



ENVIROMETAL  
TECHNOLOGIES INC.

Annual General Meeting of Shareholders  
November 22, 2021

## **ENVIROMETAL TECHNOLOGIES INC.**

#114 – 8331 Eastlake Drive  
Burnaby, BC V5A 4W2  
Telephone: (604) 428-2400 and Facsimile: (604) 428-2600

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Take Notice** that the annual general meeting of the shareholders of EnviroMetal Technologies Inc. (the “**Company**”) will be held at Suite 114, 8331 Eastlake Drive, Burnaby, BC V5A 4W2, on November 22, 2021, at 09:00 a.m. (PST) (the “**Meeting**”), for the following purposes (the “**Notice**”):

1. to receive and consider the audited consolidated financial statements of the Company for its financial year ended December 31, 2020, the report of the Company’s auditor thereon and management discussion and analysis related thereto;
2. to elect directors of the Company for the ensuing year; and
3. to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.

The Circular accompanying this Notice contains details of all matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice and may transact such other business as may properly come before the Meeting or any adjournment thereof.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date, and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Management Information Circular.**

**Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Management Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

#### **NOTE OF CAUTION Concerning COVID-19 Outbreak**

At the date of this Notice it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak (“**COVID-19**”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 4 to 7 of the Management Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at [www.envirometal.com](http://www.envirometal.com). We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.

**Dated** at Burnaby, British Columbia, Canada, on this 7<sup>th</sup> day of October 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY**

*"Duane Nelson"*

**Duane Nelson**

President and Chief Executive Officer

## **MANAGEMENT INFORMATION CIRCULAR**

(as at October 7, 2021, except as otherwise indicated)

**This Management Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of EnviroMetal Technologies Inc. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on November 22, 2021, at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.**

In this Circular, references to the “Company”, “we” and “our” refer to EnviroMetal Technologies Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

### **NOTE OF CAUTION Concerning COVID-19 Outbreak**

At the date of publication of this Circular it is the intention of the Company to hold the Meeting at the location stated above in the Notice of Meeting. We are continuously monitoring development of current coronavirus (COVID-19) outbreak (“COVID-19”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 4 to 7 of this Circular.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR as well as on our Company website at [www.envirometal.com](http://www.envirometal.com). We strongly recommend you check the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for Intermediaries to forward the Meeting materials to beneficial owners of the Common Shares held of record by those Intermediaries and we may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

### Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

### Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

### Registered Shareholders

Registered shareholders may wish to vote by proxy whether they are able to attend the Meeting in person. Registered shareholders electing to submit a Proxy may do so by using one of the following methods:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company’s transfer agent, Computershare Trust Company of Canada (“**Computershare**”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, by mail using the enclosed return envelope or one addressed to Computershare Trust Company of Canada, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario L4B 4R5;
- (b) by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1

- (c) by using a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll-free number, the holder's account number and the Proxy access number; or
- (d) by using the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions that are given by the website and refer to the enclosed Proxy form for the holder's account number and the Proxy access number.

In all cases, Registered Shareholders must ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

### **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (the "**intermediary**"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**", for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**", for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form ("**VIF**") from our transfer agent, Computershare. The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address, and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders, who are OBOs, should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

#### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for

violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to either Computershare or to the Company's office, located at #114 – 8331 Eastlake Drive, Burnaby, BC V5A 4W2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Board of Directors of the Company (the "**Board**") has fixed October 7, 2021 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such Common Shares after the Record Date; and
- (b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Common Shares of the Company are listed for trading on the Canadian Securities Exchange (the "**CSE**"). The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of

Preferred Shares. As of October 7, 2021, there were 93,696,002 Common Shares issued and outstanding, each carrying the right to vote. There are no Preferred Shares issued and outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares or the Preferred Shares.

To the knowledge of the directors and executive officers of the Company, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 7, 2021.

## **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the year ended December 31, 2020, the report of the Company's auditor thereon and the related management's discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Company, at #114 – 8331 Eastlake Drive, Burnaby, BC V5A 4W2; telephone: (604) 428-2400 or facsimile: (604) 428-2600. These documents and additional information are also available through the Internet on [www.sedar.com](http://www.sedar.com).

## **VOTES NECESSARY TO PASS RESOLUTIONS**

Unless otherwise noted, a simple majority of the votes cast at the Meeting (in person or by Proxy) is required in order to pass the resolutions referred to in the accompanying Notice.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

## **ELECTION OF DIRECTORS**

Pursuant to section 13.1 of the Company's Articles of Incorporation, the Board of the Company has fixed the number of directors at five (5). At the Meeting, Shareholders of the Company will be asked to elect directors of the Company for the ensuing year.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

### **Advance Notice Provision**

Pursuant to the Advance Notice Provisions contained in the Company's Articles, the Board has determined that notice of nominations of persons for election to the Board at the Meeting must be made following the requirements of such Advance Notice Provisions. To the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Articles and, subject to the timely receipt of any such nomination, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following disclosure sets out the names of management’s five nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 7, 2021.

Nominee Position with the Company and Residence	Period as a director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
<b>Duane Nelson</b> President, Chief Executive Officer and Director British Columbia, Canada	October 21, 2016	1,588,961 <sup>(5)</sup>
<b>Kenneth C. McNaughton</b> <sup>(3)(4)</sup> Director British Columbia, Canada	March 21, 2017	400,000 <sup>(6)</sup>
<b>Court J. Anderson</b> <sup>(2)(3)(4)</sup> Director Minnesota, USA	March 21, 2017	23,827 <sup>(7)</sup>
<b>Mel S. Lavitt</b> <sup>(2)(3)(4)</sup> Director Utah, USA	March 1, 2019	259,833 <sup>(8)</sup>
<b>Alexander Ruckdaeschel</b> <sup>(2)</sup> Director North Carolina, USA	October 15, 2020	Nil <sup>(9)</sup>

**Notes:**

- (1) The information as to Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees for director.
- (2) Member of the Company’s Audit Committee.
- (3) Member of the Company’s Compensation Committee
- (4) Member of the Company’s Governance Committee
- (5) 1,435,258 Common Shares are held indirectly by Mr. Nelson through Sibling Rivalry Investments Inc., a company wholly owned and controlled by Mr. Nelson. Mr. Nelson also holds stock options to purchase up to 1,550,000 Common Shares at an exercise price of \$0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on March 1, 2024, stock options to purchase up to 100,000 Common Shares at an exercise price of \$1.45 per Common Share expiring on December 11, 2024 and stock options to purchase up to 300,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on April 24, 2025.
- (6) Mr. McNaughton holds warrants to purchase up to 150,000 Common Shares at an exercise price of \$1.00 per Common Share expiring on March 23, 2022. Mr. McNaughton also holds stock options to purchase up to 250,000 Common Shares at an exercise price of \$0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on April 24, 2025.
- (7) Mr. Anderson also holds stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 100,000 Common Shares at an exercise price of \$0.50 per Common Share expiring on June 30, 2022, stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 150,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on April 24, 2025.
- (8) 50,000 Common Shares are held indirectly by Mr. Lavitt through Mel S. Lavitt IRA, 25,000 Common Shares are held indirectly by Mr. Lavitt through Peanut Bug (Family LLC), and 26,500 Common Shares are held indirectly by Mr. Lavitt through Wendy Lavitt. Mr. Lavitt also holds warrants to purchase up to 133,333 Common Shares at an exercise price of \$1.00 per Common Share expiring on March 23, 2022. Mr. Lavitt also holds stock options to purchase up to 500,000 Common Shares at an exercise price of

\$0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 300,000 Common Shares at an exercise price of \$0.76 per Common Share expiring on April 24, 2025.

- (9) Mr. Ruckdaeschel holds stock options to purchase up to 400,000 Common Shares at an exercise price of \$0.46 per Common Share expiring on October 15, 2025.

### **Occupation, Business or Employment of Nominee**

#### ***Duane Nelson – President, Chief Executive Officer and Director***

Mr. Nelson is the President and Chief Executive Officer of the Company. Mr. Nelson has extensive experience in the mining sector. Prior to the spin-out of EnviroMetal from Iberian Minerals, Mr. Nelson was the founder, President and CEO of Mineworx Technologies Ltd., which was later acquired by Iberian Minerals. He was the CEO and co-founder of Silvermex Resources Inc., a silver and gold producer focused on projects in Mexico, which was acquired by First Majestic Silver Corp. in 2012. He is the founder of Quotemedia Inc., a leading provider of global financial stock market data for the TSX, NYSE, NASDAQ, Dowjones, London Stock Exchange and others. Mr. Nelson is a member of the Board of Directors of Group 11 Technologies Inc. and NGO Sustainability in Consultative Status with the United Nations Economic and Social Council.

#### ***Kenneth C. McNaughton – Director***

Mr. McNaughton is recently retired from Pretium Resources where he was Chief Explorations Officer for the past 10 years. He is a professional geological engineer with 40 years of global experience developing and leading mineral exploration programs. Prior to Pretium Resources, he was Senior Vice President, Exploration for Silver Standard Resources Inc. for 20 years.

#### ***Court Anderson – Director***

Mr. Anderson is currently a lawyer at Henson & Efron, P.A. specializing in litigating business disputes. He was named a Minnesota Attorney of the Year in 2014 by Minnesota Lawyer. He has litigated disputes in dozens of federal and state courts throughout the country, with many of his cases involving shareholder and securities disputes, complex contracts, and a variety of business-related torts. Court regularly advises boards and officers on corporate governance issues and their legal obligations, mitigating legal risk and exposure. He graduated from Southwest Minnesota State University, summa cum laude, with a B.S. degree in accounting, and thereafter obtained a Juris Doctorate, cum laude, from the University of Minnesota Law School.

#### ***Mel S. Lavitt – Director and Chairman***

Mr. Lavitt has over 50 years of investment banking expertise in emerging growth high tech and middle-market companies. Currently, Mr. Lavitt is a Senior Advisor to Needham and Company, LLC., a globally recognized investment banking and asset management firm focused solely on growth companies. Mr. Lavitt is on the advisory board of Deserve, Inc., and on the board of directors of Storage Engine. From September 1991 to January 2016, he served as a Director of Jabil. He began his Wall Street career in 1959 at Bear Stearns and then joined C.E. Unterberg, Towbin in 1962. After several iterations of the firm, he was vice chairman when C.E. Unterberg, Towbin was purchased by Collins Stewart, LLC in 2007. Mr. Lavitt also currently serves as Advisory Board of Director for the Economic Development Corp. of Utah, and on the Board of Director of Utah's World Trade Center.

**Alexander Ruckdaeschel - Director**

Mr. Ruckdaeschel has extensive experience founding and growing small and mid-cap companies in the biotech, nanotech, healthcare and technology industries. He is currently the Chief Business Development Officer for Laxxon Medical Corp and US Business Advisor to the State of Thuringen, Germany. Mr. Ruckdaeschel has co-founded several companies including Quantum Optics Jena and Pain QX. He is a former director of ERI, the largest fully integrated E-Waste recycler in the United States. Since March 2001, Mr. Ruckdaeschel has worked in the financial industry in the United States and Europe as a co-founder of Herakles Capital Management and AMK Capital Advisors and a partner at Alpha Plus Advisors and Nanostart AG.

**Cease Trade Orders or Bankruptcies**

Within the last 10 years prior to the date of this Circular, no proposed nominee for election as a director of the Company was a director, chief executive officer or chief financial officer of any company (including the Company in respect of which this Circular is prepared) or acted in that capacity for a company that was:

- (a) subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer; or
- (b) 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 director, chief executive officer or chief financial officer.

**Bankruptcies**

No proposed nominee for election as a director of the Company is, 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 Company in respect of which this Circular is prepared) 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.

No proposed nominee for election as a director of the Company is at the date of this Circular, or has, within 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.

**Penalties and Sanctions**

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities' regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed nominee for election as a director of the Company is, 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 Company in respect of which this Circular is prepared) 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.

No proposed nominee for election as a director of the Company is at the date of this Circular or has been within 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.

### **APPOINTMENT OF AUDITOR**

MNP LLP, of Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, BC, V6E 0C3, will be nominated at the Meeting for re-appointment as auditor of the Company at remuneration to be fixed by the directors.

There have been no reportable disagreements between the Company and MNP LLP and no qualified opinions or denials of opinions by MNP LLP for the purposes of NI 51-102.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, all of which is set forth below.

#### **The Audit Committee Charter**

The Company’s Audit Committee (the “Audit Committee”) has a Charter, a copy of which can be found on EnviroMetal’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

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

The current members of the Company’s Audit Committee are Court J. Anderson, Mel Lavitt and Alexander Ruckdaeschel. All three members of Audit Committee are independent and are considered to be financially literate as required by section 1.6 of NI 52-110.

#### **Relevant Education and Experience**

See the disclosure under the heading “Occupation, Business or Employment of Nominees” hereinabove pertaining to relevant education and experience of the Company’s Audit Committee members.

Each member and proposed member of the Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

**Audit Committee Oversight**

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than MNP LLP.

**Reliance on Certain Exemptions**

The Company’s auditor, MNP LLP, has not provided any material non-audit services to the Company. Therefore, the Company has not relied on any exemption in Section 2.4 of NI 52-110.

**Pre-Approval Policies and Procedures**

See the Company’s Audit Committee Charter for policies and procedures for the engagement of non-audit services.

**External Auditor Service Fees**

The Audit Committee reviewed the nature and amount of the non-audit services provided by the Company’s auditors, MNP LLP to the Company to ensure auditor independence. Fees incurred with MNP LLP. for audit and non-audit services in the last fiscal year and fees incurred with our former auditor, K.R. Margetson Ltd., for audit and non-audit services in the fiscal year ended December 31, 2019 are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2020	Fees Paid to former Auditor in Year Ended December 31, 2019
Audit Fees <sup>(1)</sup>	\$79,000	\$29,500
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$Nil	\$1,000
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil
<b>Total</b>	<b>\$79,000</b>	<b>\$30,500</b>

Notes:

- (1) **“Audit Fees”** include fees necessary to perform the annual audit of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) **“Audit-Related Fees”** include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) **“Tax Fees”** include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance

with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.

- (4) “**All Other Fees**” include all other non-audit services.

### Exemption

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

## CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent directors of the Company are Kenneth McNaughton, Court Anderson, Mel S. Lavitt and Alexander Ruckdaeschel. The non-independent director is Duane Nelson (President and Chief Executive Officer).

### Directorships

The following directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Reporting Issuer and Name of Trading Markets
Kenneth C. McNaughton	Camino Minerals Corporation (TSX-V) P2 Gold Inc. (TSX-V)
Alexander Ruckdaeschel	The Glimpse Group (NASDAQ)

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation commensurate with their previous experience on the Company's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation**

The Board is responsible for determining compensation for the officers, employees and non-executive directors of the Company. The Board annually reviews all forms of compensation paid to officers, employees and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers.

### **Other Board Committees**

In addition to the Audit Committee, the Board has two additional committees:

- Executive Compensation Committee that includes Kenneth McNaughton (Chair), Mel S. Lavitt and Court Anderson; and
- Corporate Governance Committee that includes Mel S. Lavitt (Chair), Kenneth McNaughton and Court Anderson.

### **Assessments**

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

## STATEMENT OF EXECUTIVE COMPENSATION

### General

The following compensation information is provided as required under Form 51-102F6V for Venture Issuers (the “**Form**”), as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”).

For the purposes of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries; and

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of the Form, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year.

### Director and Named Executive Officer Compensation

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” of this Form.

During the financial year ended December 31, 2020, based on the definition above, the NEOs of the Company were: Duane Nelson, President and CEO; Nathalie Pilon, CFO and Corporate Secretary; Donald Weatherbee, former CFO and Corporate Secretary and Wayne Moorhouse, Chief Operating Officer (COO). The directors of the Company who were not NEOs were Court Anderson, Jack Kiland, Mel Lavitt, Kenneth McNaughton, Greg Pendura and Alexander Ruckdaeschel.

During the financial year ended December 31, 2019, based on the definition above, the NEOs of the Company were: Duane Nelson, President and CEO; Don Weatherbee, former CFO and Corporate Secretary;

and Ishwinder Grewal, EVP. The directors of the Company who were not NEOs were Court Anderson, Jack Kiland, Mel Lavitt, Kenneth McNaughton and Greg Pendura.

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the Board) for the two most recently completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading “**Share Options and Other Compensation Securities**” below December 31, 2019. Options and compensation securities are disclosed under the heading “**Share Options and Other Compensation Securities**” below.

Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission \$	Bonus \$	Committee or meeting fees \$	Perquisites <sup>(11)</sup> \$	All other compensation \$	Total compensation \$
Duane Nelson, President, CEO and Director <sup>(1)</sup>	2020	300,000	-	34,931	15,400	4,583	354,914
	2019	300,000	10,000	26,500	16,800	4,465	357,765
Nathalie Pilon, CFO and Corporate Secretary <sup>(2)</sup>	2020	112,375	-	-	-	2,442	114,817
	2019	-	-	-	-	-	-
Don Weatherbee, former CFO and Corporate Secretary <sup>(3)(4)</sup>	2020	79,250	-	-	-	3,963	83,213
	2019	115,500	8,000	-	-	5,775	129,275
Wayne Moorhouse, COO <sup>(5)</sup>	2020	192,000	-	-	-	4,223	196,223
	2019	82,000	8,000	-	-	2,151	92,151
Ishwinder Grewal, EVP <sup>(6)</sup>	2020	168,000	-	-	-	4,239	172,239
	2019	168,000	8,000	-	-	4,351	180,351
Jack Kiland, former Director <sup>(7)</sup>	2020	-	-	52,248	-	-	52,248
	2019	-	-	74,899	-	-	74,899
Mel S. Lavitt, Director <sup>(8)</sup>	2020	-	-	106,910	-	-	106,910
	2019	-	-	45,577	-	-	45,577
Court Anderson, Director	2020	-	-	58,464	-	-	58,464
	2019	-	-	35,763	-	-	35,763
Kenneth McNaughton, Director	2020	-	-	46,876	-	-	46,876
	2019	-	-	39,287	-	-	39,287
Greg Pendura, former Director <sup>(9)</sup>	2020	-	-	19,500	-	-	19,500
	2019	-	-	31,000	-	-	31,000
Alexander Ruckdaeschel, Director <sup>(10)</sup>	2020	-	-	6,986	-	-	6,986
	2019	-	-	-	-	-	-

(1) Committee or meeting fees were paid to Mr. Nelson in his capacity as Director.

(2) Ms. Pilon was appointed CFO and Corporate Secretary on June 15, 2020.

(3) Salary, consulting fee, retainer or commission was paid pursuant to consulting agreements with Hive Corporate Consulting for the services of Mr. Weatherbee. Committee or meeting fees were paid to Mr. Weatherbee in his capacity as Corporate Secretary.

(4) Mr. Weatherbee resigned as CFO and Corporate Secretary on June 15, 2020.

(5) Mr. Moorhouse was appointed COO on June 17, 2019. Mr. Moorhouse was not considered a NEO in 2019; compensation for the 2019 fiscal year is presented for comparative purpose.

(6) Mr. Grewal is not considered a NEO in 2020; compensation for the 2020 fiscal year is presented for comparative purpose.

(7) Mr. Kiland resigned as Director on August 14, 2020.

(8) Mr. Lavitt was appointed Director on February 28, 2019.

(9) Mr. Pendura resigned as Director on July 21, 2020.

(10) Mr. Ruckdaeschel was appointed Director on October 15, 2020.

(11) Total value of automobile lease payments for Mr. Nelson's exclusive use.

## Stock Options and Other Compensation Securities

### 20% Rolling Stock Option Plan (Option-Based Awards)

Currently, the Company's only equity incentive plan is the 20% rolling stock option plan dated effective October 15, 2020, which was approved by Shareholders at the Company's November 24, 2020 annual general and special meeting (the "**Plan**"), pursuant to which the Board may, at their discretion, grant options to participants. The purpose of the Plan is to provide compensation opportunities to participants which align their interests with those of Shareholders and which assist in attracting and retaining individuals of exceptional ability.

The Plan provides that the number of common shares issuable under the Plan, together with all the Company's other previously established or proposed share compensation arrangements, may not exceed 20% of the total number of issued and outstanding common shares.

The Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board and provides that the terms of options granted under the Plan and the option price may be fixed by the Board subject to Canadian Securities Exchange policy requirements. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company and provides that the number of common shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 20% of the total number of issued and outstanding common shares. Pursuant to the Plan, all options expire on a date not later than 10 years after the date of grant of an option.

### *Material Terms of the Plan*

The following is a summary of the material terms of the Plan:

The Plan provides that the Board may, from time to time, grant options to acquire all or part of the Common Shares subject to the Plan to any person who is an employee or director of the Company or any of its subsidiaries, or any other person or Company engaged to provide ongoing management, financial and scientific consulting or like services for the Company or any of its subsidiaries. The exercise price of options granted under the Plan is determined by the directors, but, in any case, must be no less than the greater of the closing market price of the common shares on (a) the trading day prior to the date of grant of the option, and (b) the date of grant of the option. The term of any option granted may not exceed 10 years from the date of grant of the option subject to provisions relating to the expiry of an option during a blackout period as described below.

Options may not be exercised after an optionee ceases to be an eligible recipient under the Plan, except as follows:

- in the case of death, all unvested options of the optionee will be deemed to have become fully vested immediately before death, and the personal representatives of the optionee will be entitled to exercise the options at any time by the earlier of (i) the expiry date, and (ii) six months following the date of death;
- in the case of an optionee becoming unable to work due to disability, all option rights will vest, and the Options will be exercisable on or before the earlier of six months following the termination of employment, engagement, or appointment and the expiry date;

- in the event the optionee holds his or her Option as an executive and such optionee ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise expressly provided for in the Option Certificate or otherwise agreed to at any time by the Board, the 90th day following the date the optionee ceases to hold such position; and
- in the case of an optionee being dismissed from office, employment or service for cause, all option rights that had accrued to the optionee to the date of termination will immediately terminate.

Any option granted is subject to vesting provisions as determined by the Board. The Plan does not provide for any financial assistance to Plan members in exercising their options.

Unless approved by the CSE and the Board, an Option may not be assigned except: (a) to a spouse or other family member of an optionee (a Close Person) or a person controlled by the optionee; (b) to the optionee's or a Close Person's Registered Retirement Savings Plan or Registered Retirement Income Fund or to a trustee, custodian or administrator acting on behalf of, or for the benefit of, the optionee or a Close Person; (c) in the event of a disability or death of the optionee, or (d) for estate planning or estate settlement purposes.

As specifically provided for in the Plan, the number of common shares that may be reserved for issuance to any one person pursuant to an Option may not exceed 5% of the issued and outstanding common shares.

The Plan specifically states the circumstances in which shareholder approval is or is not required for an amendment. Any amendment to any provision of the Plan will be subject to any necessary approvals by any stock exchange or regulatory body having jurisdiction over the securities of the Company.

Under the Plan, shareholder approval would be required for any amendment or modification that:

- increases the number of common shares reserved for issuance under the Plan;
- reduces the exercise price of an option granted to an insider except for the purpose of maintaining option value in connection with a subdivision or consolidation of, or payment of a dividend payable in, Common Shares or a reorganization, reclassification or other change or event affecting the Common Shares (for this purpose, cancellation or termination of an option granted to an insider prior to its expiry date for the purpose of reissuing options to the same participant with a lower exercise price shall be treated as an amendment to reduce the exercise price of an Option);
- extends the term of an option beyond the expiry date or allow for the expiry date to be greater than 10 years (except where an expiry date would have fallen within a blackout period of the Company);
- permits options to be assigned or exercised by persons other than the optionee except as otherwise permitted in the Plan as approved by shareholders of the Company; or
- permits equity compensation, other than options, to be made under the Plan.

The Board reserves the right, in its absolute discretion, at any time to otherwise amend, modify or terminate the Plan without further shareholder approval. The Plan states that, except for the above noted

matters, the Board will retain the power to approve all other changes to the Plan without further shareholder approval. The Board believes it is important that it retain this residual power to make changes in order for the Company to have some flexibility to make changes to the Plan that are not material to the terms of the plan and do not increase the benefits to optionees. Such amendments specifically include, without limitation, the following:

- amendments to the terms and conditions of the Plan necessary to ensure that the Plan complies with the applicable regulatory requirements, including without limitation the rules of the CSE or any national securities exchange or system on which the Common Shares are then listed or reported, or by any regulatory body having jurisdiction with respect thereto;
- making adjustments to outstanding options in the event of certain corporate transactions;
- the addition of a cashless exercise feature, payable in cash or securities, whether or not such feature provides for a full deduction of the number of underlying securities from the number of Common Shares reserved for issuance under the Plan;
- a change to the termination provisions of an Option or the Plan which does not entail an extension beyond the original expiry date;
- amendments to the provisions of the Plan respecting administration of the Plan and eligibility for participation under the Plan;
- amendments to the provisions of the Plan respecting the terms and conditions on which options may be granted pursuant to the Plan, including the provisions relating to the exercise price, option period, and vesting schedule; and
- amendments to the Plan that are of a “housekeeping nature”.

Under the Company’s securities trading policy, specified persons may be restricted from trading in securities of the Company during periodic blackout periods under such policy or imposed by the Company. The Plan addresses the situation where an option holder is unable to exercise an option expiring during or within five business days of a black-out period by providing that the expiry date of the option will be the tenth business day following the expiry of the blackout period.

A copy of the Plan can be located on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and will be available for inspection at the Meeting.

The following table sets forth incentive stock options (option-based awards) pursuant to the Company’s share option plan that were granted to NEOs and directors of the Company who were not NEOs during financial year ended December 31, 2020.

Compensation Securities Granted in 2020 <sup>(1) (2) (3) (4)</sup>								
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class		Date of issue or grant	Issue, conversion or exercise price \$	Closing price of security or underlying security on date of grant \$	Closing price of security or underlying security at year end \$	Expiry date
Duane Nelson, President, CEO and	Stock options	300,000	3.28%	2020-04-24	0.76	0.76	0.52	2025-04-24
Nathalie Pilon, CFO and Corporate Secretary	Stock options	250,000	2.73%	2020-06-16	0.79	0.79	0.52	2025-06-16
Wayne Moorhouse, COO	Stock options	150,000	1.64%	2020-04-24	0.76	0.76	0.52	2025-04-24
Hanif Jafari, CTO	Stock options	50,000	0.55%	2020-04-24	0.76	0.76	0.52	2025-04-24
Jack Kiland, former Director	Stock options	150,000	1.64%	2020-04-24	0.76	0.76	0.52	2025-04-24
Mel S. Lavitt, Director	Stock options	300,000	3.28%	2020-04-24	0.76	0.76	0.52	2025-04-24
Court Anderson, Director	Stock options	150,000	1.64%	2020-04-24	0.76	0.76	0.52	2025-04-24
Kenneth McNaughton, Director	Stock options	150,000	1.64%	2020-04-24	0.76	0.76	0.52	2025-04-24
Alexander Ruckdaeschel, Director	Stock options	400,000	4.37%	2020-10-15	0.46	0.41	0.52	2025-10-15

(1) No compensation securities have been re-priced, cancelled and replaced, had their terms extended, or otherwise been materially modified, in the most recently completed financial year.

(2) All compensation securities vested upon grant.

(3) There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

(4) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Corporation outstanding as of December 31, 2020.

<b>Compensation Securities Held at December 31, 2020</b>					
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities	Date of issue or grant	Issue, conversion or exercise price \$	Expiry date
Duane Nelson, President, CEO and Director	Stock options	650,000	2017-03-24	0.25	2022-03-24
	Stock options	1,000,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
	Stock options	300,000	2020-04-24	0.76	2025-04-24
Nathalie Pilon, CFO and Corporate Secretary	Stock options	250,000	2020-06-16	0.79	2025-06-16
Don Weatherbee, former CFO and Corporate Secretary	Stock options	300,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
Wayne Moorhouse, COO	Stock options	250,000	2019-06-14	0.96	2024-06-14
	Stock options	200,000	2019-12-11	1.45	2024-12-11
	Stock options	150,000	2020-04-24	0.76	2025-04-24
Ishwinder Grewal, EVP	Stock options	250,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
	Stock options	100,000	2020-04-24	0.76	2025-04-24
Jack Kiland, former Director	Stock options	250,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	150,000	2020-04-24	0.76	2025-04-24
Court Anderson, Director	Stock options	150,000	2017-03-24	0.25	2022-03-24
	Stock options	100,000	2017-06-30	0.50	2022-06-30
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	150,000	2020-04-24	0.76	2025-04-24
Kenneth McNaughton, Director	Stock options	250,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	150,000	2020-04-24	0.76	2025-04-24
Greg Pendura, former Director	Stock options	150,000	2019-03-01	0.76	2024-03-01
Alexander Ruckdaeschel, Director	Stock options	400,000	2020-10-15	0.46	2025-10-15

### Exercise of Compensation Securities by NEOs and Directors

The following table discloses the details of all compensation securities exercised by NEOs and directors of the Company who were not NEOs during financial year ended December 31, 2020.

<b>Exercise of Compensation Securities by Directors and NEOs in 2020</b>							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security \$	Date of exercise	Closing price per security on date of exercise \$	Difference between exercise price and closing price on date of exercise \$	Total value on exercise date \$
Greg Pendura, former Director	Stock options	200,000	0.25	2020-09-30	0.45	0.20	40,000
	Stock options	300,000	0.25	2020-10-14	0.46	0.21	61,500
	Stock options	100,000	0.25	2020-11-23	0.40	0.15	15,000
	Stock options	150,000	0.25	2020-12-10	0.39	0.14	21,000

### **Employment, Consulting and Management Agreements**

During the financial year ended December 31, 2020, the Company had a consulting agreement with Hive Corporate Consulting for the services of Mr. Weatherbee as CFO. Pursuant to the terms of such consulting agreement, services provided by Mr. Weatherbee included, as CFO, providing leadership and vision to manage the finances of the Company in the best interests of the Shareholders; providing leadership to and responsibility for the accounting and finance functions; providing strategic planning; and risk management in addition to other appropriate duties and responsibilities assigned by the Board and the CEO. Mr. Weatherbee also performed the role of Corporate Secretary. In the case of termination of the contract by the Company without just cause, the consultant was entitled to the base fee accrued to the termination date plus an additional fee in the amount 24 months of the base monthly fee.

The Company has an employment contract with Messrs. Nelson, Grewal and Moorhouse and Ms. Pilon that provides for payments to the NEOs in connection with any termination, with the exception of just cause, in which case the contract with Messrs. Nelson and Grewal provide for payment of 24 months' compensation, while the employment agreement with Mr. Moorhouse and Ms. Pilon provide for payment of 3 months' compensation plus 1 additional month for each completed year of employment up to a maximum of 12 months.

In case of change of control, Messrs. Nelson, Grewal and Moorhouse and Ms. Pilon would be entitled to compensation equal to two times their annual salary.

The Company has not entered into any other consulting or management agreements under which compensation was paid in the most recently completed financial year.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The compensation program of the Company is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Company's corporate objectives and to increase shareholder value. The main objective of the compensation program is to recognize the contribution of the NEOs to the overall success and strategic growth of the Company. The philosophy of the Company is to pay the management a total compensation amount that is competitive with other Canadian junior resource companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Company on both an annual and long-term basis.

The compensation program provides incentives to its NEOs and Board to achieve long term objectives through grants of stock options pursuant to the Plan. Increasing the value of the common shares increases

the value of the stock options. This incentive closely links the interests of the NEOs and directors to Shareholders. The allocation of options pursuant to the Plan is determined by the Board which considers such factors as previous grants to individuals, overall corporate performance, share price performance, the role and performance of the individuals and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs. The Company believes that participation by the NEOs in the Plan aligns the interests of the NEOs with the Shareholders, as the NEOs are rewarded for the Company's performance as evidenced by share price appreciation.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking, including risks that are likely to have a material adverse effect on the Company.

Neither a NEO nor a director are permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

#### **Pension Disclosure**

The Company does not have any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table summarizes certain information regarding compensation plans of the Company as at December 31, 2020.

<b>Plan</b>	<b>Number of securities to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plan approved by securityholders - the Existing Plan	9,150,000	\$0.67	9,459,200
Equity compensation plan not approved by securityholders.	nil	N/A	nil
<b>Total</b>	<b>9,150,000</b>	<b>\$0.67</b>	<b>9,459,200</b>

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who is, generally speaking, a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended December 31, 2020, or has any interest in any material transaction in the current year other than as set out herein and in a document previously disclosed to the public.

## MANAGEMENT CONTRACTS

The business of the Company is managed by its directors and officers and the Company has no management agreement with persons who are not officers or directors of the Company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### *Items of Business*

1. Presentation of Financial Statements and MD&A for the fiscal year ended December 31, 2020;
2. Elect Directors for the ensuing year;
3. Appoint the Auditor of the Company for the ensuing year and authorize the directors to set the Auditor's remuneration;

## ADDITIONAL INFORMATION

Additional information relating to the Company is included in the audited financial statements and the related management's discussion and analysis of the Company for the financial year ended December 31, 2020 a copy of which has been filed on [www.sedar.com](http://www.sedar.com).

Additional information is also available upon request to the office of the Company. The Company's telephone number is (604) 428-2400.

## OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to shareholders have been approved by the Board.

**Dated** at Burnaby, British Columbia, Canada, on this 7<sup>th</sup> day of October 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY**

*"Duane Nelson"*

**Duane Nelson**  
President and Chief Executive Officer