



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

FOR THE
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE
HELD ON JUNE 6, 2024

May 1, 2024

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF GOLD TERRA RESOURCE CORP.**

To the shareholders of Gold Terra Resource Corp.:

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**shares**”) of Gold Terra Resource Corp. (the “**Company**”) will be held at Suite 410, 325 Howe Street, Vancouver, British Columbia, Canada, V6C 1Z7, on Thursday, June 6, 2024 at 10:00 a.m., Vancouver time, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2023 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
4. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution re-approving the 10% “rolling” stock option plan of the Company, as more particularly described in the accompanying management information circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

A management information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements accompany this notice.

Registered shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays and holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders who receive this notice and management information circular from their broker or other intermediary should complete and return the voting instruction form in accordance with the instructions provided with it. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you will not be entitled to vote at the Meeting, either in person or by proxy.**

The Company encourages shareholders to access the Meeting via zoom at <https://us02web.zoom.us/j/83438558869?pwd=Wk9aWkZyMXoya3ozTkd5VlJjdFQ5QT09> (Meeting ID: 834 3855 8869; Passcode: 373626). Shareholders attending the Meeting via Zoom will not be permitted to vote through the video conference platform, but will be permitted

to ask questions of management. Only registered shareholders and duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

DATED at Vancouver, British Columbia, this 1st day of May, 2024.

BY ORDER OF THE BOARD

"Gerald Panneton"

Gerald Panneton

Chairman and Chief Executive Officer

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**GOLD TERRA RESOURCE CORP.
MANAGEMENT INFORMATION CIRCULAR**

(as at May 1, 2024, unless indicated otherwise)

SOLICITATION OF PROXIES

This management information circular (the “**Information Circular**”) is provided in connection with the solicitation of proxies by the management of Gold Terra Resource Corp. (the “**Company**”) for use at the annual general and special meeting of the holders of common shares (the “**shares**”) of the Company to be held on June 6, 2024 (the “**Meeting**”), at the time and place and for the purposes set out in the accompanying notice of meeting and at any adjournment thereof. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining authorization from their principal(s) to execute forms of proxy. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars.

MEETING PROCEDURES

Who can attend the Meeting?

Anyone who holds shares as of the close of business on May 1, 2024, which is the record date for the Meeting (the “**Record Date**”) fixed by the Board of Directors of the Company (the “**Board**”), or has been appointed proxyholder by such a shareholder, is entitled to attend the Meeting.

The Company encourages shareholders to access the Meeting via zoom at <https://us02web.zoom.us/j/83438558869?pwd=Wk9aWkZyMXoya3ozTkd5VlJjdFQ5QT09> (**Meeting ID: 834 3855 8869; Passcode: 373626**). Shareholders attending the Meeting via Zoom will not be permitted to vote through the video conference platform, but will be permitted to ask questions of management. Only registered shareholders and duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1 (by mail, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy. We encourage you to vote in advance of the Meeting and adhere to all government and public health recommendations in place at the time of the Meeting.

The persons named in the proxy are directors and officers of the Company and are proxyholders nominated by management. **A shareholder has the right to appoint a person other than the nominees of management named in the enclosed form of proxy to represent the shareholder at the Meeting. To exercise this right, a shareholder must insert the name of its nominee in the blank space provided. A person appointed as a proxyholder need not be a shareholder of the Company. The person you appoint must attend the Meeting to vote your shares. We encourage you to vote in advance of the Meeting.**

A registered shareholder may revoke a proxy by:

- a) signing a proxy with a later date and delivering it at the place and within the time noted above;
- b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and delivering it to the head office of the Company, Suite 410 – 325 Howe Street, Vancouver, British Columbia, Canada V6C 1Z7, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof;
- c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked; or
- d) in any other manner provided by law.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as many shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through banks, trust companies, securities dealers or brokers, trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans or other persons (any one of which is herein referred to as an “**Intermediary**”) or otherwise not in their own name (such shareholders herein referred to as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders appearing on the records maintained by the Company’s transfer agent as registered shareholders will be recognized and allowed to vote at the Meeting. If a shareholder’s shares are listed in an account statement provided to the shareholder by a broker, in all likelihood those shares are **not**

registered in the shareholder's name and that shareholder is a Beneficial Shareholder. Such shares are most likely registered in 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 The Canadian Depository for Securities Limited, 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 Meeting 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 party well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or "**NOBOs**") or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or "**OBOs**").

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of Meeting, this Information Circular and the form of proxy (collectively, the "**Meeting Materials**") indirectly through Intermediaries to NOBOs and OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to NOBOs and OBOs. The Company does not intend to pay for Intermediaries to forward the Meeting materials to OBOs. OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Meeting Materials sent to Beneficial Shareholders are accompanied by a voting instruction form ("**VIF**"), instead of a form of proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on the Beneficial Shareholder's behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) 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 an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. **A Beneficial Shareholder receiving a VIF cannot use that form to vote shares directly at the Meeting – Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when**

and where the VIF is to be delivered. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular and the accompanying form of proxy and notice of Meeting are to registered shareholders unless specifically stated otherwise.

The Meeting Materials are being sent to both registered and non-registered owners of the Company's shares. If you are a Beneficial Shareholder and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of the Company's securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

The shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice on the proxy with respect to any matter to be acted upon, the shares will be voted accordingly. On any poll, the persons named in the proxy will vote the shares in respect of which they are appointed. Where directions are given by the shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

The proxy, when properly signed, confers discretionary authority on the proxyholder with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the proxyholder.

In the absence of instructions to the contrary, the proxyholders intend to vote the shares represented by each proxy, properly executed, in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Information Circular, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of each of the following persons in any matter to be acted upon at the Meeting other than the election of directors:

- 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.

Directors and executive officers may, however, be interested in the re-approval of the Option Plan (as defined below) as detailed in “*Particulars of Matters to be Acted Upon – Re-Approval of the Stock Option Plan,*” as such persons are entitled to participate in the Option Plan.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of shares. On the Record Date, the Company had 331,222,484 shares outstanding. All shares in the capital of the Company are of the same class and each carries the right to one vote. Only those shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Board currently consists of five (5) directors. The term of office for each of the present directors of the Company expires at the Meeting. The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. **In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted FOR the nominees listed in this Information Circular.** Management does not contemplate that any such nominee will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors.**

The following table sets out the names of the nominees for election as directors, their jurisdiction of residence, the office(s) they hold within the Company, their principal occupations (and, if not previously elected as a director, their principal occupations during the last five years), the date since when they have been a director of the Company, and the number of shares of the Company which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of this Information Circular:

Name, Jurisdiction of Residence and Office(s) Held	Principal Occupation and, if not Previously Elected as a Director, Occupation during the Last Five Years	Director Since	Shares Owned
Gerald Panneton, B. Sc & M. Sc Geology Ontario, Canada <i>Chairman and CEO</i>	Chair and Chief Executive Officer, Gold Terra Resource Corp. (Chairman of Gold Terra Resource Corp. 2019-2021)	October 2019	7,130,000 ⁽³⁾
Laurie Gaborit, B. Sc. Geology ⁽²⁾ Ontario, Canada <i>Director</i>	Chief Executive Officer, LG IR Services Inc. VP Investor Relations, Doré Copper Mining Corp. (September 2020 to present); VP Investor Relations, Detour Gold (2007-2019)	December 2019	200,000
Patsie Ducharme, CPA ⁽¹⁾⁽²⁾ Québec, Canada <i>Director</i>	Patsie Ducharme, CPA Consulting Service; Chief Financial Officer, Alliance Magnesium (2020 to 2022)	August 2021	60,000
Hellen Siwanowicz, LLB ⁽¹⁾⁽²⁾ Ontario, Canada <i>Director</i>	Corporate Director and Legal Consultant Partner, McMillan LLP (formerly Lang Michener LLP) (1996 to 2016)	August 2020	200,000
Paul Bonneville ⁽¹⁾ Québec, Canada <i>Director</i>	President and director of PRB Mining Services Inc.; Operations manager, Critical Elements Lithium Corporation (2014 to 2023)	August 2023	Nil

(1) Audit Committee consists of Patsie Ducharme (Chair), Hellen Siwanowicz and Paul Bonneville.

(2) Corporate Governance, Nomination and Compensation Committee consists of Laurie Gaborit (Chair), Patsie Ducharme and Hellen Siwanowicz.

(3) Of these shares, 1,200,000 shares are held indirectly by G.P. Consulting Inc., a private company wholly-owned by Mr. Panneton.

The above information, including information as to shares beneficially owned, has been provided by the respective directors individually.

No proposed director of the Company

- a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
- i. was the subject:
- A. of a cease trade order;
 - B. an order similar to a cease trade order; or
 - C. an order that denied the relevant company access to any exemption under securities legislation
 - D. (each, an “**Order**”);

that was in effect for a period of more than 30 consecutive days, while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

- ii. was subject to an Order that was in effect for a period of more than 30 consecutive days, after the proposed director was acting in the capacity as 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;
- b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive 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;
- c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- d) other than as disclosed below, has been subject to 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

On March 15, 2017, Mr. Panneton entered into a settlement agreement with Detour Gold Corp. (“**Detour Gold**”) and a representative plaintiff under a class action which alleged the class suffered damages as a result of misrepresentations in Detour Gold’s continuous public disclosure. Under the settlement agreement, Detour Gold agreed to pay or cause to be paid \$6 million for the benefit of the proposed class. Mr. Panneton did not pay any amount personally and it was determined that there were no misrepresentations found in Detour Gold’s continuous public disclosure.

Laurie Gaborit, a director of the Company, was formerly a director of Monarch Mining Corporation (“Monarch”), a company listed on the Toronto Stock Exchange. On November 15, 2023, the Superior Court of Quebec issued an order granting Monarch’s application for creditor protection under the *Companies’ Creditors Arrangement Act* (Canada) (“CCAA”) to ensure a responsible, controlled and orderly restructuring of its affairs. Ms. Gaborit resigned as a director of Monarch on the same day.

Appointment of Auditor

Unless the shareholder specifies in the enclosed form of proxy that the shares represented by the proxy are to be withheld from voting in the appointment of the auditor, the persons named in the form of proxy intend to vote **FOR** the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (“**DMCL**”), as auditor of the Company for the ensuing year and the authorization of the directors to fix its remuneration.

The Board recommends that shareholders vote **FOR** the appointment of DMCL as the Company's auditor and the authorization of the directors to fix the auditor's remuneration.

Re-approval of the Stock Option Plan

Shareholders are being asked to re-approve the Company's stock option plan (the "**Option Plan**") which was approved by the directors of the Company on April 21, 2022 and by the shareholders of the Company on June 7, 2022. There have been no changes to the Option Plan since it was approved by the directors and the shareholders. The TSXV requires that rolling security based compensation plans receive shareholder approval annually.

The information below is a summary of the Option Plan and should be read in conjunction with full text of the Option Plan which can be obtained from the Company. Any definitions or capitalized terms used or referenced below have the same meaning attributed to them in the Option Plan.

The purpose of the Option Plan is to give to Eligible Persons as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Options, exercisable over periods of up to ten years as determined by the Board, to buy shares at a price not less than the Market Price prevailing on the date the Option is granted less applicable discount, if any, permitted by the policies of the TSXV (and, if applicable, any other stock exchange on which the shares are listed) and approved by the Board. The key terms of the Option Plan are reflected in the disclosure below.

Key Term	Summary
Administration	The Board shall, without limitation, have full and final authority in their discretion, but subject to the express provisions of the Option Plan, to interpret the Option Plan, to prescribe, amend and rescind rules and regulations relating to the Option Plan and to make all other determinations deemed necessary or advisable in respect of the Option Plan. Except as set forth in certain sections of the Option Plan and subject to any required prior Exchange approval, the interpretation and construction of any provision of the Option Plan by the Board shall be final and conclusive. Administration of the Option Plan shall be the responsibility of the appropriate officers of the Company and all costs in respect thereof shall be paid by the Company.
Number of Shares	<p>The maximum aggregate number of shares that are issuable pursuant to security-based compensation granted or issued under the Option Plan and all of the Company's other previously established or proposed security-based compensation plans (to which the following limits apply under Exchange policies):</p> <p>(a) to all Optionees as a group (including for greater certainty Insiders (as a group)) shall not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis at any point in time;</p> <p>(b) to Insiders (as a group) in any 12-month period shall not exceed 10% of the total number of issued and outstanding shares</p>

Key Term	Summary
	<p>on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;</p> <p>(c) to any one Optionee (including, where permitted under applicable policies of the Exchanges, any companies that are wholly owned by such Optionee) in any 12-month period shall not exceed 5% of the total number of issued and outstanding shares on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;</p> <p>(d) to any one Consultant in any 12-month period shall not exceed 2% of the total number of issued and outstanding shares on a non-diluted basis on the Grant Date;</p> <p>(e) to Investor Relations Service Providers (as a group) in any 12-month period shall not exceed 2% of the total number of issued and outstanding shares on a non-diluted basis on the Grant Date, and Investor Relations Service Providers shall not be eligible to receive any security based compensation other than Options if the shares are listed on the TSX Venture Exchange at the time of any issuance or grant; and</p> <p>(f) to Eligible Charitable Organizations (as a group) shall not exceed 1% of the total number of issued and outstanding shares on a non-diluted basis on the Grant Date.</p>
Securities	Each Option entitles the holder thereof to purchase one share at an exercise price determined by the Board.
Participation	Any directors, officers, Employees, Management Company Employees, Consultants and Eligible Charitable Organizations of the Company and its subsidiaries (collectively " Eligible Persons ").
Option Price	The Option Price under each Option shall be not less than the Market Price on the Grant Date less the applicable discount permitted under the policies of the Exchanges.
Exercise Period	The exercise period of an Option will be the period from and including the grant date up to 4:00 p.m. Pacific Time on the expiry date that will be determined by the Board at the time of grant (the " Expiry Date "), provided that the Expiry Date of an Option will be no later than the tenth anniversary of the Grant Date of the Option.
Cessation of Employment	<p>If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:</p> <p>(a) <u>Death or Disability</u></p> <p>If the Optionee ceases to be an Eligible Person, due to his or her</p>

Key Term	Summary
	<p>death or Disability or, in the case of an Optionee that is a company, the death or Disability of the person who provides management or consulting services to the Company or to any entity controlled by the Company, the Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of:</p>
	<p>(i) 365 days after the date of death or Disability; and</p> <p>(ii) the Expiry Date;</p>
	<p>(b) <u>Termination For Cause</u></p>
	<p>If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person as a result of termination for cause as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee's employer, is employed or engaged; any outstanding Option held by such Optionee on the date of such termination, whether in respect of Option Shares that are Vested or not, shall be cancelled as of that date.</p>
	<p>(c) <u>Early Retirement, Voluntary Resignation or Termination Other than For Cause</u></p>
	<p>If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days (30 days if the Optionee was engaged in Investor Relations Activities) after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person.</p>
<p>Acceleration Events</p>	<p>If at any time when an Option granted under the Option Plan remains unexercised with respect to any Unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer and subject to the approval of the Exchanges with respect to Investor Relations Service Providers, declare all Option Shares issuable upon the exercise of Options granted under the Option Plan, Vested, and declare that the Expiry Date for the exercise of all unexercised Options granted under the Option Plan is accelerated so that all Options will either be exercised or will expire prior to the date upon which shares must</p>

Key Term	Summary
	be tendered pursuant to the Offer. The Board shall give each Optionee as much notice as possible of the acceleration of the Options under this section, except that not less than five business days notice is required and more than 30 days notice is not required.
Amendments	The Board may from time to time, subject to applicable law and to the prior approval, if required, of the shareholders (or disinterested shareholders, if required), Exchanges or any other regulatory body having authority over the Company or the Option Plan, suspend, terminate or discontinue the Option Plan at any time, or amend or revise the terms of the Option Plan or of any Option granted under the Option Plan and the Option Agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any Option previously granted to an Optionee under the Option Plan without the consent of that Optionee.

At the Meeting, shareholders are being asked to consider and, if deemed appropriate, to pass, with or without variation, a resolution, in the form set out below (the “**Option Plan Resolution**”), subject to such amendments, variations or additions as may be approved at the Meeting, re-approving the Option Plan.

The Board and management recommend the re-approval of the Option Plan. To be effective, the Option Plan Resolution must be approved by not less than a majority of the votes cast by the holders of shares present in person, or represented by proxy, at the Meeting. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the shares represented by such form of proxy, properly executed, FOR the Option Plan Resolution.

The text of the Option Plan Resolution to be submitted to shareholders at the Meeting is set forth below:

“BE IT RESOLVED THAT:

1. Subject to regulatory approval, the Option Plan pursuant to which the directors may, from time to time, authorize the issuance of options to Eligible Persons to a maximum of 10% of the issued and outstanding shares at the time of the grant, be and is hereby ratified, confirmed and approved; and
2. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of, and on behalf of, the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the intent of the foregoing resolution.”

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

“Named executive officer” (“**NEO**”) means:

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

The NEOs who are the subject of this Compensation Discussion and Analysis are Gerald Panneton (CEO and Chairman), Joseph Campbell (former COO) and Mark T. Brown (CFO).

Compensation Program Objectives

The objectives of the Company’s executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company’s continued success;
- to align the interests of the Company’s executives with the interests of the Company’s shareholders;
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions; and
- to reward individual contributions in light of overall business results.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is a junior mineral exploration company involved in exploration and development of early-stage mineral properties and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEOs.

Purpose of the Executive Compensation Program

The Company’s executive compensation program has been designed to reward executives for reinforcing the Company’s business objectives and values, for achieving the Company’s performance objectives and for their individual performances.

Elements of the Executive Compensation Program

The executive compensation program consists of three basic components: (1) base salary and consulting fees, (2) short-term incentive compensation in the form of performance-based bonuses, and (3) long-term incentive compensation in the form of stock options.

The value allocated to these different compensation elements is not based on a formula, but rather is intended to reflect the Board's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results.

Base Salary

The base salary or consulting fee of a NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

Short-term Incentives

In addition to a base salary or consulting fee, each NEO is eligible to receive a performance-based bonus meant to motivate executives to achieve personal business objectives, to be accountable for their relative contribution to the Company's performance, as well as to attract and retain executives.

Long-term Incentives

Stock options are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of options upon hire aligns NEOs' rewards with an increase in shareholder value over the long-term. The use of options encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Compensation Program, Compensation Risk and Compensation Governance

Compensation of the NEOs is reviewed annually by the Company's Corporate Governance, Nomination and Compensation Committee (the "**Compensation Committee**"), which makes recommendations to the Board, which in turn approves the compensation of the NEOs. The Compensation Committee consists of three independent directors: Laurie Gaborit, Patsie Ducharme and Hellen Siwanowicz. Laurie Gaborit is the Chair of the Compensation Committee. The Company may, from time to time, engage independent compensation advisors or compensation consultants in respect of its compensation policies or practices to ensure that the Company's compensation to the NEOs is comparable in the industry.

The Compensation Committee 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 Compensation Committee's responsibilities and the Board'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 its shareholders and risk implications is one of many considerations which are taken into account in such design.

It is anticipated that a significant portion of the Company's executive compensation will consist of options granted under the Option Plan. Such compensation is both "long-term" and "at risk"

and, accordingly, is directly linked to the achievement of long-term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, base salary or consulting fee and performance bonuses, represent the remaining portion of an executive's total compensation. These components of compensation are not anticipated to form a significant part of total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short-term compensation when their long-term compensation might be put at risk from their actions.

Compensation Risk

Due to the small size of the Company, and the current level of the Company's activity, the Compensation Committee and the Board are able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

NEOs and directors of the Company are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Base Salary or Consulting Fees

The Company has entered into management consulting agreements with consulting companies controlled by Messrs. Campbell and Brown, respectively. The agreement with Mr. Brown was automatically renewed. The management consulting agreement with Mr. Campbell was replaced by a two-year consulting agreement effective December 31, 2022 until December 31, 2024 with his resignation as the COO. See "External Management Companies" for a description of the agreement with Mr. Brown. On October 1, 2019, the Company entered into an employment agreement with Mr. Panneton, providing for the terms under which he would perform the duties of Executive Chair of the Company for a term of three years. The Company entered into an amended and restated employment agreement with Mr. Panneton to reflect his additional role as Chief Executive Officer effective January 1, 2022.

The Company intends to review the terms of the consulting and employment agreements on an annual basis. The consulting fees or base salaries, as the case may be, for NEOs are set having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is to be given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also to be considered.

Performance-Based Bonuses

Each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to

achieve short-term goals. Performance-based bonuses are paid at the discretion of the Board based on corporate and individual performance. The Board also considers accomplishments by management which enhance the Company and shareholder value. Bonuses are made by way of cash payments, which payments are made at the end of the fiscal year. The Board in its sole and absolute discretion may decide not to pay performance bonuses where the Board believes that it is not prudent to pay bonuses as a result of adverse economic conditions or financial conditions of the Company.

For the financial year ended December 31, 2023, there was no performance-based bonus paid to the NEOs.

Stock Options

The Company has established the Option Plan under which options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board determines which NEOs (and other persons) are entitled to participate in the Option Plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding expiry date and exercise price.

Description of the Option Plan

Subject to the limitations of the Option Plan, the Board has the authority:

- a) to grant options to purchase shares to Eligible Persons,
- b) to determine the terms, limitations, restrictions and conditions respecting such grants, including, the number of shares for which any option may be granted to an Eligible Person and the exercise price at which shares may be purchased under any option to be granted to an Eligible Person,
- c) to interpret the Option Plan and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to the Option Plan as it deems advisable, and
- d) to make all other determinations and to take all other actions in connection with the implementation and administration of the Option Plan as deemed necessary or advisable. The Board's guidelines, rules, regulations, interpretations and determinations are conclusive and binding upon the Company and all other persons.

The Board makes these determinations subject to the provisions of the Option Plan and, where applicable, the policies of the TSXV. A detailed discussion of the material terms of the Option Plan is set out under "*Particulars of Matters to be Acted Upon – Re-approval of the Stock Option Plan*" above.

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program. The granting of options has been designed to provide total compensation which the Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

This element of compensation allows the Company to incentivize and retain its NEOs for their sustained contributions to the Company. These awards reward performance and continued employment by a NEO, with associated benefits to the Company of attracting, motivating and retaining employees. The Company believes that long-term incentives such as options provide NEOs with a strong link to long-term corporate performance and the creation of shareholder value. The Option Plan aligns the interests of the NEOs with those of shareholders by linking a significant portion of the executive's total pay opportunity to share price, therefore providing long-term accountability. This incentive arrangement is typically designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives.

The Company awards options to its executive officers based upon the recommendation of the Compensation Committee, which recommendation is based upon the Compensation Committee's review of a proposal from the CEO. Previous grants of options are taken into account when considering new grants.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the NEOs by the Company for services in all capacities to the Company during the two most recently completed financial years ended December 31, 2023 and 2022:

Name and principal position	Financial Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Gerald Panneton CEO and Chair ⁽³⁾	2023	360,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
	2022	360,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
Joseph Campbell Former COO ⁽⁴⁾	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2022	165,000 ⁽⁶⁾	Nil	17,189 ⁽¹⁾	Nil	Nil	Nil	Nil ⁽⁴⁾	182,189
Mark T. Brown CFO ⁽⁵⁾	2023	Nil	Nil	13,197 ⁽²⁾	Nil	Nil	Nil	140,000 ⁽⁶⁾	153,197
	2022	Nil	Nil	18,441 ⁽¹⁾	Nil	Nil	Nil	130,025 ⁽⁶⁾	148,466

- (1) Grant date (accounting) fair value was estimated using the Black-Scholes option pricing formula assuming an expected life of five years, dividend yield of nil, a risk-free interest rate of 1.43% to 1.61% based on the five-year Bank of Canada benchmark rate on the date of grant, and an expected volatility of 58.81% to 59.88% calculated based on common share performance for a period of five years prior to the date of grant.
- (2) Grant date (accounting) fair value was estimated using the Black-Scholes option pricing formula assuming an expected life of five years, dividend yield of nil, a risk-free interest rate of 1.77% based on the five-year Bank of Canada benchmark rate on the date of grant, and an expected volatility of 60.2% calculated based on common share performance for a period of five years prior to the date of grant.
- (3) Mr. Panneton was appointed Executive Chair on October 21, 2019. Mr. Panneton does not receive any compensation for his role as a director of the Company. Effective January 1, 2022, Mr. Panneton was appointed as the CEO and Chair of the Company.
- (4) Mr. Campbell was appointed COO of the Company on October 21, 2019 and resigned on December 1, 2022. During the year ended December 31, 2022, the Company paid \$124,668 to GeoVector Management Inc., a private company in which Mr. Campbell is principal, for geologic consulting services incurred on the Company's properties.
- (5) Mr. Brown was appointed CFO of the Company on April 1, 2020.
- (6) Fees paid by the Company to Pacific Opportunity Capital Ltd., a private company in which Mr. Brown is the president, for accounting and managerial consulting services.

External Management Companies

Mr. Brown is indirectly compensated through a consulting agreement between the Company and Pacific Opportunity Capital Ltd., a private company in which Mr. Brown is the president, pursuant to which the Company pays consulting fees for the services of Mr. Brown as CFO and for financial and administrative services, which include the preparation, review and analysis of financial statements and the management discussion and analysis, review and analysis of contractual documents, supervision of the accounting staff, preparation of financial information for auditors and tax-related filings. Forty (40) percent of the consulting fees paid to Pacific Opportunity Capital Ltd. can be attributed to Mr. Brown's services as CFO. Mr. Brown also receives option-based compensation periodically.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all option-based awards and share-based awards outstanding and held by the NEOs at the end of the most recently completed financial year ended December 31, 2023:

Name	Option-based Awards					Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option grant date	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Gerald Panneton <i>CEO and Chair</i>	Nil	N/A	N/A	N/A	N/A	Nil	N/A
Mark T. Brown <i>CFO</i>	400,000	0.30	April 14, 2020	April 14, 2025	Nil	Nil	N/A
	100,000	0.35	December 11, 2020	December 11, 2025	Nil		
	100,000	0.26	December 31, 2021	December 31, 2026	Nil		
	100,000	0.24	June 10, 2022	June 10, 2027	Nil		
	100,000	0.20	December 30, 2022	December 30, 2027	Nil		
	100,000	0.10	August 22, 2023	August 22, 2028	Nil		

(1) Values were calculated using the closing price of \$0.07 which was the closing price of the shares on the TSXV on December 29, 2023, the last trading day in the financial year ended December 31, 2023.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year ended December 31, 2023:

Name	Option-based awards – Value vested during the period ⁽¹⁾ (\$)	Share-based awards – Value vested during the period (\$)	Non-equity incentive plan compensation – Value earned during the period (\$)
Gerald Panneton <i>CEO and Chair</i>	Nil	Nil	Nil
Mark T. Brown <i>CFO</i>	13,197	Nil	Nil

(1) Based on fair value calculated at date of grant using the Black-Scholes option pricing formula.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

Termination and Change of Control Benefits

During the financial year ended December 31, 2023, the Company had an executive employment agreement with Mr. Panneton. The employment agreement may be terminated by Mr. Panneton within six months of a Change of Control Event by providing the Company with 14 days notice in writing. A “Change of Control Event” means the occurrence of any one of the events set out below:

- a) an acquisition, directly or indirectly, of voting shares of the Company (including securities of the Company which on conversion will become voting shares) by any person or group of persons acting in concert such that such person or group of persons are able for the first time to affect materially the control of management and policies of the Company;
- b) a merger, amalgamation, or consolidation of the Company with or into another entity, or any other corporate reorganization, if more than 50% of the combined voting power of the continuing or surviving entity’s securities outstanding immediately after are owned by persons who were not stockholders of the Company immediately prior to such merger, amalgamation, consolidation or reorganization;
- c) the exercise of the voting power of all or any shares of the Company so as to cause or result in the election of a majority of directors of the Company who were not incumbent directors;
- d) a tender offer, an exchange offer, a take-over bid or any other offer or bid by an entity, person or group of for more than 50% of the issued and outstanding shares; or
- e) the sale, transfer or disposition by the Company of all or substantially all of the assets of the Company in a transaction that, in the opinion of legal counsel for the Company, constitutes a disposal of the undertaking of the Company and requires the approval, by special resolution, of the shareholders of the Company.

An event will 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 will 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 will not be deemed to have occurred if the executive is part of a purchasing group that consummates the Change of Control Event.

If Mr. Panneton terminates the agreement within six months of a Change of Control Event by providing the requisite notice in writing, or the Company terminates the agreement without cause within six months of a Change of Control Event, the Company shall pay to the NEO the pro-rata base salary earned by Mr. Panneton up to the date of termination, plus 24 months of base salary. Assuming Mr. Panneton had terminated his employment agreement as a result of a Change of Control Event on the last day of the Company’s most recently completed financial year, Mr. Panneton would have received an estimated \$720,000.

Director Compensation

Compensation of directors of the Company is reviewed annually and determined by the Compensation Committee. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Non-executive directors receive directors' fees as follows: (a) \$6,000 annual retainer and (b) \$1,000 per Board meeting attended. In addition, the Chair of the Audit Committee receives an additional \$5,000 per year and the Chair of the Compensation Committee receives an additional \$2,000 per year.

While the Board considers option grants to directors under the Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of options. Other than the Option Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the non-executive directors of the Company for the most recently completed financial year ended December 31, 2023:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Louis Dionne ⁽¹⁾	11,000	Nil	4,151 ⁽³⁾	Nil	Nil	Nil	15,151
Patsie Ducharme	21,000	Nil	6,544 ⁽³⁾	Nil	Nil	Nil	27,544
Laurie Gaborit	18,000	Nil	4,843 ⁽³⁾	Nil	Nil	Nil	22,843
Hellen Siwanowicz	16,000	Nil	4,843 ⁽³⁾	Nil	Nil	Nil	20,843
Paul Bonneville ⁽²⁾	3,250	Nil	2,767 ⁽³⁾	Nil	Nil	Nil	6,017

(1) Mr. Dionne resigned from the Board effective June 14, 2023.

(2) Mr. Bonneville was appointed to the Board effective August 15, 2023.

(3) Grant date (accounting) fair value was estimated using the Black-Scholes option pricing formula assuming an expected life of five years, dividend yield of nil, a risk-free interest rate of 1.77% based on the five-year Bank of Canada benchmark rate on the date of grant, and an expected volatility of 60.2% calculated based on common share performance for a period of five years prior to the date of grant.

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

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding and held by the non-executive directors of the Company at the end of the most recently completed financial year ended December 31, 2023:

Name	Option-based Awards					Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option grant date	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Patsie Ducharme	200,000	0.26	August 16, 2021	August 16, 2026	Nil	Nil	Nil
	50,000	0.26	December 31, 2021	December 31, 2026	Nil		
	50,000	0.20	December 30, 2022	December 30, 2027	Nil		
	50,000	0.10	August 22, 2023	August 22, 2028	Nil		
Laurie Gaborit	200,000	0.30	December 30, 2019	December 30, 2024	Nil	Nil	N/A
	50,000	0.35	December 11, 2020	December 11, 2025	Nil		
	50,000	0.26	December 31, 2021	December 31, 2026	Nil		
	50,000	0.20	December 30, 2022	December 30, 2027	Nil		
	50,000	0.10	August 22, 2023	August 22, 2028	Nil		
Hellen Siwanowicz	200,000	0.435	August 11, 2020	August 11, 2025	Nil	Nil	N/A
	50,000	0.35	December 11, 2020	December 11, 2025	Nil		
	50,000	0.26	December 31, 2021	December 31, 2026	Nil		
	50,000	0.20	December 30, 2022	December 30, 2027	Nil		
	50,000	0.10	August 22, 2023	August 22, 2028	Nil		
Paul Bonneville ⁽²⁾	200,000	0.10	August 22, 2023	August 22, 2028	Nil	Nil	N/A

(1) Values were calculated using the closing price of \$0.07 which was the closing price of the shares on the TSXV on December 29, 2023, the last trading day in the financial year ended December 31, 2023.

(2) Mr. Bonneville was appointed to the Board effective August 15, 2023.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the non-executive directors of the Company during the most recently completed financial year ended December 31, 2023:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Louis Dionne ⁽²⁾	4,151	Nil	Nil
Patsie Ducharme	6,544	Nil	Nil
Laurie Gaborit	4,843	Nil	Nil
Hellen Siwanowicz	4,843	Nil	Nil
Paul Bonneville ⁽³⁾	2,767	Nil	Nil

(1) Based on fair value calculated at date of grant using the Black-Scholes option pricing formula.

(2) Mr. Dionne resigned from the Board effective June 14, 2023.

(3) Mr. Bonneville was appointed to the Board effective August 15, 2023.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets out, as of the end of the most recently completed financial year ended December 31, 2023, all required information with respect to compensation plans under which

equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a) ⁽¹⁾	Weighted-average exercise price of outstanding options (b) (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) ⁽²⁾
Equity compensation plans approved by securityholders	8,466,250	0.27	19,653,998
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	8,466,250	0.27	19,653,998

(1) Reflects the number of shares reserved for issuance upon exercise of outstanding stock options granted under the Option Plan as of December 31, 2023.

(2) Represents the number of shares remaining available for future issuance upon exercise of options that may be granted under the Option Plan as of December 31, 2023 and based on 10% of the number of shares issued and outstanding as of December 31, 2023. The maximum number of shares reserved for issuance under the Option Plan at any time is 10% of the Company's issued and outstanding shares at that time, less any shares reserved for issuance under other share compensation arrangements.

STATEMENT OF CORPORATE GOVERNANCE

National Policy 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore some of the guidelines have not been adopted. The Board will continue to review with management the corporate governance practices of the Company. In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, the Company is required to disclose, on an annual basis, its approach to corporate governance.

Board Mandate and Position Description

The Board has adopted a written Board Mandate that can be found on the Company's website at <https://goldterracorp.com/corporate/corporate-governance/>. Specifically, the Board is charged with responsibility for:

- review and approve, as the need arises, fundamental operating, financial and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- evaluate the performance of the Company, including the appropriate use of corporate resources;
- satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization;
- evaluate the performance of, and oversee the progress and development of, executive officers and take appropriate action, such as promotion, change in responsibility and termination;
- review senior management succession plans;

- evaluate the Company's compensation programs on an as needed basis;
- establish a corporate environment that promotes timely and effective disclosure (including appropriate controls), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
- adopt and maintain a Code of Ethics that will apply to the employees, officers and directors of the Company;
- oversee the Company's auditing and financial reporting functions;
- review and decide upon material transactions and commitments;
- develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
- the Chair of the Board will assess the effectiveness of the Board and its committees to determine whether it and its committees are functioning effectively;
- review, from time to time as circumstances warrant, the Company's corporate disclosure procedures 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;
- provide assistance to the Company's senior management, including guidance on those matters that require Board involvement; and
- evaluate, from time to time, the overall effectiveness of the Board and its committees.

The Board discharges its responsibilities directly and through its committees, currently consisting of the Audit Committee and the Compensation Committee. The Board has not adopted formal position descriptions for the Chair of the Board, the committee chairs or the Chief Executive Officer as their respective roles are well understood within the organization.

Board of Directors

As of the financial year ended December 31, 2023, the Board had five directors, four of whom were independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). A director is independent if he or she has no direct or indirect material relationship to 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 the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Laurie Gaborit, Patsie Ducharme, Hellen Siwanowiz and Paul Bonneville were considered to be independent directors. Gerald Panneton was not considered to be independent as he is an officer of the Company.

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the Board's responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

Pursuant to the *Business Corporations Act* (British Columbia), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board meet independently of management members

when warranted. During the most recently completed financial year, the Board met eight times and a minimum of four members of the Board were in attendance at each meeting. During the eight board meetings, the independent directors met five times without the non-independent members of the Board in attendance. During the most recently completed financial year, the Compensation Committee met once.

Other Directorships

Certain of the directors of the Company are also directors of the following other reporting issuers (or the equivalent):

Director	Other Directorships of Other Reporting Issuers
Laurie Gaborit	Goldsource Mines Inc.

Nomination of Directors

The Board has established the Compensation Committee that is comprised of Laurie Gaborit (Chair), Patsie Ducharme and Hellen Siwanowicz, each of whom is independent of the Company. The Compensation Committee is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and employees of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. The Company's financial and legal advisers are also available to the Company's directors.

Board Assessment

There is no formal committee with the responsibility for assessing the effectiveness of the Board as a whole. The Board as a group regularly reviews its performance and assesses the effectiveness of the Board as a whole.

Corporate Governance and Compensation

The Compensation Committee is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Compensation Committee evaluates the performance of the chief executive officer and other executive officers in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

Corporate Governance Policies

The Company, Board and employees of the Company have adopted corporate governance policies which are considered central to the effective and efficient operation of the Corporation. These corporate governance policies include:

- Code of Ethics;
- Disclosure, Confidentiality and Insider Trading Policy; and
- Whistle Blower Policy.

Code of Ethics

The Board has adopted a Code of Ethics (the “**Code**”) which applies to all directors, officers, employees and consultants of the Company, and prescribes a high standard ethical conduct in all dealings related to the affairs of the Company.

The Code provides basic guidelines setting forth the ethical behavior expected from every employee of the Company with respect to the use of Company time and assets, protection of confidential information, conflicts of interest, trading in the Company’s securities and other matters. Every employee of the Company is subject to the Code and will be requested to sign a form acknowledging that he or she understands its contents and agrees to be bound by its provisions.

In summary, all employees must:

- follow applicable laws and regulations wherever the Company does business;
- work safely, in accordance with regulatory and other industry standards;
- treat everyone fairly and equitably: customers, suppliers, other employees, Company stakeholders and third parties dealing with the Company;
- refrain from speaking publicly on Company matters, unless authorized;
- refrain from trading on, and “tipping” others on, confidential information;
- respect the confidential nature of the information to which they may have access and refrain from sharing same, except on a need-to-know basis;
- always perform their duties in the best interests of the Company;
- avoid conflicts of interest, both real and perceived;
- be honest and act with integrity;
- handle Company assets with care and refrain from using same and Company time for personal purposes;
- respect the right of all employees to fair treatment and equal opportunity;
- respect the right of all employees to a working environment free from discrimination or harassment of any sort;
- act in a respectful and professional manner with other employees;
- refrain from inappropriately influencing the political process;
- work in an environmentally responsible manner;
- respect the cultures and rights of communities where the Company operates its business;
- ensure that all transactions are handled honestly and recorded accurately; and
- report any violation to this Code.

A copy of the Code is available from the Company’s offices and on the Company’s website. In the Board’s regular meetings, the Board considers the Company’s operations and business

activities in light of the Code. The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity.

Disclosure, Confidentiality and Insider Trading Policy

The Company has adopted a corporate disclosure, confidentiality and insider trading policy (the “Disclosure Policy”) that reinforces the Company’s commitment to: comply with continuous and timely disclosure obligations as required under applicable Canadian securities laws and regulations of the stock exchanges on which the Company’s securities are listed; ensure that all communications to the investing public about the business and affairs of the Company are: (i) informative, timely, factual, balanced and accurate; and (ii) broadly disseminated in accordance with all applicable legal and regulatory requirements; ensure the Company prevents the selective disclosure of material changes; ensure strict compliance by all insiders with the prohibition against insider trading; and ensure undisclosed material information is kept confidential. A copy of the Disclosure Policy may be found under the Company’s website at <https://goldterracorp.com/corporate/corporate-governance/>.

Whistle-Blowing Policy

The Board has also adopted a Whistle-Blowing Policy (the “**WB Policy**”) which applies to all directors, officers, employees and consultants of the Company. The aim of the WB Policy is to ensure that the Company provides a mechanism by which it may be informed of dishonest, fraudulent, unacceptable behaviour, conduct and practices made by its directors, officers, consultants and employees regarding accounting, internal accounting controls or auditing or related matters (a “**Questionable Event**”). The Company expects its directors, officers, employees and consultants to feel confident about disclosing and reporting on any concerns they may have about any Questionable Event they are aware of. The WB Policy is structured as a formal tool to allow the receipt, retention and treatment of complaints, denunciations, warnings and any form of notice by any director, officer, employee or consultant of the Company regarding a Questionable Event.

AUDIT COMMITTEE

The primary function of the audit committee of the Board (the “**Audit Committee**”) is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company. In accordance with NI 52-110, information with respect to the Audit Committee is contained below. The full text of the Audit Committee Mandate, as passed unanimously by the Board, is attached as Schedule “A”.

Composition of the Audit Committee

Audit Committee Member	Independence	Financial Literacy
Patsie Ducharme ⁽¹⁾	Independent ⁽²⁾	Financially literate ⁽²⁾
Hellen Siwanowicz	Independent ⁽²⁾	Financially literate ⁽²⁾
Paul Bonneville ⁽³⁾	Independent ⁽²⁾	Financially literate ⁽²⁾

(1) Chair of the Audit Committee.

(2) As defined by NI 52-110.

(3) Mr. Bonneville was appointed to the Board and to the Audit Committee effective August 15, 2023.

Relevant Education and Experience

The following describes the relevant education and experience of the members of the Audit Committee:

Patsie Ducharme is a financial executive who brings over 25 years of experience in projects, mergers and acquisitions, financing, operations and strategic development in the mining, pulp, paper, forestry, and packaging sectors. Ms. Ducharme is a chartered professional accountant and has over 15 years of experience as a chief financial officer (CFO). She is currently providing consulting CFO services to companies, as well as acting as a board member and audit committee member to Kruger Specialty Papers and Kruger Packaging. Ms. Ducharme has a strong background in the development and execution of strategic plans that include large construction projects and major capital expenditures.

Hellen Siwanowicz brings over 25 years of business law experience. Ms. Siwanowicz is currently a corporate director and legal consultant. From 1991 to 2016, Ms. Siwanowicz practiced law at McMillan LLP and its predecessor, Lang Michener LLP, with an emphasis on securities law. She has significant experience advising public companies on corporate finance, mergers and acquisitions, regulatory compliance and corporate governance matters. Ms. Siwanowicz received her LLB degree from the University of Toronto and was named one of The Best Lawyers in Canada in 2017: Mining Law and was named to The Legal 500 Canada in 2015.

Paul Bonneville is a mining engineer with over 30 years of experience in the mining industry in Canada. Most recently, he was vice-president and director of PRB Mining Services Inc. with work on many large projects, including operations director for Critical Elements Lithium Corp.'s Rose lithium-tantalum project as well as mine design and feasibility studies for Abcourt Mines Inc. and Bumigeme Inc. Prior to that, he was a consultant for Mine Tech Services; vice-president, operations, for Scorpio Mining; and vice-president, mines, for Cadiscor Resources. He worked for Dumas Contracting as project manager at the Lapa and Goldex shaft projects and for Ross-Finlay Ltd., where he held a range of positions, including project manager at the Bell-Allard shaft project and the Silidor project and at Pan American Silver Corp. He has also managed several overseas operations. Mr. Bonneville is a graduate of Queen's University in mining engineering and a member of several professional affiliations, including Ordre des ingenieurs du Quebec, Professional Engineers of Ontario, Society of Mining Engineers, and the Canadian Institute of Mining and Metallurgy.

Other Information on the Audit Committee

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year did the Board decline to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on any of the following exemptions in NI 52-110: section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) (*Events Outside Control of Member*), subsection 6.1.1(6) (*Death, Incapacity or Resignation*) and any exemption, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures for Non-Audit Services

All other non-audit services shall be approved or disapproved by the Audit Committee as a whole.

The pre-approval requirement is waived with respect to the provision of non-audit services if:

- the aggregate amount of all such non-audit services provided to the Company constitutes not more than ten percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

The CFO of the Company shall maintain a record of non-audit services approved by the Audit Committee for each financial year, and shall provide a report to the Audit Committee no less frequently than on a quarterly basis.

External Auditor Service Fees (By Category)

The following table sets out, by category, the fees billed by DMCL, the Company's current external auditor, for the financial years ended December 31, 2022 and December 31, 2023.

Financial Period Ended	Audit Fees ⁽¹⁾ (\$)	Audit Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
December 31, 2022	38,000	21,903	2,100	Nil
December 31, 2023	40,000	33,500	2,700	Nil

(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.

Exemption

Pursuant to section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110 because it is a venture issuer.

OTHER INFORMATION

Directors' and Officers' Insurance and Indemnification

The Company maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The current policy of insurance is in effect until June 6, 2024, and the premium of \$29,700 covering the annual period from June 6, 2023 to

June 6, 2024 has been paid by the Company. The aggregate insurance coverage obtained under the policy is limited to \$5,000,000. A deductible of \$25,000 must be absorbed by the Company. No claims have been made or paid under such policy.

The Company has entered into indemnity agreements with each of its directors, which provide for the indemnification of such individuals from and against liability and costs in respect of any action or suit against them in connection with the execution of their duties as a director for the Company, subject to certain customary limits. As of the date of this Circular, no claims for indemnification have been made.

Indebtedness of Directors and Senior Officers

None of the directors or executive officers of the Company has any indebtedness to the Company.

Interest of Informed Persons in Material Transactions

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company.

Management Contracts

The management functions of the Company are not, to any substantial degree, performed by persons other than the directors and executive officers.

Additional Information

Additional information relating to the Company can be found under the Company's profile on SEDAR at www.sedar.com. Additional financial information is provided in the Company's financial statements for the financial year ended December 31, 2023 and related management's discussion and analysis which are available on SEDAR. You may request copies of the Company's financial statements and management's discussion and analysis by completing the request card included with this Information Circular, in accordance with the instructions therein. Shareholders may also obtain these documents, without charge, upon request to the Company at Suite 410, 325 Howe Street, Vancouver, British Columbia V6C 1Z7.

The Board has approved the contents of this Information Circular and the sending thereof to the Company's shareholders.

DATED as of May 1, 2024.

BY ORDER OF THE BOARD

"Gerald Panneton"

Gerald Panneton

Chairman and Chief Executive Officer

Schedule “A”**GOLD TERRA RESOURCE CORP.
Audit Committee Mandate****MANDATE**

The primary mandate of the audit committee (the “Audit Committee”) of the Board of Directors of the Corporation (the “Board”) is to assist the Board in overseeing the Corporation’s financial reporting and disclosure. This oversight includes:

- a) reviewing the financial statements and financial disclosure that is provided to shareholders and disseminated to the public;
- b) reviewing the systems of internal controls to ensure integrity in the financial reporting of the Corporation; and
- c) monitoring the independence and performance of the Corporation’s external auditors and reporting directly to the Board on the work of the external auditors.

COMPOSITION AND ORGANIZATION OF THE COMMITTEE

1. The Audit Committee must have at least three directors.
2. The majority of the Audit Committee members must be independent. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with an issuer. A material relationship means a relationship which could, in the view of the issuer’s Board of Directors, reasonably interfere with the exercise of a member’s independent judgment.¹
3. Every Audit Committee member must be financially literate. Financial literacy is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer’s financial statements.²
4. The Board will appoint from themselves the members of the Audit Committee on an annual basis for one year terms. Members may serve for consecutive terms.
5. The Board will also appoint a chair of the Audit Committee (the “Chair of the Audit Committee”) for a one year term. The Chair of the Audit Committee may serve as the chair of the committee for any number of consecutive terms.
6. A member of the Audit Committee may be removed or replaced at any time by the Board. The Board will fill any vacancies in the Audit Committee by appointment from among members of the Board.

MEETINGS

¹ National Instrument 52-110 *Audit Committees* section 1.4

² National Instrument 52-110 *Audit Committees* section 1.5

1. The Audit Committee will meet at least four (4) times per year. Special meetings may be called by the Chair of the Audit Committee as required.
2. Quorum for a meeting of the Audit Committee will be two (2) members in attendance.
3. Members may attend meetings of the Audit Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.
4. The Audit Committee Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to Audit Committee members for members to have a reasonable time to review the materials prior to the meeting.
5. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee will perform the following duties:

External Auditor

- a) select, evaluate and recommend to the Board, for shareholder approval, the external auditor to examine the Corporation's accounts, controls and financial statements;
- b) evaluate, prior to the annual audit by external auditors, the scope and general extent of their review, including their engagement letter, and the compensation to be paid to the external auditors and recommend such payment to the Board;
- c) obtain written confirmation from the external auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs;
- d) recommend to the Board, if necessary, the replacement of the external auditor;
- e) meet at least annually with the external auditors, independent of management, and report to the Board on such meetings;
- f) pre-approve any non-audit services to be provided to the Corporation by the external auditor and the fees for those services;

Financial Statements and Financial Information

- g) review and discuss with management and the external auditor the annual audited financial statements of the Corporation and recommend their approval by the Board;
- h) review and discuss with management, the quarterly financial statements and recommend their approval by the Board;
- i) review and recommend to the Board for approval the financial content of the annual report;
- j) review the process for the certification of financial statements by the Chief Executive

Officer and Chief Financial Officer;

- k) review the Corporation's management discussion and analysis, annual and interim earnings or financial disclosure press releases, and audit committee reports before the Corporation publicly discloses this information;
- l) review annually with external auditors, the Corporation's accounting principles and the reasonableness of managements judgments and estimates as applied in its financial reporting;
- m) review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and the extent to which recommendations made by the external auditors have been implemented;

Risk Management, Internal Controls and Information Systems

- n) review with the external auditors and with management, the general policies and procedures used by the Corporation with respect to internal accounting and financial controls;
- o) review adequacy of security of information, information systems and recovery plans;
- p) review management plans regarding any changes in accounting practices or policies and the financial impact thereof;
- q) review with the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation and the manner in which these matters are being disclosed in the financial statements;
- r) discuss with management and the external auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Corporation's financial statements or disclosure;
- s) assisting management to identify the Corporation's principal business risks;
- t) review the Corporation's insurance, including directors' and officers' coverage, and provide recommendations to the Board;

Other

- u) review Corporation loans to employees/consultants; and
- v) conduct special reviews and/or other assignments from time to time as requested by the Board.

PROCESS FOR HANDLING COMPLAINTS REGARDING FINANCIAL MATTERS

The Audit Committee shall establish a procedure for the receipt, retention and follow-up of complaints received by the Corporation regarding accounting, internal controls, financial reporting, or auditing matters.

The Audit Committee shall ensure that any procedure for receiving complaints regarding accounting, internal controls, financial reporting, or auditing matters will allow the confidential and anonymous submission of concerns by employees.

REPORTING

The Audit Committee will report to the Board on:

- a) the external auditor's independence;
- b) the performance of the external auditor and the Audit Committee's recommendations;
- c) regarding the reappointment or termination of the external auditor;
- d) the adequacy of the Corporation's internal controls and disclosure controls;
- e) the Audit Committee's review of the annual and interim financial statements;
- f) the Audit Committee's review of the annual and interim management discussion and analysis;
- g) the Corporation's compliance with legal and regulatory matters to the extent they affect the financial statements of the Corporation; and
- h) all other material matters dealt with by the Audit Committee.

AUTHORITY OF THE COMMITTEE

The Audit Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Audit Committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation without approval of management.

The external auditor will report directly to the Audit Committee.