

GOLD SPRINGS RESOURCE CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Gold Springs Resource Corp.** (the “**Corporation**”) will be held at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5 on Thursday, June 15, 2023 at 8:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2022, together with the auditors’ report thereon;
2. to set the number of and elect the directors of the Corporation;
3. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to re-approve the Corporation’s share incentive plan and all unallocated options thereunder, as required every three years by the Toronto Stock Exchange, as more particularly described in the accompanying management information circular (the “**Circular**”); and
5. to transact such other business as may properly come before the Meeting or any postponement or adjournment thereof.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Corporation’s shareholder and employees, Shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the Meeting in person. Accordingly, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-866-201-0079, Access Code: 099084#.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited their duly executed form of proxy not later than 8:00 a.m. (Vancouver time) on June 13, 2023 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time of such adjourned meeting, if by mail, to TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, if by fax to 416-595-9593, or if by email: proxyvote@tmx.com. Shareholders holding shares beneficially through an intermediary wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited their duly completed voting instruction form in accordance with the directions provided on the voting instruction form.

The Corporation is using “notice and access” delivery to furnish proxy materials to Shareholders over the internet. The Corporation believes that this delivery process will expedite Shareholders’ receipt of proxy materials and lower the costs and reduce the environmental impact of the Meeting. On or about May 15, 2023, the Corporation will send to Shareholders of record as of April 28, 2023 a Notice and Access Notification to Shareholders (the “**Notice**”) containing instructions on how to access the Corporation’s proxy materials for the Meeting. This Notice also provides instructions on how to vote and includes instructions on how to receive a paper copy of the proxy materials by mail.

If you have any questions regarding the matters to be dealt with at the Meeting, the procedures for voting or completing the form of proxy or any information contained in the accompanying Circular with respect to voting, please contact the Corporation's registrar and transfer agent, TSX Trust Company, by phone at 1-800-387-0825 (Toll Free in North America) or 1-416-682-3860 or by email at shareholderinquiries@tmx.com.

BY ORDER OF THE BOARD

"Antonio Canton"

Vancouver, BC
April 28, 2023

Antonio Canton
President, Chief Executive Officer and Director

GOLD SPRINGS RESOURCE CORP.

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION

(as at April 28, 2023, except as otherwise indicated)

Solicitation of Proxies

This management information circular (this “Circular”) is furnished in connection with the solicitation by management (“Management”) of Gold Springs Resource Corp. (the “Corporation”) of proxies to be used at the annual general meeting (the “Meeting”) of the shareholders of the Corporation to be held at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5 on Thursday, June 15, 2023 at 8:00 a.m. (Vancouver time), and at all postponements or adjournments thereof, for the purposes set forth in the notice of the Meeting that accompanies this Circular (the “Notice of Meeting”). It is expected that the solicitation will be made primarily by mail but proxies may also be solicited personally by directors, officers or regular employees of the Corporation. Such persons will not receive any extra compensation for such activities. The Corporation may also retain, and pay a fee to, one or more proxy solicitation firms to solicit proxies from the shareholders of the Corporation in favour of the matters set forth in the Notice of Meeting. The Corporation may pay brokers or other persons holding common shares of the Corporation (“Common Shares”) in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and the Circular to beneficial owners of Common Shares and obtaining proxies therefor. The total cost of the solicitation will be borne directly by the Corporation.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Corporation’s shareholders and employees, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the Meeting in person. Accordingly, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-866-201-0079, Access Code: 099084#.

Notice-and-Access

The Corporation has elected to use the “notice-and-access” provisions (“**Notice-and-Access**”) that came into effect on February 11, 2013 under National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) of the Canadian Securities Administrators, for distribution of this Circular and other meeting materials, including the form of proxy (the “**Form of Proxy**”), voting instruction form (“**VIF**”) and the Notice of Meeting (collectively, the “**Meeting Materials**”), to registered shareholders of the Corporation and shareholders holding shares of the Corporation beneficially through an intermediary (“**Non-Registered Holders**”), other than those Non-Registered Holders with existing instructions on their accounts to receive printed materials or those shareholders that request printed Meeting Materials.

Notice-and-Access allows issuers to post electronic versions of meeting materials online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

The Corporation will post the Meeting Materials, and its audited financial statements and management discussion and analysis for the year ended December 31, 2022, under its profile at www.sedar.com and also at www.meetingdocuments.com/TSXT/GRC, and on its website at <https://www.goldspringsresource.com/investors/financials-and-filings/>.

Although the Meeting Materials will be posted electronically online, registered shareholders and Non-Registered Holders (subject to the provisions set out below under the heading “Advice to Beneficial Shareholders”) will receive a “notice package” (the “**Notice-and-Access Notification**”) by prepaid mail, which includes the information prescribed by NI 54-101, and a Form of Proxy, in the case of registered Shareholders, or VIF, in the case of Non-Registered Holders, enabling them to vote at the Meeting. Shareholders should follow the instructions for completion and delivery contained in the Form of Proxy or VIF, as the case may be, and are reminded to review the Circular before voting.

Shareholders will not receive a paper copy of the Meeting Materials unless they contact the Corporation’s transfer agent, TSX Trust Company, toll-free at 1-888-433-6443 or outside Canada and U.S. +1-416-682-3801. Provided the request is made prior to the Meeting, the Corporation will cause the requested materials to be mailed within three business days. **Requests for paper copies of the Meeting Materials should be made by May 31, 2023 in order to receive the Meeting Materials in time to vote before the Meeting.**

Shareholders with questions about Notice-and-Access may contact TSX Trust Company toll-free at 1-888-433-6443 (Outside Canada and U.S. +1-416-682-3801) or by e-mail at shareholderinquiries@tmx.com.

Appointment and Revocation of Proxies

The persons named in the enclosed Form of Proxy are directors or officers of the Corporation (“**Management Representatives**”). **A Shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) other than the Management Representatives specified in such Form of Proxy to attend and act on behalf of such shareholder at the Meeting. Such right may be exercised by striking out the names of the Management Representatives specified in the Form of Proxy, inserting the name of the person to be appointed in the blank space provided in the Form of Proxy, signing the Form of Proxy and returning it in the manner set forth in the Form of Proxy.**

A shareholder who has given a proxy may revoke it (i) by depositing an instrument in writing, executed by such shareholder or shareholder’s attorney authorized in writing either with the transfer agent of the Corporation with a copy to the Corporation at its registered office: 1100-1199 West Hastings Street, Vancouver British Columbia, V6E 3T5, Canada at any time up to and including proxy cut-off time indicated in the Notice of Meeting, or with the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any postponement or adjournment thereof, or (ii) in any other manner permitted by law.

Exercise of Discretion

The Management Representatives named in the enclosed Form of Proxy will vote or withhold from voting the shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions contained therein. If the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such specifications, such shares will be voted FOR each of the matters referred to herein.**

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters, if any, which may properly come before the Meeting. At the date of the Circular, Management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to Management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxy.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many holders of Common Shares, as a substantial number of shareholders do not hold Common Shares in their own name.

Shareholders who do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the shareholder’s name on the records of the Corporation. Such shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. More particularly, a person is a Beneficial Shareholder in respect of Common Shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary that the Beneficial Shareholder deals with in respect of the Common Shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”) or the Depository Trust Company (“**DTC**”), of which the intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS or DTC, which act as nominee for many brokerage firms. Common Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific voting instructions, brokers and their nominees are prohibited from voting Common Shares held for Beneficial Shareholders. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person or that the Common Shares are duly registered in their name.**

Applicable securities regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

The majority of brokers now delegate responsibility for obtaining voting instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions (“**Broadridge**”). Broadridge supplies a VIF and asks Beneficial Shareholders to complete and return the VIF to Broadridge in accordance with the instructions set out in the VIF. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving such a VIF from Broadridge cannot use that VIF to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to instruct Broadridge how to vote the Common Shares.**

The Corporation has instructed intermediaries to deliver the Meeting Materials to non-objecting Beneficial Shareholders under applicable Canadian securities law. The Corporation also intends to pay for intermediaries to deliver copies of the Meeting Materials and related forms to objecting Beneficial Shareholders. The Corporation is not sending Meeting Materials to Beneficial Shareholders who have declined to receive them in order to save mailing costs and abide by the instructions of its declining Beneficial Shareholders.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Corporation is sending the Meeting Materials to registered shareholders and Beneficial Shareholders using the Notice-and-Access procedure described in NI 54-101 and NI 51-102.

If you are a Beneficial Shareholder and wish to attend the Meeting in person or appoint some other person or company, who need not be a shareholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please follow the instructions contained in the VIF.

Record Date

The directors have fixed April 28, 2023 as the record date for the determination of shareholders entitled to receive notice of the Meeting. Only shareholders of record on such record date are entitled to vote at the Meeting.

Voting Securities and Principal Holders Thereof

As of April 28, 2023, there were 261,630,880 Common Shares issued and outstanding. Each Common Share has the right to one vote on each matter at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders will have one vote, for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at TSX Trust Company and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and officers of the Corporation, the only persons or companies beneficially owning, directly or indirectly, or exercising control or direction over 10% or more of the issued and outstanding Common Shares of the Corporation are as follows:

Name	No. of Shares	Percentage
Antonio Canton	38,826,314	14.84%

Interest of Certain Persons or Companies in Matters to be Acted Upon

Management is not aware of a material interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise, of any director or officer of the Corporation at any time since the beginning of the Corporation's last financial year, of any proposed nominee for election as a director of the Corporation, or of any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the re-approval of the Corporation's share incentive plan and all unallocated options thereunder, as required every three years by the Toronto Stock Exchange ("**TSX**"), as detailed in "Business of the Meeting – Unallocated Shares Under the Existing Share Incentive Plan".

BUSINESS OF THE MEETING

Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2022, together with the auditor's report thereon, will be placed before the Meeting.

Election of Directors

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors at five and it is proposed that the five persons whose names are set forth below be elected to the board of

directors of the Corporation (the “**Board**”). All of the five nominees for election as a director are currently directors of the Corporation. All directors elected will hold office until the next annual general meeting of shareholders of the Corporation or until their successors are elected or appointed.

A shareholder can vote for all of the nominees, vote for some of them and withhold for others, or withhold for all of them. **Unless otherwise instructed, the Management Representatives named in the enclosed Form of Proxy intend to vote FOR the setting of the number of directors at five and vote FOR the election of each of the nominees whose names are set forth below.**

The Board adopted a policy on majority voting in April 2012 and amended such policy in March 2014 and April 2017. If, in an uncontested election of directors, a nominee is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to their election, they will immediately tender to the Board their resignation as a director. The Corporate Governance and Nominating Committee of the Board will then consider the circumstances surrounding the resignation and the director’s ability to continue to serve effectively as member of the Board, and then make a recommendation to the Board as to whether the Board should accept the director’s resignation. A director who tenders a resignation shall not participate in any meeting of the Committee or the Board with respect to such resignation. The Board will then determine whether or not to accept the resignation within 90 days after the date of the relevant shareholders’ meeting. Absent exceptional circumstances, the Board will accept the resignation. The Corporation will promptly issue a news release with the Board’s decision. If the Board determines not to accept a resignation, the news release will fully state the reasons for that decision.

Pursuant to the Corporation’s Articles, nominations by shareholders for the election of directors at the Meeting (other than nominations by shareholders pursuant to a shareholder proposal or a requisitioned meeting) are to be received by the Corporation on or before May 12, 2023. To date, no such nominations have been received by the Corporation.

The following table sets forth certain information with respect to each of the persons proposed to be nominated for election as a director (a “**proposed director**”) as of the date hereof. For additional information regarding compensation, options, current directorships and attendance at Board meetings in 2022, please see “Statement of Executive Compensation – Director Compensation” and “Statement of Corporate Governance Practices – Other Directorships” and “Attendance at Meetings”.

Name, Province/State and Country of Residence	Position held with the Corporation	Principal Occupation	Director Since	Number of Voting Securities Owned or Controlled ⁽¹⁾
Tina Woodside-Shaw ⁽²⁾ Ontario, Canada	Chair and Director	Partner, Gowling WLG (Canada) LLP (law firm)	September 28, 2006 (Incorporation)	987,257
Laurent Arnoux ⁽⁴⁾ Marrakech, Morocco	Director	Independent Consultant / Director for international investment companies & Hedge Funds	June 16, 2022	-
Antonio Canton Dubai, United Arab Emirates	President, Chief Executive Officer and Director	Independent Consultant for international companies in digital marketing, finance and real estate	June 4, 2010	38,826,314
Victor René Dario ⁽³⁾⁽⁴⁾ Zurich, Switzerland	Director	Divisional Head Corporate Finance, CGZ Consulting Group Zurich Inc. (consulting company)	May 20, 2015	250,000

Name, Province/State and Country of Residence	Position held with the Corporation	Principal Occupation	Director Since	Number of Voting Securities Owned or Controlled ⁽¹⁾
Horst Daspersgruber ⁽²⁾⁽³⁾⁽⁴⁾ Rhône-Alpes, France	Director	Independent Consultant, President of Kevel Consulting SA (consulting company).	October 7, 2019	4,285,395 ⁽⁵⁾

Notes:

- (1) The information as to the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by the directors, including those which are not registered in their names and not being within the knowledge of the Corporation, has been furnished by such directors.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance and Nominating Committee.
- (4) Member of the Audit Committee.
- (5) Includes 1,581,395 common shares held by Kevel Consulting SA, a company controlled by Mr. Daspersgruber.

Appointment of Auditors

The auditors of the Corporation are PricewaterhouseCoopers LLP, Chartered Professional Accountants.

Unless otherwise instructed, the persons named in the enclosed Form of Proxy intend to vote FOR the appointment of PricewaterhouseCoopers LLP, as auditors of the Corporation to hold office until the next annual meeting of shareholders, and to authorize the directors to fix the remuneration of the auditors.

Disclosure of fees received by PricewaterhouseCoopers LLP and its affiliates from the Corporation and its subsidiary entities for the years ended December 31, 2022 and December 31, 2021 is set out under the heading “Audit Committee Information – External Auditor Service Fees (By Category)” in the Corporation’s Annual Information Form which is available on www.sedar.com.

Unallocated Shares Under the Existing Share Incentive Plan

In 2007, the shareholders of the Corporation approved the adoption of the Corporation’s share incentive plan, as amended in 2010, 2013 and 2017 (the “**Share Incentive Plan**”) for directors, officers, employees and service providers. The purpose of the Share Incentive Plan is to attract and retain directors, officers, employees and service providers of the Corporation and to motivate them to promote the success of the Corporation’s business by aligning their financial interests to those of the Corporation and to long-term shareholder value.

The Share Incentive Plan last approved by the shareholders of the Corporation in November 2020 is a share option plan (with or without associated share appreciation rights), and the maximum number of Common Shares issuable thereunder consists of a “rolling” 10% of the Corporation’s issued and outstanding Common Shares from time to time.

Pursuant to the rules of the TSX, unallocated options, rights or other entitlements under a TSX-listed issuer’s security based compensation arrangement that does not have a fixed maximum number of securities issuable must be approved by the issuer’s security holders every three years. Because the Share Incentive Plan does not have a fixed number of Common Shares issuable thereunder, but permits the issuance of up to an aggregate of 10% of the outstanding Common Shares from time to time, the Corporation is required by the rules of the TSX to seek shareholder approval at the Meeting of all of the unallocated Common Shares underlying stock options and share appreciation rights issuable pursuant to the Share Incentive Plan in accordance with this requirement.

As of April 28, 2023, the Corporation has outstanding options with associated share appreciation rights entitling the holders thereof to acquire up to 13,039,942 Common Shares, representing approximately 5.0% of the issued and outstanding Common Shares.

For a description of the Share Incentive Plan, see “Other Information – Share Incentive Plan”. If approval is obtained at the Meeting, the Corporation will not be required to seek further approval of the grant of unallocated options under the Share Incentive Plan until the Corporation’s 2026 annual shareholders’ meeting (provided that such meeting is held on or prior to June 15, 2026).

If approval is not obtained at the Meeting, options with associated share appreciation rights which are outstanding as of June 15, 2023 and are subsequently cancelled, terminated or exercised will not be available for a new grant. Previously allocated awards will continue to be unaffected by the approval or disapproval of the resolution.

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolution (the “**Unallocated Shares Resolution**”):

“RESOLVED THAT:

1. the Corporation’s Share Incentive Plan and all unallocated options, rights and other entitlements under the Share Incentive Plan, as described in the management information circular dated April 28, 2023, be and is hereby approved, ratified and confirmed;
2. all unallocated Common Shares and awards issuable pursuant to the Share Incentive Plan are hereby approved and authorized until June 15, 2026; and
3. any director or officer of the Corporation is authorized and directed to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.”

The Board recommends that shareholders vote FOR the Unallocated Shares Resolution. Unless a shareholder has specified in the enclosed Form of Proxy that the Common Shares represented thereby are to be voted against the Unallocated Shares Resolution, the persons named in the enclosed Form of Proxy intend to vote FOR the Unallocated Shares Resolution.

To be effective, the Unallocated Shares Resolution must be approved by at least a majority of the votes cast thereon at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Governance

The Corporation has a compensation committee (the “**Compensation Committee**”) composed of two directors, Ms. Tina Woodside-Shaw (Chair) and Mr. Horst Daspersgruber, each of whom is considered “independent” within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

Each member of the Compensation Committee has direct experience that is relevant to their responsibilities in executive compensation. Skills and experience that enable the Compensation Committee to make decisions on the suitability of the Corporation’s compensation policies and practices include:

Name	Skills and Experience
Tina Woodside-Shaw (Chair)	Ms. Woodside-Shaw has chaired or been a member of the compensation committees of various TSX and TSX Venture Exchange listed companies for over 20 years. She is a partner at an international law firm and specializes in corporate and securities law. She has served in a number of senior management positions at her law firm, several of which involved determining the compensation of partners, associates and staff. She is a Certified Director of the Institute of Corporate Directors.
Horst Daspersgruber	Mr. Daspersgruber is President of Kevel Consulting SA (a consulting company). Mr. Daspersgruber is a Swiss financial consultant, primarily advising and managing international investment funds. He has over 30 years of experience in stock markets, derivatives, financial engineering and arbitrage.

The Compensation Committee was established by the Board to assist the Board in fulfilling its responsibilities relating to compensation matters. The Compensation Committee is responsible for, among other things:

- reviewing the Corporation's overall compensation philosophy;
- reviewing and approving corporate goals and objectives relevant to CEO compensation (taking into account both short-term and long-term compensation goals), evaluating the CEO's performance in light of stated corporate goals and objectives, and recommending to the Board the CEO's compensation level based on this evaluation;
- making recommendations for approval by the Board with respect to succession planning for the CEO;
- in consultation with the CEO, overseeing the evaluation of the Corporation's senior officers and determining the compensation of senior officers other than the Chief Executive Officer;
- assisting the Board in fulfilling its obligation to identify the principal risks associated with the Corporation's compensation and human resources policies and practices, including in the design of compensation policies intended to meet the Corporation's compensation objectives;
- reviewing the adequacy, amount and form of compensation paid to each director (and considering whether such compensation realistically reflects the time commitment, responsibilities and risks of directors) and making recommendations to the Board thereon;
- making recommendations to the Board with respect to the adoption or amendment of incentive compensation plans; and
- making recommendations to the Board with respect to the adoption or amendment of equity-based compensation plans, including the designation of those who may participate in such plans and the issuance of incentive options in accordance with such plans.

The Compensation Committee has the authority to retain and receive advice from compensation consultants to carry out its duties. In 2022, neither the Board nor the Compensation Committee retained any compensation consultant or advisor to assist them in determining compensation.

Compensation Philosophy and Objectives

The Corporation's executive compensation program is designed to provide both short and long-term rewards to the Corporation's executive officers that are consistent with their individual and corporate performance and their contribution to the Corporation's objectives.

The Corporation's overall compensation philosophy is that compensation should be sufficiently competitive to attract and retain talented employees, but that compensation should ultimately focus on the interests of employees at all levels of the Corporation being aligned with the interests of the Corporation's shareholders. The Corporation is of the view that individual employee compensation should be linked to the performance of both the Corporation and each individual employee.

The Corporation's compensation program is designed to reward executive officers for:

- superior corporate performance relative to pre-set internal objectives; and
- exceptional levels of individual performance consistent with, and contributing to the achievement of, the Corporation's strategic objectives.

The Corporation's compensation program is also influenced by the financial position of the Corporation.

Risk Management

The Board is responsible for identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks. The Board fulfills these responsibilities through the various committees including through the Compensation Committee in relation to compensation aspects. The Board is ultimately responsible for considering the implications of risks associated with the Corporation's compensation policies and practices, if any. Through the Compensation Committee, the Board is involved in the design of compensation policies to meet the specific compensation objectives discussed above and considers the risks relating to such policies, if any. The Compensation Committee is ultimately responsible for ensuring compliance of the compensation policies and practices of the Corporation. To date, the Board and Compensation Committee have not identified any risks arising from the Corporation's compensation policies and practices that would be reasonably likely to have a material adverse effect on the Corporation.

Elements of Compensation

The Corporation's current President and Chief Executive Officer, Mr. Antonio Canton, provides his services to the Corporation pursuant to a consulting agreement between the Corporation, himself and Direct Consulting Solutions SA, from September 1, 2022 and prior to that Reial Consulting & Investment SA. See "Employment, Advisor and Consulting Agreements – Antonio Canton". The Corporation's current Chief Financial Officer, Mr. Killian Ruby, provides his services to the Corporation pursuant to a consulting agreement between Malaspina Consultants Inc. and the Corporation. See "Employment, Advisor and Consulting Agreements – Killian Ruby".

The Corporation currently provides a compensation program for executive officers comprised of base compensation, annual incentive bonus and stock options. The Corporation also provides basic perquisites and benefits to its executive officers who are employees on the same basis that they are generally available to all employees. Mr. Canton has termination and change of control provisions in his agreement with the Corporation.

The Corporation does not provide a defined benefit pension plan or a defined contribution pension plan for any of its executive officers, nor does it have a deferred compensation plan for any of its executive officers.

The elements of compensation are designed by the Corporation to be appropriate to attract, retain and reasonably compensate the management team while also aligning with the Corporation's operations and growth objectives.

(a) Base Compensation

Each Named Executive Officer ("**NEO**") receives a base compensation pursuant to the terms of their employment or consulting agreement with the Corporation. The Board determines the base compensation payable to the CEO after consideration of the evaluation conducted by and the recommendation of the Compensation Committee. The Compensation Committee, in consultation with the CEO, oversees the evaluation of and determines the base compensation of the other executive officers of the Corporation.

The base compensation of each NEO is intended to reasonably compensate the NEO for their contributions to the Corporation, taking into account the person's level of responsibility, the importance of the position to the Corporation, the amount of the individual's time dedicated to the Corporation, and the other elements of compensation that, together with the base compensation, form the individual's total compensation package.

Base compensation of the management team is also influenced by the financial position of the Corporation.

(b) Annual Incentive Bonus

From time to time, the Corporation may also pay incentive bonuses to the NEOs. The Board determines the annual incentive bonus payable to the CEO after consideration of the evaluation conducted by and the recommendations of the Compensation Committee. The Compensation Committee, in consultation with the CEO, oversees the evaluation of and determines the annual incentive bonuses of the other executive officers of the Corporation.

Annual incentive bonuses for NEOs are directly related to individual and corporate performance. At the beginning of each financial year, the Board approves the corporate goals and objectives for the year and determines which of the executive officers is responsible, and to what extent, for the achievement of each goal, the timeline for achievement and how the success of each goal will be measured. Following the end of the year, the Compensation Committee, in consultation with the CEO, reviews the prior year's goals and determines the extent to which each goal has been achieved. These determinations then factor into the assessment of each executive officer's performance for the year and the amount of the annual incentive bonus to be paid to that executive officer.

Given the Corporation's need to conserve cash, no annual incentive bonuses were awarded to the Corporation's executive officers in respect of 2020, 2021 or 2022.

(c) Stock Options

The Corporation provides long-term incentives to executive officers through the grant of stock options under the Corporation's share incentive plan. The objective in granting stock options is to encourage an ownership interest in the Corporation over a period of time, which acts as a financial incentive to consider the long-term interest of the Corporation and its shareholders.

The Compensation Committee makes recommendations from time to time to the Board in respect of stock option grants to each executive officer taking into consideration the level of responsibility, the importance of the position to the Corporation, and the other elements of compensation that, together with the stock options, form the individual's total compensation package. The Board then makes the final determination of stock option grants to executive officers, with each recipient abstaining from discussing or voting on any resolution in respect of option grants to themselves. The Compensation Committee also periodically

reviews the Corporation’s Share Incentive Plan to consider if any amendments are advisable. See “Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards”.

Payments on “Change of Control”

The consulting agreement between the Corporation, Direct Consulting Solutions SA and Antonio Canton contains payment provisions relating to a “change of control” of the Corporation.

Other Compensation-Related Matters

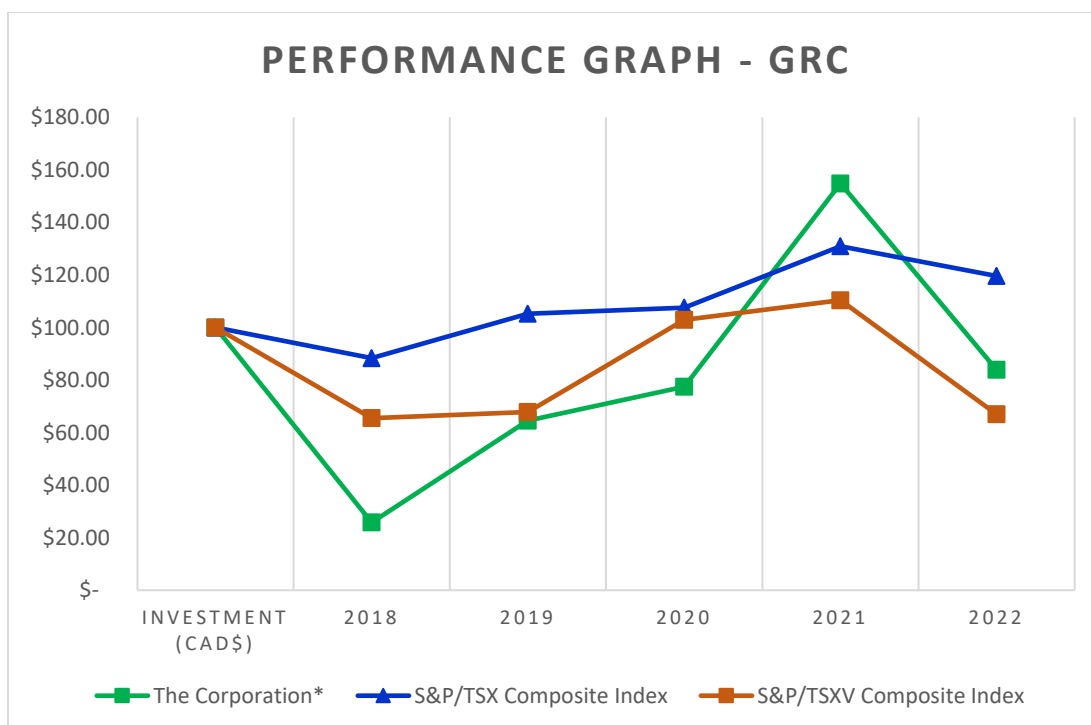
Financial Instruments: The Corporation’s Share Trading Policy requires pre-approval for trades by insiders, including the entering into of any “equity monetization” transactions or purchases of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities.

Anticipated Changes to Compensation Policies and Practices: The Corporation does not intend to make any significant changes to its compensation policies and practices for fiscal 2023.

Performance Graph

The chart below compares the total shareholder return on a \$100 investment in Common Shares to the total return of the S&P/TSX Composite Index and the S&P/TSXV Composite Index for five most recently completed financial years.

Comparison of Cumulative Total Shareholder Return on a \$100 Investment in Common Shares, the S&P/TSX Composite Index and S&P/TSXV Composite Index



Cumulative Return	Investment (CAD\$)	2018 (CAD\$)	2019 (CAD\$)	2020 (CAD\$)	2021 (CAD\$)	2022 (CAD\$)
The Corporation*	\$100.00	\$25.81	\$64.52	\$77.42	\$154.84	\$83.87
S&P/TSX Composite Index	\$100.00	\$88.36	\$105.27	\$107.52	\$130.93	\$119.59
S&P/TSXV Composite Index	\$100.00	\$65.50	\$67.89	\$102.90	\$110.40	\$67.03

The Common Shares are listed for trading on the TSX, however, the S&P/TSXV Composite Index may be a more appropriate comparison for the Corporation given that it is a mineral exploration and development company. In 2018, the Corporation's share price followed the general downward trend in the S&P/TSX Composite Index and S&P/TSXV Composite Index. In 2019, the Corporation's share price reversed its trend, and followed the general upward trend in the S&P/TSXV Composite Index, albeit more steeply than the S&P/TSX Composite Index and the S&P/TSX Composite Index in part due to the positive news of the arbitration settlement with the Government of Bolivia. In 2020, the Corporation's share price followed the general upward trend in the S&P/TSXV Composite Index, but not as steeply as in 2019. In 2021, the Corporation's share price followed the general upward trend in the S&P/TSX Composite Index, but more steeply than in 2020. The Corporation's upward trend in 2020 and 2021 was partly impacted by positive news of the Corporation recommencing its drilling and exploration activities as well as securing a portion of the non-dilutive funding necessary for the aggressive expansion of its exploration program. In 2022, the Corporation's share price followed the downward trend in the S&P/TSXV Composite Index.

Named Executive Officers' Summary Compensation Table

The following table (presented in accordance with Form 51-102F6 – *Statement of Executive Compensation* (“**Form 51-102F6**”) under NI 51-102) sets forth all direct and indirect compensation for, or in connection with, services provided to the Corporation and its subsidiaries for the financial years ended December 31, 2022, 2021 and 2020 in respect of the Chief Executive Officer, the Chief Financial Officer, and each of the other most highly compensated executive officers of the Corporation whose total compensation exceeded CAD\$150,000 for the year ended December 31, 2022 (the “**Named Executive Officers**” or “**NEOs**”).

Name and principal position	Year	Salary (US\$)	Share-based awards (US\$)	Option-based awards (US\$) ⁽¹⁾	Non-equity incentive plan compensation		All other compensation (US\$) ⁽²⁾	Total compensation (US\$)
					Annual incentive plans (US\$)	Long-term incentive plans (US\$)		
Antonio Canton, President and Chief Executive Officer ⁽³⁾	2022	Nil ⁽³⁾	—	582,839	—	—	159,536 ⁽³⁾⁽⁴⁾	742,375
	2021	Nil ⁽³⁾	—	458,135	—	—	93,848 ⁽³⁾⁽⁴⁾	551,983
	2020	Nil ⁽³⁾	—	Nil	—	—	9,900 ⁽⁴⁾	9,900
Killian Ruby, Chief Financial Officer	2022	Nil	—	6,999 ⁽⁶⁾	—	—	39,025 ⁽⁵⁾	46,024
	2021	Nil	—	11,441 ⁽⁶⁾	—	—	30,345 ⁽⁵⁾	41,786
	2020	Nil	—	12,171 ⁽⁶⁾	—	—	35,650 ⁽⁵⁾	47,821
Randall Moore, Vice-President of Exploration ⁽⁷⁾	2022	185,000	—	97,991	—	—	—	282,991
	2021	185,000	—	133,361	—	—	—	318,361
	2020	161,667	—	Nil	—	—	—	161,667

Notes (dollar amounts disclosed are stated in US dollars/US dollar equivalents):

- (1) The fair values of the options granted have been estimated using the Black-Scholes option-pricing model. Assumptions used in the pricing model are as follows: weighted average risk-free interest rate – 2022: 3.11% (2021: 0.62%, and 2020: 0.24%); weighted average expected life – 2022: 3.00 years (2021: 3.00 years, and 2020: 3.00 years); weighted expected volatility – 2022: 80.6% (2021: 100.9%, and 2020: 86.4%); and weighted average expected dividends – nil (2021: nil, and 2020: nil).
- (2) The aggregate value of perquisites and other personal benefits was less than 10% of the annual salary of such executive officer.
- (3) On June 30, 2021 Mr. Antonio Canton was appointed President and Chief Executive Officer of the Corporation. This amount consists of consulting fees as follows: (i) 2022: \$102,836 (2021: \$83,648) charged by Reial Consulting & Investment SA pursuant to a consulting agreement between Reial Consulting & Investment SA and the Corporation (ii) 2022: \$48,900 (2021: \$Nil) charged by Direct Consulting Solutions SA pursuant to a consulting agreement between Direct Consulting Solutions SA and the Corporation and (iii) Director's fees as follows: 2022: \$7,800⁽⁴⁾ (2021: \$10,200⁽⁴⁾).
- (4) Mr. Canton earned the following directors' fees during the year ended December 31, 2022: \$5,400 (2021: \$5,400, and 2020: \$5,400) for serving on the board of directors; \$2,400 (2021: \$3,600, and 2020: \$2,400) for attending 8 (2021: 12, and 2020: 8) board meetings by conference call; \$Nil (2021: \$900, and 2020: \$1,800) for serving as Chair of the corporate governance and nominating committee prior to his appointment as President & CEO of the Corporation on June 30, 2021; and \$Nil (2021: \$300, and 2020: \$300) for attending 1 board committee meeting.
- (5) This amount consists of consulting fees paid to Malaspina Consultants Inc. ("Malaspina") pursuant to a consulting agreement between Malaspina and the Corporation. Killian Ruby is an employee of Malaspina. The Corporation paid Malaspina the sum of \$39,025 for the year ended December 31, 2022 (2021: \$30,345, and 2020: \$35,650) for the services of Mr. Ruby, as Chief Financial Officer of the Corporation. See "Employment, Advisor and Consultant Agreements – Killian Ruby".
- (6) The fair value of the options granted includes \$Nil (2021: \$6,865 with respect to 120,000 options, and 2020: \$7,303 with respect to 120,000 options) granted to Malaspina Consultants Inc., a corporation controlled by Mr. Ruby.
- (7) Mr. Moore resigned as VP Exploration effective March 31, 2023 and as of April 1, 2023 is a consultant providing VP Exploration Transition Services and assisting, when requested, with the advancement of the Gold Springs Project.

Employment, Advisor and Consultant Agreements

Antonio Canton

On September 1, 2022, the Corporation entered into a consulting agreement with Direct Consulting Solutions SA ("DCS") and Antonio Canton replacing the consulting agreement entered into on September 1, 2021, by Corporation with Reial Consulting & Investment SA ("Reial") and Antonio Canton, whereby DCS, from September 1, 2022, and Reial prior to September 1, 2022, provides the services of Antonio Canton to the Corporation, and provides for Antonio Canton to serve as CEO and President of the Corporation at the pleasure of the Board. DCS and Reial are controlled by Antonio Canton. Pursuant to the consulting agreements the Corporation is required to pay DCS or Reial, as applicable, a monthly consulting fee of Euros 12,000 (CDN\$16,441 equivalent) for Antonio Canton's services, subject to periodic review, and pursuant to which he is eligible for stock options as determined by the Board of Directors of the Corporation from time to time. The DCS consulting Agreement is effective September 1, 2022 and shall continue indefinitely until terminated in accordance with its terms. See "Termination and Change of Control Benefits" below.

Mr. Canton is eligible to participate in the Share Incentive Plan and, as of April 28, 2023, holds 7,866,666 options with tandem share appreciation rights, which are each exercisable for one Common Share.

Killian Ruby

The Corporation entered into a consulting agreement effective August 15, 2018 with Malaspina, whereby Malaspina provides the Corporation with the services of Killian Ruby as the Chief Financial Officer of the Corporation. The agreement with Malaspina incorporates the Chief Financial Officer services of Mr. Ruby and also accounting support staff services for an aggregate fee of \$7,000 per month plus expenses incurred on behalf of the Corporation. The term of the agreement is in force on a month-to-month basis and the agreement may be terminated by either party at any time by giving 60 days written notice.

Mr. Ruby is eligible to participate in the Share Incentive Plan and, as of April 28, 2023, holds 348,276 options with tandem share appreciation rights (of which 88,276 are held on behalf of Malaspina Consultants Inc., a company controlled by Mr. Ruby), which are each exercisable for one Common Share.

Randall Moore

Mr. Moore resigned as the Corporation's VP Exploration effective March 31, 2023 and has entered into a consulting agreement with the Corporation as of April 1, 2023 pursuant to which he provides VP Exploration Transition Services and assists, when requested, with the advancement of the Gold Springs Project. Pursuant to this new agreement Mr. Moore is paid a daily rate of US\$1,600 for services provided to the Corporation.

Mr. Moore is eligible to participate in the Share Incentive Plan and, as of April 28, 2023, he holds 1,400,000 options with tandem share appreciation rights each exercisable for one Common Share.

Incentive Plan Awards

Option-Based Awards

Option-based awards are stock options with or without tandem share appreciation rights granted pursuant to the Corporation's Share Incentive Plan. All other awards are exercisable for one Common Share. For a description of the Corporation's Share Incentive Plan, see "Other Information – Share Incentive Plan".

Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each NEO all awards outstanding at the end of the most recently completed financial year ended December 31, 2022, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) ⁽¹⁾	Option exercise price (CAD\$)	Option expiration date	Value of unexercised in-the-money options (CAD\$) ⁽¹⁾⁽²⁾⁽³⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (CAD\$)
Antonio Canton	300,000	0.120	June 11, 2024	3,000	-	-
	333,333	0.175	July 12, 2024	Nil	-	-
	4,000,000	0.195	May 3, 2025	Nil	-	-
	3,233,333	0.165	July 6, 2025	Nil	-	-
Killian Ruby	128,276 ⁽⁴⁾	0.145	August 31, 2023	Nil	-	-
	120,000 ⁽⁵⁾	0.120	June 11, 2024	1,200	-	-
	100,000	0.165	July 6, 2025	Nil	-	-
Randall Moore	350,000	0.120	June 11, 2024	3,500	-	-
	700,000	0.175	July 12, 2024	Nil	-	-
	1,400,000	0.165	July 6, 2025	Nil	-	-

Notes:

- (1) Each option is exercisable for one Common Share.
- (2) Based on the December 30, 2022 closing price of one Common Share of CAD\$0.13.
- (3) Although the Corporation's financial statements are reported in US\$, the Common Shares are listed on the TSX, thus trade in CAD\$. Option fair values were calculated in Canadian dollars.
- (4) Of this amount, 48,276 options are held by Malaspina Consultants Inc., a company controlled by Mr. Ruby.
- (5) Of this amount, 40,000 options are held by Malaspina Consultants Inc., a company controlled by Mr. Ruby.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year ended December 31, 2022 for each incentive plan award.

Name	Option-based awards – Value vested during the year (CAD\$)	Share-based awards – Value vested during the year (CAD\$)	Non-equity incentive plan compensation – Value earned during the year (CAD\$)
Antonio Canton	62,500 ⁽¹⁾	-	-
Killian Ruby	19,333 ⁽²⁾⁽³⁾⁽⁴⁾	-	-
Randall Moore	14,000 ⁽⁵⁾	-	-

Notes:

- (1) Based on (i) 300,000 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (ii) 300,000 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125, (iii) 333,333 options with an exercise price of CAD\$0.175 which vested on April 12, 2022 when Common Shares last traded at CAD\$0.20, (iv) 4,000,000 options with an exercise price of CAD\$0.195 which vested on May 3, 2022 when Common Shares last traded at CAD\$0.20 and (v) 116,667 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.
- (2) Based on (i) 26,667 options with an exercise price of CAD\$0.145 which vested on February 28, 2022 when Common Shares last traded at CAD\$0.21, (ii) 40,000⁽⁵⁾ options with an exercise price of CAD\$0.145 which vested on February 28, 2022 when Common Shares last traded at CAD\$0.21, (iii) 26,667 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (iv) 26,666 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125, (v) 40,000⁽⁵⁾ options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (vi) 40,000⁽⁵⁾ options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125 and (vii) 33,333 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.
- (3) Includes 120,000 vested options held by Malaspina Consultants Inc., a company controlled by Mr. Ruby.
- (4) Options are held by Malaspina Consultants Inc., a company controlled by Mr. Ruby.
- (5) Based on (i) 116,667 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (ii) 116,666 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125 and (iii) 116,667 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.

Incentive Plan Awards – Option-based Awards Exercised During the Year

The following table sets forth the particulars of option-based awards exercised during the Corporation's last completed financial year by the NEOs.

Name	Securities Acquired on Exercise (#)	Exercise Price (CAD\$)	Date of Exercise	Aggregate Value Realized (CAD\$)⁽¹⁾
Antonio Canton	600,000	0.120	September 20, 2022	21,000
	916,667	0.175	September 20, 2022	-
	116,667	0.165	September 20, 2022	-
Killian Ruby	71,724 ⁽²⁾	0.145	October 3, 2022	717
	80,000 ⁽²⁾	0.120	October 3, 2022	2,800
Randall Moore	152,174	0.055	January 31, 2022	35,000
	112,069	0.080	August 31, 2022	16,250

Notes:

- (1) Calculated using the closing price of the Common Shares on the TSX on the date of exercise and subtracting the exercise price of in-the-money stock options.
- (2) The options were exercised by Malaspina Consultants Inc., a company controlled by Mr. Ruby.

Termination and Change of Control Benefits

The consulting agreement between the Corporation, DCS and Antonio Canton contains payment provisions following a “change of control” of the Corporation.

In the case of termination of the consulting agreement without cause, all outstanding options with time-based vesting that are held by Mr. Canton vest immediately and remain exercisable until the earlier of the date that is 12 months after the date notice of termination is given, and the original expiry date of such options (representing a value of CAD\$3,000 if vesting had occurred at December 31, 2022).

In addition, DCS may terminate the consulting agreement at any time by providing the Corporation with three months’ advance written notice.

A “change of control” is defined as:

- (i) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its affiliates and another corporation or other entity, as a result of which the holders of shares of the Corporation prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction;
- (ii) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Corporation and/or any of its subsidiaries which have an aggregate book value greater than 75% of the book value of the assets, rights and properties of the Corporation and its subsidiaries on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned subsidiary of the Corporation in the course of a reorganization of the assets of the Corporation and its subsidiaries;
- (iii) a resolution is adopted to wind-up, dissolve or liquidate the Corporation;
- (iv) any person, entity or group of persons or entities acting jointly or in concert (an “**Acquiror**”) acquires or acquires control (including without limitation the right to vote or direct the voting) of voting securities of the Corporation which, when added to the voting securities owned of record or beneficially by the Acquiror or which the Acquiror has the right to vote or in respect of which the Acquiror has the right to direct the voting, would entitle the Acquiror and/or associates and/or affiliates of the Acquiror to cast or to direct the casting of 35% or more of the votes attached to all of the Corporation’s outstanding voting securities which may be cast to elect directors of the Corporation or the successor corporation;
- (v) as a result of or in connection with:
 - (i) a contested election of directors; or
 - (ii) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of the Corporation for election to the Board shall not constitute a majority of the Board; or
- (vi) the Board adopts a resolution to the effect that a “change of control” as defined therein has occurred or is imminent.

In the event of termination of the consulting agreement by the Corporation or the Consultant within 12 months following a “change of control” of the Corporation, DCS is entitled to receive from the Corporation

a lump sum amount equal to six months of monthly consulting fees at the rate in effect at the time notice of termination is given (which would have resulted in a payment of US\$75,868 if triggered on December 31, 2022).

In addition, if there is a consolidation, merger, take-over bid, statutory amalgamation or arrangement of the Corporation with or into another corporation, a separation of the business of the Corporation into two or more entities, a transfer of all or substantially all of the assets of the Corporation to another entity or a transaction of similar effect, all unvested options and share appreciation rights under the Share Incentive Plan held outstanding vest immediately and remain exercisable for the duration of their original term (representing CAD\$3,000 value if vesting had occurred at December 31, 2022)

Payment of all remuneration and benefits under the consulting agreement is conditional upon DCS abiding by the confidentiality, non-solicitation, non-competition and other provisions set out below:

Confidential Information: DCS and Mr. Canton are obligated to protect the confidentiality of information concerning the Corporation and its business activities. Confidential Information may not be disclosed or used except in the course of performing duties to the Corporation with the knowledge and consent of the Corporation in its interest.

“Confidential Information” means any information, whether oral or written or otherwise recorded, which is non-public, proprietary or confidential information of or relating to the Corporation in connection with its business and affairs including, without limitation:

- (i) information, trade secrets or know-how as to customers, suppliers, mineral extraction or other processes, property, products or services of the Corporation, including those relating to research, strategic plans and objectives, unpublished financial and technical information, development, purchasing, business or financial affairs, accounting, engineering, process engineering, marketing, merchandising or selling of products and services of the Corporation;
- (ii) information, trade secrets and know-how which other persons shall require the Corporation and its employees, agents and consultants to treat as confidential; and
- (iii) all intellectual property to the extent not including in (i) and (ii) above.

Non-Solicitation: During the term of the consulting agreement, and for a period of one year after termination of the consulting agreement for any reason whatsoever, DCS and Mr. Canton are prohibited from soliciting, directly or indirectly, employees of the Corporation for the purpose of having them terminate their employment with the Corporation.

Non-Competition: Given the highly confidential and industry-specific information and knowledge that DCS and Mr. Canton have and will acquire as a consultant of the Corporation, they are prohibited, while a consultant of the Corporation under the consulting agreement, or for a period of one year following termination of the consulting agreement, other than following a change of control, being employed or retained by, promoting or assisting, financially or otherwise, any company or business that competes, directly or indirectly, with the Corporation or any of its affiliates in respect of one or more properties or interests of such company or business that are located within a 10 kilometre radius of the exterior boundary of any property owned or controlled by the Corporation or any of its subsidiaries at any time while DCS was retained by the Corporation pursuant to its consulting agreement. In addition, during the term of the consulting agreement, and for a period of one year after termination of the consulting agreement for any reason whatsoever, DCS and Mr. Canton prohibited from appropriating for themselves or for any organization or person by which they are employed or retained, any of the Corporation's property or business opportunities that had arisen through the use of the Corporation's property, information or by virtue of the provision of their services to the Corporation.

Intellectual Property: The consulting agreement of DCS and Mr. Canton contains provisions regarding the Corporation's and their intellectual property rights.

Director Compensation

Director Compensation Table

The following table (presented in accordance with Form 51-102F6) sets forth all amounts of compensation provided to the directors, other than Mr. Canton, for the Corporation's most recently completed financial year ended December 31, 2022. Mr. Canton's director compensation is included as part of the disclosure in the Summary Compensation Table.

Name	Fees earned (US\$)	Share-based awards	Option-based awards (US\$) ⁽¹⁾	Non-equity incentive plan compensation	All other compensation (US\$)	Total (US\$)
Tina Woodside-Shaw ⁽²⁾	11,700	—	19,248	—	—	30,948
Laurent Arnoux ⁽³⁾	4,710	—	57,001	—	—	61,711
Victor Dario	9,970	—	36,747	—	—	46,717
Horst Daspersgruber	10,500	—	34,997	—	—	45,497
Roman Mironchik ⁽⁴⁾	5,420	—	—	—	—	5,420

Notes:

- (1) The fair values of the options granted have been estimated using the Black-Scholes option-pricing model. Assumptions used in the pricing model are as follows: weighted average risk-free interest rate – 3.02%; weighted average expected life – 3.00 years; weighted expected volatility – 75.05%; and weighted average expected dividends – nil.
- (2) Paid to Gowling WLG (Canada) LLP.
- (3) Mr. Arnoux was elected a director of the Corporation on June 16, 2022.
- (4) Mr. Mironchik ceased to be a director of the Corporation on June 16, 2022.

In 2022, non-management Board members were compensated as follows (all pro-rated as required): an annual retainer of US\$5,400 for serving as a Board member, an annual retainer of US\$1,800 for serving as chair or a committee chair, US\$600 for each in-person Board meeting attended, and US\$300 for each Board meeting attended by conference call and each committee meeting attended.

Ms. Woodside-Shaw earned the following fees during the year ended December 31, 2022: US\$1,800 for serving as Chair of the board of directors; US\$5,400 for serving on the board of directors; US\$2,400 for attending 8 board meetings by conference call; US\$1,800 for serving as Chair of the compensation committee; and US\$300 for attending one board committee meeting. All cash fees earned by Ms. Woodside-Shaw are paid by the Corporation to Gowling WLG (Canada) LLP, a law firm in which Ms. Woodside-Shaw is a partner.

Mr. Arnoux earned the following fees during the period June 16, 2022 (being the date of his election as a director of the Corporation) and December 31, 2022: US\$2,910 for serving on the board of directors; US\$1,200 for attending 4 board meetings by conference call; and US\$600 for attending 2 audit committee meetings.

Mr. Dario earned the following fees during the year ended December 31, 2022: US\$5,400 for serving on the board of directors; US\$2,400 for attending 8 board meetings by conference call; US\$1,200 for attending 4 board committee meetings; and US\$970 for serving as Chair of the audit committee from June 16, 2022, being the date of his appointment as Chair of the committee.

Mr. Daspersgruber earned the following fees during the year ended December 31, 2022: US\$5,400 for serving on the board of directors; US\$2,400 for attending 8 board meetings by conference call; US\$1,800 for serving as Chair of the corporate governance and nomination committee; and US\$900 for attending 3 audit committee meetings.

Mr. Mironchik earned the following fees during the period January 1, 2022 to June 16, 2022 (being the date he ceased to be a director of the Corporation): US\$2,490 for serving on the board of directors; US\$1,200 for attending 4 board meetings by conference call; US\$830 for serving as Chair of the audit committee; and US\$900 for attending 3 board committee.

Incentive Plan Awards for Directors

The directors of the Corporation are eligible to receive awards under the Corporation's Share Incentive Plan described below under the heading "Other Information – Share Incentive Plan".

Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each director all awards outstanding at the end of the most recently completed financial year ended December 31, 2022, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) ⁽¹⁾	Option exercise price (CAD\$)	Option expiration date	Value of unexercised in-the-money options (CAD\$) ⁽¹⁾⁽²⁾⁽³⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (CAD\$)
Tina Woodside-Shaw	150,000	0.120	June 11, 2024	1,500	-	-
	500,000	0.175	July 12, 2024	Nil	-	-
	275,000	0.165	July 6, 2025	Nil	-	-
Laurent Arnoux	500,000	0.165	July 6, 2025	Nil	-	-
Victor Dario	350,000	0.120	June 11, 2024	3,500	-	-
	250,000	0.195	May 3, 2025	Nil	-	-
	525,000	0.165	July 6, 2025	Nil	-	-
Horst Daspersgruber	350,000	0.120	June 11, 2024	3,500	-	-
	525,000	0.165	July 6, 2025	Nil	-	-
Roman Mironchik	-	-	-	Nil	-	-

Notes:

- (1) Each option is exercisable for one Common Share.
- (2) Based on the December 30, 2022 closing price of one Common Share of CAD\$0.13.
- (3) Although the Corporation's financial statements are reported in US\$, the Common Shares are listed on the TSX, thus trade in CAD\$. Option fair values were calculated in Canadian dollars.
- (4) Mr. Arnoux was elected a director on June 16, 2022.
- (5) Mr. Mironchik ceased to be a director of the Corporation on June 16, 2022. On such date, all unvested options and SARs were cancelled, and all vested options and SARs held remained exercisable until the earlier of 60 days following such date and expiry of the exercise period.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned by each director during the most recently completed financial year ended December 31, 2022 for each incentive plan award.

Name	Option-based awards – Value vested during the year (CAD\$)	Share-based awards – Value vested during the year (CAD\$)	Non-equity incentive plan compensation – Value earned during the year (CAD\$)
Tina Woodside-Shaw	19,500 ⁽¹⁾	N/A	N/A
Laurent Arnoux	667 ⁽²⁾	N/A	N/A
Victor Dario	14,833 ⁽³⁾	N/A	N/A
Horst Daspersgruber	13,583 ⁽⁴⁾	N/A	N/A
Roman Mironchik	14,000 ⁽⁵⁾	N/A	N/A

Notes:

- (1) Based on (i) 150,000 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (ii) 150,000 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125, (iii) 83,333 options with an exercise price of CAD\$0.175 which vested on April 12, 2022 when Common Shares last traded at CAD\$0.20 and (iv) 91,667 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.
- (2) Based on 66,667 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175. Mr. Arnoux was elected a director on June 16, 2022.
- (3) Based on (i) 133,333 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (ii) 133,333 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125, (iii) 250,000 options with an exercise price of CAD\$0.195 which vested on May 3, 2022 when Common Shares last traded at CAD\$0.20 and (iv) 75,000 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.
- (4) Based on (i) 133,333 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225, (ii) 133,333 options with an exercise price of CAD\$0.12 which vested on December 11, 2022 when Common Shares last traded at CAD\$0.125 and (iii) 75,000 options with an exercise price of CAD\$0.165 which vested on July 6, 2022 when Common Shares last traded at CAD\$0.175.
- (5) Based on (i) 133,333 options with an exercise price of CAD\$0.12 which vested on March 11, 2022 when Common Shares last traded at CAD\$0.225. Mr. Mironchik ceased to be a director of the Corporation on June 16, 2022. On such date, all unvested options and SARs were cancelled, and all vested options and SARs held as at that date remained exercisable until the earlier of 60 days following such date and expiry of the exercise period.

Incentive Plan Awards – Option-based Awards Exercised During the Year

The following table sets forth the particulars of option-based awards exercised during the Corporation's last completed financial year by the directors.

Name	Securities Acquired on Exercise (#)	Exercise Price (CAD\$)	Date of Exercise	Aggregate Value Realized (CAD\$) ⁽¹⁾
Tina Woodside-Shaw	175,000	0.06	April 6, 2022	35,000
	300,000	0.12	October 24, 2022	-
Laurent Arnoux ⁽²⁾	Nil	N/A	N/A	N/A
Victor Dario	Nil	N/A	N/A	N/A
Horst Daspersgruber ⁽³⁾	1,581,395	0.05	April 29, 2022	340,000
Roman Mironchik ⁽⁴⁾	83,810	0.12	August 9, 2022	14,667

Notes:

- (1) Calculated using the closing price of the Common Shares on the TSX on the date of exercise and subtracting the exercise price of in-the-money stock options.
- (2) Mr. Arnoux was elected a director on June 16, 2022.
- (3) The options were exercised by Kevel Consulting SA, a company controlled by Mr. Daspersgruber.

- (4) Mr. Mironchik ceased to be a director of the Corporation on June 16, 2022. On such date, all unvested options and SARs were cancelled, and all vested options and SARs held remained exercisable until the earlier of 60 days following such date and expiry of the exercise period.

OTHER INFORMATION

Securities Authorized for Issuance Under Equity Compensation Plans

The following table (presented in accordance with Form 51-102F5) sets forth all compensation plans under which, equity securities of the Corporation are authorized for issuance as of the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders – Share Incentive Plan	14,879,942 Common Shares ⁽²⁾	CAD\$0.17	11,283,146 Common Shares ⁽¹⁾
Equity compensation plans not approved by securityholders	-	-	-
Total	14,879,942 Common Shares ⁽²⁾	CAD\$0.17	11,283,146 Common Shares ⁽¹⁾

Note:

- (1) Based on Corporation's "10% rolling" Share Incentive Plan and 261,630,880 Common Shares issued and outstanding as of December 31, 2022. See "Share Incentive Plan" below. This table does not include warrants issued as part of the secured rights funding. Under that transaction, on April 27, 2021, the Corporation closed a first tranche of the secured rights funding for gross proceeds of US\$2,000,000 Series A Secured Rights (the "Series A Secured Rights") along with 2,000,000 warrants. Each warrant entitled the holder to purchase one common share of the Corporation for a period of two years until April 27, 2023 at a price of CAD\$0.11 per share. On June 24, 2021, the Corporation closed an additional tranche of the secured rights funding for gross proceeds of US\$1,000,000 Series A Secured Rights of the Corporation along with 1,000,000 additional tranche warrants, with each additional tranche warrant entitling the holder to purchase one common share of the Corporation for a period of two years until June 24, 2023 at a price of CAD\$0.14 per share.
- (2) This represents less than 5.7% of the Shares outstanding on December 31, 2022. Of the 14,879,942 options outstanding at December 31, 2022, 7,053,277 were exercisable and 7,826,665 were not.

Subsequent to the year ended December 31, 2022, on February 8, 2023, the Corporation closed an additional tranche of the secured rights funding for gross proceeds of US\$300,000 Series A Secured Rights of the Corporation along with 300,000 additional tranche warrants, with each additional tranche warrant entitling the holder to purchase one common share of the Corporation for a period of two years until February 8, 2025 at a price of CAD\$0.13 per share.

Share Incentive Plan

The Corporation has established a Share Incentive Plan for the benefit of full-time and part-time employees, officers, directors and consultants of the Corporation and its affiliates. The Share Incentive Plan last ratified by the Corporation's shareholders at the annual general meeting held on November 10, 2020 is a share option plan (with or without associated share appreciation rights), and the maximum number of Common Shares issuable thereunder consists of a "rolling" 10% of the Corporation's issued and outstanding Common Shares from time to time.

The objectives of the Share Incentive Plan are:

- to assist the Corporation in recruiting and subsequently retaining highly qualified directors, officers, employees and service providers by offering an overall compensation package which is competitive with that offered by other mining companies at the Corporation’s stage of development; and
- to align the interests of participants with the long-term interests of shareholders by encouraging the purchase and ownership of the Common Shares.

For the purposes of the Share Incentive Plan, a “Common Share” means a Common Share, as adjusted in accordance with the provisions of Share Incentive Plan.

The fixed maximum percentage of Common Shares issuable under the Share Incentive Plan is 10% of the issued and outstanding Common Shares from time to time. The Share Incentive Plan automatically “reloads” after the issuance of Common Shares under an award provided that the number of Common Shares issuable under the Share Incentive Plan does not then exceed the maximum percentage of 10%.

The following table summarizes the burn rate (being the number of options granted under the Share Incentive Plan during the applicable fiscal year divided by the weighted average number of common shares outstanding for the applicable fiscal year) in respect of the Share Incentive Plan for the past three years:

Fiscal Year	Burn Rate
2022	5.09%
2021	4.43%
2020	0.08%

The following summary provides details regarding the Share Incentive Plan.

Under the current Share Incentive Plan, stock options, free-standing share appreciation rights (“**SARs**”) or SARs that are granted in tandem with a related option (“**Tandem SARs**”) may be granted.

The Board determines the participants who may participate in the Share Incentive Plan, as well as the number and the exercise price of each option or the basis value of each SAR at the time the option or SAR, as applicable, is granted. Participant means each eligible employee, eligible director and eligible consultant.

The number of Common Shares:

- (a) issued to insiders of the Corporation, within any one-year period; and
- (b) issuable to insiders of the Corporation, at any time,

under the Share Incentive Plan or when combined with all of the Corporation’s other security-based compensation arrangements (as defined by the TSX), shall not exceed 10% of the Corporation’s total issued and outstanding Common Shares, respectively. “Insider” is defined in the Share Incentive Plan as having the same meaning as “reporting insider” in National Instrument 55-104 *Insider Reporting Requirements and Exemptions*. In addition, the number of Common Shares issuable in any one fiscal year to all non-employee directors shall not exceed 1% of the outstanding Common Shares at that time.

The exercise price of an option or the basis value of a SAR cannot be lower than the most recent closing price of the Common Shares on the TSX, or another stock exchange where the majority of the trading volume and value of the Common Shares occurs, at the time the option or SAR is granted.

The period of time during which a particular option or SAR may be exercised is determined by the Board, subject to any Employment Contract or Consulting Contract (both as hereinafter defined), provided that no

such period shall exceed 10 years. If an option or SAR expiration date falls within a “black-out period” (a period during which certain persons cannot trade Common Shares pursuant to a policy of the Corporation respecting restrictions on trading), or immediately following a black-out period, the expiration date is automatically extended to the date which is the tenth business day after the end of the black-out period, provided that no such extended exercise period shall exceed 10 years.

Upon exercise of a SAR, the participant is entitled to receive payment from the Corporation in an amount determined by multiplying the excess of the market price of a Common Share on the date of exercise over the basis value at which the SAR was originally granted. All payments are made in Common Shares, the number of which is calculated by dividing the payment amount by the market price of the Common Shares on the exercise date.

Tandem SARs are SARs granted in tandem with a related option or added to an outstanding option which give the awardee the right to surrender to the Corporation the vested portion of the option and to receive a distribution of Common Shares in an amount equal to the excess of the market price of a specified number of shares as of the date the SAR is exercised over the exercise price of the related option. To the extent a Tandem SAR is exercised, the related option will terminate at the time of such exercise.

Unless otherwise determined by the Board, each option or SAR becomes exercisable as to 33⅓% on a cumulative basis on the date of grant and at the end of each of the first and second years following the date of grant. Options with tandem SARs granted to non-management directors generally vest immediately.

Options and SARs may terminate prior to expiry of the exercise period in the following circumstances:

- on death of an awardee, options and SARs held as at the date of death become immediately exercisable notwithstanding any vesting provisions thereof and remain exercisable until the earlier of 12 months from such date and expiry of the exercise period; and
- if an awardee ceases to be a director, officer, employee and consultant of the Corporation or an affiliate for any reason other than death, including receipt of notice from the Corporation of the termination of their Employment Contract or Consulting Contract, all unvested options and SARs are cancelled as at the date of termination, and all vested options and SARs held as at the date termination remain exercisable until the earlier of 60 days following such date and expiry of the exercise period,

subject however to any contract between the Corporation and any employee relating to, or entered into in connection with, the employment of the employee or between the Corporation and any director with respect to his or her directorship or resignation therefrom (an “**Employment Contract**”), any contract between the Corporation and consultant relating to, or entered into in connection with, services to be provided to the Corporation (a “**Consulting Contract**”) or any other agreement to which the Corporation is a party with respect to the rights of such person upon termination or change in control of the Corporation. See “Termination and Change of Control Benefits”.

In order for options granted to U.S. participants to be considered Incentive Stock Options (“**ISOs**”) for U.S. tax purposes, the maximum number of shares available for ISOs must be set out in the Share Incentive Plan. Accordingly, the Share Incentive Plan provides that not more than 3,000,000 Common Shares will be available for issuance pursuant to ISOs. There is no obligation on the Corporation to issue that number of ISOs and the inclusion of this maximum does not in any way restrict the number of Common Shares available for issuance otherwise pursuant to the Share Incentive Plan. To date, no ISOs have been granted under the Share Incentive Plan.

Rights under the Share Incentive Plan are not assignable or transferable except on the death of the participant.

If there is a consolidation, merger, take-over, amalgamation or arrangement of the Corporation with or into another corporation, a separation of the business of the Corporation into two or more entities, a transfer of all or substantially all of the assets of the Corporation to another entity, or a transaction of similar effect all unvested options, SARs and Tandem SARs will become vested and the holder shall be entitled to exercise such awards immediately prior to such event, unless the Board otherwise determines the basis upon which it shall be exercisable. In such event and in the event of a securities exchange take-over bid, the Corporation may, in certain circumstances, provide holders with the choice of exchanging their options if replacement options are offered.

Pursuant to Section 6.02 of the Share Incentive Plan, the Board may from time to time in its absolute discretion amend, modify and change the provisions of the Share Incentive Plan or any awards granted thereunder, provided that any amendment, modification or change to the provisions of the Share Incentive Plan or any awards granted pursuant thereto shall:

- not adversely alter or impair any award previously granted except as permitted thereunder;
- be subject to any regulatory approvals, where required, including the approval of the TSX, where required;
- be subject to shareholder approval in accordance with the rules of the TSX in circumstances where the amendment, modification or change to the Share Incentive Plan or award granted thereunder would:
 - reduce the exercise price of an option issued under the Share Incentive Plan (for this purpose, a cancellation or termination of an option of a participant prior to its expiry for the purpose of re-issuing options to the same participant with a lower exercise price shall be treated as an amendment to reduce the exercise price of an option),
 - extend the term of an award beyond the original expiration date (other than as permitted under the Share Incentive Plan),
 - amend the insider participation limits in section 2.05 of the Share Incentive Plan which result in the security holder approval to be required on a disinterested basis,
 - remove or increase the insider participation limit under Section 2.05 of the Share Incentive Plan,
 - remove or increase the non-employee director participation limit under Section 2.06 of the Share Incentive Plan;
 - increase the fixed maximum percentage of Common Shares which may be issued under the Share Incentive Plan,
 - grant additional powers to the Board to amend the Share Incentive Plan,
 - amend Section 6.03 of the Share Incentive Plan that would permit options to be assigned or transferred, other than for normal estate settlement purposes, or
 - amend the provisions in Section 6.02 of the Share Incentive Plan;
- not be subject to shareholder approval in any circumstance (other than as set out above), including, but not limited to, circumstances where the amendment, modification or change to the Share Incentive Plan or award would:
 - be of a “housekeeping nature”, including any amendment to the Share Incentive Plan or an award granted thereto that is necessary to comply with applicable law or the requirements of any regulatory authority or stock exchange and any amendment to the Share Incentive Plan or an award granted thereto to correct or

rectify any ambiguity, defective provision, error or omission therein, including any amendment to any definitions therein

- alter, extend or accelerate any vesting terms or conditions in the Share Incentive Plan or any awards granted thereto;
- amend or modify any mechanics for exercising any award;
- change the expiration date (including acceleration thereof) or change any termination provision in any award, provided that such change does not entail an extension beyond the original expiration date of such award (subject to such date being extended by virtue of the black-out period provisions of the Share Incentive Plan);
- introduce a cashless exercise feature, payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Share Incentive Plan maximum;
- change the application of the consolidation, merger, take-over bid, etc.; adjustment in number of shares subject to the Share Incentive Plan; or securities exchange take-over bid provisions of the Share Incentive Plan
- add a form of financial assistance or amend a financial assistance provision which is adopted;
- change the eligible participants; or
- add a deferred or restricted share unit provision or any other provision which results in participants receiving securities while no cash consideration is received by the Corporation.

The Board may discontinue the Share Incentive Plan at any time without consent of the participants thereunder provided that such discontinuance shall not adversely alter or impair any award previously granted.

As of April 28, 2023, a total of 13,039,942 Common Shares are reserved for issuance pursuant to options outstanding under the Share Incentive Plan (being approximately 5.0% of the issued and outstanding Common Shares). Up to an additional 13,123,146 Common Shares may be reserved for issuance pursuant to options or other awards which may be granted under the Share Incentive Plan for a total of 26,163,088 Common Shares.

Indebtedness of Directors and Officers

During the most recently completed financial year and as at the date hereof, no director, proposed nominee for election as a director, officer, employee or associate of any such persons has been or is indebted to the Corporation.

Interest of Informed Persons in Material Transactions

Other than as set forth below and in this Information Circular, management of the Corporation is not aware of a material interest, direct or indirect, of any informed person of the Corporation (as defined in NI 51-102), any proposed nominee for election as a director of the Corporation, or any associate or affiliate of any such person, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Mr. Antonio Canton holds US\$2 million of Series A Secured Rights of the Corporation, which entitle him, along with the other purchasers of Series A Secured Rights, upon the occurrence of an "exit transaction",

to receive payment of 1.5% of the net sales proceeds received pursuant to the exit transaction for each US\$1 million of Series A Secured Rights held. The Corporation has sold US\$3,300,000 of Series A Secured Rights and is seeking to raise up to an additional US\$16.7 million from the sale of secured rights to fund a comprehensive exploration program at the Corporation's Gold Springs Project, located on the border of Nevada and Utah, USA (the "**Gold Springs Project**"). If the Corporation's drilling results are successful at supporting at least a 3 million gold equivalent (gold and silver) ounce mineral resource estimate, the Corporation would turn its focus to selling the Gold Springs Project (which is the exit transaction referred to above).

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The following information is provided in accordance with Form 58-101F1 under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

Board of Directors

Composition of the Board

The Board is currently comprised of five directors (Ms. Woodside-Shaw and Messrs. Arnoux, Canton, Dario and Daspersgruber), and all members of the current Board are the proposed nominees for election as director at the Meeting. The Board has considered the independence of each of its directors. Consistent with NI 58-101, to be considered independent, the Board must conclude that a director has no material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment and includes an indirect material relationship.

The Board has concluded that four of its current directors (Ms. Woodside-Shaw and Messrs. Arnoux, Dario and Daspersgruber) are "independent" for purposes of board membership as defined in NI 58-101. The Board has concluded that four of its nominees for election as a director at the Meeting (Ms. Woodside-Shaw and Messrs. Arnoux, Dario and Daspersgruber) will be "independent" for purposes of board membership as defined in NI 58-101. Mr. Canton, the President and Chief Executive Officer of the Corporation, is an "inside" or management director and accordingly is considered not "independent".

Other Directorships

No nominees or current directors of the Corporation are also presently directors of other issuers that are reporting issuers (or the equivalent) in Canada or elsewhere.

Independent Directors' Meetings

The independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. During 2022, the independent directors did not hold any such meeting.

Chair of the Board

Ms. Woodside-Shaw is the Chair of the Board. She is an independent director of the Corporation. The Chair is responsible for developing and setting the Board's agenda, in consultation with the other members of the Board and senior management.

Attendance at Meetings

The Board meets regularly to review the activities and financial results of the Corporation and as necessary to review and consider significant impending actions of the Corporation. The attendance record of each

current director for all Board and committee meetings held during the financial year ended December 31, 2022 is as follows:

Name	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Corporate Governance and Nominating Committee Meetings
Tina Woodside-Shaw	8/8 (Chair)	-	1/1 (Chair)	-
Laurent Arnoux ⁽¹⁾	4/8	2/4	-	-
Antonio Canton	8/8	-	-	-
Victor Dario ⁽²⁾	8/8	4/4 (Chair) ⁽²⁾	-	-
Horst Daspersgruber ⁽³⁾	8/8	3/4	-	- (Chair) ⁽³⁾
Roman Mironchik ⁽⁴⁾	4/8	2/4	1/1	-

Notes:

- (1) Mr. Arnoux was elected a director of the Corporation and appointed a member of the Audit Committee on June 16, 2022.
- (2) Mr. Dario was appointed Chair of the Audit Committee and a member of the Corporate Governance and Nominating Committee on June 16, 2022.
- (3) Mr. Daspersgruber was appointed a member of the Audit Committee on January 1, 2022, and a member of the Compensation Committee and Chair of the Corporate Governance and Nominating Committee on June 16, 2022.
- (4) Member and Chair of the Audit Committee and member of the Compensation Committee until June 16, 2022. Mr. Mironchik ceased to be a director of the Corporation on June 16, 2022.

Board Mandate

A copy of the Board's written mandate is attached as Schedule A to this Circular.

Board Committees

There are currently three committees of the Board: the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee.

Audit Committee

The Corporation has an Audit Committee which is currently composed of Messrs. Dario (Chair), Arnoux and Daspersgruber. All three members are "independent" and "financially literate" directors (as such terms are defined in NI 52-110). The Audit Committee is responsible for, among other things:

- reviewing the annual financial statements and the interim financial statements, MD&A and related news releases and recommending their approval by the full Board;
- reviewing the proposed audit plan and proposed audit fees;
- overseeing the performance of the external auditors and recommending the appointment and compensation of the Corporation's auditor;
- identifying the principal financial risks and reviewing related risk management policies;
- reviewing and approving, or recommending approval to the full Board, all related party transactions, other than transactions entered into in the ordinary course of business;
- reviewing complaints and concerns under the Corporation's Code of Business Conduct and Ethics (see "Ethical Business Conduct" below); and
- pre-approving all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's auditors.

The Board has adopted a charter for the Audit Committee which sets out the mandate and purpose of the Audit Committee, as well as its duties and responsibilities. A copy of the Audit Committee Charter is set out in Schedule "A" to the Corporation's Annual Information Form which is available on SEDAR at www.sedar.com, and also on the Corporation's website at <https://www.goldspringsresource.com/company/governance/>.

Compensation Committee

The Corporation has a Compensation Committee which is composed of Ms. Woodside-Shaw (Chair) and Mr. Daspersgruber. All members are "independent" directors (as such term is defined in NI 58-101). The Compensation Committee is responsible for, among other things:

- reviewing the Corporation's overall compensation philosophy;
- reviewing and approving corporate goals and objectives relevant to the CEO's compensation (taking into account both short-term and long-term compensation goals), evaluating the CEO's performance in light of stated corporate goals and objectives and recommending to the Board the CEO's compensation level based on this evaluation;
- in consultation with the CEO, overseeing the evaluation of the Corporation's other senior officers and determining the compensation of senior officers other than the CEO;
- assisting the Board in fulfilling its obligation to identify the principal risks associated with the Corporation's compensation and human resources policies and practices, including in the design of compensation policies intended to meet the Corporation's compensation objectives;
- reviewing the adequacy, amount and form of compensation paid to each director (and considering whether such compensation realistically reflects the time commitment, responsibilities and risks of directors) and making recommendations to the Board thereon;
- making recommendations to the Board with respect to the adoption or amendment of incentive compensation plans; and
- making recommendations to the Board with respect to the adoption or amendment of equity-based compensation plans, including the designation of those who may participate in such plans and the issuance of incentive options in accordance with such plans.

The Board has adopted a charter for the Compensation Committee which sets out the mandate and purpose of the Compensation Committee, as well as its duties and responsibilities. A copy of the Compensation Committee Charter can be found on the Corporation's website at <https://www.goldspringsresource.com/company/governance/>.

Corporate Governance and Nominating Committee

The Corporation has a Corporate Governance and Nominating Committee (the "CG&N Committee"), which is composed of Messrs. Daspersgruber (Chair) and Dario. All members are "independent" directors (as such term is defined in NI 58-101). The CG&N Committee is responsible for, among other things:

- identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for the next annual meeting of shareholders;
- considering what the competencies and skills the Board, as a whole, should possess taking into account the tangible and intangible skills and qualities necessary for an effective Board given the Corporation's stage of development, operational and financial condition, and strategic outlook;

- considering the length of service of each director and the level of representation of women on the Board;
- assessing what competencies and skills each existing director possesses (including the personality and other qualities of each director);
- considering the appropriate size of the Board, with a view to facilitating effective decision-making;
- identifying and making recommendations to the Board as to the structure of the Board and the committees of the Board to be constituted from time to time and the structure of those committees; and
- conducting an annual review and assessment of the Board's performance and effectiveness, as well as the effectiveness and contribution of each Board committee and each individual director.

The Board has adopted a charter for the CG&N Committee which sets out the mandate and purpose of the CG&N Committee, as well as its duties and responsibilities. A copy of the Corporate Governance and Nominating Charter can be found on the Corporation's website at <https://www.goldspringsresource.com/company/governance/>.

Position Descriptions

The Board has developed written position descriptions for the Chair, the Chief Executive Officer, the Chairs of the Board committees and individual directors. The CG&N Committee is responsible for, at least annually, reviewing and making recommendations to the Board regarding the position descriptions.

Orientation and Continuing Education

The CG&N Committee is responsible for reviewing and making recommendations to the Board regarding orientation to be provided to all new members of the Board to ensure that all new directors receive a comprehensive orientation enabling them to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, and the nature and operation of the Corporation's business.

To provide orientation to new directors regarding the role of the Board and its committees, new directors are provided with copies of relevant position descriptions, the Board mandate and the charters of the Board committees. To orient new directors on the nature and operation of the Corporation's business, new directors are provided with copies of the most recent public filings of the Corporation. New directors also meet with the President and CEO to review in detail the business of the Corporation.

The CG&N Committee is responsible for reviewing and making recommendations to the Board regarding continuing education opportunities to be provided to all directors, so individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Corporation's business remains current. The Board has no current formal continuing education program. One of the Corporation's independent directors, Ms. Woodside-Shaw, has conducted site visits to the Gold Springs property on the Nevada/Utah border. From time to time, the President and Chief Executive Officer meets with individual directors to update them on issues relating to the business, and, in between Board meetings, the Chief Executive Officer and the Chief Financial Officer also provide updates (in writing and verbally) to the directors regarding the Corporation's business and financial condition to ensure that the directors maintain the level of knowledge regarding the Corporation and its industry necessary for them to meet their obligations as directors.

Directors are individually responsible for updating their skills necessary to meet their obligations as directors. Several directors have either public company senior officer experience or extensive experience

on other boards. One of the independent directors has graduated from formal director education programs, Ms. Woodside-Shaw being a Certified Director of the Institute of Corporate Directors.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics (the “Code”) that applies to all directors, officers and employees of the Corporation and its subsidiaries. A copy of the Code is available under the Corporation’s profile on SEDAR at www.sedar.com and also on the Corporation’s website at <https://www.goldspringsresource.com/company/governance/>. The CG&N Committee is responsible for monitoring compliance with the Code. A waiver of the Code will be granted only in exceptional circumstances and by the full Board only. The Code requires all Corporation personnel to promptly report any problems or concerns and any actual or potential violations of the Code pursuant to the Corporation’s whistleblower policy. Concerns or complaints can be reported on an anonymous basis. To ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest, the Code requires directors and executive officers who have a material interest in any transaction that the Corporation proposes to enter into, to disclose such interest to the Board and comply with the applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement.

Nomination of Directors

The Board is responsible for nominating directors on the recommendations of the CG&N Committee. The CG&N Committee is composed entirely of independent directors. The responsibilities, powers and operation of the CG&N Committee with respect to nomination matters are summarized above under “Corporate Governance and Nominating Committee”.

Compensation

The Board determines the compensation of the Corporation’s directors and the Chief Executive Officer based on the recommendations of the Compensation Committee. The Compensation Committee, in consultation with the Chief Executive Officer, determines the compensation of the Corporation’s other senior officers. The Compensation Committee is composed entirely of independent directors. The responsibilities, powers and operation of the Compensation Committee with respect to compensation matters are summarized above under “Compensation Committee”.

Board Assessment

The CG&N Committee is responsible for conducting an annual review and assessment of the Board’s performance and effectiveness, as well as the effectiveness and contribution of each Board committee and each individual director. Such an assessment considers: (i) in the case of the Board or a Board committee, compliance with its respective mandate or charter; and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.

The current annual review and assessment process includes the completion of annual assessment questionnaires assessing the performance of the Board, the Chair and the director’s own performance as a director, and the performance of the Chair of any Board committees on which the director serves. The CG&N Committee reviews the assessment of the Board as a whole and considers the appropriate size of the Board with a view to facilitating effective decision-making and striking the appropriate balance between independent and non-independent directors, taking into account securities law and proxy advisory firm requirements for independence. The Chair of the CG&N Committee meets with the Chair to provide feedback on the annual assessment of the Board as a whole and the Chair, and the Chair reports to the Board the results of the annual assessment of the Board as a whole. The Chair also meets with each individual director and provides feedback on individual’s performance as a director, committee member and committee Chair, if applicable.

Director Term Limits and Other Mechanisms of Board Renewal

The Corporation has not adopted term limits for the directors or other formal mechanisms of Board renewal as term limits could restrict the Corporation's ability to benefit from the contributions of otherwise qualified, experienced directors. As noted above, the CG&N Committee is responsible for assessments of the Board and director nominees and considers the potential contributions of new directors. In seven of the last nine years, the list of management nominees for the election of directors at the annual shareholder meeting of the Corporation has included at least one new director who was not elected to the Board at the previous annual shareholder meeting.

Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a written policy relating specifically to the identification and nomination of women directors as the Corporation's written director nomination procedure takes into account a broader range of relevant considerations. The Corporation does consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board, however gender is only one factor in the consideration of the competencies and skills the Board, as a whole, should possess taking into account the tangible and intangible skills and qualities necessary for an effective Board given the Corporation's stage of development, operational and financial condition, and strategic outlook. Other factors include the qualities of the proposed nominee such as integrity, business judgment, independence, business or professional expertise, residency and familiarity with nature of business and geographic regions relevant to the Corporation's strategic priorities. At this time the Corporation has not adopted a target regarding the number or percentage of women on the Board. Currently, the Corporation has one woman on the Board, representing 20% of the number of directors of the Corporation.

The Corporation has not considered the level of representation of women in executive officer positions when making the limited number of executive officer appointments. In the future, the Corporation may consider the level of representation of additional women in executive officer positions when making executive officer appointments, however the Corporation has not adopted a target regarding the number or percentage of women in executive officer positions given the infrequency of such appointments and need to consider all qualifications of potential appointees in selecting the best candidate for the position. The Corporation currently has no executive officer who is a woman.

SHAREHOLDER PROPOSALS FOR NEXT MEETING

The *Business Corporations Act* (British Columbia), which governs the Corporation, provides that shareholder proposals must be received at the registered office of the Corporation at least three months before the anniversary date of the Meeting to be considered for inclusion in the proxy statement and the form of proxy for the 2024 annual general meeting of shareholders.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("MD&A") for the year ended December 31, 2022.

In addition, copies of the Corporation's audited financial statements and MD&A may be obtained upon request to the Chief Financial Officer of the Corporation. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation.

The Corporation's investor relations group responds to inquiries from shareholders and other interested parties.

DIRECTORS' APPROVAL

The directors of the Corporation have approved the contents and the sending of this Circular.

BY ORDER OF THE BOARD

"Antonio Canton"

Vancouver, British Columbia
April 28, 2023

Antonio Canton
President, Chief Executive Officer and Director

SCHEDULE A

SCHEDULE B BOARD OF DIRECTORS MANDATE

I. Mandate

The board of directors (the “**Board**”) of Gold Springs Resource Corp. (the “Company”) is responsible for the stewardship of the Company and discharges such responsibility by supervising the management of the business and affairs of the Company, with a view to preserving and enhancing shareholder value.

II. Expectations and Responsibilities of Directors

The Board expects that each director will, among other things:

- (a) act honestly, in good faith with a view to the best interests of the Company;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) commit the time and energy necessary to properly carry out his or her duties;
- (d) attend all Board and committee meetings, as applicable; and
- (e) review in advance all meeting materials and otherwise adequately prepare for all Board and committee meetings, as applicable.

The Board expects that the chief executive officer (“CEO”) and the other executive officers of the Company will conduct themselves with integrity and that the CEO and other executive officers will create a culture of integrity throughout the Company.

III. Authority

The Board is responsible for implementing a system which enables an individual director, the Board or a committee to engage an external advisor at the expense of the Company in appropriate circumstances. Unless otherwise specified in a committee charter, the engagement of the external advisor shall be subject to the approval of the Board.

The Board has the authority to delegate to individual members or committees of the Board where appropriate.

The Board shall have complete access to appropriate Company personnel in order to secure all information necessary to fulfill its duties.

IV. Composition

To the extent feasible, the Board shall be composed of a majority of “independent” directors as such term is defined under applicable securities legislation.

The Board shall appoint one director to act as a Chair of the Board. Where the Chair is not independent, an independent director may be appointed as “lead director”, to act as the effective leader of the Board and ensure that the Board’s agenda will enable it to successfully carry out its duties. If in any year the Board does not appoint a Chair or lead director, if applicable, the incumbent Chair and lead director, if applicable, will continue in office until a successor is appointed. If the Chair or lead director, if applicable, is absent from any meeting, the Board shall select one of the other directors present to preside at that meeting.

V. Meetings

The Board shall meet at least five times per year, including at least once in each quarter to carry out its responsibilities under this Mandate, including a review of the business operations and financial results of the Company, and as many additional times as the Board deems necessary to carry out its duties. The Chair or lead director, if applicable, shall develop and set the Board's agenda, in consultation with other members of the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each director, at least 72 hours (excluding holidays) prior to the time fixed for such meeting.

A majority of the Board shall constitute a quorum. No business may be transacted by the Board except at a meeting of its members at which a quorum of the Board is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The Board may invite such officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Board.

The Board shall meet without management present whenever the Board deems it appropriate.

The Board shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Board shall be recorded and maintained by the Secretary and shall be subsequently presented to the Board for review and approval.

VI. Board and Mandate Review

The Board shall conduct an annual review and assessment of its performance and effectiveness, as well as the effectiveness and contribution of each Board committee and each individual director, in such manner as it deems appropriate. Such an assessment will consider: (i) in the case of the Board or a Board committee, compliance with its respective mandate or charter; and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.

The Board shall also review and assess the adequacy of this mandate on an annual basis, taking into account all legislative and regulatory requirements applicable to the Board, as well as any guidelines recommended by securities regulatory authorities or the Toronto Stock Exchange.

VII. Duties and Responsibilities

The Board is responsible for:

- (a) designating the offices of the Company, appointing such officers, specifying their duties and delegating to them the power to manage the day-to-day business and affairs of the Company;
- (b) in consultation with the Compensation Committee, reviewing the officers' performance and effectiveness;
- (c) in consultation with the Compensation Committee, determining the compensation of the CEO;
- (d) acting in a supervisory role, such that any duties and powers not delegated to the officers of the Company remain with the Board and its committees;
- (e) to the extent feasible, satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Company;

- (f) adopting and approving a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company business;
- (g) identifying the principal risks of the Company's business, and ensuring the implementation of appropriate systems to manage these risks;
- (h) supervising and assessing the performance and effectiveness of management of the Company on an ongoing basis;
- (i) succession planning (including appointing, training and monitoring senior management);
- (j) adopting a corporate disclosure policy that ensures that the Company communicates effectively with its shareholders, other stakeholders and the public in general;
- (k) with the assistance of the Audit Committee, ensuring the integrity of the Company's internal control and management information systems;
- (l) developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company;
- (m) establishing procedures to ensure that the Company, through management, provides timely information to current and potential security holders and responds to their inquiries;
- (n) developing clear positions descriptions for directors, including the Chair and each Board committee chair;
- (o) in conjunction with the CEO, developing a clear position description for the CEO, which includes delineating management's responsibilities and developing or approving the corporate goals and objectives the CEO is responsible for meeting;
- (p) assisting and guiding management in the development of environmental policies and ensuring their compliance with them; and
- (q) assisting and guiding management in the development of health and safety policies and ensuring compliance with them.

VIII. Committees of the Board

To assist it in discharging its responsibilities, the Board has established three standing committees of the Board: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The Audit Committee shall be comprised entirely of "independent" directors (as such term is defined in National Instrument 52-110 – *Audit Committees*). The Board may establish other standing committees from time to time.

Each committee shall have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the Board. Each charter shall be reviewed by the Board (or a committee thereof) on at least an annual basis.

The Board is responsible for appointing directors to each of its committees in accordance with the charter for each committee.

IX. Nomination of Directors

The Board is responsible for nominating or appointing individuals as directors. Prior to nominating or appointing individuals as directors, the Board shall consider the recommendations of the Corporate Governance and Nominating Committee and shall consider:

- (a) what competencies and skills the Board, as a whole, should possess taking into account the tangible and intangible skills and qualities necessary for an effective Board given the Company's stage of development, operational and financial condition, and strategic outlook;
- (b) what competencies and skills each existing director possesses (including the personality and other qualities of each director);
- (c) the length of service of each director;
- (d) the level of representation of women on the Board;
- (e) the qualifications of candidates suggested by members of the Board, shareholders, management and others and assess what competencies and skills each new nominee will bring to the boardroom; and
- (f) the appropriate size of the Board, with a view to facilitating effective decision-making.

X. Orientation and Continuing Education

The Board is responsible for ensuring that all new directors receive a comprehensive orientation enabling them to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, and the nature and operation of the Company's business.

The Board shall provide continuing education opportunities for all directors, so individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

XI. Code of Business Conduct and Ethics

The Board is responsible for adopting and maintaining a written code of business conduct and ethics (the "Code") applicable to all directors, officers and employees of the Company and its subsidiaries. The Code shall constitute written standards that are reasonably designed to promote integrity and deter wrongdoing and shall address the following issues:

- (a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
- (b) protection and proper use of corporate assets and opportunities;
- (c) confidentiality of corporate information;
- (d) fair dealing with the Company's security holders, suppliers, competitors and employees;
- (e) compliance with laws, rules and regulations; and
- (f) reporting of any illegal or unethical behaviour.

The Board is responsible for monitoring compliance with the Code. Any waivers from the Code shall be granted by the Board only.

XII. Compensation Matters

The Board is responsible for overseeing compensation matters (including compensation of officers and other senior management personnel and approving the Company's annual compensation budget) and to assist it with these responsibilities, the Board has established the Compensation Committee. More specifically, the Board is responsible for approving:

- (a) the CEO's compensation level, after consideration of the evaluation conducted by and the recommendations of the Compensation Committee; and
- (b) director compensation, incentive-compensation plans and equity-based plans, after consideration of the recommendations of the Compensation Committee.