

**Notice of Annual General & Special Meeting of Shareholders for  
CURRIE ROSE RESOURCES INC.**

**NOTICE IS HEREBY GIVEN THAT** the annual general & special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Currie Rose Resources Inc. (the “**Corporation**”) will be held virtually through the platform of AGM Connect to facilitate an interactive meeting and live online voting for Registered Shareholders on Thursday October 21, 2021, at the hour of 9:00 a.m. (Eastern Time), for the following purposes:

1. **Financial Statements:** To receive the audited financial statements of the Corporation for the fiscal years ended December 31, 2020, and December 31, 2019;
2. **Directors:** To elect directors for the ensuing year;
3. **Auditors:** To appoint Jones O’Connell LLP as auditor of the Corporation for the ensuing year;
4. **Stock Option Plan:** To consider and, if thought fit, pass an ordinary resolution to approve the Corporation's rolling stock option plan;
5. **Insider Debt Settlement:** to approve the settlement of \$200,000 of debt owed to Michael Griffiths in consideration for the issuance of 2,000,000 common shares of the Corporation priced at \$0.05 per share; and
6. **Other Business:** Transact other such business as may properly be put before the meeting.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

**Shareholders are encouraged to vote their proxy either: online @  
[www.agmconnect.com/CurrieRose2021](http://www.agmconnect.com/CurrieRose2021); or by mail - complete, date and sign the enclosed form of proxy, and to return it in the envelope provided.**

DATED this 17<sup>th</sup> day of September 2021.

**BY ORDER OF THE BOARD**  
*“Michael Griffiths”*  
Michael Griffiths  
Chief Executive Officer

## MANAGEMENT INFORMATION CIRCULAR

(As of September 17, 2021, except as indicated)

This management information circular (this “**Circular**”) is being furnished in connection with the solicitation, by management of Currie Rose Resources Inc. (the “**Corporation**”), of proxies for the annual general & special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of the Corporation to be held virtually through the platform of AGM Connect [www.agmconnect.com/CurrieRose2021](http://www.agmconnect.com/CurrieRose2021) to facilitate an interactive meeting and live online voting for Registered Shareholders on Thursday October 21, 2021 at 9:00am (Toronto time), and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting (the “**Notice**”).

Unless otherwise indicated, the information contained in this Circular is given as at September 17, 2021.

Unless otherwise indicated, all references to “dollars” or “\$” means Canadian dollars.

### SOLICITATION OF PROXIES

Although, it is expected that management’s solicitation of proxies for the Meeting will be made primarily by mail, proxies may be solicited by directors, officers and employees of the Corporation personally or by telephone, fax, email or other similar means of communication. **This solicitation of proxies for the Meeting is being made by or on behalf of the directors and management of the Corporation and the Corporation will bear the costs of this solicitation of proxies for the Meeting.**

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with the transfer agent, investment dealers, intermediaries, custodians, depositories and depository participants and other nominees to forward solicitation materials to the beneficial owners of the common shares (the “**Shares**”) of the Corporation. The Corporation will provide, without any cost to such person, upon request to the Chief Executive Officer of the Corporation, additional copies of the foregoing documents for this purpose.

### REGISTERED SHAREHOLDERS VOTING BY PROXY

Enclosed with this Circular is a form of proxy. The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **Every Shareholder of the Corporation has the right to appoint a person (who need not be a shareholder of the Corporation) other than the persons already named in the enclosed form of proxy to represent such shareholder of the Corporation at the virtual Meeting by striking out the printed names of such persons and clearly printing the name of such other person AND an email address for contact in the blank space provided therein for that purpose.** In order to be valid, a proxy must be received by AGM Connect, 401 Bay Street, Suite 2704, Toronto, Ontario, M5H 2Y4 by 9:00 am on October 19, 2021, or in the event of an adjournment or postponement of the Meeting, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in Ontario) before the time for holding the adjourned or postponed Meeting.

Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, registered shareholders are asked to go to the website shown on the form of proxy and follow the instructions on the screen. Please note that each shareholder exercising the electronic voting option will need to refer to the Voter ID & Meeting Access Code indicated on their proxy form to identify themselves in the electronic voting system, an email address of choice will also be required for verification. Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically. If a Shareholder votes electronically he or she is asked not to return the paper form of proxy by mail.

In order to be effective, a form of proxy must be executed by a shareholder exactly as his or her name appears on the register of shareholders of the Corporation. Additional execution instructions are set out in the notes to the form of proxy. The proxy must also be dated where indicated. If the date is not completed, the proxy will be deemed to be dated on the day on which it was mailed to shareholders.

The management representatives designated in the enclosed form of proxy will vote the Shares in respect of which they are appointed proxy in accordance with the instructions of the shareholder as indicated on the

proxy and, 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 direction, such Shares will be voted by the management representatives named in such form of proxy in favour of each of the matters referred to in the Notice and will be voted by such representatives on all other matters which may come before the Meeting in their discretion.

THE ENCLOSED FORM OF PROXY OR VOTER INSTRUCTION FORM, WHEN PROPERLY SIGNED, CONFERS DISCRETIONARY VOTING AUTHORITY ON THOSE PERSONS DESIGNATED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing of this Circular, management of the Corporation know of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice and this Circular. However, if any matters which are not now known to management of the Corporation should properly come before the Meeting, the Shares represented by proxies in favour of the Management Nominees will be voted on such matters in accordance with the best judgement of the Management Nominee.

### VOTE USING THE FOLLOWING METHODS PRIOR TO THE MEETING

	IF YOU HAVE RECEIVED PROXY FROM WITH A <b>VOTER ID and MEETING ACCESS CODE</b> FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <b>16-DIGIT CONTROL NUMBER</b> FROM AN INTERMEDIARY
Voting Method	<b>Registered Shareholders</b> (your securities are held in your name in a physical certificate or DRS statement)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank or other intermediary)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank or other intermediary)
Internet	Login to <a href="https://app.agmconnect.com">https://app.agmconnect.com</a> Using the Meeting Access Code and Voter ID provided to you complete the form to Submit Proxy		Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> Enter the 16- digit control number printed on the VIF and follow the instructions on screen
Email	Complete, sign and date the proxy form and email to: <a href="mailto:voteproxy@agmconnect.com">voteproxy@agmconnect.com</a>		N/A
Telephone	Call +1.416.222.4202 to register your vote for the Currie Rose Resources Inc. AGSM		N/A
Mail	Enter your voting instructions, sign, date and return the form to AGM Connect in the enclosed envelope		Enter your voting instructions, sign, date and return completed VIF in the enclosed postage paid envelope

### ATTENDING THE CURRIE ROSE RESOURCES MEETING

	IF YOU HAVE RECEIVED PROXY FROM WITH A <b>VOTER ID and MEETING ACCESS CODE</b> FROM AGM CONNECT		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <b>16-DIGIT CONTROL NUMBER</b> FROM AN INTERMEDIARY
	<b>Registered Shareholders</b> (your securities are held in your name in a physical certificate or DRS statement)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank or other intermediary)	<b>Non-Registered Shareholders</b> (your shares are held with a broker, bank or other intermediary)
<b>PRIOR TO THE MEETING</b>	Appoint yourself as proxyholder on your proxy and follow the instructions at <a href="http://www.AGMconnect.com/CurrieRose2021">www.AGMconnect.com/CurrieRose2021</a>	Appoint yourself as proxyholder on your proxy and follow the instructions at <a href="http://www.AGMconnect.com/CurrieRose2021">www.AGMconnect.com/CurrieRose2021</a>	Appoint yourself as proxyholder as instructed herein and on the VIF.
	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	AFTER submitting your proxy appointment, <b>you MUST contact AGM Connect</b> to obtain a Voter ID and Meeting Access Code at +1.416.222.4202 or <a href="mailto:support@agmconnect.com">support@agmconnect.com</a>

**JOINING THE  
VIRTUAL  
MEETING**

(at least 15 minutes  
prior to start of the  
Meeting)

**Register and login at <http://app.agmconnect.com>**

Registered Shareholders or validly appointed Proxyholders will need to provide an email address,  
*AGM Connect Voter ID* and the *Meeting Access Code*

**ADVICE TO NON-REGISTERED SHAREHOLDERS**

Only Registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend, and vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others, banks, trust companies, investment dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice, this Circular and its form of proxy (collectively, the “**Meeting Materials**”) to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which must be completed and returned by the Non-Registered Shareholder in accordance with the directions printed on the form (in some cases, the completion of the voting instruction form by telephone, facsimile or over the Internet is permitted) or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with AGM Connect, 401 Bay Street, Suite 2704, Toronto, Ontario, M5H 2Y4.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and clearly print the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. If you are a Non-Registered Shareholder, and we or our 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. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the VIF or the proxy is to be delivered.**

**REVOCATION OF PROXIES**

A registered shareholder of the Corporation who has submitted a proxy may revoke it by:

- (a) depositing an instrument in writing signed by the registered shareholder or by an attorney authorized in writing or, if the registered shareholder is a corporation, by a duly authorized officer or attorney, either:
  - (i) at the office of AGM Connect, 401 Bay Street, Suite 2704, Toronto, Ontario, M5H 2Y4 Corporation, by 9:00am on October 19, 2021, or in the event of an adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturday, Sunday and holidays in Ontario) before the time for holding the adjournment or postponement Meeting; or
  - (ii) with the Chairman of the Meeting prior to commencement of the Meeting on the day of the Meeting;
- (b) transmitting, by telephonic or electronic means, a revocation that complies with (i) or (ii) above and that is signed by electronic signature provided that the means of electronic signature permit a reliable determination that the document was created or communicated by or on behalf of the registered shareholder or the attorney, as the case may be; or

(c) in any other manner permitted by law.

A Non-Registered Shareholder who has submitted voting instructions to an Intermediary should contact their Intermediary for information with respect to revoking their voting instructions.

### NOTICE-AND-ACCESS

The Corporation is not sending the Meeting materials to shareholders using “notice-and-access”, as defined under NI 54-101.

### SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a Director or executive officer of the Corporation at any time since the beginning of the Corporation’s last financial year, no proposed nominee of management of the Corporation for election as a Director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditors.

### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Shares. Each Share entitles the holder of record to notice of and one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Shares of the Corporation.

The directors of the Corporation have fixed September 17, 2021, as the record date (the “**Record Date**”) for determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Shares except to the extent that they have transferred the ownership of any of their Shares after the Record Date, and the transferees of those Shares produce properly endorsed share certificates or otherwise establish that they own the Shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the shareholder list before the Meeting, in which case the transferees are entitled to vote their Shares at the Meeting.

As of the date of this Circular 50,164,336 Shares are issued and outstanding.

To the knowledge of the Directors and executive officers of the Corporation no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Corporation except as follows:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
Accelerate Resources Limited	8,333,334	16.6%

### ELECTION OF DIRECTORS

The Directors of the Corporation are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Pursuant to the Advance Notice Policy of the Corporation any additional director nominations for the Meeting must have been received by the Corporation in compliance with the Advance Notice Policy no later than the close of business on September 21, 2020.

### EXECUTIVE COMPENSATION

The Statement of Executive Compensation was filed on [www.sedar.com](http://www.sedar.com) on June 28, 2021.

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, no person who has been a Director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a Director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditors.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person or proposed Director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation or any of its subsidiaries.

## **APPOINTMENT OF AUDITORS**

Jones & O'Connell LLP, Chartered Accountants, of St. Catharines, Ontario, is the auditor of the Corporation. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Jones & O'Connell LLP as the auditor of the Corporation to hold office for the ensuing year.

## **MANAGEMENT CONTRACTS**

No management functions of the Corporation or subsidiary are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation or subsidiary.

## **CORPORATE GOVERNANCE DISCLOSURE**

National Policy 58-201 establishes corporate governance guidelines, which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

### **Independence of Members of Board**

The Corporation's Board currently consists of four Directors, three of whom are independent based upon the tests for independence set forth in NI 52-110. Robert Edward Kirtlan, Ryan Smith and Stephen Coates are independent. Michael Griffiths is not independent as he is the CEO of the Corporation.

### **Management Supervision by Board**

The operations of the Corporation do not support a large Board of Directors and the Board has determined that the current constitution of the Board is appropriate for the Corporation's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are, however, able to meet at any time without any members of management, including the non-independent Directors, being present. Further supervision is performed through the audit committee, which is composed of a majority of independent Directors who meet with the Corporation's auditor without management being in attendance. The independent Directors also have access to the Corporation's legal counsel and its officers.

### **Board Mandate**

The mandate of the Board is to supervise the management of the business and affairs of the Corporation and to act in the best interests of the Corporation. The Board has plenary power, that is, any responsibility which is not delegated to senior management or to committees of the Board remains with the Board. In discharging its mandate and as part of its overall stewardship responsibility, the Board is ultimately responsible for the oversight and review of the development of, among other things, the following matters:

- a strategic planning process for the Corporation;
- identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage those risks;

- the integrity of the Corporation's internal control and management information systems.

**The Board discharges its responsibilities directly and through its committees, which currently consist of the Audit Committee and the Compensation and Nominating Committee.**

### **Position Descriptions**

Given the small size of the Corporation's infrastructure and the existence of only two executive officers and four directors, the Board does not feel that it is necessary at this time to formalize position descriptions or corporate objectives for either the Chief Executive Officer or the chairman of the subcommittees of the Board, in order to delineate their respective responsibilities. Accordingly, such roles are delineated on the basis of customary practice.

### **Risk Management**

The Board of Directors is responsible for adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Corporation under applicable securities laws and regulations.

The audit committee is responsible for the risk management items set out in the audit committee charter.

### **Participation of Directors in Other Reporting Issuers**

The participation of the Directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

### **Orientation and Continuing Education**

While the Corporation does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of the Corporation, technical reports, and the Corporation's internal financial information;
2. access to management and technical experts and consultants; and
3. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors, and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations. Board members have full access to the Corporation's records.

### **Ethical Business Conduct**

The Board views good corporate governance as an integral component to the success of the Corporation and to meet responsibilities to shareholders. The Corporation has adopted a formal code of business conduct and ethics (the "**Code**") to govern the activities of the directors, officers and employees of the Corporation and to promote a culture of integrity. A complete copy of the Code may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.currierose.com](http://www.currierose.com). The Board is responsible for monitoring compliance with the Code.

### **Nomination of Directors**

The Corporation has a Compensation and Nominating Committee ("Committee"). Due to the small size of the Corporation and the Board, the Committee is comprised of all four directors, three of whom are independent. The Committee has responsibility for identifying potential Board candidates. The Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence, and other factors. Members of the Committee and representatives of the mineral exploration industry are consulted for possible candidates.

### **Compensation of Directors and the CEO**

The Corporation has a Compensation and Nominating Committee ("Committee"). Due to the small size of the Corporation and the Board, the Committee is comprised of all four directors. Three of these directors, Robert Edward Kirtlan, Ryan Smith and Stephen Coates, are independent. The Committee has the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the Committee reviews compensation paid for Directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate

compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Corporation. In setting the compensation, the Committee annually reviews the performance of the CEO in light of the Corporation's objectives and consider other factors that may have impacted the success of the Corporation in achieving its objectives.

### Board Committees

As the Directors are actively involved in the operations of the Corporation and the size of the Corporation's operations does not warrant a larger Board of Directors, the Board has determined that additional committees are not necessary at this stage of the Corporation's development.

### Assessments

The Board does not consider that formal assessments would be useful at this stage of the Corporation's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of its committees.

#### *Audit Committee*

#### **Audit Committee Charter**

The text of the audit committee charter is attached as Schedule "A" to this Circular.

#### **Composition of the Audit Committee**

The Corporation's Audit Committee is a committee of the whole board. Following the meeting the Audit Committee will continue to be a committee of the whole.

Michael Griffiths	Not Independent	Financially Literate <sup>(1)</sup>
Ryan Smith	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>
Robert Kirtlan	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Stephen Coates	Independent <sup>(1)</sup>	Financially Literate <sup>(1)</sup>

<sup>(1)</sup>As defined by NI 52-110

#### **Audit Committee Member Education and Experience**

**Michael Griffiths** holds a BSc and a Dip. Ed. from Macquarie University in Sydney, Australia and is a Fellow of the AusIMM. Mr. Griffiths has been a director of a number of publicly listed ASX and TSX-V companies since 2000 and has held a number of executive and non-executive positions during this time including Audit committee membership. Mike is also a Graduate of the Australian Institute of Corporation Directors (2008) with emphasis on corporate governance and audit committee functions.

**Ryan Smith** is the founder and President of R&R Homes + Design Inc, a growing residential real estate investment Corporation in Canada. He is also Vice President of Windim Holdings Limited, a property management and development Corporation focusing predominately on commercial real estate. In those capacities, he is keenly aware of the budgeting process, the operating statements of results, and the related accounting and physical management of assets and liabilities.

**Robert Kirtlan** has a background in accounting, finance and management involving public and private companies before working for major investment banks in Sydney and New York commencing in 1993. During this period, he was principally involved in arranging debt and equity for junior and major companies across a global resources spectrum. Since 2001 Mr. Kirtlan has been investing in and working with companies at management level in the resources and technology sector. He is currently the Chairman of RMG Limited and Credo Resources Limited and until recently was Chairman of ASX listed Decimal Software Limited.

**Stephen Coates** is a founder and principal of Grove Capital Group Ltd, a merchant bank specializing in the incubation and development of businesses in Canada and internationally. Grove was established in 2003 to provide business



development and strategic relationship advice to small-cap public and private companies primarily in the mining and resource industry. In 2006, he co-founded Homeland Uranium Inc., which subsequently gave rise to Homeland Energy Group Limited, which he served as President and Chief Executive Officer of from December 2004 to October 2009. Mr. Coates began his career in investment management and advisory services at RBC Dominion Securities in Canada. Following which he joined Independent Equity Research Corp. as Vice President, Business Development. Mr. Coates is a graduate of Kings College at the UWO in London, Canada and is an active volunteer, Director and Trustee in the fields of politics, education and with local community organizations.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

### **External Auditor Service Fees (By Category)**

The aggregate fees paid to the Corporation's external auditor in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
December 31, 2019	\$16,000	Nil	\$1,750	Nil
December 31, 2020	\$16,000	Nil	\$1,750	Nil

### **Exemption in Section 6.1 of NI 52-110**

The Corporation is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and Chief Executive Officer. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

### **Expectations of Management**

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **1. Presentation of Financial Statements**

The Corporation's financial statements for the fiscal year ended December 31, 2020, and the report of the auditors thereon, have been filed on [www.sedar.com](http://www.sedar.com) and have been sent to registered and beneficial shareholders who have requested copies thereof using the request form accompanying this Circular and will be submitted to the meeting of shareholders. Receipt at the Meeting of the auditors' report and the Corporation's financial statements for this fiscal period will not constitute approval or disapproval of any matters referred to therein, and no action is required to be taken by Shareholders thereon.

## 2. Election of the Board of Directors

The Board of Directors of the Corporation presently consists of four (4) directors. The persons named in the enclosed form of proxy intend to vote for the election as directors of the Corporation, the four (4) nominees of Management whose names are set forth below. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation. The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all of the positions and offices with the Corporation now held by them, their present principal occupations or employments and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of September 17, 2021. The information as to shares beneficially owned has been furnished to the Board of Directors by the respective nominees.

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years</i>	<i>Period of Service as a Director</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly<sup>(1)</sup></i>
Michael Griffiths <sup>(5)(6)</sup> Currambine, Australia President & Director	President and CEO of the Corporation	Mar. 7, 2005	2,500,000 <sup>(2)</sup>
Ryan James Smith <sup>(5)(6)</sup> St. Catharines, ON Canada Director	Owner of R&R Homes Design	Apr. 16, 2015	261,480
Robert Edward Kirtlan <sup>(5)(6)</sup> Fremantle, WA Australia Director	Chairman of RMG Limited and Credo Resources Limited. Previously Chairman of Decimal Software Limited	Oct. 13, 2015	1,500,480 <sup>(3)</sup>
Stephen Coates <sup>(5)(6)</sup> Toronto, ON Canada Director	Owner and CEO of Grove Capital Group	Apr. 21, 2017	440,000 <sup>(4)</sup>

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at June 8, 2020, based upon information furnished to the Corporation by individual Directors. Unless otherwise indicated, such shares are held directly.

(2) Of these shares, 600,000 are held indirectly by The M R & KM Superannuation Fund and 1,900,000 are held indirectly by The M.R. Griffiths Family Trust.

(3) These shares are held indirectly by ARK Securities & Investments Pty Ltd (ARK Family)

(4) Of these shares 100,000 are held indirectly by Bolingbroke Investments Inc. and 340,000 are held indirectly by Grove Corporate Services.

(5) Member of the audit committee.

(6) Member of Compensation and Nominating Committee

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or Corporation, except the Directors and executive officers of the Corporation acting solely in such capacity.

Except as set out below, to the knowledge of the Corporation, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any Corporation (including the Corporation) that:
  - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such Corporation, of a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

- (ii) was subject to a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such Corporation; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any Corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

The following Directors of the Corporation hold Directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Robert Edward Kirtlan	RMG Limited* Vault Intelligence Limited*
Stephen Coates	International Zeolite Corporation**, Royal Wins Corporation*** Exploratus Inc.

\*Listed on the ASX

\*\*Listed on the TSXV

\*\*\*Listed on the CSE

### **3. Appointment of Auditor**

The persons named in the enclosed form of proxy intend to vote for the re appointment Jones O’Connell LLP, as auditor of the Corporation to hold office until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the auditor’s remuneration.

On the representations of the said auditors, neither that firm nor any of its partners has any direct financial interest nor any material indirect financial interest in the Corporation or any of its subsidiaries nor has had any connection during the past three years with the Corporation or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer, or employee.

The Shareholders are urged by Management to appoint Jones O’Connell LLP, as the Corporation’s auditor and to authorize the Board of Directors to fix their remuneration.

### **4. Approval of Stock Option Plan**

The Corporation's current stock option plan (the “Plan”) was adopted by the shareholders of the Corporation at the Corporation's annual general & special meeting held on July 22, 2020 and must be re-approved by the shareholders on a yearly basis pursuant to the policies of the Exchange.

The purpose of the Plan is to ensure that the Corporation is able to provide an incentive program for directors, officers, employees and persons providing services to the Corporation (each, an “Optionee”) that provides enough flexibility in the structuring of incentive benefits to allow the Corporation to remain competitive in the recruitment and maintenance of key personnel.

The Plan is administered by the Board, which shall, without limitation, have full and final authority in its discretion, but subject to the express provisions of the Plan, to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to it and to make all other determinations deemed necessary or advisable for the administration of the Plan, subject to any necessary shareholder or regulatory approval. The

Board may delegate any or all of its authority with respect to the administration of the Plan. The Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option.

Under the Plan, options are exercisable over periods of up to 10 years as determined by the Board and are required to have an exercise price no less than the closing market price of the Corporation's shares on the trading day immediately preceding the day on which the Corporation announces the grant of options (or, if the grant is not announced, the closing market price prevailing on the day that the option is granted), less the applicable discount, if any, permitted by the policies of the Exchange and approved by the Board.

Pursuant to the Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or consulting services to the Corporation or its subsidiaries. The maximum number of common shares which may be issued pursuant to options previously granted and those granted under the Plan are 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed (without shareholder approval) 5% of the issued shares on a yearly basis or 2% if the Optionee is engaged in investor relations activities or is a consultant. The Plan contains no vesting requirements but permits the Board to specify a vesting schedule in its discretion, subject to the Exchange's minimum vesting requirements, if any.

The Plan provides that if a change of control (as defined in the Plan) occurs, or if the Corporation is subject to a take-over bid, all shares subject to stock options shall immediately become vested and may thereupon be exercised in whole or in part by the option holder. The Board may also accelerate the expiry date of outstanding stock options in connection with a take-over bid.

The Plan contains adjustment provisions with respect to outstanding options in cases of share reorganizations, special distributions and other corporation reorganizations including an arrangement or other transaction under which the business or assets of the Corporation become, collectively, the business and assets of two or more companies with the same shareholder group upon the distribution to the Corporation's shareholders, or the exchange with the Corporation's shareholders, of securities of the Corporation or securities of another Corporation.

The Plan provides that on the death or disability of an option holder, all vested options will expire at the earlier of 365 days after the date of death or disability and the expiry date of such options. Where an Optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an Optionee retires or voluntarily resigns or is otherwise terminated by the Corporation other than for cause, then all vested options held by such Optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days (30 days if the Optionee was engaged in investor relations activities) after the Optionee ceases its office, employment or engagement with the Corporation; however, the Board may extend this expiry date within a reasonable period in accordance with the policies of the Exchange.

The Plan contains a provision that if pursuant to the operation of an adjustment provision of the Plan, an Optionee receives options (the "**New Options**") to purchase securities of another Corporation (the "**New Corporation**") in respect of the Optionee's options under the Plan (the "**Subject Options**"), the New Options shall expire on the earlier of: (i) the expiry date of the Subject Options; (ii) if the Optionee does not become an eligible person in respect of the New Corporation, the date that the Subject Options expire pursuant to the applicable provisions of the Plan relating to expiration of options in cases of death, disability or termination of employment discussed in the preceding paragraph above (the "**Termination Provisions**"); (iii) if the Optionee becomes an eligible person in respect of the New Corporation, the date that the New Options expire pursuant to the terms of the New Corporation's stock option plan that correspond to the Termination Provisions; and (iv) the date that is one (1) year after the Optionee ceases to be an eligible person in respect of the New Corporation or such shorter period as determined by the Board.

In accordance with good corporate governance practices and as recommended by National Policy 51-201 *Disclosure Standards*, the Corporation imposes black-out periods restricting the trading of its securities by directors, officers, employees and consultants during periods surrounding the release of annual and interim financial statements and at other times when deemed necessary by management and the board of directors. In order to ensure that holders of outstanding stock options are not prejudiced by the imposition of such black-out periods, the Plan contains a provision to the effect that any outstanding stock options with an expiry date

occurring during a management imposed black-out period or within five days thereafter will be automatically extended to a date that is 10 trading days following the end of the black-out period.

The Corporation does not provide any financial assistance to participants in order to facilitate the purchase of Shares under the Plan. As at the date of this Information Circular, there were options outstanding under the Plan to acquire 3,170,000 Shares, representing approximately 6.3% of the Corporation's current issued and outstanding Shares.

A copy of the Plan may be inspected at the head office of the Corporation, Suite 2702, 401 Bay Street, Toronto ON M5H 2Y4 during normal business hours and at the Meeting.

The policies of the Exchange require that rolling plans be approved by shareholders on a yearly basis. Accordingly, Shareholders are being asked to pass an ordinary resolution to ratify and confirm the Plan as adopted by the Board which permits the issuance of up to 10% of the issued and outstanding Shares from time to time. To be effective, the resolution must be passed by a simple majority of the votes cast thereon by Shareholders present in person or by proxy at the Meeting. If the resolution to approve the Plan is not approved by Shareholders of the Corporation, all unallocated stock options will be cancelled, and the Corporation will not be permitted to make any further grants until Shareholder approval is obtained.

Shareholders will be asked to pass an ordinary resolution, in substantially the following form to re-approve the Plan.

**"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. the Option Plan of the Corporation, as adopted by the Board of Directors, and as described in the Corporation's management information circular dated September 17, 2021, be and is hereby approved and ratified, and the Corporation be and is hereby authorized to reserve for issuance pursuant to the Option Plan up to 10% of the issued and outstanding common shares of the Corporation from time to time;
2. the Board of Directors be and is hereby authorized on behalf of the Corporation to make any amendments to the Option Plan as may be required by regulatory authorities or otherwise made necessary by applicable legislation, without further approval of the shareholders of the Corporation, in order to ensure the adoption and efficient function of the Option Plan; and
3. any director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection with the implementation of the Option Plan."

The directors of the Corporation believe the passing of the foregoing ordinary resolution is in the best interests of the Corporation and recommend that Shareholders of the Corporation vote **IN FAVOUR** of the resolution. **In the absence of contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intended to vote IN FAVOUR of the approval of the Plan.**

## **5. Insider Debt Settlement**

The Corporation currently has outstanding accrued management fees of \$400,000 (the "**BB Debt**") with Michael Griffiths through Black Barrel Exploration ("**Black Barrel**") a company wholly owned by Michael Griffiths, President and CEO of the Corporation. The BB Debt represents management fees (the "**BB Management Fees**") at the rate of \$10,000 per month accrued between January 1, 2017, and August 31, 2021. Michael Griffiths has agreed to settle half, or \$200,000, of the debt through the issuance of 4,000,000 Common Shares priced at \$0.05 per share (the "**Debt Settlement**"). This Debt Settlement is subject to TSX Venture Exchange approval and disinterested shareholder approval.

The Corporation entered into a debt settlement agreement with Black Barrel dated September 17, 2021.

The closing of the Debt Settlement is conditional upon receipt of final approval from the TSXV and fulfilling the terms and conditions of the debt settlement agreement which is standard for transactions of this nature. The Corporation is of the opinion that approving the Debt Settlement is in the best interests of the

Corporation. The Debt Settlement has been approved by the independent directors of the Corporation. The Debt Settlement will significantly reduce the outstanding liabilities of the Corporation.

The resolution approving the insider debt settlement must be approved by a majority of the disinterested shareholders of the Corporation. For the purposes of this resolution, disinterested shareholders means all shareholders of the Corporation other than Michael Griffiths. As of the date of this Circular, a total of 2,500,000 common shares will be excluded from voting.

It is proposed that shareholders approve the following resolution:

***“BE IT RESOLVED THAT:***

1. the debt settlement described in the Management Information Circular dated September 17, 2021 (the “Circular”) be approved and that the Corporation be authorized to issue 4,000,000 Common Shares priced at \$0.05 per share to settle the Debt Settlement; and
2. any one director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things including adjusting pro rata the number of Common Shares issued and the price per Common Share and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

Management urges shareholders to approve the insider debt settlement.

**ADDITIONAL INFORMATION**

Additional information relating to the Corporation is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Corporation at Suite 2702, 401 Bay Street, Toronto ON M5H 2Y4, to request copies of the Corporation’s financial statements and MD&A.

Financial information is provided in the Corporation’s comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR.

**OTHER MATTERS**

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 17<sup>th</sup> day of September 2021.

APPROVED BY THE BOARD OF DIRECTORS

*“MICHAEL GRIFFITHS”*

MICHAEL GRIFFITHS  
Chief Executive Officer

15  
SCHEDULE "A"  
AUDIT COMMITTEE CHARTER

**PURPOSE**

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Currie Rose Resources Inc. (the "**Corporation**") is appointed by the Board to assist the Corporation and the Board in fulfilling their respective obligations relating to the integrity of the internal financial controls and financial accounting and reporting of the Corporation.

**COMPOSITION**

1. The Committee shall be composed of three or more directors, as designated by the Board from time to time.
2. The Chair of the Committee (the "**Chair**") shall be designated by the Board or the Committee from among the members of the Committee.
3. The Committee shall comply with all applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**"), including those relating to composition, independence and financial literacy. Each member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees* and financially literate within the meaning of Applicable Laws.
4. Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board.

**MEETINGS**

5. The Committee shall meet at least quarterly in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair, or a majority of the members of the Committee, or as may be required by Applicable Laws.
6. A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").
7. If and whenever a vacancy shall exist in the Committee, the remaining members of the Committee may exercise all powers and responsibilities of the Committee so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.
8. The Committee shall hold an *in-camera* session without any officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
9. The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
10. Members may participate in a meeting of the Committee by means of telephone, web conference or other communication equipment.
11. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside. The Chair (or other Committee member, as applicable) presiding at any meeting shall not have a casting vote.
12. The Committee shall keep minutes of all meetings, which shall be available for review by the Board. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within 14 days following the date of each such meeting.
13. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
14. The Committee may invite such other directors, officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.
15. Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of

the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision.

16. The Committee shall report its determinations and recommendations to the Board

#### **Resources and Authority**

17. The Committee has the authority to

- (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
- (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- (c) communicate directly with the independent auditor of the Corporation (the "**Independent Auditor**");
- (d) conduct any investigation considered appropriate by the Committee;
- (e) request the Independent Auditor, any officer or other employee of, or outside counsel for, the Corporation to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
- (f) have unrestricted access to the books and records of the Corporation.

#### **RESPONSIBILITIES**

##### ***Financial Accounting, Internal Controls and Reporting Process***

18. The Committee is responsible for:

- (a) reviewing any management report on, and assessing the integrity of, the internal controls over the financial reporting of the Corporation and monitoring the proper implementation of such controls;
- (b) reviewing and reporting to the Board on, or if mandated by the Board, approving the quarterly unaudited financial statements, management's discussion and analysis (the "**MD&A**"), press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws;
- (c) reviewing and reporting to the Board on the annual audited financial statements, the MD&A, press release and other financial disclosure related thereto that is required to be reviewed by the Committee pursuant to Applicable Laws;
- (d) monitoring the conduct of the audit function;
- (e) discussing and meeting with, when considered advisable to do so and in any event no less frequently than annually, the Independent Auditor, the Chief Financial Officer (the "**CFO**") and any other officer or other employee of the Corporation which the Committee wishes to meet with, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee considers appropriate; and
- (f) reviewing any post-audit or management letter containing the recommendations of the Independent Auditor and management's response thereto and monitoring the subsequent follow-up to any identified weaknesses.

##### ***Public Disclosure***

19. The Committee shall:

- (a) review the quarterly and annual financial statements, the related MD&A, quarterly and annual financial reporting press releases and any other public disclosure documents that are required to be reviewed by the Committee pursuant to Applicable Laws;
- (b) review and discuss with officers of the Corporation any guidance being provided on the expected future results and financial performance of the Corporation and provide its recommendations on such guidance to the Board; and
- (c) review from time to time the procedures which are in place for the review of the public disclosure by the Corporation of financial information extracted or derived from the financial statements of the Corporation and periodically assess the adequacy of such procedures.

##### ***Risk Management***

20. The Committee should inquire of the officers and the Independent Auditor as to the significant risks or exposures, both internal and external, to which the Corporation is subject, and review the actions which the officers have taken to minimize such risks. In conjunction with the Board, the Committee should annually review the financial risks associated with the directors' and officers' third-party liability insurance and other insurance of the Corporation.

##### ***Corporate Conduct***

21. The Committee should ensure that there is an appropriate standard of corporate conduct relating to the internal controls and financial reporting of the Corporation.

22. The Committee should establish procedures for:



- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters; and
- (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

***Code of Business Conduct and Ethics***

23. With regard to the Code of Business Conduct and Ethics of the Corporation (the “**Code**”), the Committee should:
- (a) review from time to time and recommend to the Board any amendments to the Code and monitor the policies and procedures established by the officers of the Corporation to ensure compliance with the Code;
  - (b) review actions taken by the officers of the Corporation to ensure compliance with the Code, the results of the confirmations and the responses to any violations of the Code;
  - (c) following the receipt of any complaint submitted under the Code, the Committee shall investigate each matter and take corrective disciplinary action, if appropriate, up to and including termination of employment.
  - (d) if deemed appropriate by the Committee, investigations of suspected violations of the Code may be referred to the Corporate Governance Committee;
  - (e) monitor the disclosure of the Code, any proposed amendments to the Code and any waivers to the Code granted by the Board;
  - (f) review the policies and procedures instituted to ensure that any departure from the Code by a director or officer of the Corporation which constitutes a “material change” within the meaning of Applicable Laws is appropriately disclosed in accordance with Applicable Laws.

***Whistleblower Policy***

24. The Committee shall review from time to time the Whistleblower Policy of the Corporation (the “**Policy**”) to determine whether the Policy is effective in providing appropriate procedures to report violations (as defined in the Policy) or suspected violations and recommend to the Board any amendments to the Policy.

***Anti-Bribery and Anti-Corruption Policy***

25. The Committee shall review and evaluate the Anti-Bribery and Anti-Corruption Policy of the Corporation on an annual basis to determine whether such policy is effective in ensuring compliance by the Corporation, its directors, officers, employees, consultants and contractors with the *Corruption of Foreign Public Officials Act (Canada)*, the *Criminal Code (Canada)* and any other similar laws applicable to the Corporation.

***Independent Auditor***

26. The Committee shall recommend to the Board, for appointment by shareholders, a firm of external auditors to act as the Independent Auditor and shall monitor the independence and performance of the Independent Auditor. The Committee shall arrange and attend, as considered appropriate and at least annually, a private meeting with the Independent Auditor, shall review and approve the remuneration of such Independent Auditor and shall ensure that the Independent Auditor reports directly to the Committee.
27. The Committee shall ensure that the lead audit partner at the Independent Auditor is changed every seven years.
28. The Committee should resolve any otherwise unresolved disagreements between the officers of the Corporation and the Independent Auditor regarding the internal controls or financial reporting of the Corporation.
29. The Committee should pre-approve all audit and non-audit services not prohibited by law, including Applicable Laws, to be provided by the Independent Auditor. The Chair may, and is authorized to, pre-approve non-audit services provided by the Independent Auditor up to a maximum amount of \$25,000 per engagement.
30. The Committee should review the audit plan of the Independent Auditor, including the scope, procedures and timing of the audit.
31. The Committee should review the results of the annual audit with the Independent Auditor, including matters related to the conduct of the audit.
32. The Committee should obtain timely reports from the Independent Auditor describing critical accounting policies and practices applicable to the Corporation, the alternative treatment of information in accordance with International Financial Reporting Standards that were discussed with the CFO, the ramifications thereof and the Independent Auditor’s preferred treatment and should review any material written communications between the Corporation and the Independent Auditor.
33. The Committee should review the fees paid by the Corporation to the Independent Auditor and any other professionals in respect of audit and non-audit services on an annual basis.
34. The Committee should review and approve from time to time the Corporation’s hiring policy regarding partners, employees and former partners and employees of the present and any former Independent Auditor.

35. The Committee should monitor and assess the relationship between the officers of the Corporation and the Independent Auditor and monitor the independence and objectivity of the Independent Auditor.
36. The Committee shall have the authority to engage the Independent Auditor to review the unaudited interim financial statements of the Corporation.

***Other Responsibilities***

37. The Committee should review and assess from time to time the adequacy of this mandate and submit any proposed amendments to the Board for consideration.
38. The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

**CHAIR**

39. The Chair should:
  - (a) provide leadership to the Committee and oversee the functioning of the Committee;
  - (b) chair meetings of the Committee (unless not present), including *in-camera* sessions and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
  - (c) ensure that the Committee meets at least quarterly in each financial year of the Corporation and otherwise as is considered advisable;
  - (d) in consultation with the Chairman of the Board (the “**Chairman**”), the Lead Director, if any, and the members of the Committee, establish dates for holding meetings of the Committee;
  - (e) set the agenda for each meeting of the Committee, with input from other members of the Committee, the Chairman, the Lead Director, if any, and any other appropriate individuals;
  - (f) ensure that Committee materials are available to any director upon request;
  - (g) act as a liaison and maintain communication with the Chairman, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
  - (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
  - (i) assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
  - (j) foster ethical and responsible decision making by the Committee;
  - (k) review, together with the Board (unless responsibility is delegated to the Committee by the Board), in advance of public release (i) any earnings guidance, and (ii), any press release containing financial information based upon financial statements and management’s discussion and analysis that has not previously been released;
  - (l) notify the sender and acknowledge receipt of a report within five business days under the Code, or as soon as possible thereafter, except where a report was submitted on a confidential, anonymous basis;
  - (m) consider complaints relating to accounting matters covered by the Policy, undertake an investigation of the violation or suspected violation of the Policy as defined in the Policy and promptly report to the Committee and the Board any complaint that may have material consequences for the Corporation and, for each financial quarter of the Corporation, the Chair should, with input from the Chairman, if applicable, report to the Committee and to the Independent Auditor, the aggregate number, the nature and the outcome of the complaints received and investigated under the Policy;
  - (n) together with the Corporate Governance Committee, oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
  - (o) ensure appropriate information is provided to the Committee by the officers of the Corporation to enable the Committee to function effectively and comply with this mandate;
  - (p) ensure that appropriate resources and expertise are available to the Committee;
  - (q) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
  - (r) facilitate effective communication between the members of the Committee and the officers of the Corporation and encourage an open and frank relationship between the Committee and the Independent Auditor;
  - (s) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee;
  - (t) in the event a Chairman is not appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year and the position of Chair of the Corporate Governance Committee is vacant, serve as the interim Chairman until a successor is appointed; and

- (u) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

SCHEDULE "B"

AUDITED ANNUAL FINANCIAL STATEMENTS AND MANAGEMENT DISCUSSION AND ANALYSIS FOR YEAR ENDED  
DECEMBER 31, 2019