

MONETA PORCUPINE MINES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual meeting (the "Meeting") of holders of common shares ("Shareholders") of MONETA PORCUPINE MINES INC. (the "Corporation") will be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Canada, M5L 1B9 on June 14, 2019 at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the auditors' report thereon;
2. To elect the directors of the Corporation;
3. To appoint BDO Canada LLP as the auditors of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditors;
4. To approve all unallocated options under the Corporation's second amended and restated stock option plan dated April 21, 2016 (the "Stock Option Plan") and allow the Corporation to continue granting options under the Stock Option Plan until June 14, 2022, which is the date that is three (3) years from the date of the Meeting; and
5. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

As described in the notice and access notification mailed to Shareholders, the Corporation has decided to deliver the proxy-related materials to Shareholders by posting the proxy-related materials on its website (www.monetaporcupine.com). Notice and access is an environmentally friendly and cost-effective way to distribute the circular because it reduces printing, paper and postage.

The proxy-related materials will be available on the Corporation's website and will remain on the website for one full year thereafter. The proxy-related materials will also be available on SEDAR at www.sedar.com.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to the offices of Computershare Investor Services Inc. ("Computershare"), 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, so as to arrive not later than 10:00 a.m. (Toronto time) on the second business day preceding the date of the Meeting or any adjournment thereof. Proxies may also be sent by facsimile to Computershare at 1-866-249-7775.

The Board of Directors has fixed the close of business on May 1, 2019 as the record date for the determination of Shareholders of the Corporation entitled to notice of the Meeting, and any adjournment or postponement thereof.

DATED at Toronto, Ontario, Canada, this 9th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS.



Ian C. Peres

President & Chief Financial Officer and Director

MANAGEMENT INFORMATION CIRCULAR
DATED MAY 9, 2019

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management of Moneta Porcupine Mines Inc. (the “Corporation”) of proxies to be used at the annual meeting (the “Meeting”) of holders of common shares (“Shareholders”) of the Corporation to be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Canada, M5L 1B9 on June 14, 2019 at 10:00 a.m. (Toronto time) and all adjournments thereof, for the purposes set out in the Notice of Annual Meeting of Shareholders accompanying this Circular (the “Notice of Meeting”). Unless otherwise stated, all information contained in this Circular is presented as at May 9, 2019 and all references to \$ in this Circular are to Canadian dollars unless otherwise noted.

The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation. It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally, by telephone or by other forms of electronic communication by directors, officers, employees or agents of the Corporation. The total cost of the solicitation will be borne by the Corporation.

DELIVERY OF MEETING MATERIALS

The Corporation is using the notice and access procedures to send the Notice of Meeting, Information Circular, the Financial Statements and MD&A (collectively, the “Proxy-Related Materials”) to registered and non-registered holders of common shares. Under notice and access procedures, registered and non-registered holders of common shares will be sent a notice package (the “Notice Package”) explaining, among other things, how to access the Proxy-Related Materials and containing a form of proxy or voting instruction form, as applicable. Notice and access is an environmentally friendly and cost-effective way to distribute the Circular because it reduces printing, paper and postage.

The Proxy-Related Materials have been posted on-line and may be accessed by Shareholders electronically.

Starting May 9, 2019, both registered Shareholders and Non-Registered Holders can request a paper copy of the Circular and Annual Report for up to one year. The Circular and Annual Report will be sent to you at no charge. If you would like to receive a paper copy of the Circular and Annual Report, and you have a 15 digit Control Number please call, Toll Free, 1-866-962-0498 within North America, or 416-982-8716 if you are outside the United States and Canada, and enter your control number. If you have a 16 digit Control Number please call, Toll Free, 1-877-907-7643 within North America and enter your control number. In order to receive paper copies of these materials in time to vote before the Meeting, your request should be received by **5:00 p.m. Eastern Daylight Time on Monday, June 3, 2019**. For material requests after June 3, 2019, please call 1-705-264-2296. For further information about notice and access please contact the Corporation’s transfer agent, Computershare at 1-866-964-0492.

If you request a paper copy of the Circular, you will not receive a new form of proxy (for registered Shareholders) or voting instruction form (for Non-Registered Shareholders), so you keep the original form sent to you in order to vote.

The Corporation is not sending Proxy-Related materials directly to Non-Registered Holders of common shares. The Corporation will pay for the cost of intermediaries to deliver the Proxy Related Materials and the voting instruction form to Non-Registered Holders who have objected to intermediaries disclosing their beneficial ownership information. The Corporation will not reimburse Shareholders, nominees or agents for the cost incurred in obtaining authorization to execute forms of proxy from their principals or beneficial owners.

APPOINTMENT AND REVOCATION OF PROXIES

The persons *named* in the enclosed form of proxy accompanying this Circular are directors and officers of the Corporation. **A Shareholder has the right to appoint a person or company (who need not be a Shareholder) other than the person or company designated in the enclosed form of proxy to attend and to vote and act for and on behalf of such Shareholder at the Meeting, and any adjournment or postponement thereof.** Such right may be exercised by inserting the name of the person to be appointed in the blank space provided in the form of proxy, signing the form of proxy and returning it in the reply envelope to the offices of Computershare Investor Services Inc. (“Computershare”) at the address and in the manner set forth below.

A Shareholder who has given a proxy may revoke it (a) by depositing an instrument in writing executed by such Shareholder or by such Shareholder’s attorney authorized in writing, or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing (i) at the offices of Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 10:00 a.m. (Toronto time) on the second business day preceding the date of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The common shares represented by the proxy which is hereby solicited will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, where the Shareholder whose proxy is solicited specifies a choice with respect to any matter to be acted upon, the common shares shall be voted by the appointee accordingly. Where a Shareholder fails to specify a choice with respect to a matter referred to in the Notice of Meeting, the common shares represented by such proxy will be voted for or in favor of such matter or as otherwise recommended by management.

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the proxyholder(s) named therein with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

NON-REGISTERED HOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. In many cases, however, common shares of the Corporation beneficially owned by a person (a “Non-Registered Holder”) are registered either:

- (a) in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans (each, an

“Intermediary”) that represents the Non-Registered Holder in respect of its common shares; or

- (b) in the name of a depository (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with notice and access procedures, the Corporation has distributed copies of the Notice Package to CDS and Intermediaries for onward distribution to Non-Registered Holders and has provided electronic access to the Proxy-Related Materials.

Intermediaries are required to forward the Notice Package to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive such materials. Intermediaries often use service companies to forward the Proxy-Related Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Proxy-Related Materials will receive a package from their Intermediary containing either:

- (a) a voting instruction form that must be properly completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the instructions on the voting instruction form;

or, less typically

- (b) a form of proxy that has already been stamped or signed by the Intermediary that is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which otherwise has not been completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at the address set forth in the Notice of Meeting.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of common shares of the Corporation that they beneficially own. Should a Non-Registered Holder, who receives either a voting instruction form or a form of proxy, wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and service companies. If you are a Non-Registered Holder and have not received such a package, please contact your Intermediary.

A Non-Registered Holder may revoke a proxy or voting instruction form which has been given to an Intermediary by written notice to the Intermediary or by submitting a proxy or voting instruction form bearing a later date. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed, to the knowledge of the Corporation, no person who has been a director or executive officer of the Corporation since January 1, 2018, each proposed nominee for election as director of the Corporation, or any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any of the matters to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the close of business on the record date of May 1, 2019, there were 266,830,482 common shares in the capital of the Corporation issued and outstanding, being the only class of shares outstanding and entitled to vote at the Meeting. Each Shareholder on the record date will, unless otherwise specified in this Circular, be entitled to one (1) vote for each common share held by such Shareholder on all matters proposed to come before the Meeting.

To the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

ADVANCE NOTICE BY-LAW

At the annual and special meeting of Shareholders held on May 21, 2013, the Shareholders adopted By-Law No.2 of the Corporation to, among other things, add an advance notice requirement for nominations of directors by Shareholders in certain circumstances. The following is a brief summary of the advance notice provisions:

1. Other than pursuant to: (i) a “proposal” made in accordance with the *Business Corporations Act* (Ontario); or (ii) a requisition of the Shareholders made in accordance with the *Business Corporations Act* (Ontario), Shareholders must give advance written notice to the Corporation of any nominees for election to the Board of Directors.
2. The advance notice provisions fix a deadline by which holders of record of common shares must submit, in writing, nominations for Directors to the Secretary of the Corporation prior to any annual or special meeting of Shareholders and sets forth the specific information that such holders must include with their nominations in order to be effective.
3. For an annual meeting of Shareholders, notice to the Corporation must be not less than thirty (30) and not more than sixty-five (65) days prior to the date of the annual meeting; save and except where the annual meeting is to be held on a date less than fifty (50) days after the date on which the first public announcement of the date of such annual meeting was made, in which event notice may be given not later than the close of business on the 10th day following such public announcement.
4. For a special meeting of Shareholders (that is not also an annual meeting), notice to the Corporation must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made.

For the purposes of the advance notice provisions, “public announcement” means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by the Corporation for public access under its profile on SEDAR at www.sedar.com.

On March 9, 2017 the TSX published TSX Staff Notice 2017-0001 (the “Staff Notice”) which outlines the TSX’s view of advance notice policies. The Board intends to exercise its discretion to waive any requirement of the advance notice provisions which is not in compliance with the Staff Notice.

PARTICULARS OF MATTERS REQUIRING SHAREHOLDER APPROVAL

A quorum of Shareholders will be present at the Meeting if the holders of not less than 10% of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two persons entitled to vote at the meeting are actually present at the Meeting.

Item 1: Financial Statements

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the auditor's report thereon, will be placed before the Shareholders at the Meeting.

Item 2: Election of Directors

At the Meeting, management of the Corporation proposes to nominate the persons listed below for election as directors. All directors elected will hold office until the next annual meeting of Shareholders or until their successors are elected or appointed, unless his or her office is vacated earlier in accordance with the by-laws of the Corporation or with the provisions of the *Business Corporations Act* (Ontario).

The following table sets forth certain information with respect to all persons proposed to be nominated by management:

| Name, Place of Residence and Position with Corporation | Director Since | Principal Occupation | 2018 Meeting Attendance | Common Shares ⁽¹⁾ Held |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------|
| WARREN BATES , P.Geo. ^{(4), (5)} Bowser, British Columbia, Canada Director ⁽⁵⁾ | 2009 | Senior Vice President, Exploration of Pelangio Exploration Inc., a Canadian junior gold exploration company | Board: 5 / 5: 100% Comp: 2 / 2: 100% Tech: 1 / 2: 50% | 132,353 |
| RODNEY A. COOPER , P.Eng., MBA, Acc.Dir. ^{(2), (5)} Richmond Hill, Ontario, Canada Director (Independent) ⁽³⁾ | 2017 | Independent director | Board: 5 / 5: 100% Tech: 2 / 2: 100% | Nil |
| KEVIN B. HEATHER , B.Sc., M.Sc., Ph.D. ^{(2), (5)} La Serena, Chile Director (Independent) ⁽³⁾ | 2017 | Chief Geological Officer and Technical Committee Chairman, Regulus Resources Inc., a Canadian junior gold exploration company | Board: 4 / 5: 80% Tech: 2 / 2: 100% | Nil |
| ALEXANDER D. HENRY , CPA, CA ^{(2), (3)} Toronto, Ontario, Canada Director (Independent) ⁽³⁾ | 2005 | Principal of Hampton-Metrix Capital Partners Inc., a Canadian real estate asset management and advisory company | Board: 5 / 5: 100% Audit: 4 / 4: 100% | 6,132,500 |
| GARY V. O'CONNOR , B.Sc., MAusIMM ⁽⁶⁾ Oakville, Ontario, Canada CEO & Chief Geologist and Director | 2017 | Chief Executive Officer and Chief Geologist of the Corporation ⁽⁸⁾ | Board: 5 / 5: 100% | 2,284,500 |

| Name, Place of Residence and Position with Corporation | Director Since | Principal Occupation | 2018 Meeting Attendance | Common Shares ⁽¹⁾ Held |
|-------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------|
| IAN C. PERES, CPA, CA ⁽⁷⁾ Toronto, Ontario, Canada President, CFO and Director | 2008 | President and Chief Financial Officer of the Corporation ⁽⁹⁾ | Board: 5 / 5: 100% | 8,914,722 |
| PATRICIA SHEAHAN, B.Sc. ^{(2), (3), (4)} Toronto, Ontario, Canada Director (Independent) ⁽³⁾ | 2011 | Independent director | Board: 5 / 5: 100% Audit: 4 / 4: 100% Comp: 4 / 4: 100% | 705,500 |
| MARK WAYNE, LL.B., CFA ^{(2), (3), (4)} Calgary, Alberta, Canada Director (Independent) ⁽³⁾ | 2014 | Vice President of Industrial Alliance Securities Inc., a full service securities brokerage firm | Board: 5 / 5: 100% Audit: 4 / 4: 100% Comp: 2 / 2: 100% | 7,116,600 |

- (1) "Common Shares" refers to the number of common shares of the Corporation that are beneficially owned, or over which control or direction is exercised by the Director
- (2) "Independent" within the meaning of applicable Canadian securities laws and the rules of the Toronto Stock Exchange
- (3) Member of the Audit Committee
- (4) Member of Compensation Committee
- (5) Member of the Technical Committee
- (6) Appointed as Chief Executive Officer and Chief Geologist on April 30, 2018 and Co-CEO and Chief Geologist and Director from May 22, 2017 to April 30, 2018
- (7) Appointed as President and Chief Financial Officer on April 30, 2018, President and Co-CEO from May 22, 2017 to April 30, 2018, President and CEO prior to May 22, 2017

Corporate Cease Trade Orders or Bankruptcies

Rodney A. Cooper was an executive officer of Labrador Iron Mines Limited from November 2011 to June 2017. During his tenure, the company entered the Companies' Creditors Arrangement Act (CCAA) process in 2014, successfully emerged in 2017, and remains a going concern.

Patricia Sheahan was a director of World Ventures Inc. ("World Ventures") from 2007 to 2010. The British Columbia Securities Commission ("BCSC") issued a cease trade order against World Ventures on March 11, 2008 for failure to file continuous disclosure documents in the required form. The March 11, 2008 cease trade order was revoked on April 2, 2008 by the BCSC as the requisite filings were made. The BCSC issued a further cease trade order against World Ventures on March 18, 2009 for failure to file continuous disclosure documents in the required form. The March 18, 2009 cease trade order was revoked on June 1, 2009 by the BCSC as the requisite filings were made. World Ventures is currently subject to a cease trade order issued by the BCSC dated March 8, 2010 for failing to file an annual information form, management's discussion and analysis and audited annual financial statements (with related certifications) for the year ended October 31, 2009 and for failing to pay the fee required by securities laws by the prescribed deadline.

Except as otherwise disclosed in this Circular, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
- (i) was subject to an order that was issued while the proposed director was acting in the

- capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (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 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.

For the purposes of the paragraphs above, “order” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the election of the foregoing individuals as directors until the close of the next following annual meeting of the Shareholders or until their successors are otherwise elected or appointed.

The Board of Directors adopted a policy to permit Shareholders to vote on individual directors at meetings of Shareholders such as the Meeting. Please refer to the specific details of this policy below under “Policy on Individual Election of Directors”.

Policy on Individual Election of Directors

The Board of Directors has adopted a policy to require a director’s resignation as a director of the Corporation if the director receives more “withheld” votes than “for” votes in an uncontested election of directors at a meeting of Shareholders such as the Meeting. The Board of Directors would accept the resignation, except in extenuating circumstances. The Board of Directors is required to make its decision within 90 days after the date of the vote by Shareholders and the Corporation would issue a press release either announcing the resignation or explaining why the Board of Directors had not accepted the resignation. The director who tendered the resignation would not be part of the decision-making process.

Summary of 2018 Voting Results

The following table sets out the voting results of the annual meeting of Shareholders held on June 7, 2018 for all 2018 director nominees.

| NOMINEE | VOTED FOR | % | VOTES WITHHELD | % |
|------------------|------------|--------|----------------|-------|
| Warren Bates | 59,328,064 | 96.28% | 2,291,964 | 3.72% |
| Rodney A. Cooper | 59,252,217 | 96.16% | 2,367,811 | 3.84% |

| | | | | |
|--------------------|------------|--------|-----------|--------|
| Kevin B. Heather | 59,262,217 | 96.17% | 2,357,811 | 3.83% |
| Alexander D. Henry | 53,410,653 | 86.68% | 8,209,375 | 13.32% |
| Gary V. O'Connor | 57,874,564 | 93.92% | 3,745,464 | 6.08% |
| Ian C. Peres | 52,689,500 | 85.51% | 8,930,528 | 14.49% |
| Patricia Sheahan | 58,966,217 | 95.69% | 2,653,811 | 4.31% |
| Mark Wayne | 60,807,217 | 98.68% | 812,811 | 1.32% |

Item 3: Appointment of Auditors

BDO Canada, LLP of Toronto, Ontario ("BDO LLP") are the auditors for the Corporation. BDO LLP was first appointed as auditors of the Corporation on April 17, 2015. It is proposed to re-appoint BDO LLP as auditors of the Corporation to hold office until the close of the next following annual meeting of the Shareholders.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the re-appointment of BDO LLP as the auditors of the Corporation to hold office until the close of the next following annual meeting of the Shareholders.

Item 4: Approval of Stock Option Plan

On April 23, 2013, the Board of Directors amended and restated the Corporation's 2010 Stock Option Plan (the "First Amended and Restated 2010 Stock Option Plan"), which replaced the 2010 Stock Option Plan. The First Amended and Restated 2010 Stock Option was amended and restated on April 21, 2016 and approved by the shareholders of the Corporation on June 3, 2016 (the "Stock Option Plan"), which replaces the First Amended and Restated 2010 Stock Option Plan. An overview of the Stock Option Plan is provided below under "Summary of the Plan".

The rules of the TSX require that, if a listed issuer has a stock option plan that does not have a fixed maximum number of shares available for grant, the Shareholders of the issuer must approve and re-affirm the unallocated options under the plan every three years. As the three-year term prescribed by the TSX will expire on June 3, 2019, an ordinary resolution will be placed before the Shareholders approving the unallocated options under such plan and allowing the Corporation to continue granting options under the Stock Option Plan until June 14, 2022, which is the date that is three (3) years from the date of the Meeting in the form set out in Schedule B to this Circular (the "Stock Option Plan Resolution"). The Stock Option Plan Resolution requires the approval of the majority of votes cast by Shareholders voting in person or by proxy at the Meeting.

If the Stock Option Plan Resolution is passed, this approval will be effective for three years from the date of the Meeting. If approval is not obtained at the Meeting, options which have not been allocated as of June 3, 2019 will not be available for grant. Previously allocated options will continue to be unaffected by the approval or disapproval of the Stock Option Plan Resolution. As at the Record Date there were 266,830,482 common shares issued and outstanding and, as a result, the number of common shares available for grant under the Second Amended and Restated Stock Option Plan is 26,683,048 (representing approximately 10% of the issued and outstanding common shares). 17,600,000 options (representing approximately 6.6% of the issued and outstanding common shares) were issued and outstanding under the Second Amended and Restated Stock Option Plan as of April 21, 2019. Further, a total of 9,083,048 options were unallocated and available for issue (representing approximately 34.0% of the available options or 3.4% of the issued and outstanding common shares).

A copy of the Second Amended and Restated Stock Option Plan as filed by the Corporation can be found at the SEDAR website maintained by the Canadian Securities Administrators at www.sedar.com. A brief summary the Second Amended and Restated Stock Option Plan is set out below.

Purpose of the Stock Option Plan

The purpose of the Stock Option Plan is to advance the interests of the Corporation by: (i) providing participants with performance incentives; (ii) enhance the Corporation's ability to attract, retain, and motivate key personnel; and (iii) increasing the proprietary interest of participants in the success of Corporation.

Summary of the Stock Option Plan

- Options may be granted to Eligible Persons from time to time. "Eligible Persons" include each of the following and any Personal Holding Corporation of any of the following:
 - Officers of the Corporation, present and future;
 - Directors of the Corporation, present and future; and
 - Employees and Consultants providing ongoing services to the Corporation or a subsidiary thereof, present and future, who are not otherwise an officer or director of the Corporation.

A "Personal Holding Corporation" is a personal holding corporation that is either wholly owned, or controlled by, an Eligible Person, and the shares of which are held directly or indirectly by any Eligible Person or the Eligible Person's spouse, minor children and/or minor grandchildren.

- In addition, options may be granted to affiliates established and controlled by an Eligible Participant, or to a registered retirement savings plan established and controlled by an Eligible Participant, provided that in each case they are an Eligible Participant of the Corporation at the time of the grant.
- The maximum number of common shares reserved for issuance under the Stock Option Plan is equal to 10% of the issued and outstanding shares. The Stock Option Plan is considered an "evergreen" plan. Options exercised shall be available for subsequent grants and the number of options available to grant increases as the number of issued and outstanding shares of the Corporation increases.
- The maximum number of common shares that may be: (i) issued to insiders of the Corporation within a one year period; and (ii) issuable to insiders of the Corporation, any time, under the Stock Option Plan, or when combined with all other security based compensation arrangements, shall not exceed 10% of the Corporation's total outstanding common shares. Notwithstanding the foregoing, the maximum number of common shares which may be issued under options granted under the Stock Option Plan to non-employee directors shall not at any time exceed 5% of the Corporation's total outstanding shares.
- The exercise price for each option is fixed by the Board of Directors at the time of the grant in compliance with the Stock Option Plan, applicable law, and the rules of the TSX, which states that the exercise price will be no less than the market price of the common shares on the TSX at the time of the issue of the options. The market price means the volume weighted average trading price on the TSX, calculated by dividing the total value by the total volume of securities traded for the five trading days immediately preceding the option grant date. The exercise price is denominated in Canadian dollars.

- Options will be exercisable in whole or in part, and from time to time, at any time following the date of vesting prior to the expiry of their term, but provided that if an option expires during a black-out period, then the option shall remain exercisable until the period ending ten trading days after the end of such black-out period.
- Options cannot be granted for a term exceeding 5 years.
- Options granted shall vest, and become exercisable, according to the terms in the Stock Option Plan and the discretion of the Board of Directors.
- Options granted pursuant to the Stock Option Plan are non-transferable and non-assignable, other than to an Eligible Participant, registered retirement savings plan (“RRSP”) or registered retirement income fund (“RRIF”) or tax-free savings account (“TFSA”), provided the participant is the sole beneficiary of the RRSP, RRIF or TFSA .
- Options are subject to early termination in the event that an optionee ceases to be an Eligible Participant. If any Eligible Participant ceases to be an Eligible Participant of the Corporation, for any reason, other than for cause or death, he or she may exercise any option issued under the Stock Option Plan for 3 months from the date he or she ceases to be an Eligible Participant of, or to the Corporation, unless otherwise determined by the Board of Directors in its sole discretion. In the event of termination for cause, unexercised options are immediately cancelled and thereafter are of no force or effect.
- In the event of the death of an Eligible Participant, vested options may continue to be exercised up to one year following the death, but not beyond the normal expiry of the term of the option.
- The Stock Option Plan allows the Board of Directors to amend the Stock Option Plan without the approval of Shareholders, except under the Stock Option Plan the Board of Directors may not:
 - Amend the provisions of the Stock Option Plan addressing the determination of the exercise price of options where such amendment reduces the exercise price of such options;
 - Amend the Stock Option Plan to increase the number of common shares that are issuable under it;
 - Amend the requirements to be an eligible participant under the Stock Option Plan;
 - Amend the amending provisions of the Stock Option Plan;
 - Amend the transferability of options provisions of the Stock Option Plan;
 - Amend the Stock Option Plan to increase the number of common shares which may be issued to (i) insiders within any one year period; (ii) insiders of the Corporation at any time; or (iii) issued under options granted under the Stock Option Plan to non-employee directors; or
 - Amend the term of any option where the amendment extends the term of the option;

without having first obtained Shareholder approval, but excluding the votes of any insider benefiting from the proposed amendment as may be required from time to time by the TSX.
- Except for the foregoing seven amendments, the Board of Directors can make any other change to the Stock Option Plan without Shareholder approval. Such amendments may include, without limitation, amendments related to the vesting provisions of the Stock Option

Plan, the termination provisions of the Stock Option Plan, the addition of any form of financial assistance by the Corporation for the acquisition of common shares under the Stock Option Plan, amendments necessary or advisable because of any change in or interpretation of any applicable law, relating to the administration of the Stock Option Plan, or any other amendment, fundamental or otherwise, not requiring Shareholder approval under applicable laws or the rules of the TSX, including amendments of a clerical or “housekeeping” nature.

- The Board of Directors also has the over-riding discretion under the Stock Option Plan to extend the period of time within which an option held by a deceased participant may be exercised or within which an option may be exercised by a participant who has ceased to be an Eligible Participant (notwithstanding the default provisions of the Stock Option Plan) but any such extension cannot extend beyond the original expiry date of the option, and are subject to any applicable regulatory or stock exchange approvals required at such time.
- New “Change of Control” provisions were added with a “Change of Control” meaning the occurrence of any one or more of the following events (i) the Corporation proposes to sell all or substantially all of its assets; (ii) a majority of the aggregate voting power of the issued and outstanding common shares of the Corporation are sold to a third party (subject to limited exceptions); (iii) the Corporation proposes to merge or amalgamate or the Corporation proposes an arrangement, consolidation or similar transaction as a result of which a majority of the outstanding common shares would be acquired by a third party; (iv) a resolution is adopted to wind-up, dissolve or liquidate the Corporation or (v) as a result of a contested election of directors or a consolidation, merger, amalgamation, arrangement or other reorganization, the nominees named in the most recent management information circular of the Corporation for election to the Board of Directors shall not constitute a majority of the Board of Directors (“Change of Control”).
- In the event of a Change of Control, the Board may, at its sole discretion, accelerate the vesting and/or expiry date of all outstanding Options to provide that such designated outstanding Options shall be fully vested and conditionally exercisable upon (or prior to) the completion of the Change of Control.
- To the extent that the Change of Control would also result in a capital reorganization, arrangement, amalgamation or reclassification of the share capital of the Corporation and the Board does not accelerate the vesting and/or the expiry date of Options, the Corporation shall make adequate provisions to ensure that, upon completion of the proposed Change of Control, the number and kind of shares subject to outstanding Options and/or the Exercise Price per share of Options shall be appropriately adjusted (including by substituting the Options for options to acquire securities in any successor entity to the Corporation) in such manner as the Board considers equitable to prevent substantial dilution or enlargement of the rights granted to Option holders.
- In the event of a potential Change of Control, the Board shall also have the power, at its sole discretion, to modify the terms of the Stock Option Plan and/or the Options (including the vesting of all unvested Options) to assist the Eligible Persons to whom Options have been granted and are outstanding tender into a take-over bid or other transaction leading to a Change of Control.

The Board of Directors recommends that Shareholders vote in favor of the Stock Option Plan Resolution.

The persons named in the accompanying proxy will vote FOR the approval of the Stock Option

Plan Resolution, unless the Shareholder has specified in the proxy that his or her common shares are to be voted against such resolution.

Stock Option Plan Limits

The aggregate maximum number of common shares that may be reserved for issuance under the Stock Option Plan is equal to 10% of the issued and outstanding shares.

As of December 31, 2018, options to purchase an aggregate of 16,600,000 common shares (net of cancelled options), representing approximately 6.2% of the issued and outstanding common shares, were outstanding under the Stock Option Plan. As of December 31, 2018, this leaves options to purchase an aggregate of 10,083,048 common shares, representing approximately 3.8% of the issued and outstanding common shares, available for issuance under the Stock Option Plan.

Burn Rate of the Stock Option Plan

The table below sets out the burn rate of the Stock Option Plan for the three most recently completed fiscal years. The “burn rate” is defined as the number of options granted in a fiscal year divided by the weighted average number of common shares outstanding in that year.⁽¹⁾

| Financial Year End | Stock Options Granted | Weighted Average Securities Outstanding | Burn Rate (%) |
|--------------------|-----------------------|-----------------------------------------|---------------|
| December 31, 2016 | 9,875,000 | 215,829,158 | 4.58% |
| December 31, 2017 | 4,325,000 | 239,027,422 | 1.81% |
| December 31, 2018 | 2,875,000 | 254,490,664 | 1.13% |

(1) The weighted average number of common shares outstanding is the number of common shares outstanding at the beginning of the period, adjusted by the number of common shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the common shares are outstanding as a proportion of the total number of days in the period.

DIRECTORS' AND OFFICERS' COMPENSATION

Executive Compensation

Compensation Discussion and Analysis

This compensation discussion and analysis describes and explains all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the three most recently completed financial years in respect of its Chief Executive Officer and Chief Geologist (the "CEO") and President and Chief Financial Officer (the "President & CFO") as at December 31, 2018 and the other most highly compensated executive officers of the Corporation as at December 31, 2018 whose individual total salary and bonus for 2018, the Corporation's most recently completed financial year, exceeded \$150,000, and any individual who would have satisfied these criteria but for the fact that that individual was not serving as such an officer at the end of the most recently completed financial year (collectively, the "Named Executive Officers"). Ian C. Peres was President & CFO at December 31, 2018. Gary V. O'Connor was CEO & Chief Geologist at December 31, 2018. Messieurs Peres and O'Connor are the Named Executive Officers or "NEOs".

Compensation Committee

The Compensation Committee of the Board of Directors recognizes that the Corporation operates in a competitive environment and that its performance depends on the quality of its employees and alignment of compensation and corporate objectives. The Compensation Committee regularly evaluates the compensation program of the Corporation to assess whether it continues to meet the needs of both the Corporation and its Shareholders. Its key priorities remain to attract, motivate and retain highly qualified executives.

The Compensation Committee periodically reviews its compensation arrangements to confirm that the Corporation is appropriately positioned to continue to meet its recruitment, motivation and retention targets, while ensuring that the interests of executives are aligned with those of Shareholders.

The Compensation Committee prioritizes accountability to its stakeholders and the transparency of all elements of compensation, ensuring that arrangements, including salary, awards and incentives, reflect a clear link between performance and reward. The compensation program applies to Named Executive Officers as well as the directors and other key employees of the Corporation. The purpose the Compensation Committee is to:

- a) review the remuneration and benefits of directors;
- b) review the remuneration, benefits and performance of executive management;
- c) establish a plan of continuity for executives and other key employees; and
- d) ensure that the executive compensation plan of the Corporation remains broad and competitive.

The members of the Compensation Committee are Patricia Sheahan (Chairman), Warren Bates and Mark Wayne. The Compensation Committee members are independent from the Corporation and meet at least once per year to consider the perspectives and advice of its members and others may be invited to attend, such as the CEO & Chief Geologist, President & CFO and independent compensation consultants. The Compensation Committee met twice during the financial year ended December 31, 2018.

Objectives of Compensation Program

The Corporation's compensation philosophy is to provide competitive compensation with a view to attract, motivate and retain highly qualified executive officers capable of achieving the Corporation's strategic and performance objectives and ultimately creating and sustaining Shareholder value. Consistent with this philosophy, the Corporation's compensation program is designed to:

- a) recruit, motivate and retain highly skilled executives;
- b) reward those who meet and exceed both short-term and long-term strategic goals through a largely variable and fluctuating compensation program directly linked to personal and corporate performance;
- c) ensure compensation arrangements are equitable, reflecting the recognition that the Corporation's executives function as an integrated team whose performance is directly correlated to shareholder value; and
- d) align the interests of executives with those of Shareholders.

Elements of Compensation Program

As discussed in further detail below, the Corporation's compensation program is comprised of three main elements: (1) base salaries; (2) non-equity incentive plan compensation in the form of annual and special success cash bonuses; and (3) long-term incentives in the form of option-based awards granted pursuant to the Corporation's stock option plan. These components are combined to provide a compensation package that attracts highly qualified individuals and motivates these individuals to meet operating targets without sacrificing long-term growth by providing constant income in the form of base salary, as well as both short-term and long-term incentives which reward performance that creates and preserves shareholder value.

Base Salary

The primary element of the Corporation's compensation program is base salary. The Corporation's view is that a competitive base salary is a necessary element for attracting and retaining qualified executive officers. The amount payable to a NEO as base salary is determined primarily by the number of years of experience of the NEO, as well as past performance, anticipated future contribution, internal value of the NEO's position and comparisons to the base salaries offered by comparable companies in the junior mineral exploration industry. To ensure that the Corporation will continue to attract and retain qualified and experienced executives, base salaries are reviewed and adjusted annually, in order to ensure that they remain at a level above the median for comparable companies. Salaries for those executives reporting directly to the CEO & Chief Geologist and President & CFO are approved by the CEO & Chief Geologist or President & CFO and the Compensation Committee, while the CEO & Chief Geologist and President & CFO salaries are approved by the Compensation Committee and the Board of Directors of the Corporation.

The Compensation Committee believes that the base salaries paid to its NEOs in fiscal 2018 appropriately reflected the level and scope of responsibility, skills and experience required in the execution of their roles; and such salary was adequately competitive to facilitate recruitment and promote retention.

Non-Equity Incentive Plans

Non-equity incentive plans are intended to promote strong corporate management by providing annual financial incentives to meet or exceed short-term corporate targets and operational goals. Such incentive plans are comprised primarily of annual cash bonuses paid to a NEO, and the annual cash bonus is a variable component of executive compensation based on individual performance as well as corporate financial and operational results.

The purpose of non-equity incentive plans is to correlate compensation more directly to corporate performance and share price and to attract, motivate and retain those individuals who maintain corporate and operational goals, thereby aligning management and Shareholder interests.

The potential bonus amount assigned to each NEO in a given financial year is expressed as a percentage of base salary. In fiscal 2018, the CEO & Chief Geologist and President & CFO were eligible for a target bonus of up to 100% of their base salary. While lower amounts are paid in respect of performance that does not meet objectives, it is in the discretion of the Compensation Committee to recommend bonus amounts that exceed set targets for exceptional performance.

Long-Term Incentive Plans

The Compensation Committee also believes that options help the Corporation attract, motivate and retain key individuals. Awards are made in the context of market conditions, giving effect to the NEO's background and experience. Initial grants of stock options facilitate the recruitment of new executives while ensuring the long-term interest of such executives in the Corporation's performance.

Under the Corporation's stock option plan, options are awarded to senior executives for current and potential contribution to the performance of the Corporation. Options issued by the Corporation vest immediately or over time and have a maximum five year term providing incentives to executives to support long-term corporate goals and shareholder interests, and further encouraging the long-term retention of such individuals.

The Corporation's practice is to assign a specific value to the intended grant and determine the number of shares issuable on the exercise of the option with reference to such value.

Performance Goals

Compensation payable to each NEO is largely based on the achievement of certain performance goals. Performance goals affect option-based awards and non-equity incentive plan compensation, and are considered in assessing annual salary adjustments. Performance goals are established annually and are designed to align with the Corporation's strategic objectives. The fiscal 2018 performance goals related to the execution of the business plan and included (1) completion of corporate equity financings with reasonable share dilution, as appropriate, to support ongoing exploration programs; (2) maintain minimal operating burn rate during the downturn in the gold sector due to a lack of investor sentiment; (3) marketing and promotion to maintain the Corporation's capital market presence; (4) advancement and de-risking of the Corporation's flagship Golden Highway Project including geological interpretation and modelling, and drilling within or adjacent to the existing NI 43-101 to improve the existing NI 43-101 resource in terms of tonnage, ounces and/or grade, as the budget permits; and (5) execution of exploration objectives on time and on budget.

Determining the CEO & Chief Geologist and President & CFO Compensation

The components of the CEO & Chief Geologist and President & CFO total compensation are the same as those for all other NEOs of the Corporation, namely: base salary, annual and special success cash bonuses, and stock compensation awarded under the stock option plan of the Corporation.

The compensation program of the Corporation is designed to provide competitive compensation to all NEOs. The Corporation has determined that compensation weighted heavily toward incentive-based awards is appropriate for its CEO & Chief Geologist and President & CFO.

Summary Compensation Table

The following table contains a summary of the compensation paid to the NEOs of the Corporation during the three most recently completed financial years.

| SUMMARY COMPENSATION – NAMED EXECUTIVE OFFICERS | | | | | | |
|-----------------------------------------------------------------------------------------------------------|------|--------------------|----------------------------------------------------|----------------------------------------------------|------------------------------------|-------------------------------------------|
| Name and Principal Position | Year | Salary (Cash) (\$) | Option-based awards ⁽³⁾ (Non-cash) (\$) | Non-equity incentive plan compensation (Cash) (\$) | All other compensation (Cash) (\$) | Total Cash and Non-Cash compensation (\$) |
| IAN C. PERES <i>President and Chief Financial Officer and Director</i> ⁽¹⁾ | 2018 | 200,000 | 12,400 | - | - | 212,400 |
| | 2017 | 200,000 | - | - | - | 200,000 |
| | 2016 | 166,667 | 745,485 | - | - | 912,152 |
| GARY V. O'CONNOR <i>Chief Executive Officer and Chief Geologist and Director</i> ⁽²⁾ | 2018 | 200,000 | 12,400 | - | - | 212,400 |
| | 2017 | 108,333 | 172,153 | - | - | 280,486 |

⁽¹⁾ President and Chief Financial Officer and Director effective April 30, 2018; President and Co-Chief Executive Officer and Director from May 22, 2017 until April 30, 2018; President and CEO and Director prior to May 22, 2017

⁽²⁾ Chief Executive Officer and Chief Geologist effective April 30, 2018; Co-Chief Executive Officer and Chief Geologist and Director from May 22, 2017 to April 30, 2018

⁽³⁾ Fair value is measured using the Black Scholes valuation of out-of-the-money stock options at grant date (i.e. Nil intrinsic value as exercise price = market price at grant date)

Incentive Plan Awards

The following table sets out for each NEO, the incentive option-based awards outstanding as at December 31, 2018 (there are no share-based awards outstanding).

| 2018 OPTION-BASED AWARDS – NAMED EXECUTIVE OFFICERS | | | | |
|------------------------------------------------------------|------------------------------------------------------------|-----------------------------------|-------------------------------|-------------------------------------------------------|
| Name | Number of securities underlying unexercised options | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) |
| Ian C. Peres | 500,000 | 0.08 | November 12, 2021 | - |
| Gary V. O'Connor | 500,000 | 0.08 | November 12, 2021 | - |

Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of all incentive plan awards issued during the year ended December 31, 2018.

| Name | Option-based awards- Value vested during the year | Share-based awards-Value vested during the year | Non-equity incentive plan compensation- Value earned during the year |
|------------------|----------------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------|
| Ian C. Peres | \$25,000 | - | - |
| Gary V. O'Connor | \$25,000 | - | - |

Circumstances Triggering Termination and Change of Control Benefits

As noted below under the heading “Termination and Change of Control Benefits”, there are certain circumstances that trigger payments or the provision of other benefits to a NEO upon termination and change of control. The Compensation Committee determined that such “change of control” provisions are necessary in order to attract and retain highly skilled executives. Change of control provisions are necessary not only to protect the NEOs of the Corporation, but also to encourage NEOs to pursue transactions, including mergers and take-overs, that are beneficial to the Corporation but may result in the termination of the NEO’s employment.

Termination and Change of Control Benefits

The Corporation has entered into an employment agreement with Ian C. Peres which provided for an annual salary in 2018 of \$200,000 and participation in the non-equity incentive compensation plans and option-based awards.

Further, the employment agreement for Mr. Peres provides for the payment and provision of other benefits in the event of any of involuntary termination without cause, resignation for good reason, and a change of control of the Corporation, but not for reasons of death, disability or voluntary resignation. In the event of such termination, the Corporation will also take such steps as necessary to deem vested, and available for exercise, any previously granted but unvested options.

In the event that Mr. Peres is involuntarily terminated without cause or resigns for good reason, he would be entitled to lump sum payments equal to twelve months of his annual salary entitlement of \$200,000 and an incentive bonus entitlement equal to one hundred percent of his prior fiscal year’s

incentive bonus, unless there has been a change in control at any time, as outlined below. Assuming that Mr. Peres was involuntarily terminated without cause or resigned for good reason effective December 31, 2018, he would have been entitled to \$200,000. The estimated incremental payments and benefits payable by the Corporation in the event that Mr. Peres is terminated without cause or resigns for good reason within six months following a change of control would include lump sum payments equal to eighteen months of his annual salary entitlement of \$200,000 and an incentive bonus entitlement equal to one hundred percent of his annual salary. Mr. Peres would have been be entitled to \$500,000 if Mr. Peres was terminated without cause or resigned for good reason effective December 31, 2018 and a change of control of the Corporation occurred in the prior six months. The termination payment provided for under the employment agreement for Mr. Peres may not be triggered if there are breaches in any of the provisions of the employment agreement relating to confidentiality, non-solicitation, non-disparagement or intellectual property. Mr. Peres is bound by his commitment not to solicit the employment of any individual employed by the Corporation at the time of termination for one year following termination.

The Corporation has entered into an employment agreement with Gary V. O'Connor which provided for an annual salary in 2018 of \$200,000 and participation in the non-equity incentive compensation plans and option-based awards.

Further, the employment agreement for Mr. O'Connor provides for the payment and provision of other benefits in the event of any of involuntary termination without cause, resignation for good reason, and a change of control of the Corporation, but not for reasons of death, disability or voluntary resignation. In the event of such termination, the Corporation will also take such steps as necessary to deem vested, and available for exercise, any previously granted but unvested options.

In the event that Mr. O'Connor is involuntarily terminated without cause or resigns for good reason, he would be entitled to a lump sum payment equal to six months of his annual salary entitlement of \$100,000, unless there has been a change in control at any time, as outlined below. Assuming that Mr. O'Connor was involuntarily terminated without cause or resigned for good reason effective December 31, 2018, he would have been entitled to \$100,000. The estimated incremental payments and benefits payable by the Corporation in the event that Mr. O'Connor is terminated without cause or resigns for good reason within six months following a change of control would include lump sum payments equal to nine months of his annual salary entitlement of \$200,000 and an incentive bonus entitlement equal to nine months of his annual salary. Mr. O'Connor would have been be entitled to \$300,000 if Mr. O'Connor was terminated without cause or resigned for good reason effective December 31, 2018, and a change of control of the Corporation occurred in the prior six months. The termination payment provided for under the employment agreement for Mr. O'Connor may not be triggered if there are breaches in any of the provisions of the employment agreement relating to confidentiality, non-solicitation, non-disparagement or intellectual property. Mr. O'Connor is bound by his commitment not to solicit the employment of any individual employed by the Corporation at the time of termination for one year following termination.

Directors' Compensation

During the financial year ended December 31, 2018, directors voluntarily waived a cash retainer and cash fee for each meeting attended, in lieu of option-based compensation.

Executive officers of the Corporation who also act as directors of the Corporation do not receive any additional compensation for acting as directors. See "Executive Compensation".

| SUMMARY COMPENSATION – DIRECTORS | | | | |
|-----------------------------------------|-------------|----------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| Name | Year | Director Fees (Cash) (\$) | Option-based awards (Non-cash) ⁽¹⁾ (\$) | Total Cash and Non-Cash compensation (\$) |
| Rodney A. Cooper | 2018 | - | 4,960 | 4,960 |
| | 2017 | - | 30,812 | 30,812 |
| Kevin B. Heather | 2018 | - | 4,960 | 4,960 |
| | 2017 | - | 34,123 | 34,123 |
| Alexander D. Henry | 2018 | - | 5,580 | 5,580 |
| | 2017 | - | 17,332 | 17,332 |
| | 2016 | - | 245,127 | 245,127 |
| Patricia Sheahan | 2018 | - | 4,960 | 4,960 |
| | 2017 | - | 15,406 | 15,406 |
| | 2016 | - | 147,241 | 147,241 |
| Mark Wayne | 2018 | - | 4,960 | 4,960 |
| | 2017 | - | 15,406 | 15,406 |
| | 2016 | - | 215,981 | 215,981 |

⁽¹⁾ Black Scholes valuation of out-of-the-money stock options at grant date (i.e. Nil intrinsic value as exercise price = market price at grant date)

OUTSTANDING OPTION-BASED AWARDS

The option-based awards granted by the Corporation vest immediately or over time. The grant of option-based awards to NEOs is approved by the Board of Directors of the Corporation, upon recommendation from the Compensation Committee. NEOs do not play a role in administering or amending the Corporation's stock option plans. Previous grants of options may be taken into account when considering new grants; however, varying circumstances each year are also considered. The Corporation does not grant share-based awards.

The following sets forth all option-based awards outstanding at December 31, 2018 for each Named Executive Officer:

OUTSTANDING OPTION-BASED AWARDS – NAMED EXECUTIVE OFFICERS

| Name | Number of securities underlying unexercised options | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) |
|----------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------|-------------------------------|-------------------------------------------------------|
| IAN C. PERES <i>President and Chief Financial Officer</i> ⁽¹⁾ | 500,000 | 0.08 | November 12, 2021 | 25,000 |
| | 1,500,000 | 0.25 | November 14, 2021 | - |
| | 3,000,000 ⁽³⁾ | 0.24 | November 21, 2021 | - |
| GARY V. O'CONNOR <i>Chief Executive Officer and Chief Geologist</i> ⁽²⁾ | 500,000 | 0.08 | November 12, 2021 | 25,000 |
| | 2,000,000 | 0.19 | May 22, 2020 | - |

⁽¹⁾ President and Chief Financial Officer and Director effective April 30, 2018; President and Co-Chief Executive Officer and Director effective May 22, 2017; President and CEO prior to May 22, 2017

⁽²⁾ Chief Executive Officer and Chief Geologist effective April 30, 2018; Co-Chief Executive Officer and Chief Geologist and Director from May 22, 2017 to April 30, 2018

⁽³⁾ Stock option grant to replace stock options voluntarily exercised early at the Corporation's request during fiscal 2016.

The following sets forth all option-based awards outstanding at December 31, 2018 for each independent director:

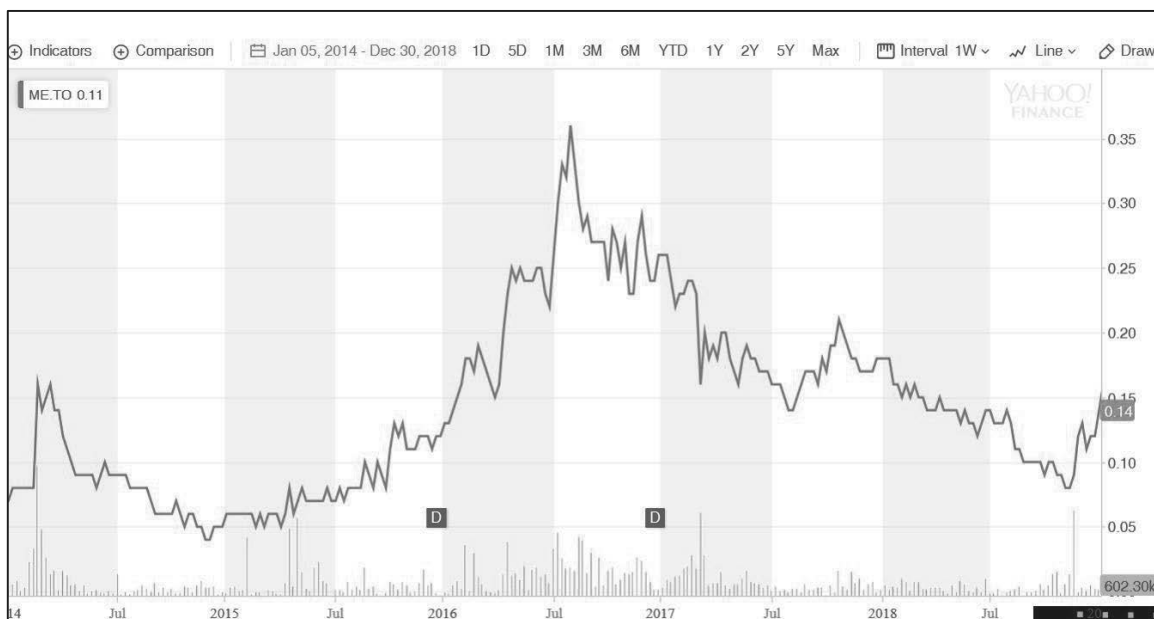
| OUTSTANDING OPTION-BASED AWARDS – DIRECTORS | | | | |
|----------------------------------------------------|------------------------------------------------------------|-----------------------------------|-------------------------------|-------------------------------------------------------|
| Name | Number of securities underlying unexercised options | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) |
| Rodney A. Cooper | 200,000 | 0.08 | November 12, 2021 | 10,000 |
| | 400,000 | 0.21 | November 9, 2020 | - |
| Kevin B. Heather | 200,000 | 0.08 | November 12, 2021 | 10,000 |
| | 400,000 | 0.16 | May 14, 2020 | - |
| | 100,000 | 0.21 | November 9, 2020 | - |
| Alexander D. Henry | 225,000 | 0.08 | November 12, 2021 | 11,250 |
| | 450,000 | 0.25 | November 14, 2021 | - |
| | 1,025,000 ⁽¹⁾ | 0.24 | November 21, 2021 | - |
| | 225,000 | 0.21 | November 9, 2020 | - |
| Patricia Sheahan | 200,000 | 0.08 | November 12, 2021 | 10,000 |
| | 400,000 | 0.25 | November 14, 2021 | - |
| | 500,000 ⁽¹⁾ | 0.24 | November 21, 2021 | - |
| | 200,000 | 0.21 | November 9, 2020 | - |
| Mark Wayne | 200,000 | 0.08 | November 12, 2021 | 10,000 |
| | 400,000 | 0.25 | November 14, 2021 | - |
| | 900,000 ⁽¹⁾ | 0.24 | November 21, 2021 | - |
| | 200,000 | 0.21 | November 9, 2020 | - |

⁽¹⁾ Stock option grant to replace stock options voluntarily exercised early at the Corporation's request during fiscal 2016.

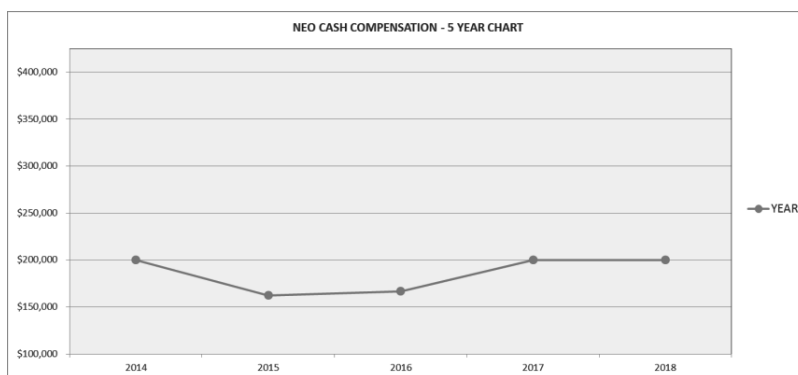
| EQUITY COMPENSATION PLAN INFORMATION | | | |
|---------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Plan Category | Number of Common Shares to be issued upon exercise of outstanding options (A) | Weighted average exercise price of outstanding options (B) | Number of shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in column (A)) (C) |
| Stock Option Plan | 16,600,000 | \$0.20 | 10,083,048 |

SHAREHOLDER RETURN PERFORMANCE GRAPH

The graph below compares the Corporation's five-year cumulative total Shareholder return assuming a \$100 investment in the common shares of the Corporation on January 1, 2014.



Equity performance for the Corporation is affected most significantly by fluctuating gold and other commodity spot prices, no different than other junior exploration companies. Broader economic conditions and investor sentiment also affect equity performance. Fluctuating investor sentiment and gold spot prices over the last five years has resulted in a flat share price return.



Mr. Peres, the President & CFO of the Corporation at December 31, 2018, is the only NEO who has been with the Corporation for the entire five-year period and whose individual annual total salary and bonus exceeded \$150,000. Over the five year period, as illustrated in the chart above, the total salary and cash bonus paid to Mr. Peres was \$200,000, \$162,500, \$166,667, \$200,000 and \$200,000 in 2014, 2015, 2016, 2017, 2018 respectively. Mr. O'Connor, the CEO & Chief Geologist is an NEO with total salary and cash bonus paid of \$158,333 (based on a May 2017 start date) and \$200,000 for 2017 and 2018, respectively.

The compensation for the President & CFO of the Corporation takes into consideration his role as corporate secretary and his significant support to the CFO function. Consequently, the key expenditures such as legal, audit and corporate secretarial services and other fixed costs of the Corporation among the most competitive of any public junior mineral exploration company.

BOARD COMMITTEES

The Board of Directors has three committees: the Audit Committee, Compensation Committee and Technical Committee.

The Audit Committee is composed of three members: Alexander D. Henry, Patricia Sheahan and Mark Wayne. Mr. Henry is the Chairman of the Audit Committee. The Audit Committee meets at least four times per year. All Audit Committee members are financially literate and are deemed to be independent. A member of the Audit Committee is considered financial literate if the member has the ability to read and understand a set of financial statements that present a breadth 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 Corporation's financial statements. A member of the Audit Committee is deemed to be independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment. For additional information regarding the Audit Committee see "Audit Committee" in the Corporation's Annual Information Form dated March 28, 2019.

The Compensation Committee is composed of three members: Warren Bates, Patricia Sheahan and Mark Wayne. Mrs. Sheahan is the Chairman of the Compensation Committee. The Compensation Committee meets at least once annually and, as required during the year. See "Directors' and Officers' Compensation – Compensation Committee".

The Technical Committee assists the Corporation and the Board in the development and execution of the Corporation's exploration strategy and is composed of three members: Warren Bates, Rodney A. Cooper and Kevin B. Heather. There is no chairman at this time. The Technical Committee meets at least twice annually and, as required during the year.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at May 9, 2019, no individual who is, or at any time during the most recently completed financial year was, a director, executive officer or employee of the Corporation or any proposed director of the Corporation and no associate of any such director, executive officer, employee or proposed director is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries.

DIRECTORS' AND OFFICERS' INSURANCE

The Corporation purchases liability insurance for its directors and officers. No part of the premium is payable by the directors or officers of the Corporation. The annual insurance coverage under the policy is limited to \$5,000,000 per policy year, in addition to individual director insurance coverage resulting from any Corporation claim limited to \$1,000,000 per policy year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or executive officer or Shareholder who beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the outstanding common shares, or any known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any transaction during the year ended December 31, 2018, or in any proposed transaction, that has materially affected or will materially affect the Corporation.

CORPORATE GOVERNANCE PRACTICES

The Corporation and the Board of Directors recognize the importance of corporate governance to the effective management of the Corporation and to the protection of its employees, Shareholders and other stakeholders. The Corporation’s approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance Shareholder value.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* requires the Corporation to disclose its approach to corporate governance. National Policy 58-201 *Corporate Governance Guidelines* is not intended to be prescriptive, but encourages the Corporation to apply the guidelines set out therein to the development of the Corporation’s governance practices.

The chart below outlines the Corporation’s corporate governance procedures and highlights the Corporation’s compliance with Form 58-101F1 - *Corporate Governance Disclosure*. This chart has been prepared by the Board of Directors.

Corporate Governance Disclosure

| Form 58-101F1 Disclosure Requirement | Disclosure |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>1. Board of Directors</i> | |
| (a) Disclose the identity of directors who are independent. | Rodney A. Cooper, Kevin B. Heather, Alexander D. Henry, Patricia Sheahan and Mark Wayne are independent. |
| (b) Disclose the identity of directors who are not independent, and describe the basis for that determination. | Warren Bates, Ian C. Peres and Gary O’Connor are not independent by virtue of management positions (current or within the last three years) held with the Corporation. |
| (c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities. | Currently, five (5) of a total of eight (8) directors are independent and therefore, a majority of directors are independent. If each of the eight (8) proposed nominees for election to the Board of Directors is elected, five (5) of eight (8), or a majority of directors, will be independent. |
| (d) If a director is currently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer. | Mark Wayne is currently a director and Chief Financial Officer (“CFO”) of Regulus Resources Inc. and a director and CFO of Aldebaran Resources Inc. Kevin Heather is the Chief Geological Officer (“CGO”) of Regulus Resources Inc. and a director and CGO of Aldebaran Resources Inc. |
| (e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in | In fiscal 2018, the independent directors on the Board of Directors met without non-independent directors and management in attendance on one occasion. |

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| attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board of Directors does to facilitate open and candid discussion among its independent directors. | <p>In fiscal 2018, the independent directors on the Audit Committee met with the BDO Canada LLP, without management in attendance on one occasion.</p> <p>In fiscal 2018, the independent directors on the Technical Committee met without management in attendance on one occasion.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (f) Disclose whether or not the chair of the Board of Directors is an independent director. If the Board of Directors has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board of Directors has neither a chair that is independent nor a lead director that is independent, describe what the Board of Directors does to provide leadership for its independent directors. | The Corporation does not currently have a Chairman and nominates an independent director as acting chairman at each meeting of the Board of Directors. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (g) Disclose the attendance record of each director for all Board of Directors meetings held since the beginning of the issuer's most recently completed financial year. | <p>In fiscal 2018, the Board of Directors held five (5) meetings, the Audit Committee met four (4) times and both the Compensation Committee and Technical Committee met two (2) times. The attendance record of each director for these meetings is as follows:</p> <table border="1" data-bbox="776 1104 1419 1694"> <thead> <tr> <th>Director</th> <th>Board / Committee</th> <th>Attendance</th> </tr> </thead> <tbody> <tr> <td>Warren Bates</td> <td>Board of Directors Compensation committee Technical Committee</td> <td>5 / 5: 100% 2 / 2: 100% 2 / 2: 100%</td> </tr> <tr> <td>Rodney A. Cooper</td> <td>Board of Directors Technical Committee</td> <td>5 / 5: 100% 2 / 2: 100%</td> </tr> <tr> <td>Kevin B. Heather</td> <td>Board of Directors Technical Committee</td> <td>4 / 5: 80% 2 / 2: 100%</td> </tr> <tr> <td>Alexander D. Henry</td> <td>Board of Directors Audit committee</td> <td>5 / 5: 100% 4 / 4: 100%</td> </tr> <tr> <td>Gary V. O'Connor</td> <td>Board of Directors</td> <td>4 / 4: 100%</td> </tr> <tr> <td>Ian C. Peres</td> <td>Board of Directors</td> <td>4 / 4: 100%</td> </tr> <tr> <td>Patricia Sheahan</td> <td>Board of Directors Audit committee Compensation committee</td> <td>5 / 5: 100% 4 / 4: 100% 2 / 2: 100%</td> </tr> <tr> <td>Mark Wayne</td> <td>Board of Directors Audit committee Compensation committee</td> <td>5 / 5: 100% 4 / 4: 100% 2 / 2: 100%</td> </tr> </tbody> </table> | Director | Board / Committee | Attendance | Warren Bates | Board of Directors Compensation committee Technical Committee | 5 / 5: 100% 2 / 2: 100% 2 / 2: 100% | Rodney A. Cooper | Board of Directors Technical Committee | 5 / 5: 100% 2 / 2: 100% | Kevin B. Heather | Board of Directors Technical Committee | 4 / 5: 80% 2 / 2: 100% | Alexander D. Henry | Board of Directors Audit committee | 5 / 5: 100% 4 / 4: 100% | Gary V. O'Connor | Board of Directors | 4 / 4: 100% | Ian C. Peres | Board of Directors | 4 / 4: 100% | Patricia Sheahan | Board of Directors Audit committee Compensation committee | 5 / 5: 100% 4 / 4: 100% 2 / 2: 100% | Mark Wayne | Board of Directors Audit committee Compensation committee | 5 / 5: 100% 4 / 4: 100% 2 / 2: 100% |
| Director | Board / Committee | Attendance | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Warren Bates | Board of Directors Compensation committee Technical Committee | 5 / 5: 100% 2 / 2: 100% 2 / 2: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rodney A. Cooper | Board of Directors Technical Committee | 5 / 5: 100% 2 / 2: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kevin B. Heather | Board of Directors Technical Committee | 4 / 5: 80% 2 / 2: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Alexander D. Henry | Board of Directors Audit committee | 5 / 5: 100% 4 / 4: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gary V. O'Connor | Board of Directors | 4 / 4: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ian C. Peres | Board of Directors | 4 / 4: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Patricia Sheahan | Board of Directors Audit committee Compensation committee | 5 / 5: 100% 4 / 4: 100% 2 / 2: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mark Wayne | Board of Directors Audit committee Compensation committee | 5 / 5: 100% 4 / 4: 100% 2 / 2: 100% | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. Board of Directors Mandate | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Disclose the text of the Board of Directors' written mandate. If the Board of Directors does | The text of the Board of Directors' terms of reference is set out in Schedule A to this Circular. | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| not have a written mandate, describe how the Board of Directors delineates its role and responsibilities. | |
| <i>3. Position Descriptions</i> | |
| (a) Disclose whether or not the Board of Directors has developed written position descriptions for the chair and the chair of each Board of Directors committee. If the Board of Directors has not developed written position descriptions for the chair and/or the chair of each Board of Directors committee, briefly describe how the Board of Directors delineates the role and responsibilities of each such position. | <p>The Board of Directors has developed written terms of reference for each committee of the Board of Directors. These terms of reference include the responsibilities of the committee chair as well as the committee members.</p> <p>The chair of each committee of the Board of Directors is responsible for presiding over all meetings of that committee, coordinating compliance with the committee's mandate, working with management to develop the committee's annual work plan and providing the Board of Directors with reports of the committee's key activities.</p> |
| (b) Disclose whether or not the Board of Directors and CEO have developed a written position description for the CEO. If the Board of Directors and CEO have not developed such a position description, briefly describe how the Board of Directors delineates the role and responsibilities of the CEO. | <p>The Board of Directors has developed a written position description for the CEO and Chief Geologist, which may be summarized as follows:</p> <p>The CEO and Chief Geologist serves as the leader of and maintains an effective and cohesive management team for the Corporation; sets the tone for the Corporation by exemplifying consistent values of high ethical standards and fairness; leads the Corporation in defining its vision; is the main spokesperson for the Corporation; and bears chief responsibility in ensuring that the Corporation meets its short-term operational and long-term strategic goals.</p> |
| <i>4. Orientation and Continuing Education</i> | |
| (a) Briefly describe what measures the Board of Directors takes to orient new directors regarding (i) the role of the Board of Directors, its committees and its directors; and (ii) the nature and operation of the issuer's business. | <p>The Corporation has an orientation program for new directors under which a new director meets with each member of the Board of Directors, the President and CFO, CEO and Chief Geologist and members of the senior executive team. A new director is presented with a director's manual that reviews Board of Directors policies and procedures, the Corporation's current strategic plan and/or, financial and capital plan, the most recent annual and quarterly reports and materials related to key business issues.</p> |
| (b) Briefly describe what measures, if any, the Board of Directors takes to provide continuing | <p>The chair of each committee is responsible for coordinating orientation and continuing director</p> |

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| <p>education for its directors. If the Board of Directors does not provide continuing education, describe how the Board of Directors ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p> | <p>development programs relating to the committee's mandate. Each committee chair is also responsible for instituting a learning program that focuses on topics that are relevant to the committee's mandate.</p> |
| <p><i>5. Ethical Business Conduct</i></p> | |
| <p>(a) Disclose whether or not the Board of Directors has adopted a written code for the directors, officers and employees. If the Board of Directors has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the Board of Directors monitors compliance with its code, or if the Board of Directors does not monitor compliance, explain whether and how the Board of Directors satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive director that constitutes a departure from the code.</p> | <p>The Board of Directors has adopted a written Code of Ethics (the "Code") that applies to all directors, officers and employees. This document is available upon request from the Corporation at 65 Third Avenue, Timmins, Ontario, P4N 1C2, Canada.</p> <p>The principles outlined in the Code are intended to establish a minimum standard of conduct by which all employees are expected to abide; protect the business interests of the Corporation, its employees and other stakeholders; maintain the Corporation's reputation for integrity; and facilitate compliance by the Corporation's employees with applicable legal and regulatory obligations.</p> |
| <p>(b) Describe any steps the Board of Directors takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p> | <p>The Board of Directors' terms of reference, which are set out in Schedule A to this Circular, require directors to exercise independent judgment, regardless of the existence of relationships or interests which could interfere with the exercise of independent judgment. Directors are also required to disclose any conflict of interest in any issue brought before the Board of Directors and must refrain from participating in the Board of Directors discussion and voting on the matter.</p> |
| <p>(c) Describe any other steps the Board of Directors takes to encourage and promote a culture of ethical business conduct.</p> | <p>As mentioned above at 5(a), the Board of Directors has adopted the Code and intends to comply and encourage compliance with the Code.</p> |
| <p><i>6. Nomination of Directors</i></p> | |

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| (a) Describe the process by which the Board of Directors identifies new candidates for Board of Directors nomination. | On an ongoing basis, the Board of Directors asks incumbent directors and senior management to suggest individuals who should be considered as proposed nominees to the Board of Directors. When it becomes apparent that a vacancy on the Board of Directors will arise, either from mandatory or elective retirement or otherwise, the Board of Directors reviews its list of proposed nominees as against the skill sets of incumbent Board members and the range of experience and expertise necessary for the Board of Directors. Those who have the requisite qualifications and meet the Corporation's standards are ranked by the Board of Directors in order of preference and contacted to determine their interest in serving on the Board of Directors. |
| (b) Disclose whether or not the Board of Directors has a nominating committee composed entirely of independent directors. If the Board of Directors does not have a nominating committee composed entirely of independent directors, describe what steps the Board of Directors takes to encourage an objective nomination process. | The Board of Directors does not currently have a separate nominating committee as that function is administered by the Board of Directors. The directors identify and assess all prospective Board nominees. |
| (c) If the Board of Directors has a nominating committee, describe the responsibilities, powers and operation of the nominating committee. | The Board of Directors does not have a nominating committee. The nominating process is described above at 6(a). |
| <i>7. Compensation</i> | |
| (a) Describe the process by which the Board of Directors determines the compensation for the issuer's directors and officers. | The Compensation Committee reviews and recommends, for the Board of Directors' approval, the Corporation's director and officer compensation policy and practices. The Compensation Committee considers many factors, including whether compensation fairly reflects the responsibilities and risks involved. Determination of appropriate director and officer compensation includes benchmarking against other publicly listed junior mineral exploration companies in Canada. Details regarding executive and director compensation are set out in the Circular under "Executive Compensation" and "Directors' Compensation". |
| (b) Disclose whether or not the Board of Directors has a Compensation Committee | The Compensation Committee is composed of |

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| <p>composed entirely of independent directors. If the Board of Directors does not have a Compensation Committee composed entirely of independent directors, describe what steps the Board of Directors takes to ensure an objective process for determining such compensation.</p> | <p>independent directors.</p> |
| <p>(c) If the Board of Directors has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.</p> | <p>The Compensation Committee has the following functions: reviewing the performance goals of the President & CFO and CEO & Chief Geologist; reviewing the performance and compensation of the President & CFO and CEO & Chief Geologist; reviewing the appointment and compensation of other key senior management positions; reviewing the Corporation's compensation principles, policies and plans; and providing the report on executive compensation in the Corporation's management proxy circular. See "Executive Compensation" for further details on the activities of the Compensation Committee.</p> |
| <p>(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.</p> | <p>The Corporation has not engaged a compensation consultant or advisor in fiscal 2018 or prior years.</p> |
| <p><i>8. Other Board Committees</i></p> | |
| <p>If the Board of Directors has standing committees other than the compensation and nominating committees, identify the committees and describe their function.</p> | <p>The Audit Committee has the primary function of fulfilling its responsibilities in relation to: reviewing the integrity of the Corporation's financial statements, financial disclosures and internal controls over financial reporting; monitoring the system of internal control; monitoring the Corporation's compliance with legal and regulatory requirements; selecting the external auditor for shareholder approval; reviewing the qualifications, and independence and performance of the external auditor. The Audit Committee has specific responsibilities relating to: the Corporation's financial reports; the external auditor;</p> |

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| | internal controls; risk management; regulatory reports and returns; and legal or compliance matters that have a material impact on the Corporation. In fulfilling its responsibilities, the Audit Committee meets with the external auditor, both with and exclusive of key management members. |
| <i>9. Assessments</i> | |
| Disclose whether or not the Board of Directors, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board of Directors satisfies itself that the Board of Directors, its committees, and its individual directors are performing effectively. | The mandate of the Board of Directors requires the Board of Directors to evaluate and review its own performance and that of its committees and its directors each year. |
| <i>10. Director Term Limits and Other Mechanisms of Board Renewal</i> | |
| Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so. | The Board has not adopted any term limits for directors. The Board considers merit as the key requirement for board appointments. New board appointments are considered based on the expertise required to support the Corporation and its stakeholders. Directors are not generally asked to resign intra-term but may be asked to not stand for re-election. |
| <i>11. Policies Regarding the Representation of Women on the Board</i> | |
| (a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so. | The Corporation has adopted a diversity policy representing its commitment to increased diversity, including the identification and nomination of women, to the Board of Directors. |
| (b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the board or its nominating | The objective of the diversity policy is to ensure that diversity criteria such as gender, age, ethnicity, cultural background, disability and geographical and industry background. The Board will annually review the diversity policy to assess the Corporation's progress on diversity at the Board level and in executive officer positions. This review will enable the Board to assess the |

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| committee measures the effectiveness of the policy. | effectiveness of the diversity policy on an ongoing basis, with progress to be reported in our annual information circular. |
| <i>12. Consideration of the Representation of Women in the Director Identification and Selection Process</i> | |
| Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so. | The Board only considers highly-qualified candidates and takes into consideration additional diversity criteria such as age, ethnicity, cultural background, disability and geographical and industry background. Gender diversity is only one element of the diversity criteria that the Board considers important. |
| <i>13. Consideration Given to the Representation of Women in Executive Officer Appointments</i> | |
| Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so. | The Board only considers highly-qualified candidates and takes into consideration additional diversity criteria such as age, ethnicity, cultural background, disability and geographical and industry background. Gender diversity is only one element of the diversity criteria that the Board considers important. |
| <i>14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</i> | |
| (a) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. | The Corporation has not adopted a target regarding the representation of women on the Board. As part of the selection process, the Board considers highly-qualified candidates, with gender being one element of the diversity criteria that the Board considers important. |
| (b) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so. | The Corporation has not adopted a target regarding the representation of women in executive officer positions, as the Board considers highly-qualified candidates, with gender being one element of the diversity criteria that the Board considers important. |
| <i>15. Number of Women on the Board and in Executive Officer Positions</i> | |
| (a) Disclose the number and proportion (in percentage terms) of directors on the issuer's | The Corporation has one female director on a Board |

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| board who are women. | comprised of eight, representing 12.5% of the Board. |
| (b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women. | The Corporation has no women in executive officer positions. The Corporation has three executive officers at this time. |

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may obtain copies of the Corporation's annual consolidated financial statements and Management's Discussion & Analysis ("MD&A") by written request to 65 Third Avenue, Timmins, Ontario, P4N 1C2, Canada. Financial information is provided in the Corporation's comparative financial statements and MD&A for financial year ended December 31, 2018.

DIRECTORS' APPROVAL

The Board of Directors of the Corporation has approved the contents and the sending of this Circular.

DATED at Toronto, Ontario, this 9th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS



Ian C. Peres

President & Chief Financial Officer and Director

SCHEDULE A
BOARD OF DIRECTORS' TERMS OF REFERENCE

ROLE AND RESPONSIBILITIES

- I. The principal role of the Board of Directors is stewardship of the Corporation, with its fundamental objective being the creation of shareholder value, including the protection and enhancement of the value of its assets. The stewardship responsibility means that the Board of Directors oversees the conduct of the business and supervises management, which is responsible for the day-to-day conduct of the business. The Board of Directors must assess and ensure systems are in place to manage the risks of the Corporation's business with the objective of preserving the Corporation's assets. In its supervisory role, the Board of Directors, through the President & CFO and CEO & Chief Geologist, set the attitude and disposition of the Corporation towards compliance with applicable laws, financial practices and reporting. In addition to its primary accountability to shareholders, the Board of Directors and the President & CFO and CEO & Chief Geologist are also accountable to government authorities and other stakeholders, such as employees, communities, and the public.

- II. The principal responsibilities of the Board of Directors required to ensure the overall stewardship of the Corporation are as follows:
 1. the Board of Directors must ensure that there are long-term goals and a strategic planning process in place. The President & CFO and CEO & Chief Geologist, with the involvement of the Board of Directors, must establish long-term goals for the Corporation. The President & CFO and CEO & Chief Geologist formulate the Corporation's strategy, policies and proposed actions and presents them to the Board of Directors for approval. The Board of Directors brings objectivity and judgement to this process. The Board of Directors ultimately approves the strategy;
 2. the Board of Directors must have an understanding of the principal risks associated with the Corporation's businesses, and must ensure that appropriate systems are in place which effectively monitor and manage those risks;
 3. the Board of Directors must ensure that processes are in place to enable it to supervise and measure management's, and in particular the President & CFO and CEO & Chief Geologist, performance in carrying out the Corporation's stated objectives. These processes should include appropriate training, development and succession of management;
 4. the Board of Directors must ensure that the necessary internal controls and management information systems are in place to effectively monitor the Corporation's operations and ensure compliance with applicable laws, regulations and policies;
 5. the Board of Directors must ensure that the Corporation has a communications program in place so that the Corporation effectively communicates with shareholders, other stakeholders and the public in general, and that appropriate measures are in place to receive feedback from shareholders; and
 6. the Board of Directors must monitor and ensure compliance with the Code of Ethics adopted by the Corporation.

III. Pursuant to the *Business Corporations Act* (Ontario) (the "Act") and the By-Laws of the Corporation, the following duties are sufficiently important to warrant the attention of all directors and cannot be delegated:

1. submission to shareholders of any question or matter requiring the approval of shareholders;
2. filling a vacancy among the directors or in the office of the external auditor;
3. issuing securities, except in the manner and on the terms authorized by the directors;
4. declaration of dividends;
5. purchase, redemption or other acquisition of the Corporation's own shares, except in the manner and on the terms authorized by the directors;
6. paying a commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
7. approval of management proxy circulars, any take-over bid circulars or directors' circulars;
8. approval of any financial statements to be put before the shareholders at an annual meeting;
9. adopting, amending or repealing By-Laws of the Corporation;
10. changing the membership of, or filling a vacancy in, any committee of directors; and
11. appointing or removing officers of the Corporation.

IV. The Board of Directors is responsible for acting in accordance with its obligations contained in the Act, the Corporation's By-Laws and any other relevant legislation and regulations and each member shall:

1. act honestly and in good faith and in the best interest of the Corporation;
2. exercise care, diligence and the skill of a reasonable, prudent person;
3. exercise independent judgement, regardless of the existence of relationships or interests which could interfere with the exercise of independent judgement; and
4. disclose any conflict of interest in any issue brought before the Board of Directors and refrain from participating in the Board of Directors discussion and voting on the matter.

V. The Board of Directors has the authority to establish a committee or committees and appoint directors to be members of these committees. With the exception of the matters listed in the Circular above, the Board of Directors may delegate powers to such committees. The matters to be delegated to committees of the Board of Directors and the constitution of such committees are assessed annually or more frequently, as circumstances require. From time to time the Board of Directors may create an ad hoc committee to examine specific issues on behalf of the Board of Directors.

SCHEDULE B

Stock Option Plan Resolution

**Resolution of the Shareholders of
Moneta Porcupine Mines Inc. (the "Corporation")**

WHEREAS the directors of the Corporation approved and adopted on April 21, 2016 a second amended and restated stock option plan (the "**Stock Option Plan**");

AND WHEREAS the shareholders of the Corporation approved the Stock Option Plan, by a majority of votes cast on June 3, 2016;

AND WHEREAS the rules of Toronto Stock Exchange provide that all unallocated options, rights or other entitlements under a security-based compensation arrangement which does not have a fixed number of maximum securities issuable, be approved every three (3) years;

NOW THEREFORE, BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. All unallocated options under the Stock Option Plan be and are hereby approved;
2. The Corporation shall have the ability to continue granting options under the Stock Option Plan until June 14, 2022, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought; and
3. Any director or officer of the Corporation be and is hereby authorized to do such things and to sign, execute and deliver all documents that such director and officer may, in their discretion, determined to be necessary in order to give full effect to the intent and purpose of this resolution.

The foregoing resolutions are consented to by the shareholders of the Corporation on the 14th day of June, 2019.