares, Stock Options, and Warrants, over which he/she exercises control or direction.

Except as otherwise stated above, all of the nominees whose names are hereinabove mentioned were appointed as directors of the Company at a shareholder's meeting for which an information circular was issued. Robert Cinits was appointed to the Board on April 1, 2020, following the resignation of Arvind Gupta from the Board.

Biographical notes:

Robert Cinits – President, Chief Executive Officer and Director

Mr. Cinits is the President and CEO of Blue Thunder and has more than 30 years of mining and exploration experience in more than 20 countries. Mr. Cinits is a professional economic geologist who has spent the last 12 years in senior management roles. Previously, Mr. Cinits was the Vice President of Corporate Development for Entrée Resources and COO for Mason Resources, prior to the company's takeover by HudBay Minerals. He was the COO for Mincore Inc., a private exploration company and was the head of the mining and geology team for AMEC Americas in Lima, Peru and started and ran a South American office for A.C.A. Howe International Consultants in Chile. Mr. Cinits holds a B.Sc. in geology from the University of Toronto and is a Professional Geologist registered with the Association of Professional Engineers and Geoscientists of British Columbia.



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Louis Gariepy – Director

Mr. Gariepy is currently the VP Exploration of O3 Mining Inc. He is a geological engineer with over 30 years of international mining experience, including substantial experience in Québec and Latin America. Mr. Gariepy most recently served as Exploration Manager of Anglo American plc in Peru, during which time he was instrumental in the delineation of their exploration programs. Prior to his role at Anglo American plc, Mr. Gariepy served as Exploration Manager of IAMGOLD Corporation in Peru from 2005 to 2012, working on a wide array of projects in Latin America. Mr. Gariepy has also worked for Compañía Minera Milpo from 1999 to 2005, where he contributed in making of the Cerro Lindo VMS deposit a world-class mining asset. Mr. Gariepy began his career as a mining explorationist with Noranda Inc. in Québec from 1986 to 1997.

PENALTIES OR SANCTIONS

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, except as disclosed below, none of the foregoing nominees for election as a director of the Company:

- (a) is, or within the last ten years, has been a director, chief executive officer, or chief financial officer of any company that:
 - (i) was the subject of a cease trade, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which, in all cases, was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer, or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was



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subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets; or

- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

Except as described below, to the knowledge of the Company, none of the nominees for election as 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 security holder in deciding whether to vote for a proposed director.

Philippe Girard, a director of the Company, filed for personal bankruptcy on March 27, 2015, and obtained, by order of the Superior Court of Québec, an absolute discharge on March 14, 2016.

Conflicts of Interest

Some of the proposed directors and officers are also directors, officers and/or promoters of other reporting and non-reporting issuers. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Company, notwithstanding that they are bound by the provisions of the *Business Corporations Act* (Ontario) to act at all times in good faith in the interest of the Company and to disclose such conflicts to the Company if and when they arise.

The persons named in the form of proxy accompanying this Circular intend to vote FOR the election of each of the nominees whose names are set forth above, unless the shareholder of the Company who has given such proxy has directed that the Common Shares represented by such proxy be withheld from voting in respect of the election of each such nominee. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director of the Company for the ensuing year, however, if that should occur for any reason at or prior to the Meeting or any adjournment thereof, the persons named in the form of proxy accompanying this Circular have the right to vote for the election of the remaining nominees and may vote for the election of a substitute nominee in their discretion.



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STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this section is to describe the compensation of the "Named Executive Officers" of the Company and the directors of the Company in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers of the Canadian Securities Administrators. "Named Executive Officer" refers to each individual who, during any part of the most recently completed financial year, served as chief executive officer, each individual who, during any part of the most recently completed financial year, served as chief financial officer, and the most highly compensated executive officer, other than the chief executive officer and chief financial officer, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year. The Named Executive Officers of BTM Corporation (formerly Blue Thunder Mining Corp.), the reverse takeover acquirer (as such term is defined in NI 51-102 – *Continuous Disclosure Obligations* ("NI-51-102")) in the context of the Qualifying Transaction, for the financial year ended December 31, 2019 were Chad Williams, the former Chief Executive Officer, Drew Anwyll, the former President, and Ryan Webster, the former Chief Financial Officer and Corporate Secretary. No other executive officer received total compensation, including salary, bonus and all other compensation, aggregating in excess of \$150,000 for the financial year of the Company ended December 31, 2019.

Prior to the completion of the Qualifying Transaction on February 12, 2020, the Company was a Capital Pool Company. As a Capital Pool Company, the Company was not permitted under the policies of the TSX Venture Exchange to pay, and did not pay, any compensation for services rendered to directors and officers of the Company for acting in those capacities other than the grant to them of Options under the Stock Option Plan. On February 12, 2020, the Company completed the Qualifying Transaction as a result of which the directors and officers of the Company were replaced by nominees of Blue Thunder Mining Inc. For more information, see the Company's management information circular dated November 29, 2019, which is available on SEDAR (www.sedar.com).

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth information concerning all compensation paid to or earned by each Named Executive Officer of the reverse takeover acquirer, as defined in NI 51-102), BTM Corporation (formerly Blue Thunder Mining Corp.) for the year ended December 31, 2019.



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Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Annual incentive plans (\$)	Share-based awards(\$)	All other compensation \$	Total compensation \$
Chad Williams CEO and Director	2019	17,500	Nil	Nil	Nil	17,500
Drew Anwyll President	2019	65,000	Nil	Nil	Nil	65,000
Ryan Webster CFO and Corporate Secretary	2019	15,000	Nil	Nil	Nil	15,000
Paul Mesburis (former CFO)	2019	31,500	Nil	Nil	Nil	31,500
Pompeyo Gallardo (former CFO)	2019	23,975	Nil	Nil	Nil	23,975
Edmond Thorose (former President)	2019	60,000	Nil	Nil	Nil	60,000

Stock Options and Other Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities	Date of issue or grant	Issue, conversion or exercise price (\$)	Expiry Date
Chad Williams, CEO and Director	Stock Option	500,000	August 6, 2020	\$0.14	August 5, 2025
Drew Anwyll, President	Stock Option	80,000	July 28, 2020	\$0.115	July 27, 2025
Ryan Webster, CFO and Corporate Secretary	Stock Option	80,000	July 28, 2020	\$0.115	July 27, 2025
Edmond Thorose (former President)	Stock Option	150,000	August 6, 2020	\$0.14	August 5, 2025

(1) Chad Williams also holds an additional 1,460,509 stock options exercisable at \$0.04 per share and expiring June 12, 2018.

(2) Edmond Thorose also holds an additional 749,048 stock options exercisable at \$0.04 per share and expiring June 12, 2018.

Employment, Consulting and Management Agreements with Named Executive Officers

As at December 31, 2019, the Company did not have any plan, contract or arrangement, compensatory or otherwise: (1) regarding the employment of a Named Executive Officer, or (2) whereby a Named Executive



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Officer is entitled to receive more than \$100,000 (including periodic payments or instalments) in the event of the Named Executive Officer's resignation, retirement or employment, a change of control of the Company, or a change in the Named Executive Officer's responsibilities following a change in control of the Company.

STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

The Company has adopted an incentive stock option plan (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, employees and consultants, to reward such of those directors, employees and consultants as may be granted Options under this Plan by the Board from time to time for their contributions toward the long term goals and success of the Company and to enable and encourage such directors, employees and consultants to acquire Shares as long term investments and proprietary interests in the Company.

The Board will, from time to time and in its sole discretion, determine those directors, employees and consultants (and, when applicable, to a Company wholly owned by any such director, employee or consultant), if any, to whom Options are to be granted. The Board may only grant options to an employee, consultant or Management Company Employee if such employee, consultant or Management Company Employee is a bona fide employee, consultant or Management Company Employee of the Company or a subsidiary of the Company, as the case may be. The Board may, in its sole discretion, grant the majority of the Options to Insiders of the Company. However, in no case will the issuance of Shares upon the due exercise of Options granted under this Plan, or in any proposed or previously existing Share Compensation Arrangement, result in (in each case, as determined on the Grant Date):

- (a) the number of Shares reserved for issuance pursuant to stock options granted to Insiders exceeding 10% of the Company's issued and outstanding Shares;
- (b) the grant to Insiders, within any twelve-month period, of Options reserving for issuance a number of Shares exceeding in the aggregate 10% of the Company's issued and outstanding Shares;
- (c) the grant to any one individual, within any twelve-month period (unless the Company has obtained Disinterested Shareholder Approval), Options reserving for issuance a number of Shares exceeding in the aggregate 5% of the Company's issued and outstanding Shares;
- (d) the grant to all Persons engaged by the Company to provide Investor Relations Activities, within any twelve-month period, of Options reserving for issuance a number of Shares exceeding in the aggregate 2% of the Company's issued and outstanding Shares; or



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- (e) the grant to any one Consultant, in any twelve-month period, of Options reserving for issuance a number of Shares exceeding in the aggregate 2% of the Company's issued and outstanding Shares.
- (f) The exercise price of the Options cannot be set at less than the closing trading price of the Company's shares on the day before the granting of the options.
- (g) There are not any vesting requirements unless the Optionee is a consultant providing Investor Relations services to the Company, in which case the options must vest over a period of 12 months from the Grant Date, with no more than ¼ of any such Options granted vesting in any three-month period.

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Private Placement

The Company entered into an agreement (the "**Agreement**") with Red Cloud Securities Inc. (the "**Finder**") whereby the Company has agreed to pay a fee to the Finder in respect to those purchasers under the private placement (the "**Offering**") that was completed in June and July of 2020, which were introduced to the Company by the Finder. Red Cloud Securities Inc. is a subsidiary of Red Cloud Mining Capital Inc., which beneficially owns more than 10% of the issued and outstanding Common Shares of the Company. Under the terms of the Agreement, the Finder was paid a cash payment equal to 7% of the gross proceeds received by the Company from purchasers under the Offering who were introduced to the Company by the Finder, with such fee representing \$142,464 paid by the Company to the Finder (the "**Cash Finder's Fee**") for the first and second closing. In addition, the Company issued 1,246,156 non-transferrable common share purchase warrants to the Finder in an amount equal to 7% of the common shares issued by the Company to purchasers under the Offering who were introduced to the Company by the Finder, with each such warrant entitling the Finder to acquire one common share for a period of 24 months following the closing of the Offering at a price of \$0.10 per common share (the "**Finder's Warrants**").

Capital Markets Advisory

On August 1st, 2020, the Company entered into a capital markets advisory engagement (the "**Engagement**")



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with Red Cloud Financial Services Inc. (“**Red Cloud**”). Under the Engagement, Red Cloud will be paid a fee of \$10,000 per month for the services it will provide to the Company for an initial period of six months, automatically renewing month-to-month thereafter.

Appointment of Auditor

McGovern Hurley LLP, chartered professional accountants (“**McGovern Hurley**”), was appointed the auditors of the Company at the Annual Meeting of the Company dated December 30, 2019. At the meeting, the shareholders of the Company are being asked to approve the re-appointment of McGovern Hurley as the auditors of the Company until the close of the next annual meeting of shareholders at a remuneration to be fixed by the Board.

This proposal requires the approval of a majority of the votes cast by the holders of Common Shares present, in person, or represented by proxy, at the meeting.

Unless such authority is withheld, the persons designated in the enclosed form of proxy will vote FOR the appointment of McGovern Hurley as auditors of the Company, for the current financial year and the authorization to the directors to establish the auditors’ compensation.

AUDIT COMMITTEE

Charter and Composition of the Audit Committee

The text of the Audit Committee Charter is attached hereto as Schedule “A”. The members of the Audit Committee of the Company are Paolo Lostritto, Chairman of the Audit Committee, Elaine Ellingham and Rick Paolone. The members of the Audit Committee are financially literate, as such terms are defined in Multilateral Instrument 52-110 Audit Committees (“**MI 52-110**”).

Education and Relevant Experience

All members of the Audit Committee are financially literate, as defined in MI 51-110. In considering criteria for determination of financial literacy, the Board looks at the ability to read and understand financial statements of the Company. Each of Paolo Lostritto, Elaine Ellingham and Rick Paolone have familiarity with emerging accounting issues, past employment experience in finance or accounting, requisite professional certification in account, or any other comparable experience or background which results in their financial sophistication,



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including being or having held an officer position of an entity with financial oversight responsibilities.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

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

Pre-Approval Policies and Procedures

The Audit Committee of the Company has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's charter attached hereto as Schedule "A".

Independent Auditor Service Fees

The aggregate fees billed by the Company's independent auditor are as follows:

Financial Year Ended	Year	Audit Fees	Audit-Related Fees ⁽¹⁾	Tax Fees	All other fees
December 2019	31,	14,000	Nil	2,849	Nil

(1) Audit-related fees for 2019 relate primarily to services related to the Qualifying Transaction.

CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 - *Corporate Governance Guidelines* and Regulation 58-101 - *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose



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on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company's required annual disclosure of its corporate governance practices.

Board of directors

Independent directors

The independent directors of the Company are Elaine Ellingham, Philippe Girard and Rick Paolone.

Non-Independent directors

Chad Williams, Robert Cinitis and Paolo Lostritto are non-independent directors of the Company in light of their positions and their involvement in the day-to-day operations of the Company, or their positions and involvement with Red Cloud Mining Capital Inc.

Directorships

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

Director Name	Issuer
Elaine Ellingham	Alamos Gold Inc. (TSX, NYSE), Almaden Minerals Ltd. (TSX, NYSE) and 79North Ltd. (CSE).
Chad Williams	Deep-South Resources Inc. (TSXV), Golden Tag Resources Ltd (TSXV), Honey Badger Silver Inc. (TSXV), and Karora Resources Inc. (TSXV)
Paolo Lostritto	Signature Resources Ltd. (TSXV)
Rick Paolone	GreenRise Foods Inc (TSXV)

Orientation and Continuing Education

When appointed, new directors receive orientation training based on their previous experience, on the Company's business, assets and sector of activity, as well as their new responsibilities. Board meetings are sometimes held in the Company's offices and are from time to time combined with presentations by the Company's management to give the Company's directors added perspective on the Company's affairs. In



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addition, the Company's management is available for discussions with all Board members.

Ethical Business Conduct

In light of the Company's stage of development and its limited number of employees, the Board has not taken formal steps to encourage and promote a culture of ethical business conduct. Board members consider that the fiduciary responsibilities imposed on directors by the law governing the Company and Common Law and the restrictions imposed by legislation governing corporations with respect to the participation of an individual director in conflict of interest in the decisions of a board are sufficient to ensure that the Board operates independently of management and in the Company's best interest.

Nomination of Directors

The Board does not have a nominating committee. The current size and composition of the Board allows the entire Board to take the responsibility for finding and nominating new directors, taking into consideration the competencies, skills, experiences, and ability to devote the required time.

Other Board Committees

There are currently no committees other than the Audit Committee.

Assessments

No formal evaluation process has been put in place to evaluate the effectiveness of the directors, the descriptions of the positions held or the competence and qualifications that each director is required to bring to the Board. This task is the responsibility of the Board who punctually reviews its operation as well as its directors' role, and its members are encouraged to give feedback regarding the effectiveness of the Board as a whole, its practices and individual directors will, when necessary, make recommendations to the Board.

OTHER BUSINESS

APPROVAL OF THE STOCK OPTION PLAN

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

Under the Stock Option Plan, the Board may, from time to time and at its discretion, grant to directors, officers,



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employees or consultants of the Company options to acquire common shares of the Company, provided that the number of options granted does not exceed a maximum of 10% of the aggregate number of common shares of the Company issued and outstanding.

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

This is known as a “rolling” stock option plan.

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

Accordingly, the Company’s shareholders will be asked to adopt a resolution in the form annexed hereto as Schedule “B”. In order to be adopted, the resolution must be approved by a majority of the votes cast by the shareholders, either present in person or represented by proxy at the Meeting.

Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote IN FAVOUR of the resolution approving the Stock Option Plan.

BOARD OF DIRECTORS POWER TO NAME ADDITIONAL DIRECTORS

Shareholders of the Company will be asked to consider and, if thought appropriate, to approve a special resolution empowering the Board, between meetings of the shareholders, to appoint an additional director as long as after such appointment the total number of directors would not be greater than one and one third times the number of directors required to have been elected at the last annual meeting of the shareholders.

Accordingly, the Company’s shareholders will be asked to adopt a special resolution in the form annexed hereto as Schedule “C”. In order to be adopted, the resolution must be approved by a two-thirds of the votes cast by the shareholders, either present in person or represented by proxy at the Meeting.

Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote IN FAVOUR of the special resolution.



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OTHER MATTERS

Management knows of no other matter to come before the Meeting. However, if any other matters which are known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgement.

ADDITIONAL INFORMATION

Additional financial information is provided in the audited financial statements of the reverse takeover acquirer (as such term is defined in NI 51-102), BTM Corporation (formerly Blue Thunder Mining Corp.) and in the Management's Discussion and Analysis report of the financial condition of operations for the fiscal year ended December 31, 2019. Copies of this Information Circular, the financial statements, and the Management's Discussion and Analysis report are available on SEDAR (www.sedar.com).

Additional copies are also available by contacting the Company at:

Suite 2100, P.O. Box 55, 401 Bay Street
Toronto, Ontario, M5H 2Y4
647 564-8873



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APPROVAL OF INFORMATION CIRCULAR

The contents and the sending of the Information Circular have been approved by the directors of the Company.

Toronto, November 24, 2020

By order of the Board of Directors

(s) Robert Cinits

Robert Cinits, President and Chief Executive Officer



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SCHEDULE A AUDIT COMMITTEE CHARTER

The following charter has been adopted by the Board of Directors (the “**Board**”) of Blue Thunder Mining Inc. (the “**Company**” or “**Blue Thunder**”) in order to comply with National Instrument 52-110 (“**NI 52-110**”) and to more properly define the role of the Audit Committee (the “**Committee**”) as it relates to the oversight of the financial reporting process of the Company.

1. Purpose

The Committee is a committee of the Board with the primary function being to assist the Board in fulfilling its oversight responsibilities with respect to:

- i. the integrity, quality and transparency of the Company’s financial statements;
- ii. the Company’s internal controls over financial reporting;
- iii. the Company’s compliance with regulatory and legal requirements related to financial reporting;
- iv. the recommendation to the shareholders for the appointment, and approval of the compensation, of the Company’s external auditor, as well as the responsibility for its independence, qualifications and performance of all audit and audit related work; and
- v. such other duties as assigned to it from time to time by the Board.

The function of the Committee is oversight. The members of the Committee are not full-time employees of the Company. The Company’s management is responsible for the preparation of the Company’s financial statements in accordance with the applicable accounting standards and applicable laws and regulations. The Company’s external auditor is responsible for the audit and review, if applicable, of the Company’s financial statements in accordance with the applicable auditing standards and laws and regulations.

2. Authority

In carrying out its oversight role, the Committee and the Board recognize that the Company’s management is responsible for:

- i. implementing and maintaining suitable internal controls and disclosure controls;
- ii. the preparation, presentation and integrity of the Company’s financial statements; and
- iii. the appropriateness of the accounting principles and reporting policies that are used by the Company.



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The Committee shall have the authority to:

- i. engage independent counsel and other advisors as it deems necessary to carry out its duties;
- ii. set and pay the compensation for the advisors employed by the Committee; and
- iii. communicate directly with the internal and external auditors.

3. Membership

The Committee and its membership shall meet all applicable legal, regulatory, and listing requirements of the appropriate securities commissions, stock exchanges and any other applicable securities regulatory authority. The Committee shall consist of at least three members of the Board. Unless a chair (the “Chair”) is elected by the Board, the members of the Committee shall designate a member who shall serve as Chair by an affirmative vote of the majority of the full Committee.

The majority of the members of the Committee shall be independent and financially literate, except as otherwise permitted under the limited exceptions as set out in NI 52-110 – Audit Committees. The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders and the Board may, at any time, amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitute.

4. Procedures, Powers and Duties

In carrying out its oversight role, duties and responsibilities, the Committee believes that its policies and procedures should remain flexible, within appropriate regulatory and generally accepted accounting principles guidelines, in order to best react to changing events, conditions and circumstances.

The Committee will meet at least four times per year (additional details on Meeting obligations can be found in section 5), with authority to convene additional meetings as required. The committee will hold private meetings with external auditors, the Chief Financial Officer (“CFO”), Vice President of Finance or any other member acting as the most senior financial officer of the Company and others as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

5. Meetings of the Committee

The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. The quorum shall be reached with at least 50% of the members of the Committee are present, either in person, or by telephone.



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The Committee shall keep minutes of its meetings, which shall be available for review by the Board at any time. The Committee may, from time to time, appoint any person who need not be a member of the Committee, to act as secretary at any meeting. Any director of the Company may attend meetings of the Committee, and the Committee may invite other such officers and employees of the Company as it may see fit, from time to time, to attend meetings of the Committee.

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation, other than those relating to non-audit services and annual audit fees, which do not require the approval of the Board.

The Chair of the Committee has the authority to convene additional meetings, circumstances warranted. Any member of the Committee, the Chair of the Board, the Chief Executive Officer (“CEO”) and the CFO or senior financial officer, shall be entitled to request that the Chair of the Committee call a meeting within 48 hours of receipt of such request.

6. Responsibilities

The Committee will carry out the following responsibilities:

Financial Statement and Related Disclosure Documents

- Review and discuss with management and the external auditor the quarterly and annual financial statements and the related disclosures contained in the Management’s Discussion and Analysis and news releases and approve, or where required recommend to the Board for approval, subject to any required change being made, prior to the public disclosure of the information by the Company. Such disclosure shall include:
 - i. the choice and justification of significant accounting policies and estimates made by management and the quality, not just the acceptability, of the accounting principles applied by the Company;
 - ii. the reasonableness of any significant judgements made;
 - iii. the clarity and completeness of the financial statement disclosure;



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- iv. any accounting adjustments that were noted or proposed by the external auditor but were not made (as immaterial or otherwise); and
 - v. any communication between the audit team and their national office (where applicable) relating to accounting or auditing issues encountered during their work.
- Review and discuss with management and the external auditor the financial information contained in any prospectus, offering memoranda and/or any other document containing financial information required to be disclosed or filed by the Company and recommend to the Board for approval, in each case, subject to any required change being made prior to the public disclosure of this information.
 - Review disclosure related to any insider and related party transactions, significant non-recurring events, significant risks and changes in provisions, estimates or reserves included in the Company's public disclosure documents.

Internal Controls

- Review with management and the external auditor the adequacy and effectiveness of the Company's systems of internal control over financial reporting and disclosure, including policies, procedures and systems to assess, monitor and manage the Company's assets, liabilities revenues and expenses. In addition, the Committee will review and discuss the appropriateness and timeliness of the disposition of any recommendations for improvements in the Company's internal control over financial reporting and disclosure.
- Obtain and review reports of the external auditor on significant findings and recommendations on the Company's internal controls, together with management's responses.
- Periodically discuss with management, the Company's policies regarding financial risk assessment and financial risk management. While it is the responsibility of management to assess and manage the Company's exposure to financial risk, the Company will discuss and review guidelines and policies that govern the process. The discussion may include the Company's financial risk exposures and the steps management has taken to monitor and control such exposures.

External Auditor

- Receive reports directly from and oversee the external auditor.
- Discuss with representatives of the external auditor plans for their quarterly reviews (where applicable) and



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annual audit, including adequacy of staff and their proposed fees and expenses. The Committee will have separate discussions with the external auditor, without management present, on:

- i. the results of their annual audit and quarterly review (where applicable);
 - ii. any difficulties encountered in the course of their work, including restrictions on the scope of activities or access to information;
 - iii. management's response to audit or quarterly review (where applicable) issues; and
 - iv. any disagreements with management.
- Pre-approve all audit and allowable non-audit fees and services to be provided by the external auditor in accordance with securities laws and regulations and the Company's policies and procedures pertaining to the pre-approval and reporting of such services.
 - Recommend to the Board that it recommend to shareholders of the Company the appointment and termination of the external auditor.
 - Approve the external auditor's compensation.
 - Receive reports in respect of the quarterly review (where applicable) and audit work of the external auditor and, where applicable, oversee the resolution of any disagreements between management and the external auditor.
 - Establish and maintain direct communication channels between the Committee and the external auditor of the Company to discuss and review specific issues, as appropriate.
 - Meet separately, on a regular basis, with management and the external auditor (where quarterly reviews are performed) to discuss any issues or concerns warranting the attention of the Committee. As part of this process, the Committee shall provide sufficient opportunity for the external auditor to meet privately with the Committee.
 - At least annually, obtain and review a report from the external auditor describing:
 - i. any sanctions made by any government or professional authorities, respecting independent audits carried out by the external auditor, and any steps taken to deal with any such issues; and
 - ii. all relationships between the external auditor and the Company in order to assess external auditor independence and receive a letter each year from the external auditor confirming its continued independence.



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- Allow the external auditor of the Company to attend and be heard at any meeting of the Committee.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the external auditor to ensure compliance with NI 52-110.
- At least annually, evaluate the external auditor's qualifications, performance and independence, including that of the external auditor's lead partner, and report the results of such review to the Board; and
- At least every five years, conduct a more comprehensive review of the external auditor's performance and report the results of such review to the Board.

Whistleblower

- Review procedures established with respect to employees and third parties for:
 - i. the receipt, retention and treatment of complaints received by the Company, confidentially and anonymously, regarding accounting, financial reporting and disclosure controls, procedures, or auditing matters; and
 - ii. dealing with reporting, handling and taking of remedial action with respect of alleged violations of accounting, financial reporting and disclosure controls and procedures, or auditing matters, as well as certain other alleged illegal or unethical behaviour, in accordance with the Company's related policies and procedures.

Compliance

- Review disclosure made by the Company's CEO and CFO, or senior financial officer, regarding compliance with their certification obligations as required by the regulators.
- Review the Company's CEO and CFO's, or senior financial officer's, quarterly and annual assessments of the design and operating effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, respectively.
- Review the findings of any examination by regulatory agencies and any auditor observations.
- Receive reports, if any, from management and corporate legal counsel of evidence of material violation of securities laws or breaches of fiduciary duty.

Reporting Responsibilities

- Regularly report to the Board on Committee activities, issues and related recommendations.



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- Report annually to the shareholders, describing Committee’s composition, responsibilities and how they are discharged, and any other information required by legislation.

7. Other Responsibilities

In addition to the responsibilities mentioned previously, the Committee can also be responsible for:

- i. Perform any other related activities as requested by the Board;
- ii. Review and assess the adequacy of the Committee mandate annually, requesting Board approval for proposed changes; and
- iii. Institute and oversee special investigations, as needed.



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**SCHEDULE B
RESOLUTION 2020-01**

APPROVAL OF THE STOCK OPTION PLAN

BE IT RESOLVED:

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



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**SCHEDULE C
RESOLUTION 2020-02**

**EMPOWERMENT OF THE BOARD OF DIRECTORS TO DETERMINE BY RESOLUTION THE
NUMBER OF DIRECTORS OF THE COMPANY WITHIN THE MINIMUM AND MAXIMUM
NUMBERS PROVIDE FOR IN THE ARTICLES OF THE COMPANY**

BE IT RESOLVED:

1. THAT the directors are hereby empowered, between meetings of the shareholders, to appoint an additional director as long as after such appointment the total number of directors would not be greater than one and one third times the number of directors required to have been elected at the last annual meeting of the shareholders
2. THAT the directors of the Company be and they are hereby authorized to do all things and sign all instruments and documents necessary or desirable to give effect to the foregoing.

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