

NEWCORE GOLD LTD.

**Annual General Meeting
to be held on June 29, 2021**

**Notice of Annual General Meeting
and
Information Circular**

May 21, 2021

NEWCORE GOLD LTD.
Suite 413, 595 Burrard Street, P.O. Box 49167
Vancouver, BC V7X 1J1

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Newcore Gold Ltd. (the “**Company**”) will be held at the Company’s office at Suite 413 - 595 Burrard Street, Vancouver, British Columbia on Tuesday, June 29, 2021 at 8:30 a.m. Shareholders will also be able to access the Meeting by teleconference using the details below.

At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2020, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
3. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the Board of Directors (the “**Board**”) is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person. Shareholders should read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 8:30 a.m. (Vancouver, British Columbia time) on Friday, June 25, 2021 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on May 21, 2021 will be entitled to vote at the Meeting.

Shareholders that wish to access the Meeting by teleconference can do so by dialing the following numbers:

1-800-747-5150 or 1-647-723-3981
Access Code: 6281012#

Callers are recommended to call in at least 5 minutes before the start of the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 21st day of May, 2021.

ON BEHALF OF THE BOARD

(signed) “*Luke Alexander*”

Luke Alexander
Chief Executive Officer and President

NEWCORE GOLD LTD.
Suite 413, 595 Burrard Street, P.O. Box 49167
Vancouver, BC V7X 1J1

INFORMATION CIRCULAR

(as at May 21, 2021 except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the management (the “**Management**”) of Newcore Gold Ltd. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general and special meeting of the shareholders of the Company to be held on Tuesday, June 29, 2021 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 8:30 a.m. (local time in Vancouver, British Columbia) on Friday, June 25, 2021, or before 48 hours (excluding Saturdays, Sundays and holidays) of any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Advice to Beneficial Holders of Common Shares

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

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**NOBOs**”). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your common shares.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 8:45 a.m. (Vancouver time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

Financial Statements

The audited financial statements of the Company for the year ended December 31, 2020, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares and unlimited number of Preferred shares, of which 98,995,048 common shares and no Preferred shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at May 21, 2021 are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

Other than as disclosed below, to the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued and outstanding common shares of the Company:

Shareholder	Number of Shares	Percentage of Issued Capital
Douglas B. Forster	10,973,425	11.08%
Blayne Johnson	10,812,125	10.92%

⁽¹⁾ 6,870,375 of these shares are held directly in the name of Douglas Forster and 80,750 shares held indirectly in the name of Featherstone Capital Advisors Inc., a private company controlled by Douglas Forster and 4,022,300 shares held indirectly in the name of Quarry Capital Corp., a private company controlled by Douglas Forster.

⁽²⁾ 10,731,375 of these shares are held directly in the name of Blayne Johnson and 80,750 shares held indirectly in the name of Featherstone Capital Advisors Inc., a private company controlled by Blayne Johnson.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company is currently set at nine.

Pursuant to the Advance Notice Policy adopted by the board of directors (the “**Board**”) on April 4, 2013 and discussed in further detail below, any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy no later than the close of business on May 28, 2021. As no such nominations were received by the Company prior to such date, management’s nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present⁽¹⁾
Luke Alexander British Columbia, Canada <i>Chief Executive Officer, President and Director</i>	Chief Executive Officer and President of the Company, Principal of Park Road Capital Corp.	May 19, 2020	2,656,250 ⁽⁶⁾
Omayya Elguindi⁽³⁾⁽⁴⁾ Toronto, Canada <i>Director</i>	CEO and President of Ekaria LLP	May 19, 2020	606,250
George Salamis⁽⁵⁾ British Columbia, Canada <i>Director</i>	CEO, President and Director of Integra Resources Corp.	December 4, 2014	1,102,400 ⁽⁷⁾

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Ryan C. King ⁽³⁾ British Columbia, Canada <i>Director and Former Chief Executive Officer</i>	Senior Vice President of Calibre Mining Corp.	January 18, 2010	1,328,500 ⁽⁸⁾
Douglas B. Forster ⁽²⁾⁽⁵⁾ British Columbia, Canada <i>Corporate Secretary and Director</i>	President and Chief Executive Officer, Featherstone Capital Inc.; President and Chief Executive Officer, Quarry Capital Corp.	January 18, 2010	10,973,425 ⁽⁹⁾
Edward Farrauto ⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	President of Sail View Capital Ltd.	January 18, 2010	2,383,700 ⁽¹⁰⁾
Blayne Johnson ⁽⁴⁾ British Columbia, Canada <i>Lead Director</i>	Chairman of Featherstone Capital Inc.	May 16, 2012	10,812,125 ⁽¹¹⁾
Douglas Hurst ⁽²⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Director of Calibre Mining Corp.	April 13, 2017	875,000
Michael Vint ⁽⁵⁾ British Columbia, Canada <i>Director</i>	Associate Director of Endeavour Financial.	April 13, 2017	453,500

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Member of the Company's Audit Committee.
- (3) Member of the Company's Compensation Committee.
- (4) Member of the Company's Corporate Governance and Nominating Committee.
- (5) Member of the Company's Health, Safety, Environment, and Sustainability Committee.
- (6) 119,500 of these shares are held directly in the name of Luke Alexander and 120,000 shares held indirectly in the name of Erin Alexander and 2,416,750 shares held indirectly in the name of Park Road Capital, a private company controlled by Luke Alexander.
- (7) 1,002,400 of these shares are held directly in the name of George Salamis and 100,000 shares held indirectly in the name of SPI Spartan Inc., a private company controlled by George Salamis.
- (8) 1,093,500 of these shares are held directly in the name of Ryan King and 225,000 shares held indirectly in the name of Robyn King and 10,000 shares held indirectly in the name of Gladstone Capital, a private company controlled by Ryan King.
- (9) 6,870,375 of these shares are held directly in the name of Douglas Forster and 80,750 shares held indirectly in the name of Featherstone Capital Advisors Inc., a private company controlled by Douglas Forster and 4,022,300 shares held indirectly in the name of Quarry Capital Corp., a private company controlled by Douglas Forster.
- (10) 1,573,700 of these shares are held directly in the name of Edward Farrauto and 810,000 shares held indirectly in the name of Sail View Capital Ltd., a private company controlled by Edward Farrauto.
- (11) 10,731,375 of these shares are held directly in the name of Blayne Johnson and 80,750 shares held indirectly in the name of Featherstone Capital Advisors Inc., a private company controlled by Blayne Johnson.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On December 11, 2015, the British Columbia Securities Commission (the “**BCSC**”) issued a cease trade order against Goldhills Holding Ltd. (formerly, Greatbanks Resources Ltd.) (“**Greatbanks**”) for failure to file audited financial statements and management discussion and analysis for the year ended July 31, 2015. During all relevant times, Doug Hurst was a director of Greatbanks. Greatbanks subsequently filed such filings and the cease trade order was revoked effective March 21, 2016.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

Except as disclosed below, none of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

An order (the “Order”), made effective on June 1, 2001, was issued by the BCSC against Blayne Johnson pursuant to sections 161(1) and 162 of the Securities Act (British Columbia) in respect of his securityholdings in Cartaway Resources Corporation and his status as a registered representative. Pursuant to the terms of the Order, Mr. Johnson was prohibited for a period of one year from the date of the Order from personally trading as a registered representative under exemptions from the registration requirements of the Securities Act (British Columbia) and from acting as a director or officer of a reporting issuer. Mr. Johnson also paid an administrative penalty to the BCSC of \$100,000 under the terms of the Order.

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended December 31, 2020, the Company had four Named Executive Officers being: Luke Alexander, Chief Executive officer (“**CEO**”), Danny Lee, the Chief Financial Officer (“**CFO**”), Gregory Smith, the VP Exploration and Mal Karwowska, the VP Corporate Development and Investor Relations, and two former Named Executive Officers being: Kristian Dagsaan the former Chief Financial Officer (“**Former CFO**”) and Ryan King, former Chief Executive Officer (“**Former CEO**”) of the Company.

“Named Executive Officer” or “NEO” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Compensation Discussion and Analysis

The Board compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract

and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

Elements of the Compensation Program

The Company has employed a combination of base salary, bonus compensation and equity participation through the Company's long term incentive plan ("**LTIP**") pursuant to which the Company may grant stock options, restricted share units ("**RSUs**"), deferred share units ("**DSUs**") and performance share units ("**PSUs**"). Each component of the Company's compensation program are addressed below.

Base Salary

Base salary is the principal component of the Company's executive compensation program, and the base salary for each executive officer is based on the position held and the related responsibilities and functions performed by the executive. Individual and corporate performance is also taken into account in determining base salary levels for executives. All salaries are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

Short-Term Incentives

The Board determines, on a discretionary basis, incentive awards or bonuses to be paid by the Company to the executive officers of the Company in respect of a fiscal year, following advice from the Compensation Committee. These bonuses are outlined below.

Long-Term Incentives and the Company's LTIP

Pursuant to the Company's LTIP, the Company grants to NEOs awards consisting of stock options, RSUs, DSUs and PSUs as long-term incentives. The Company believes that encouraging its executives and employees to become shareholders of the Company is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through participation in the Company's LTIP. The share based component of executive officers' compensation is intended to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company to acquire common shares of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. Grants of awards under the Company's LTIP are intended to provide long-term awards linked directly to the market value performance of the Company's common shares. The Board reviews the recommendations the compensation committee of the Company (the "**Compensation Committee**") for the granting of stock options, DSUs, RSUs and PSUs to management, directors, officers and other employees and consultants of the Company and its subsidiaries. Stock options, DSUs, RSUs and PSUs are granted according to the specific level of responsibility of the particular grantee. The number of outstanding awards is also considered by the Board when determining the number of awards to be granted in any particular year due to the limited number of awards which are available for grant under the Company's LTIP. The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

The Compensation Committee, on behalf of the Board, monitors compensation for the executive officers of the Company. The Compensation Committee currently consists of three members; namely, Edward Farrauto, Omayya Elguindi and Ryan King, all of whom are considered independent except for Ryan King who served as CEO and President of the Company until May 19, 2020. The following is a summary description of the mandate and responsibilities of the Compensation Committee as it relates to NEO compensation:

- (a) to review and approve corporate goals and objectives relevant to NEO compensation, including the evaluation and performance of the CEO in light of those corporate goals and

objectives, and to make recommendations to the Board with respect to NEO compensation levels (including the award of any cash bonuses or share ownership opportunities);

- (b) to consider the implementation of short and long-term incentive plans, including equity-based plans, proposed by management, to make recommendations to the Board with respect to these plans and to annually review such plans after their implementation; and
- (c) to annually review any other benefit plans proposed by management and to make recommendations to the Board with respect to their implementation.

All members of the Compensation Committee have direct experience which is relevant to their responsibilities as Compensation Committee members. All members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programmes. They also have good financial understanding which allows them to assess the costs versus benefits of compensation plans. The members combined experience in the resource sector provides them with the understanding of the Company's success factors and risks, which is very important when determining metrics for measuring success.

The Board and the Compensation Committee have considered the implications of the risks associated with the Company's compensation policies and practices. The Board and the Compensation Committee are responsible for setting and overseeing the Company's compensation policies and practices. The Board and Compensation Committee do not provide specific monitoring and oversight of compensation policies and practices of the Company but do review, consider and adjust these matters annually. The Company does not use any specific practices to identify and mitigate compensation policies that could encourage a Named Executive Officer or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Company currently believes that none of its policies encourage its Named Executive Officers to take inappropriate or excessive risks. The Company has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

There are no restrictions on Named Executive Officers or directors regarding the purchase 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 granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. No Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Summary Compensation Table

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation ⁽³⁾ (\$)	Total compensation (\$)
					Annual Incentive plans	Long-term incentive plans			
Luke Alexander ⁽⁴⁾ CEO	2020	Nil	350,000	634,756	153,598	Nil	Nil	153,898 ⁽⁵⁾	1,291,952
Danny Lee ⁽⁶⁾ CFO	2020	Nil	Nil	39,643	Nil	Nil	Nil	1,667	41,310
Gregory Smith ⁽⁷⁾ VP Exploration	2020	Nil	158,000	175,067	99,796	Nil	Nil	99,796 ⁽⁸⁾	532,659
Mal Karwowska ⁽⁹⁾ VP Corporate Development and Investor Relations	2020	62,778	Nil	372,408	62,778	Nil	Nil	Nil	497,964
Ryan King ⁽¹⁰⁾ Former CEO	2020 2019 2018	Nil Nil Nil	39,950 Nil Nil	71,902 Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil 40,625 ⁽¹²⁾ 106,445 ⁽¹²⁾	111,852 40,625 106,445
Kristian Dagsaan ⁽¹¹⁾ Former CFO	2020 2019 2018	Nil Nil Nil	79,000 Nil Nil	77,112 Nil Nil	28,000 Nil Nil	Nil Nil Nil	Nil Nil Nil	38,000 34,000 ⁽¹³⁾ 36,000 ⁽¹³⁾	222,112 34,000 36,000

Notes:

- (1) The fair value of share-based awards is based on the share price at the time of grant.
- (2) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

	<u>2020</u>
Risk-free interest rate	0.37% to 0.42%
Expected dividend yield	Nil
Expected volatility	81.75% to 87%
Expected life of option	5 years
- (3) No amounts disclosed herein relate to compensation for services as a director.
- (4) Luke Alexander commenced as CEO on May 19, 2020.
- (5) These amounts represent consulting fees paid to Park Road Capital Corp., a private corporation controlled by Mr. Alexander.
- (6) Danny Lee commenced as CFO on December 15, 2020.
- (7) Gregory Smith commenced as VP Exploration on January 13, 2015.
- (8) These amounts represent consulting fees paid to GFS Geological Services Ltd., a private corporation controlled by Mr. Smith.
- (9) Mal Karwowska commenced as VP Corporation Development and Investor Relations on September 8, 2020.
- (10) Ryan King ceased as CEO on May 19, 2020.
- (11) Kristian Dagsaan ceased as CFO on December 15, 2020.
- (12) These amounts represent consulting fees paid to Gladstone Capital Corp., a private corporation controlled by Mr. King.
- (13) These amounts represent consulting fees paid to Pacific Court Capital Corp., a private corporation controlled by Mr. Dagsaan.

Narrative Discussion

Effective May 19, 2020, Mr. Luke Alexander, through his wholly owned consulting company, Park Road Capital Corp. (“**Park Road**”) and the Company entered into a management consulting agreement (the “**Park Road Agreement**”) pursuant to which the Company has agreed to pay Park Road a monthly rate of \$20,833 for Mr. Alexander acting as the Company’s President and Chief Executive Officer. In addition, Mr. Alexander is entitled to participate in the Company’s bonus and stock option plans. The amount of the bonus, if any, will be determined by the Board on recommendation from the Compensation Committee. The agreement also provides Park Road with a one-time unsecured, interest-free loan in the principal amount of \$150,000 that matures two years following the date of issue.

Effective December 15, 2020, Mr. Danny Lee and the Company entered into a management consulting agreement (the “**Lee Agreement**”) pursuant to which the Company has agreed to pay Mr. Lee a monthly rate of \$3,333 for acting as the Company’s Chief Financial Officer. In addition, Mr. Lee is entitled to participate in the Company’s bonus and stock option plans. The amount of the bonus, if any, will be determined by the Board on recommendation from the Compensation Committee.

Effective October 1, 2020, Mr. Gregory Smith, through his wholly owned consulting company, GFS Geological Services Ltd. (“**GFS**”) and the Company entered into a management consulting agreement (the “**GFS Agreement**”) pursuant to which the Company has agreed to pay GFS a monthly rate of \$16,667 for Mr. Smith acting as the Company’s VP Exploration. In addition, Mr. Smith is entitled to participate in the Company’s bonus and stock option plans. The amount of the bonus, if any, will be determined by the Board on recommendation from the Compensation Committee.

Effective September 8, 2020, Ms. Mal Karwowska and the Company entered into an employment agreement (the “**Karwowska Agreement**”) pursuant to which the Company has agreed to pay Ms. Karwowska an annual salary of \$200,000 for acting as the Company’s VP Corporate Development and Investor Relations. In addition, Ms. Karwowska is entitled to participate in the Company’s bonus and stock option plans. The amount of the bonus, if any, will be determined by the Board on recommendation from the Compensation Committee.

Mr. Dagsaan was paid a monthly fee of \$3,000 for his services as CFO from January 1, 2019 to October 31, 2019. Effective November 1, 2019, Mr. Dagsaan’s remuneration from the Company was reduced to \$2,000 per month. In addition, Mr. Dagsaan is entitled to participate in the Company’s bonus and stock option plans. The amount of the bonus, if any, will be determined by the Board on recommendation from the Compensation Committee. Mr. Dagsaan resigned as CFO effective December 15, 2020.

The Park Road Agreement, the Lee Agreement and the GFS Agreement referred to above are collectively referred to as the “Consulting Agreements”.

See also “*Termination and Change of Control Benefits*” below.

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. The following table sets forth the outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year:

**Outstanding Share -Based Awards and
Option-Based Awards**

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#) ⁽²⁾	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽³⁾
Luke Alexander CEO	2,300,000 500,000	0.25 0.79	May 19, 2025 August 20, 2025	1,081,000 Nil	500,000	360,000	- -
Danny Lee CFO	100,000	0.61	December 15, 2025	11,000	N/A	N/A	N/A
Gregory Smith VP Exploration	100,000 100,000 300,000	0.45 0.25 0.79	April 13, 2022 May 19, 2025 August 20, 2025	27,000 47,000 Nil	200,000	144,000	-
Mal Karwowska VP Corporate Development and Investor Relations	750,000	0.75	September 3, 2025	Nil	N/A	N/A	N/A
Ryan King Former CEO	75,000 250,000	0.79 0.45	August 20, 2025 April 13, 2022	Nil 67,500	50,000	36,000	-
Kristian Dagsaan Former CFO	150,000	0.45	April 13, 2022	40,500	100,000	72,000	-

Notes:

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on December 31, 2020 over the exercise price of the options. The market price for the Company’s common shares on December 31, 2020 (the last day that the common shares traded) was \$0.72.
- (2) All RSUs awarded vest in 1/3 increments starting on the first anniversary of the date of grant and fully vest on the third anniversary on the date of grant. All PSUs awarded vest in 1/3 increments starting on the first anniversary of the date of grant and fully vest on the third anniversary on the date of grant. Ryan King received 50,000 PSUs and Luke Alexander and Kristian Dagsaan received 500,000 and 100,000 RSUs respectively.
- (3) Calculated using the closing price of the common shares on the TSX-V on December 31, 2020 of \$0.72.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

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

Name	Option-based awards - Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation - Value earned during the year (\$) ⁽³⁾
Luke Alexander CEO	Nil	Nil	153,998
Danny Lee CFO	Nil	Nil	Nil
Gregory Smith VP Exploration	Nil	Nil	99,796
Mal Karwowska VP Corporate Development and Investor Relations	Nil	Nil	62,778
Ryan King Former CEO	Nil	Nil	Nil
Kristian Dagsaan Former CFO	Nil	Nil	28,000

Notes:

- (1) This value is determined by calculating the difference between the market price of the underlying common shares on the vesting date and the exercise price of the options on the vesting date.
- (2) Represents the number of shares vested multiplied by the closing price on the date of vesting.
- (3) These amounts represent lump sum payments paid as performance bonus.

Narrative Discussion

The following information is intended as a brief description of the Company's LTIP pursuant to which it may grant awards consisting of stock options, DSUs, RSUs and PSUs. The Company's LTIP was approved by the Company's shareholder on August 19, 2020 and by the TSX Venture Exchange on August 20, 2020. The maximum aggregate number of shares that may be issued upon the exercise of awards granted under the LTIP is 16,000,000 shares of which 3,000,000 have been reserved for the issuance of DSUs, RSUs and PSUs.

1. Stock options granted under the LTIP will have an expiry date not to exceed ten years from the date of grant.
2. Any stock options granted that expire or terminate for any reason without having been exercised will again be available under the LTIP. Exercised stock options reduce the number of stock options available under this Plan.
3. Stock options will vest as may be determined by the Board and in accordance with the policies of the TSX Venture Exchange (the "Exchange").
4. The minimum exercise price of any stock options issued under the LTIP will be determined by the Board at the time of grant, subject to the requirements of the Exchange, and will be set at the minimum of the market price (as such term is defined in the policies of the Exchange).

5. Stock options granted to directors will expire 90 days after the director ceases to be a director of the Company unless the director continues to be engaged by the Company as an employee or a consultant, in which case the expiry date shall remain unchanged.
6. Stock options granted will expire 90 days after an employee or consultant ceases to be involved with the Company, or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company.
7. The Company cannot grant awards to any one individual in any 12-month period which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding shares of the Company.
8. The Company cannot grant awards to any one consultant in any 12-month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding shares of the Company.
9. The Company cannot grant awards in any 12-month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company.
10. DSUs and RSU that are settled in cash or in whole shares provide the board with additional long term incentive mechanisms to align the interests of the directors, officers, employees or consultants of the Company with shareholder interests. By their nature, DSUs and RSUs are less dilutive than stock options.
11. PSUs that are settled in cash or in whole shares provide the board with an additional long-term incentive mechanism and they allow the board to establishing performance vesting criteria.

The Board retains the discretion to impose vesting periods on any stock options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three-month period.

Pension Benefits

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

Termination and Change of Control Benefits

The Company may terminate any of the Consulting Agreements at any time, without further obligation to such NEO if (1) a NEO breaches any of the terms and conditions of his Consulting Agreement; or (2) if the Company pays a lump sum termination fee to such NEO in an amount equal to the annual fee payable to such consultant at the time of such termination.

The Company may terminate the Karwowska Employment Agreement at any time, without further obligation to Ms. Karwowska, for just cause or by paying a lump sum severance payment in the amount of the monthly salary payable to Ms. Karwowska multiplied by twelve plus the amount equal to Ms. Karwowska's average annual bonus for the prior two years.

If the Consulting Agreements are terminated by either party, or a successor company, within 90 days of a Change of Control, as such term is defined in the Consulting Agreements, then the NEO will be entitled to the following payments:

Mr. Luke Alexander (Park Road) – two times the annual fee in effect at time of termination and one times the average annual bonus.

Mr. Danny Lee – one times the annual fee in effect at time of termination.

Mr. Gregory Smith (GFS) – one times the annual fee in effect at the time of termination.

Ms. Karwowska will have a right to terminate the Karwowska Employment Agreement, by providing 30 days written notice to the Company, if, within 30 days following a Change of Control, as such term is defined in the Karwowska Agreement, there is a material decrease in her responsibilities or there is a material reduction in her salary. In the event of such termination, the Company must pay a lump sum severance in the amount of the monthly salary payable to Ms. Karwowska multiplied by twelve plus the amount equal to Ms. Karwowska’s average annual bonus for the prior two years.

The NEOs may terminate the Consulting Agreements or the Karwowska Agreement, as applicable, at any time by providing 60 days written notice to the Company. On termination or expiry of a Consulting Agreement, the Company will pay the NEO all fees and expenses properly incurred in accordance with such Consulting Agreement.

The incremental payments payable to each of the NEOs on termination without cause or related to a change of control assuming such termination or resignation were to have occurred on December 31, 2020 are as follows:

Name	Triggering Event	Estimated Incremental Payment (\$)
Luke Alexander President & Chief Executive Officer ⁽¹⁾	Termination Without Cause	250,000
	Change of Control	653,598
Danny Lee, Chief Financial Officer ⁽²⁾	Termination Without Cause	40,000
	Change of Control	40,000
Greg Smith, Vice President, Exploration ⁽³⁾	Termination Without Cause	200,000
	Change of Control	200,000
Mal Karwowska Vice President, Corporate Development and Investor Relations ⁽⁴⁾	Termination Without Cause	262,778
	Change of Control	262,778

Notes:

- (1) As of December 31, 2020, Mr. Alexander held an aggregate of 2,800,000 stock options having an in-the-money value of \$1,081,000.
- (2) As of December 31, 2020, Mr. Lee held an aggregate of 100,000 stock options having an in-the-money value of \$11,000.
- (3) As of December 31, 2020, Mr. Smith held an aggregate of 400,000 stock options having an in-the money value of \$47,000.
- (4) As of December 31, 2020, Ms. Karwowska held an aggregate of 750,000 stock options having an in-the-money value of \$Nil.

DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company's most recently completed financial year to the Company's directors, other than the NEOs previously disclosed:

Director Compensation Table

Name	Fees earned (\$)⁽¹⁾	Share-based awards (\$)⁽²⁾	Option-based awards (\$)⁽³⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Douglas Forster	Nil	39,500	79,940	Nil	Nil	Nil	119,440
Edward Farrauto	Nil	39,500	63,863	Nil	Nil	Nil	103,363
Blayne Johnson	Nil	39,500	79,640	Nil	Nil	Nil	119,440
Douglas Hurst	Nil	39,500	63,863	Nil	Nil	Nil	103,363
Michael Vint	Nil	39,500	63,863	Nil	Nil	Nil	103,363
George Salamis	Nil	39,500	63,863	Nil	Nil	Nil	103,363
Omayya Elguindi	Nil	39,500	104,056	Nil	Nil	Nil	103,363

Notes:

- (1) This figure includes the base salary, short-term incentive award, and/or consulting fee each director earned during the financial year. No amounts disclosed herein relate to compensation for services as a director.
- (2) Calculated using the closing price of the common shares on the TSX-V on the grant date of \$0.79.
- (3) The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements. The fair value of the option-based awards for 2020 was determined using the following assumptions: a five-year term, a risk-free rate of 0.37% to 0.42%, no dividend payments, and a 81.75% to 87% volatility in the Company's share price. The stock options vest annually over a 3-year period.

Narrative Discussion

Directors are compensated through the grant of stock options. No directors' fees are paid.

Outstanding Option-Based Awards and Share-Based Awards

The Company does not have any share-based awards held by a director. The following table sets forth details of all awards granted to directors of the Company which are outstanding at the end of the most recently completed financial year.

**Outstanding Option-Based Awards and
Share-Based Awards**

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#) ⁽²⁾	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾	Market or payout value vested share-based awards not paid or distributed (\$)
Douglas Forster	150,000	0.45	April 13, 2022	40.500	50,000	36,000	N/A
	250,000	0.25	May 19, 2025	117.500			
	75,000	0.79	August 20, 2025	Nil			
Edward Farrauto	150,000	0.45	April 13, 2022	40.500	50,000	36,000	N/A
	150,000	0.25	May 19, 2025	70.500			
	75,000	0.79	August 20, 2025	Nil			
Douglas Hurst	500,000	0.45	April 13, 2022	135.000	50,000	36,000	N/A
	150,000	0.25	May 19, 2025	70.500			
	75,000	0.79	August 20, 2025	Nil			
Michael Vint	500,000	0.45	April 13, 2022	135,000	50,000	36,000	N/A
	150,000	0.25	May 19, 2025	70,500			
	75,000	0.79	August 20, 2025	Nil			
Blayne Johnson	150,000	0.45	April 13, 2022	40,500	50,000	36,000	N/A
	250,000	0.25	May 19, 2025	117,500			
	75,000	0.79	August 20, 2025	Nil			
George Salamis	250,000	0.45	April 13, 2022	67,500	50,000	36,000	N/A
	150,000	0.25	May 19, 2025	70,500			
	75,000	0.79	August 20, 2025	Nil			
Omayya Elguindi	400,000	0.25	May 19, 2025	188,000	50,000	36,000	N/A
	75,000	0.79	August 20, 2025	Nil			

Note:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on December 31, 2020 over the exercise price of the options. The market price for the Company's common shares on December 31, 2020 (the last day that the common shares traded) was \$0.72.
- (2) All RSUs awarded vest in 1/3 increments starting on the first anniversary of the date of grant and fully vest on the third anniversary on the date of grant.
- (3) Calculated using the closing price of the common shares on the TSX-V on December 31, 2020 of \$0.72.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director:

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

Name	Option-based awards - Value vested during the year (\$)⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Douglas Forster	Nil	Nil	N/A
Edward Farrauto	Nil	Nil	N/A
Blayne Johnson	Nil	Nil	N/A
Douglas Hurst	Nil	Nil	N/A
Michael Vint	Nil	Nil	N/A
George Salamis	Nil	Nil	N/A
Omayya Elguindi	Nil	Nil	N/A

Note:

- (1) This value is determined by calculating the difference between the market price of the underlying common shares on the vesting date and the exercise price of the options on the vesting date.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans as at 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 (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	10,949,999	\$0.44	2,100,000
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	10,949,999	\$0.44	2,100,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the year ended December 31, 2020, Park Road, a corporation controlled by Luke Alexander, and the Company executed a loan agreement whereby the Company agreed to lend \$150,000 to the Borrower (the “**Loan**”). The Loan is part of the total compensation package of the Company’s CEO and President. The interest free Loan is to be repaid in full by the Park Road before May 19, 2022. During the year ended December 31, 2020, Park Road repaid \$43,750 of the Loan.

Other than noted above, none of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of

the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, British Columbia, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of PricewaterhouseCoopers LLP as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

AUDIT COMMITTEE

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

Composition of Audit Committee and Independence

The Company's current Audit Committee consists of Douglas B. Forster, Douglas Hurst, and Edward Farrauto.

National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's

independent judgment. Of the Company's current Audit Committee members, Douglas Hurst and Edward Farrauto are "independent" within the meaning of NI 52-110. Douglas B. Forster who is the Corporate Secretary of the Company is not "independent".

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the current Audit Committee members are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

Relevant Education and Experience

As a result of their respective business experience, each member of the Audit Committee (i) has an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) has experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to that that can reasonably be expected to be raised by the Company's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

Douglas B. Forster

Mr. Forster has been associated with the mining industry for over 35 years as a geologist, senior executive, director and company founder. He holds a B.Sc. (1981) and M.Sc. (1984) in Economic Geology from the University of British Columbia, Canada. Mr. Forster has been a founder, director or senior executive with numerous companies listed on Canadian stock exchanges including Terrane Metals which was acquired by Thompson Creek in 2010 for \$750 million, Potash One that was acquired by K+S in 2011 for \$434 million, and Newmarket Gold that was acquired by Kirkland Lake Gold in 2016 for \$1.0 billion. Over the past 30 years Mr. Forster has been involved with several large-scale mine development projects and operating mines including the Mt. Milligan gold-copper mine, the Kemess South gold-copper mine, the Golden Bear gold mine, the Legacy potash project, the Fosterville gold mine, the Cosmo gold mine and the Stawell gold mine. Mr. Forster has a proven track record in resource project development, mergers and acquisition, equity and debt financing, mine operations and public company management. He is a registered member of the Association of Professional Engineers and Geoscientists of British Columbia.

Douglas Hurst

Mr. Hurst has over 30 years of experience in the mining and natural resource industries having acted as geologist, consultant, mining analyst, senior executive and board member. Doug was previously a mining analyst with McDermid St. Lawrence and Sprott Securities and a contract analyst to Pacific International Securities and Octagon Capital. He was a founding executive of International Royalty Corporation which was purchased by Royal Gold for \$700 million. Recently, Mr. Hurst was one of the founders of Newmarket Gold Inc. which was purchased for \$1.0 billion by Kirkland Lake Gold Ltd in November, 2016. Mr. Hurst holds a Bachelor of Science in Geology from McMaster University (1986).

Edward Farrauto

Mr. Farrauto has over 25 years of experience as a senior financial officer with public companies. His experience encompasses financial and regulatory compliance and public company management. Mr. Farrauto has been directly responsible for overseeing private placement financings, prospectus filings, reverse takeovers and merger and acquisition transactions. Mr. Farrauto has been involved in over \$500 million in equity and debt financings which included \$150 million with Terrane Metals which was acquired

by Thompson Creek Metals in 2010 valued at \$750 million and Newmarket Gold that was acquired by Kirkland Lake Gold in 2016 for \$1.0 billion. Mr. Farrauto was a Chartered Professional Accountant from 1991 to 2018.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110;
- b) the exemption in subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer) of NI 52-110;
- c) the exemption in subsection 6.1.1(5) (Events Outside Control of Member) of NI 52-110;
- d) the exemption in subsection 6.1.1(6) (Death, Incapacity or Resignation) of NI 52-110; or
- e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The following table sets forth the fees billed by PricewaterhouseCoopers LLP, Chartered Accountants, to the Company and its subsidiaries for services rendered in the last two fiscal years:

	<u>2020</u>	<u>2019</u>
	(\$)	(\$)
Audit fees ⁽¹⁾ _____	32,000	28,300
Audit related fees ⁽²⁾ _____	Nil	Nil
Tax fees ⁽³⁾ _____	Nil	Nil
All other fees ⁽⁴⁾ _____	Nil	Nil
Total	<u>32,000</u>	<u>28,300</u>

Notes:

- (1) “Audit fees” include aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees.
- (2) “Audited related fees” include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax fees” include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All other fees” include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

Exemption in Section 6.1

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

Board of Directors

Management is nominating nine individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Luke Alexander, who is the CEO and President of the Company and Douglas B. Forster who is the Corporate Secretary of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an audit committee and compensation committee and the chairperson of each committee. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities of each committee, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Company and establishes the duties

and responsibilities of those positions and on the recommendation of both the CEO and the President, appoints the senior officers of the Company and approves the senior management structure of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board.

The Board meets for formal board meetings periodically on an ad hoc basis during the year to review and discuss the Company's business activities and to consider and, if thought fit, to approve matters presented to the Board for approval, and to provide guidance to Management. In addition, Management informally provides updates to the Board at least once per quarter between formal Board meetings. In general, Management consults with the Board when deemed appropriate to keep the Board informed regarding the Company's affairs.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly and through its committees.

Directorships

The following directors of the Company are also directors of other reporting issuers as stated:

- Luke Alexander is a director of Baltic I Acquisition Corp.
- Edward Farrauto is a director of Calibre Mining Corp.
- Douglas B. Forster is a director of Edgewater Exploration Ltd., Calibre Mining Corp., and Nevada King Gold Corp.
- Ryan King is a director of Edgewater Exploration Ltd. and Latin Metals Inc.
- Blayne Johnson is a director of Calibre Mining Corp. and Edgewater Exploration Ltd.
- George Salamis is a director of Contact Gold Corp., Edgewater Exploration Ltd. and Integra Resources Corp.
- Michael Vint is a director of Edgewater Exploration Ltd.
- Douglas Hurst is a director of Calibre Mining Corp., New Found Gold Corp. and Northern Vertex Mining Corp.

Orientation and Continuing Education

The Board's practice is to recruit for the Board only persons with extensive experience in the mining and mining exploration business and in public company matters. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations, and the small number of officers and consultants, allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board has not adopted a formal process in respect to selecting new nominees to the Board. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board, and the recruitment process would involve both formal and informal discussions among Board members and the CEO.

Compensation Committee

The Compensation Committee is a committee comprised of three directors whose primary purpose is to enable the Company to recruit, retain and motivate employees and ensure conformity between compensation and other corporate objectives and review and recommend for Board consideration, all compensation packages, both present and future, for the Company's management and directors (including annual retainer, meeting fees, bonuses and option grants) including any severance packages. A majority of the members shall not be officers or employees of the Company and shall be unrelated, independent directors.

Members of the Compensation Committee shall be appointed or reappointed at the meeting of the Board following the Company's annual general meeting and from among the appointees to the Compensation Committee, the Board shall appoint a chairperson (the "**Compensation Committee Chairperson**"). The duties of the Compensation Committee Chairperson include overseeing the proper functioning of the Compensation Committee to ensure the proper discharge of its duties, to schedule meetings and to ensure timely reporting to the Board.

The Compensation Committee will meet as often as may be necessary or appropriate in its judgment.

In exercising its mandate, the Compensation Committee sets the standards for the compensation of directors, employees and officers based on industry data and with the goal to attract, retain and motivate key persons to ensure the long-term success of the Company. Compensation generally includes the three following components: base salary, a short-term incentive program in the form of bonuses and long-term incentives in the form of incentive stock options. The Compensation Committee takes into account the North American context of its activities and increased competition in the market for its key personnel while also taking into account the performance and objectives set forth for the Company.

The Compensation Committee is accountable to the Board and reports to the Board at its next regular meeting all deliberations and actions it has taken since any previous report.

The members of the Compensation Committee are Edward Farrauto, Omayya Elguindi, and Ryan King.

Other Board Committees

On June 25, 2020, the Company created two additional standing committees – the Corporate Governance and Nominating Committee and Health, Safety, Environment and Sustainability Committee.

The members of the Corporate Governance and Nominating Committee are Douglas Hurst, Blayne Johnson, and Omayya Elguindi. The members of the Health, Safety, Environment and Sustainability Committee are Mike Vint, Douglas Forster, and George Salamis.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, its committees and its individual directors. Rather, the Board reviews its own performance and effectiveness as well as the effectiveness and performance of its committees on an informal and case-by-case basis. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing to mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements to December 31, 2020, a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at (604) 484-4399.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 21st day of May, 2021.

ON BEHALF OF THE BOARD

(signed) "*Luke Alexander*"

Luke Alexander
Chief Executive Officer and President

NEWCORE GOLD LTD.

Schedule "A" Audit Committee Charter

PURPOSE

The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

DUTIES AND RESPONSIBILITIES

The audit committee will:

- (a) review and approve the following for filing on SEDAR:
 - (i) the interim financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
 - (ii) the auditor's report, if any, prepared in relation to those financial statements,
- (b) review and recommend for approval to the board of directors the following:
 - (i) the annual financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
 - (ii) the auditor's report prepared in relation to those financial statements
- (c) recommend to the board of directors:
 - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company, and
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

COMPOSITION OF THE COMMITTEE

The committee will be composed of three directors from the Company's board of directors, a majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each independent committee member will have no direct or indirect relationship with the Company which, in the view of the board of directors, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three-month period in which to achieve the required level of literacy.

AUTHORITY

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

REPORTING

The reporting obligations of the committee will include:

- (a) reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors' meeting; and
- (b) reviewing and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.