



MONETA PORCUPINE MINES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares (the "**Shares**") of MONETA PORCUPINE MINES INC. (the "**Corporation**") will be held by way of live webcast online at <https://web.lumiagm.com/266621062> on June 24, 2021 at 10:00 a.m. (Toronto time), for the following purposes, as more fully described in the management information circular dated May 10, 2021 (the "**Circular**") accompanying this notice of Meeting:

1. To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the auditors' report thereon (the "**2020 Financial Statements**");
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 consider and, if deemed appropriate, to pass a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to "Moneta Gold Inc." as more particularly described in the Circular;
5. To consider and, if deemed advisable, pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to consolidate its outstanding common shares on the basis of a ratio to be determined by the Board, in its sole discretion, within a range of one post-consolidation Share for up to every six (6) pre-consolidation Shares, as more particularly described in the Circular; and
6. To transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the matters to be considered at the Meeting are set forth in the accompanying management information circular.

Due to restrictions relating the Global COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all Shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with the Corporation as well as other Shareholders. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders (being Shareholders who hold their Shares directly, registered in their own names) and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/266621062>. Non-registered Shareholders (being Shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able attend the Meeting as guests, however they will not be able to vote at the Meeting. The password to the Meeting is "**mpm2021**" (case sensitive).

For the Meeting, the Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (collectively, the “**Notice-and-Access Provisions**”) to reduce its mailing costs and volume of paper with respect to the materials distributed for the purpose of the Meeting. The Notice-and-Access Provisions are a set of rules that permit the Corporation to post the Meeting materials, 2020 Financial Statements and accompanying management’s discussion and analysis online rather than making a traditional physical delivery of such materials. Shareholders will still receive a form of proxy or voting instruction form, as the case may be, and a financial statement request form. The Corporation will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions.

As a Shareholder of Moneta Porcupine Mines Inc., it is very important that you read the accompanying Circular and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This MUST be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder by 10:00 a.m. (Toronto time) on June 22, 2021 so as to be registered not less than 48 hours before the time set for the holding of the Meeting or any adjournment or postponement thereof (excluding Saturdays, Sundays and holidays in the Province of Ontario). Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. If you are completing the appointment box above YOU MUST go to <http://www.computershare.com/Moneta> and provide Computershare Investor Services Inc. (“**Computershare**”) with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a username to gain entry to the online meeting.

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 at www.envisionreports.com/MECQ2021 and under the Corporation’s SEDAR profile at www.sedar.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 www.envisionreports.com/MECQ2021 and will remain on the company’s 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, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, so as to arrive not less than 48 hours before the time set for the holding of the Meeting or any adjournment or postponement thereof (excluding Saturdays, Sundays and holidays in the

Province of Ontario). Proxies may also be sent by facsimile to Computershare at 1-866-249-7775 or by visiting the website www.envisionreports.com/MECQ2021.

The Board of Directors has fixed the close of business on May 5, 2021 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 10th day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS.

(signed) "*Gary O'Connor*"

Gary O'Connor

President, Chief Executive Officer, Chief Geologist & Director

**MANAGEMENT INFORMATION CIRCULAR
DATED MAY 10, 2021**

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 and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares of the Corporation (“**Shares**”) to be held by way of live webcast online at <https://web.lumiagm.com/266621062> on June 24, 2021 at 10:00 a.m. (Toronto time), and all adjournment or postponement thereof (excluding Saturdays, Sundays and holidays in the Province of Ontario), for the purposes set out in the Notice of Annual and Special Meeting of Shareholders accompanying this Circular (the “**Notice of Meeting**”). Unless otherwise stated, all information contained in this Circular is presented as at May 10, 2021 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, the Circular, 2020 Financial Statements and accompanying management’s discussion and analysis (collectively, the “**Proxy-Related Materials**”) to registered and non-registered holders of Shares. Under notice and access procedures, registered and non-registered holders of 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 at www.envisionreports.com/MECQ2021 and may be accessed by Shareholders electronically.

Starting May 19, 2021, both registered Shareholders and Non-Registered Holders can request a paper copy of the Proxy-Related Materials. The Proxy-Related Materials will be sent to you at no charge. If you would like to receive a paper copy of the Proxy-Related Materials, and you have a 15 digit Control Number please call, Toll Free, 1-866-962-0498 within North America, or 514-982-8716 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 Wednesday, May 19, 2020**. For material requests after May 19, 2020, 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 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 at the offices of Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 10:00 a.m. (Eastern Daylight Time) on June 22, 2021 (or a day other than a Saturday, Sunday or holiday which is at least 48 hours before any adjournment or postponement of the Meeting).

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The 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 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 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, 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 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 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 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 director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year, 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 5, 2021, there were 557,569,336 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 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, the only person or company which 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 is O3 Mining Inc. ("**O3 Mining**") which owns 149,507,273 shares.

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) (the "**Act**"); or (ii) a requisition of the Shareholders made in accordance with the Act, 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 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 Toronto Stock Exchange ("**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 wave 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.

Financial Statements

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020, together with the auditor's report thereon, will be placed before the Shareholders at the Meeting.

Item 1: 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 Act.

Shareholders have the option to: (i) vote for all of the directors of the Corporation listed in the table above; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the form of proxy that the Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

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

Name and Residence of Nominee	Director Since	Principal Occupation	2020 Meeting Attendance	2021 Meeting Attendance (to May 5, 2021)	Shares Held ⁽¹⁾
Mark N.J. Ashcroft , P.Eng Ontario, Canada ⁽²⁾⁽³⁾	June 2020	President and Chief Executive Officer and Director of Aurelius Minerals Inc. and Director, Maritime Resources Corp.	Board: 6 / 6: 100% Tech: 2 / 2: 100%	Board: 4 / 4: 100% Tech: 1 / 1: 100%	100,000
José Vizquerra Benavides , MSc. Ontario, Canada ⁽²⁾⁽³⁾	February 2021	President, CEO and Director of O3 Mining Inc. and Director, Osisko Mining Inc.		Board: 2 / 2: 100%	Nil ⁽⁷⁾
Rodney A. Cooper , P.Eng, MBA Ontario, Canada ⁽²⁾⁽³⁾⁽⁴⁾	November 2017	Independent director	Board: 11 / 11: 100% Tech: 3 / 3: 100% Comp: 2 / 2: 100%	Board: 4 / 4: 100% Tech: 1 / 1: 100% Comp: 2 / 2: 100%	825,000
Alexander D. Henry , CPA, CA Ontario, Canada ⁽²⁾⁽⁵⁾⁽⁶⁾	June 2005	Principal of Hampton-Metrix Capital Partners Inc.	Board: 11 / 11: 100% Audit: 4 / 4: 100%	Board: 4 / 4: 100% Audit: 1 / 1: 100%	6,132,500
Krista Muhr , B.Comm British Columbia, Canada	N/A	Director, Azimut Exploration Inc.	N/A	N/A	Nil
Gary V. O'Connor , BSc, FAusIMM Ontario, Canada	June 2017	President, Chief Executive Officer and Chief Geologist of the Corporation	Board: 11 / 11: 100%	Board: 4 / 4: 100%	2,484,500
Josef Vejvoda , CIM, ICD.D Ontario, Canada ⁽²⁾⁽⁴⁾⁽⁶⁾	July 2019	Special Advisor to K2 & Associates Investment Management Inc.	Board: 11 / 11: 100% Audit: 2 / 2: 100% Comp: 2 / 2: 100%	Board: 4 / 4: 100% Audit: 1 / 1: 100% Comp: 2 / 2: 100%	Nil
Blair Zaritsky , CPA, CA Ontario, Canada ⁽²⁾⁽⁶⁾	February 2021	Chief Financial Officer, O3 Mining Inc. & Chief Financial Officer, Osisko Mining Inc., Director, Talisker Resources Inc. and Director, Manitou Gold Inc.		Board: 2 / 2: 100% Comp: 1/1: 100%	Nil ⁽⁷⁾

Notes:

- (1) "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 as of May 10, 2021.
- (2) "Independent" within the meaning of applicable Canadian securities laws and the rules of the Toronto Stock Exchange.
- (3) Member of the Technical Committee. Mr. Cooper is the Chairperson of the Technical Committee. Mr. Vizquerra Benavides was appointed to the Technical Committee on March 29, 2021.
- (4) Member of the Compensation and Nomination Committee. Mr. Vejvoda is Chairperson of the Compensation and Nomination Committee. Mr. Blair Zaritsky was appointed to the Compensation and Nomination Committee on March 29, 2021.
- (5) Mr. Henry was appointed Chairman of the Board of Directors on April 7, 2020.
- (6) Member of the Audit Committee. Mr. Henry is the Chairperson of the Audit Committee. Mr. Blair Zaritsky was appointed to the Audit Committee on March 29, 2021.
- (7) Each of Jose Vizquerra Benavides and Blair Zaritsky is a director nominated by O3 Mining which owns 149,507,273 Shares.

Corporate Cease Trade Orders or Bankruptcies

Rodney A. Cooper was an executive officer of Labrador Iron Mines Holdings Limited from November 2011 to June 2017. During his tenure, the company entered the *Companies' Creditors Arrangement Act* (Canada) process in 2015, successfully emerged in 2016, and remains a going concern.

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.

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 2020 Voting Results

The following table sets out the voting results of the annual meeting of Shareholders held on June 18, 2020 for all 2020 director nominees.

NOMINEE	VOTED FOR	%	VOTES WITHHELD	%
Mark N.J. Ashcroft	93,607,837	92.44%	7,651,560	7.56%
Rodney A. Cooper	93,032,162	91.88%	8,227,235	8.12%
Kevin B. Heather	92,802,337	91.65%	8,457,060	8.35%
Alexander D. Henry	89,441,667	88.33%	11,817,730	11.67%
Gary V. O'Connor	92,214,159	91.07%	9,045,238	8.93%
Ian C. Peres	89,258,389	88.15%	12,001,008	11.85%
Josef Vejvoda	93,633,862	92.47%	7,625,535	7.53%
Mark Wayne	93,604,637	92.44%	7,654,760	7.56%

Director Nominees of O3 Mining

Pursuant to an investor rights agreement between the Corporation and O3 Mining dated February 24, 2021 (the "**Investor Rights Agreement**"), O3 Mining possess the right to nominate two directors and one newly appointed independent director to be agreed upon by the Corporation and O3 Mining. The nominee directors of O3 Mining are José Vizquerra Benavides and Blair Zaritsky. The nominee director nominated jointly by the Corporation and O3 Mining is Krista Muhr. For additional information in respect of the O3 Mining's nomination rights see the Share Purchase Agreement filed under the Corporation's profile on SEDAR at www.sedar.com.

Item 2: 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.

The following table sets out the voting results of the annual meeting of Shareholders held on June 18, 2020 for the appointment of the auditors.

VOTED FOR	%	VOTES WITHHELD	%
111,937,383	99.88%	138,596	0.12%

The Board of Directors recommends that Shareholders VOTE IN FAVOUR of appointment of BDO LLP as the auditors of the Corporation to hold office until the close of the next annual meeting. 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 annual meeting of the Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditor.

Item 3: Name Change Resolution

The board of directors of the Corporation (the “**Board**”) believes that it is in the best interests of the Corporation to change its name from “Moneta Porcupine Mines Inc.” to “**Moneta Gold Inc.**” or such other name as may be determined by the Board and acceptable to the TSX (the “**Name Change**”). The Corporation has operated under its current name since 1910. Consistent with the transformational year the Corporation had in 2020 and Q1 2021, with the strength of its exploration programme and the acquisition of Northern Gold Mining Inc., the Board has determined that a rebranding under a new name is in the best interests of the Corporation. Accordingly, the Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the amendment of the articles of the Corporation to effect the Name Change.

The Corporation has notified the TSX of the proposed Name Change. Subject to Shareholder and TSX approval of the Name Change, it is expected that the Shares will commence trading on the TSX under the new name and under the same stock symbol “ME” at the opening of business two or three days subsequent to the effecting of the Name Change by the Corporation, subject to the receipt by the TSX of the necessary documentation. The Board may determine not to implement the Name Change at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

Special Resolution

Pursuant to the Act, the Name Change requires approval of the Shareholders by way of a special resolution, being a resolution passed by not less than two-thirds of the votes cast by holders of Shares present or represented by proxy at the Meeting. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below (the “**Name Change Resolution**”):

“**BE IT HEREBY RESOLVED** as a special resolution of the Corporation that:

1. an amendment to the articles of the Corporation to change the name of the Corporation to “Moneta Gold Inc.” or such other name as the board of directors of the Corporation (the “**Board**”), in its sole discretion, deems appropriate and the Director appointed under the *Business Corporations Act* (Ontario) (the “**Act**”) and the Toronto Stock Exchange may permit is hereby authorized and approved (the “**Name Change**”);
2. any one director or officer be and is hereby authorized to send to the Director appointed under the Act articles of amendment of the Corporation (the “**Articles of Amendment**”) in the prescribed form, and any one or more directors are hereby authorized to prepare, execute and file the Articles of Amendment in

the prescribed form in order and file all necessary forms, documents, deeds and other writings with the Toronto Stock Exchange to give effect to this special resolution, the Name Change, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution; and

3. the directors may revoke this special resolution without further approval of the Shareholders at any time prior to the issuance by the Director appointed under the Act of a certificate of amendment or articles in respect of such amendment.”

The Board of Directors recommends that Shareholders VOTE IN FAVOUR of the Name Change Resolution. The persons named in the accompanying proxy will vote FOR the approval of the Name Change Resolution, unless the Shareholder has specified in the proxy that his or her Shares are to be voted against such resolution.

Item 4: Share Consolidation Resolution

At the Meeting, Shareholders will be asked to consider for approval, with or without amendment, a special resolution to authorize the Corporation to amend its articles to consolidate the outstanding Shares based on a ratio of one (1) post-consolidation Share for up to every six (6) pre-consolidation Shares (the "**Share Consolidation**") held, with the precise share consolidation ratio and timing of implementation of the Share Consolidation to be determined by the Board, in its sole discretion. The Share Consolidation Resolution will confer discretion on the Board to implement the Share Consolidation until March 31, 2022.

All outstanding options and any other securities granting rights to acquire Shares will be affected by the Share Consolidation in accordance with the adjustment provisions contained in the instruments giving rise to the issuance of such securities.

If the Share Consolidation Resolution is approved, the Share Consolidation would only be implemented, if at all, upon a determination by the Board that it is in the best interests of the Corporation and its Shareholders, at that time. The Board's determination as to the specific ratio will be based primarily on the trading price of the Shares on the TSX at the given time and expected stability of the trading price of the Shares following the Share Consolidation.

Background and Reasons for the Share Consolidation

The Board is of the opinion that, in the future, it may be in the best interests of the Corporation to have the authority to implement the Share Consolidation. The Board believes that the resultant increase to the trading price of the Shares from effecting the Share Consolidation would broaden the pool of investors that may consider investing or be able to invest in the Corporation.

The Board expects that the Share Consolidation will result in certain additional ancillary benefits. Achieving a higher market price for the Shares through the Share Consolidation could enhance the Corporation's comparability against its peers on per share metrics, as well as minimizing price volatility of the Shares. It could also attract investors whose internal investment policies prohibit or discourage them from purchasing stocks trading below a certain minimum price. The Share Consolidation may also increase analyst and broker interest as policies governing analysts and brokers may discourage following or recommending companies with lower stock prices. In addition, many brokerage houses and institutional investors have internal policies and practices that either prohibit them from investing in lower-priced stocks or tend to discourage individual brokers from

recommending lower-priced stocks to their customers, in part because processing of trades in lower-priced stocks may be economically unattractive.

The Share Consolidation will not have any effect on the number of Shares of the Corporation available for issuance.

The Share Consolidation will not materially affect any Shareholder's proportionate voting rights. Each consolidated Share outstanding after the Share Consolidation will have the same rights and privileges as the existing Shares. The implementation of the Share Consolidation would not affect the total Shareholders' equity of the Corporation or any components of Shareholders' equity as reflected on the Corporation's financial statements except to change the number of issued and outstanding Shares to reflect the Share Consolidation.

No fractional Shares will be issued in connection with the Share Consolidation and, if a Shareholder would otherwise be entitled to receive a fractional Share as a result of the Share Consolidation, the number of Shares to be received by such Shareholder will be rounded up or down to the nearest whole number.

The Share Consolidation may result in some Shareholders owning "odd lots" of fewer than 100 Shares or "mixed lots" of less than even multiples of 100 Shares. Odd lot shares (including the odd lot portion of a mixed lot) may be more difficult to sell, and brokerage commissions or other costs of transactions may be higher than the costs of transactions in standard trading units of even multiples of 100 Shares (referred to as "**board lots**"). Further, because public data feeds that display stock market quotes generally include only standard trading units, odd lot orders and the odd lot portions of mixed lot orders are unable to trade against the displayed liquidity and, thus, are not covered by applicable order protection regulations in that require a sale order to be executed at the best available (i.e., highest) bid price. Accordingly, holders selling odd lot shares may do so at a price that is lower than the quoted bid price and may have a reduced ability to ascertain whether or not they are getting the best available price when selling their shares.

Upon the Share Consolidation becoming effective, the exercise prices and the number of Shares issuable upon the exercise or deemed exercise of any stock options or other convertible or exchangeable securities of the Corporation will be automatically adjusted based on the consolidation ratio selected by the Board.

The Board has considered these potential effects, as well as its understanding of the procedures that have been put in place by the TSX for the execution of odd lot orders and believes that holders wishing to sell their odd lot holdings should be able to do so without significant difficulty and that any disadvantages that may be experienced by such holders will be outweighed by the anticipated benefits of the Share Consolidation.

Regulatory Approvals

If the special resolution is approved by the Shareholders and the Board decides to implement the Share Consolidation, the Corporation will file articles of amendment pursuant to the Act to amend the articles of the Corporation. The Share Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the Act.

In order to complete the Share Consolidation, regulatory approval from the TSX will be required and temporary suspension of trading of the Shares may take place. If the Share Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Share Consolidation.

Share Certificates Upon Implementation of Share Consolidation

In connection with the due implementation of the Share Consolidation, following the public announcement by the Corporation of the effective date of the Share Consolidation registered Shareholders will be sent a transmittal letter by the Corporation's transfer agent, Computershare Investor Services Inc., containing instructions on how to exchange their share certificates representing pre-Share Consolidation Shares for new share certificates representing post-Share Consolidation Shares. Non-registered Shareholders (being Shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) should note that such intermediaries may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for registered Shareholders. If you hold your Shares with an intermediary and if you have any questions in this regard, you are encouraged to contact them directly. The Corporation's transfer agent will forward to each registered Shareholder who has sent the required documents a new share certificate representing the number of post-Share Consolidation Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-Share Consolidation Shares will be deemed for all purposes to represent the number of whole post-Share Consolidation Shares, to which the holder is entitled as a result of the Share Consolidation. Shareholders should not destroy any certificate(s) representing their Shares and should not submit any share certificate(s) until requested to do so.

Risk Factors Associated with the Share Consolidation

Decline in Market Capitalization

There are numerous factors and contingencies that could affect the prices of pre-Share Consolidation Shares and the post-Share Consolidation Shares, including the Corporation's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the post consolidation Shares may not be sustainable at the direct arithmetic result of the Share Consolidation and may be lower. If the market price of the post-Share Consolidation Shares is lower than it was before the Share Consolidation on an arithmetic equivalent basis, the Corporation's total market capitalization (the aggregate value of all Shares at the then market price) after the Share Consolidation may be lower than before the Share Consolidation.

Potential for Adverse Effect on the Liquidity of the Shares

If the Share Consolidation is implemented and the market price of the post-Share Consolidation Shares declines, then the percentage decline may be greater than would occur in the absence of the Share Consolidation. The market price of the post-Share Consolidation Shares will, however, also be based on the Corporation's performance and other factors, which are unrelated to the number of Shares outstanding. Furthermore, the liquidity of the post-Share Consolidation Shares could be adversely affected by the reduced number of consolidated Shares that would be outstanding after the Share Consolidation. These are only some of the risks associated with the Share Consolidation.

Tax Considerations

SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE SHARE CONSOLIDATION TO THEM, INCLUDING THE EFFECTS OF ANY CANADIAN OR U.S. FEDERAL, STATE AND LOCAL, FOREIGN AND OTHER TAX LAWS.

Dissent Rights

Under the Act, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Special Resolution

Pursuant to the Act, a share consolidation requires approval of the Shareholders by way of a special resolution, being a resolution passed by not less than two-thirds of the votes cast by holders of Shares present or represented by proxy at the Meeting. The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below (the “**Share Consolidation Resolution**”):

“BE IT HEREBY RESOLVED as a special resolution of the Corporation that:

1. the articles of the Corporation be amended to change the number of issued and outstanding common shares of the Corporation (the “**Shares**”) by consolidating the issued and outstanding Shares of the Corporation on the basis of one (1) post-consolidation Share for up to six (6) pre-consolidation Shares of the Corporation or for such other lesser whole or fractional number of existing Shares that the directors, in their sole discretion, determine to be appropriate (the “**Share Consolidation**”), and in the event that the Share Consolidation would otherwise result in a holder of Shares holding a fraction of a Share, such holder shall not receive any whole new Shares or any cash consideration for each such fraction, such amendment to become effective at a date in the future to be determined by the board of directors of the Corporation (the “**Board**”).
2. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver or cause to be delivered articles of amendment to the Director under the Act at such time as the Board determines to implement the Share Consolidation.
3. notwithstanding that this special resolution has been duly passed by the holders of the Shares, the directors of the Corporation are hereby authorized in their sole discretion to revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Shares of the Corporation.
4. any one director or officer of the Corporation be and the same is hereby authorized, for and on behalf of the Corporation to execute or cause to be executed, and to deliver or cause to be delivered all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

The Board of Directors recommends that Shareholders VOTE IN FAVOUR of the Share Consolidation Resolution. The persons named in the accompanying proxy will vote FOR the approval of the Share Consolidation Resolution, unless the Shareholder has specified in the proxy that his or her Shares are to be voted against such resolution.

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 President, Chief Executive Officer and Chief Geologist (the “**CEO**”) and Chief Financial Officer & Corporate Secretary (the “**CFO**”) as at December 31, 2020 and the other most highly compensated executive officers of the Corporation as at December 31, 2020 whose individual total salary and bonus for 2020, 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**”). Gary V. O’Connor was President, CEO & Chief Geologist at December 31, 2020. Jason R. Macintosh was CFO & Corporate Secretary at December 31, 2020. Messieurs O’Connor and Macintosh 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 were Josef Vejvoda (Chairperson), Rodney A. Cooper and Mark Wayne (resigned February 2021). All members for the Compensation Committee were Independent Directors. The Compensation Committee meets at least once per year to consider the perspectives and advice of its members and others may be invited to attend, such as the President, CEO & Chief Geologist and independent compensation consultants. The Compensation Committee met twice during the financial year ended December 31, 2020.

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 President, CEO & Chief Geologist and CFO & Corporate Secretary are approved by the President, CEO & Chief Geologist and CFO & Corporate Secretary and the Compensation Committee, while the President, CEO & Chief Geologist and CFO & Corporate Secretary 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 2020 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 2020, the President, CEO & Chief Geologist and CFO & Corporate Secretary 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 2020 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 President, CEO & Chief Geologist and CFO & Corporate Secretary 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 President, CEO & Chief Geologist and CFO & Corporate Secretary.

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 ⁽⁴⁾ (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) (5)}	2020	382,621 ⁽⁶⁾	-	-	-	382,621
	2019	200,000	32,729	-	-	232,729
	2018	200,000	12,400	-	-	212,400
GARY V. O’CONNOR <i>Chief Executive Officer and Chief Geologist and Director</i> ⁽²⁾	2020	189,904	202,300	-	-	392,204
	2019	200,000	90,762	-	-	290,762
	2018	200,000	12,400	-	-	212,400
JASON R. MACINTOSH <i>Chief Financial Officer & Corporate Secretary</i> ⁽³⁾	2020	37,500	108,450	-	-	145,950

⁽¹⁾ Resigned effective August 26, 2020; 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⁾ President, Chief Executive Officer and Chief Geologist effective November 9, 2020; 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⁾ Chief Financial Officer & Corporate Secretary effective September 28, 2020.

⁽⁴⁾ 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).

⁽⁵⁾ A civil lawsuit, initiated by the former President and Chief Financial Officer of the Corporation, has commenced an action for wrongful dismissal. On January 4, 2021, The Corporation served a Statement of Defense. Pleadings have closed, and a mediation occurred on February 23, 2021. A final settlement was not approved by the Moneta Board of Directors, and the plaintiff’s counsel has advised that they will bring a motion for summary judgment to seek enforcement of the proposed settlement. If the settlement is not enforced, the parties will continue with the litigation, and will negotiate a discovery plan to determine the timing of document productions and examinations for discovery. The Corporation intends to defend it vigorously. Accordingly, a provision has been made in these financial statements which represents the amount owing based on the previous President

and Chief Financial Officer’s employment agreement. At this time, the potential outcome of the claim could range between \$250,000 to \$500,000 and any differences from management’s best estimate will be accounted for in the period they are determined.

⁽⁶⁾ \$221,737 of the total annual salary of \$382,621 remains payable as at December 31, 2020.

Incentive Plan Awards

The following table sets out for each NEO, the incentive option-based awards outstanding as at December 31, 2020 (there are no share-based awards outstanding).

2020 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 (\$)
Gary V. O’Connor	1,000,000	0.15	November 9, 2025	230,000
	2,000,000	0.18	August 10, 2022	400,000
Jason R. Macintosh	1,500,000	0.15	October 9, 2025	345,000

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, 2020.

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
Gary V. O’Connor	400,000	-	-
Jason R. Macintosh	115,000		

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 Gary V. O’Connor which provided for an annual salary in 2020 of \$250,000 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 \$125,000, 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, 2020, he would have been entitled to \$125,000. 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 \$187,500 and an incentive bonus entitlement equal to nine months of his annual salary. Mr. O’Connor would have been entitled to \$375,000 if Mr. O’Connor was terminated without cause or resigned for good reason effective December 31, 2020, 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.

The Corporation has entered into an employment agreement with Jason R. Macintosh which provided for an annual salary in 2020 of \$150,000 and participation in the non-equity incentive compensation plans and option-based awards.

Further, the employment agreement for Mr. Macintosh 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. Macintosh 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 \$75,000, unless

there has been a change in control at any time, as outlined below. Assuming that Mr. Macintosh was involuntarily terminated without cause or resigned for good reason effective December 31, 2020, he would have been entitled to nil as he was still within the six-month probationary term of his employment contract. The estimated incremental payments and benefits payable by the Corporation in the event that Mr. Macintosh 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 \$112,500 and an incentive bonus entitlement equal to nine months of his annual salary. Mr. Macintosh would have been be entitled to \$225,000 if Mr. Macintosh was terminated without cause or resigned for good reason effective December 31, 2020, 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. Macintosh 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. Macintosh 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, 2020, certain directors received specific cash compensation related to the services they provided as directors (the “**Director Fee**”) and option-based compensation as set out in the summary compensation table below.

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 (\$)
Mark N.J. Ashcroft	2020	6,000	51,220	57,220
Warren Bates ⁽²⁾	2020	-	-	-
	2019	-	9,351	9,351
	2018	-	4,960	4,960
Rodney A. Cooper	2020	6,000	35,820	41,820
	2019	-	9,351	9,351
	2018	-	4,960	4,960
Kevin B. Heather	2020	6,000	45,800	51,800
	2019	-	9,351	9,351
	2018	-	4,960	4,960
Alexander D. Henry	2020	6,000	28,283	34,283
	2019	-	10,520	10,520
	2018	-	5,580	5,580
Patricia Sheahan ⁽²⁾	2020	-	-	-
	2019	-	9,351	9,351

	2018	-	4,960	4,960
Josef Vejvoda	2020	6,000	30,540	36,540
	2019	-	15,647	15,647
Mark Wayne	2020	6,000	25,140	31,140
	2019	-	9,351	9,351
	2018	-	4,960	4,960

(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)

(2) Resigned June 18, 2020

OUTSTANDING OPTION-BASED AWARDS

Stock Option Plan

The following is a summary of the Corporation's stock option plan (the "**Stock Option Plan**") for the year ended December 31, 2020.

Purpose

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.

Stock Option Plan Limits

The aggregate maximum number of Shares that may be reserved for issuance under the Stock Option Plan is equal to 10% of the issued and outstanding shares from time to time less the aggregate number of shares reserved for issuance or issuable under any other security based compensation arrangement for the Corporation.

As of December 31, 2020, options to purchase an aggregate of 23,925,000 Shares (net of cancelled options), representing approximately 6.9% of the issued and outstanding Shares, were outstanding under the Stock Option Plan. As of December 31, 2020 this leaves options to purchase an aggregate of 10,794,463 Shares, representing approximately 3.1% of the issued and outstanding 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 Shares outstanding in that year.

Financial Year End	Stock Options Granted	Weighted Average Securities Outstanding ⁽¹⁾	Burn Rate (%)
December 31, 2018	2,875,000	254,490,664	1.13%
December 31, 2019	4,275,000	289,950,724	1.51%
December 31, 2020	8,650,000	327,227,304	2.64%

(1) The weighted average number of Shares outstanding is the number of Shares outstanding at the beginning of the period, adjusted by the number of 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 Shares are outstanding as a proportion of the total number of days in the period

Key Terms and Conditions of the Stock Option Plan

Maximum Option Term	Five years from date of grant.
Eligibility	Under the Stock Option Plan, options may be granted to the Corporation’s directors, officers, employees and consultants with whom the Corporation has had a contract for substantial services for a period of twelve months or more and designated affiliates and permitted assigns.
Exercise Price	The exercise price of each option granted under the Stock Option Plan shall be fixed by the Board of Directors at the time the option is granted, but in no event shall it be less than the Fair Market Value of the Shares on the date of grant.
Maximum Number	The maximum number of 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, shall not exceed 10% of the Corporation’s total outstanding Shares. Notwithstanding the foregoing, the maximum number of Shares which may be issued under options granted under the Plan to non-employee directors shall not at any time exceed 5% of the Corporation’s total outstanding shares.
Vesting and Exercise of Options	The Stock Option Plan contains standard provisions permitting the Board of Directors to accelerate vesting of all unvested options in the event of a change of control.
Transfer and Assignment.....	Options granted are not assignable or transferable, except in the event of an optionee’s death, in which options may be exercised in accordance with their terms by appropriate legal representatives, or to a participant’s registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”) or tax-free savings account (“TFSA”), provided the participant is the sole beneficiary of the RRSP, RRIF or TFSA.

Expiry of Options Options may be exercised only for so long as the optionee remains an employee, subject to certain exceptions, including death or termination of employment other than for cause.

If, before the expiry of an option in accordance with its terms, the employment of the optionee terminates for any reason other than termination by the Corporation for cause or death, then the option may be exercised within three months of the date of termination of employment the optionee, but only to the extent that the optionee was entitled to exercise such option at the date of the termination of employment. In the event that an optionee ceases to be a participant because of termination for cause, the options of the Participant not exercised at such time shall immediately be cancelled on the date of such termination and be of no further force or effect

Termination and Amendments Subject to certain exceptions, which shall require approval of the majority of the holders of Shares, the Board of Directors may at any time and without Shareholder approval terminate the Stock Option Plan and may amend any provision or terminate the Stock Option Plan, subject to any regulatory or stock exchange requirement at the time of such amendment or termination.

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, 2020 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⁾	700,000	0.11	November 10, 2022	189,000
	500,000	0.08	November 12, 2021	150,000
	1,500,000	0.25	November 14, 2021	195,000
	3,000,000 ⁽⁴⁾	0.24	November 21, 2021	420,000
GARY V. O’CONNOR <i>Chief Executive Officer and</i>	1,000,000	0.15	November 9, 2025	230,000
	2,000,000	0.18	August 10, 2022	400,000

<i>Chief Geologist</i> ⁽²⁾	700,000	0.11	November 10, 2022	189,000
	1,000,000	0.12	March 11, 2022	260,000
	500,000	0.08	November 12, 2021	150,000
	2,000,000	0.19	May 22, 2020	380,000
JASON R. MACINTOSH <i>Chief Financial Officer & Corporate Secretary</i> ⁽³⁾	1,500,000	0.15	October 9, 2025	345,000

(1) Resigned as an officer effective August 26, 2020; President and Chief Financial Officer and Director from April 30, 2018 to August 26, 2020; President and Co-Chief Executive Officer and Director from May 22, 2017 to April 30, 2018; President and CEO and Director prior to May 22, 2017.

(2) President, Chief Executive Officer and Chief Geologist effective November 9, 2020; Chief Executive Officer and Chief Geologist since April 30, 2018; Co-Chief Executive Officer and Chief Geologist and Director from May 22, 2017 to April 30, 2018.

(3) Chief Financial Officer & Corporate Secretary effective September 28, 2020.

(4) 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, 2020 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 (\$)
Mark N.J. Ashcroft	200,000	0.15	November 9, 2025	46,000
	400,000	0.18	August 9, 2025	80,000
Warren Bates ⁽²⁾	200,000	0.11	November 30, 2021	54,000
	200,000	0.21	November 30, 2021	34,000
	400,000	0.25	November 30, 2021	52,000
	200,000	0.12	November 30, 2021	52,000
Rodney A. Cooper	200,000	0.15	November 9, 2025	46,000
	400,000	0.15	November 9, 2022	92,000
	200,000	0.11	November 10, 2022	54,000
	200,000	0.08	November 12, 2021	60,000
Kevin B. Heather	200,000	0.15	November 9, 2025	46,000
	100,000	0.15	November 9, 2022	23,000
	400,000	0.18	August 10, 2022	80,000
	200,000	0.11	November 10, 2022	54,000
	200,000	0.08	November 12, 2021	60,000
Alexander D. Henry	225,000	0.15	November 9, 2025	51,750
	225,000	0.15	November 9, 2022	51,750
	225,000	0.11	November 10, 2022	60,750
	225,000	0.08	November 12, 2021	67,500

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 (\$)
	450,000	0.25	November 14, 2021	58,500
	1,025,000 ⁽¹⁾	0.24	November 21, 2021	143,500
Patricia Sheahan ⁽²⁾	400,000	0.25	November 30, 2021	52,000
	500,000 ⁽¹⁾	0.24	November 30, 2021	70,000
	200,000	0.21	November 30, 2021	34,000
Josef Vejvoda	200,000	0.15	November 9, 2025	46,000
	200,000	0.18	August 9, 2024	40,000
	100,000	0.11	November 10, 2022	27,000
	200,000	0.13	August 11, 2022	50,000
Mark Wayne	200,000	0.15	November 9, 2025	46,000
	200,000	0.15	November 9, 2022	46,000
	200,000	0.11	November 10, 2022	54,000
	200,000	0.08	November 12, 2021	60,000
	400,000	0.25	November 14, 2021	52,000
	900,000 ⁽¹⁾	0.24	November 21, 2021	126,000

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

⁽²⁾ Resigned June 18, 2020

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	23,925,000	\$0.18	10,794,463

SHAREHOLDER RETURN PERFORMANCE GRAPH

The graph below compares the Corporation’s five-year cumulative total Shareholder return assuming a \$100 investment in the Shares of the Corporation on January 1, 2016.



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. O’Connor, the President, CEO & Chief Geologist of the Corporation at December 31, 2020 is a NEO with total salary and cash bonus paid of \$108,333 (based on a May 2017 start date) in 2017, \$200,000 in 2018 and 2019, and \$189,903 in 2020.

Mr. Macintosh, the CFO & Corporate Secretary of the Corporation at December 31, 2020 is a NEO with total salary and cash bonus paid of \$37,500 (based on a September 2020 start date) in 2020.

BOARD COMMITTEES

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

During 2020, the Audit Committee was composed of three members: Alexander D. Henry, Josef Vejvoda and Mark Wayne. Mr. Wayne resigned from the Board on February 24, 2021. Blair Zaritsky joined the Board on February 24, 2021 and was appointed to the Audit Committee on March 29, 2021. Mr. Henry is the Chairperson

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 31, 2021.

During 2020, the Compensation and Nomination Committee was composed of three members: Josef Vejvoda, Rodney A. Cooper and Mark Wayne. Mr. Wayne resigned from the Board on February 24, 2021. Blair Zaritsky joined the Board on February 24, 2021 and was appointed to the Compensation and Nomination Committee on March 29, 2021. Mr. Vejvoda is the Chairperson of the Compensation Committee. The Compensation Committee meets at least twice annually, and as required during the year. See "Directors' and Officers' Compensation – Compensation Committee".

During 2020, the Technical Committee assists the Corporation and the Board in the development and execution of the Corporation's exploration strategy and was composed of three members: Rodney A. Cooper, Kevin B. Heather and Mark N.J. Ashcroft.

Pursuant to the Investor Rights Agreement, O3 Mining possess the right to nominate one nominee to the Technical Committee of the Corporation. The Technical Committee Nominee of O3 Mining is José Vizquerra Benavides who was appointed to the Technical Committee on March 29, 2021 and replaced Mr. Heather who resigned from the Board and the Technical Committee on February 24, 2021. Mr. Cooper is the Chairperson of the Technical Committee. The Technical Committee meets at least twice annually and, as required during the year. For additional information in respect of the O3 Mining's nomination rights see the Share Purchase Agreement filed under the Corporation's profile on SEDAR at www.sedar.com.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at May 10 2021, 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 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, 2020, 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 proposed directors who are independent.	Mark N.J. Ashcroft, José Vizquerra Benavides, Rodney A. Cooper, Alexander Henry, Krista Mohr, Josef Vejvoda and Blair Zaritsky are independent.
(b) Disclose the identity of proposed directors who are not independent, and describe the basis for that determination.	Gary O’Connor is not independent by virtue of his management position held with the Corporation.
(c) Disclose whether or not a majority of proposed 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.	Seven (7) of a total of eight (8) proposed directors are independent and therefore, a majority of directors will be independent. If each of the eight (8) proposed nominees for election to the Board of Directors is elected, seven (7) 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)	Mark N.J. Ashcroft is currently a director and President and Chief Executive Officer of Aurelius Minerals Inc. and a

Form 58-101F1 Disclosure Requirement	Disclosure
<p>in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>director of Maritime Resources Corp.</p> <p>José Vizquerra Benavides is currently a director and President and CEO of O3 Mining Inc. and a director with Osisko Mining Inc. As at the date of the Circular, O3 Mining Inc. owns 149,507,273 shares of the Corporation.</p> <p>Rodney A. Cooper is a director with Cabral Gold Inc.</p> <p>Josef Vejvoda currently serves as Special Advisor to K2 & Associates Investment Management Inc. which owns 41,862,500 shares of the Corporation as at the date of the Circular.</p> <p>Blair Zaritsky is currently CFO of O3 Mining Inc., CFO of Osisko Mining Inc., a director of Talisker Resources Inc. and a director of Manitou Gold Inc. As at the date of the Circular, O3 Mining Inc. owns 149,507,273 shares of the Corporation.</p>
<p>(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in 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>	<p>In fiscal 2020, the independent directors on the Board of Directors met without non-independent directors and management in attendance on one occasion.</p> <p>In fiscal 2020, the independent directors on the Audit Committee met with the BDO Canada LLP, without management in attendance on one occasion.</p> <p>In fiscal 2020, the independent directors on the Technical Committee met without management in attendance on one occasion.</p>
<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.</p>	<p>Effective April 7, 2020, Alexander D. Henry was named Chairman of the Board of Directors.</p>
<p>(g) Disclose the attendance record of each director for all Board of Directors meetings held since the</p>	<p>In fiscal 2020, the Board of Directors held eleven (11) meetings, the Audit Committee met four (4) times, the Compensation Committee met two (2) times and the</p>

Form 58-101F1 Disclosure Requirement	Disclosure																																																																		
beginning of the issuer's most recently completed financial year.	<p data-bbox="776 275 1469 338">Technical Committee met three (3) times. The attendance record of each director for these meetings is as follows:</p> <table border="1" data-bbox="792 352 1453 1003"> <thead> <tr> <th>Director</th> <th>Board / Committee</th> <th>Attendance</th> </tr> </thead> <tbody> <tr> <td>Mark N.J. Ashcroft</td> <td>Board of Directors Technical Committee</td> <td>6 / 6: 100% 2 / 2: 100%</td> </tr> <tr> <td>Warren Bates</td> <td>Board of Directors</td> <td>3 / 5: 60%</td> </tr> <tr> <td>Rodney A. Cooper</td> <td>Board of Directors Technical Committee Compensation committee</td> <td>11 / 11: 100% 3 / 3: 100% 2 / 2: 100%</td> </tr> <tr> <td>Kevin B. Heather</td> <td>Board of Directors Technical Committee</td> <td>11 / 11: 100% 3 / 3: 100%</td> </tr> <tr> <td>Alexander D. Henry</td> <td>Board of Directors Audit committee</td> <td>11 / 11: 100% 4 / 4: 100%</td> </tr> <tr> <td>Gary V. O'Connor</td> <td>Board of Directors</td> <td>11 / 11: 100%</td> </tr> <tr> <td>Ian C. Peres</td> <td>Board of Directors</td> <td>11 / 11: 100%</td> </tr> <tr> <td>Patricia Sheahan</td> <td>Board of Directors</td> <td>5 / 5: 100%</td> </tr> <tr> <td>Josef Vejvoda</td> <td>Board of Directors Compensation committee Audit committee</td> <td>11 / 11: 100% 2 / 2: 100% 2 / 2: 100%</td> </tr> <tr> <td>Mark Wayne</td> <td>Board of Directors Audit committee Compensation committee</td> <td>11 / 11: 100% 4 / 4: 100% 2 / 2: 100%</td> </tr> </tbody> </table> <p data-bbox="776 1045 1469 1213">From January 1 2021 to May 5 2021, the Board of Directors held four (4) meetings, the Audit Committee met once (1), the Compensation Committee met two (2) times and the Technical Committee met once (1). The attendance record of each director for these meetings is as follows:</p> <table border="1" data-bbox="792 1234 1453 1871"> <thead> <tr> <th>Director</th> <th>Board / Committee</th> <th>Attendance</th> </tr> </thead> <tbody> <tr> <td>Mark N.J. Ashcroft</td> <td>Board of Directors Technical Committee</td> <td>4 / 4: 100% 2 / 2: 100%</td> </tr> <tr> <td>José Vizquerra Benavides</td> <td>Board of Directors</td> <td>2 / 2: 100%</td> </tr> <tr> <td>Rodney A. Cooper</td> <td>Board of Directors Technical Committee Compensation committee</td> <td>4 / 4: 100% 1 / 1: 100% 2 / 2: 100%</td> </tr> <tr> <td>Kevin B. Heather</td> <td>Board of Directors</td> <td>2 / 2: 100%</td> </tr> <tr> <td>Alexander D. Henry</td> <td>Board of Directors Audit committee</td> <td>4 / 4: 100% 1 / 1: 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>Josef Vejvoda</td> <td>Board of Directors Compensation committee Audit committee</td> <td>4 / 4: 100% 2 / 2: 100% 1 / 1: 100%</td> </tr> <tr> <td>Mark Wayne</td> <td>Board of Directors</td> <td>2 / 2: 100%</td> </tr> <tr> <td>Blair Zaritsky</td> <td>Board of Directors Compensation committee</td> <td>2 / 2: 100% 1 / 1: 100%</td> </tr> </tbody> </table>	Director	Board / Committee	Attendance	Mark N.J. Ashcroft	Board of Directors Technical Committee	6 / 6: 100% 2 / 2: 100%	Warren Bates	Board of Directors	3 / 5: 60%	Rodney A. Cooper	Board of Directors Technical Committee Compensation committee	11 / 11: 100% 3 / 3: 100% 2 / 2: 100%	Kevin B. Heather	Board of Directors Technical Committee	11 / 11: 100% 3 / 3: 100%	Alexander D. Henry	Board of Directors Audit committee	11 / 11: 100% 4 / 4: 100%	Gary V. O'Connor	Board of Directors	11 / 11: 100%	Ian C. Peres	Board of Directors	11 / 11: 100%	Patricia Sheahan	Board of Directors	5 / 5: 100%	Josef Vejvoda	Board of Directors Compensation committee Audit committee	11 / 11: 100% 2 / 2: 100% 2 / 2: 100%	Mark Wayne	Board of Directors Audit committee Compensation committee	11 / 11: 100% 4 / 4: 100% 2 / 2: 100%	Director	Board / Committee	Attendance	Mark N.J. Ashcroft	Board of Directors Technical Committee	4 / 4: 100% 2 / 2: 100%	José Vizquerra Benavides	Board of Directors	2 / 2: 100%	Rodney A. Cooper	Board of Directors Technical Committee Compensation committee	4 / 4: 100% 1 / 1: 100% 2 / 2: 100%	Kevin B. Heather	Board of Directors	2 / 2: 100%	Alexander D. Henry	Board of Directors Audit committee	4 / 4: 100% 1 / 1: 100%	Gary V. O'Connor	Board of Directors	4 / 4: 100%	Ian C. Peres	Board of Directors	4 / 4: 100%	Josef Vejvoda	Board of Directors Compensation committee Audit committee	4 / 4: 100% 2 / 2: 100% 1 / 1: 100%	Mark Wayne	Board of Directors	2 / 2: 100%	Blair Zaritsky	Board of Directors Compensation committee	2 / 2: 100% 1 / 1: 100%
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Form 58-101F1 Disclosure Requirement	Disclosure
<i>2. Board of Directors Mandate</i>	
Disclose the text of the Board of Directors' written mandate. If the Board of Directors does not have a written mandate, describe how the Board of Directors delineates its role and responsibilities.	The text of the Board of Directors' terms of reference is set out in Schedule A to this Circular.
<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, which may be summarized as follows:</p> <p>The CEO 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>

Form 58-101F1 Disclosure Requirement	Disclosure
<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.	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.
(b) Briefly describe what measures, if any, the Board of Directors takes to provide continuing 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.	The chair of each committee is responsible for coordinating orientation and continuing director 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.
<i>5. Ethical Business Conduct</i>	
(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>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>
(b) Describe any steps the Board of Directors takes to ensure directors exercise independent judgment in considering transactions and	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

Form 58-101F1 Disclosure Requirement	Disclosure
agreements in respect of which a director or executive officer has a material interest.	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.
(c) Describe any other steps the Board of Directors takes to encourage and promote a culture of ethical business conduct.	As mentioned above at 5(a), the Board of Directors has adopted the Code and intends to comply and encourage compliance with the Code.
<i>6. Nomination of Directors</i>	
(a) Describe the process by which the Board of Directors identifies new candidates for Board of Directors nomination.	<p>The Compensation and Nomination Committee shall analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs.</p> <p>The Committee shall review, on a periodic basis, the size and composition of the Board and ensure that an appropriate number of unrelated directors sit on the Board.</p>
(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.	<p>The Compensation and Nomination Committee shall be comprised of such directors as are appointed by the Board each of whom shall be (or shall become within a reasonable period of time after appointment) familiar with corporate governance practices.</p> <p>The members of the Committee and its Chair shall be elected by the Board on an annual basis, or until they are removed or their successors are duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.</p> <p>The Committee shall consist of not less than three members, each of whom shall be independent, and have relevant experience in managing employment and compensation matters.</p> <p>Members are not permitted to be elected to the Committee should they be considered to be in conflict of interest with the business activities of the Corporation.</p>
(c) If the Board of Directors has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Compensation and Nomination Committee periodically reviews the qualifications of the directors and the needs of the Board as well as its compensation

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	<p>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.</p> <p>The Committee shall, as necessary or appropriate, establish qualifications for directors and procedures for identifying possible nominees who meet these criteria. In so doing, it shall consider desired competencies and skills and the appropriate size of the Board.</p> <p>The Committee shall provide orientation or information as requested to new directors.</p> <p>The Committee shall periodically assess the effectiveness of the Chairman of the Board.</p>
<i>7. Compensation</i>	
(a) Describe the process by which the Board of Directors determines the compensation for the issuer's directors and officers.	<p>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".</p>
(b) Disclose whether or not the Board of Directors has a Compensation Committee 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>The Compensation Committee is composed of independent directors.</p>
(c) If the Board of Directors has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.	<p>The Compensation Committee has the following functions: reviewing the performance goals of the CFO & Corporate Secretary and President, CEO & Chief Geologist; reviewing the performance and compensation of the CFO & Corporate Secretary and President, CEO & Chief</p>

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	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.
(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.	The Corporation has not engaged a compensation consultant or advisor in fiscal 2020 or prior years.
<i>8. Other Board Committees</i>	
If the Board of Directors has standing committees other than the compensation and nominating committees, identify the committees and describe their function.	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; 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.

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<i>9. Assessments</i>	
<p>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.</p>	<p>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.</p>
<i>10. Director Term Limits and Other Mechanisms of Board Renewal</i>	
<p>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.</p>	<p>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.</p>
<i>11. Policies Regarding the Representation of Women on the Board</i>	
<p>(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.</p>	<p>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.</p>
<p>(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 committee measures the effectiveness of the policy.</p>	<p>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.</p> <p>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 effectiveness of the diversity policy on an ongoing basis, with progress to be reported in our annual information circular.</p>

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<i>12. Consideration of the Representation of Women in the Director Identification and Selection Process</i>	
<p>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.</p>	<p>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.</p>
<i>13. Consideration Given to the Representation of Women in Executive Officer Appointments</i>	
<p>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.</p>	<p>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.</p>
<i>14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</i>	
<p>(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.</p>	<p>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.</p>
<p>(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.</p>	<p>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.</p>
<i>15. Number of Women on the Board and in Executive Officer Positions</i>	
<p>(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</p>	<p>The Corporation had one female director on a Board comprised of eight during fiscal 2020, representing 12.5% of the Board.</p>

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(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 had two executive officers during fiscal 2020.

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, 2020.

DIRECTORS' APPROVAL

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

DATED at Toronto, Ontario, this 10 day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Gary O'Connor*"

Gary O'Connor

President, Chief Executive Officer, Chief Geologist & 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 CEO 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 CEO and CFO 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 CEO, with the involvement of the Board of Directors, must establish long-term goals for the Corporation. The CEO formulates 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 CFO & Corporate Secretary and President, 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.