



**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**FOR THE**

**ANNUAL GENERAL AND SPECIAL MEETING**

**OF SHAREHOLDERS**

**OF**

**NEVADA KING GOLD CORP.**

**TO BE HELD ON**

**JUNE 21, 2022**

**DATED: MAY 3, 2022**



**NEVADA KING GOLD CORP.**  
P.O. Box 48264, Bentall Centre  
Vancouver, British Columbia  
Canada V7X 1A1

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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 21, 2022**

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**NOTICE IS HEREBY GIVEN** that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **NEVADA KING GOLD CORP.** (the “**Company**”) will be held by teleconference on **Tuesday, June 21, 2022, at 10:00 a.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended March 31, 2021;
2. to fix the number of directors of the Company at four (4);
3. to elect directors of the Company to hold office for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass an ordinary resolution to approve the continuation of the Company’s existing 10% “rolling” stock option plan, as more particularly described in the accompanying management information circular; and
6. to transact such further and other business as may properly be brought before the Meeting or at any adjournment thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) request for financial statements form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 3, 2022, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders and duly appointed proxyholders wishing to attend, ask questions and vote at the Meeting should follow the teleconference registration process below.

## **TELECONFERENCE REGISTRATION**

Registered Shareholders and proxyholders who have completed the Company's teleconference registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company's non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the "Appointment of Proxy" and "Advice to Non-Registered Shareholders" sections of the Information Circular for additional information.

### **TELECONFERENCE REGISTRATION PROCESS**

Advance registration for the Meeting is required by emailing the following information to [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca):

- (a) the name of the Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Information Circular and submit votes no later than Friday, June 17, 2022, at 10:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

If you are a non-registered shareholder and receive these materials through your broker or other intermediary, please complete and return your voting form in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your shares not being voted by proxy at the Meeting.

**DATED** at Vancouver, British Columbia, this 3<sup>rd</sup> day of **May, 2022**.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/ Collin Kettell  
Collin Kettell  
Chief Executive Officer and Director



**MANAGEMENT INFORMATION CIRCULAR**  
**As at May 3, 2022**

**SECTION 1 - INTRODUCTION**

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This management information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting (the “**Notice**”) and is furnished to the holders (the “**Shareholders**”) and each a “**Shareholder**”) of common shares (the “**Shares**”) in the capital of Nevada King Gold Corp. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual and special meeting (the “**Meeting**”) of the Shareholders to be held on **Tuesday, June 21, 2022, at 10:00 a.m. (Pacific Time)** by teleconference, or any adjournment thereof.

**DATE AND CURRENCY**

The information contained in this Information Circular is as at **May 3, 2022**. Unless otherwise stated, all amounts herein are in Canadian dollars.

**TELECONFERENCE MEETING**

The Meeting will be held by way of teleconference. Shareholders will have an equal opportunity to attend the Meeting regardless of geographic location.

Registered Shareholders and proxyholders who have completed the Company’s teleconference registration process will be able to attend the Meeting. Non-Registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company’s non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. See “*Section 2 – Proxies and Voting Rights – Appointment of Proxy*” and “*Section 2 – Proxies and Voting Rights – Advice to Non-Registered Shareholders*”.

**Advance registration for the Meeting is required by emailing the following information to [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca):**

- (a) the name of the Shareholder in which Shares are held; and**
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.**

**The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process.**

**MANAGEMENT SOLICITATION**

The solicitation of proxies by the management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals' authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out-of-pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**APPOINTMENT OF PROXY**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed on the enclosed form of proxy are officers and/or directors of the Company (the "**Management Proxyholders**").

**A Shareholder has the right to appoint a person or company to attend and act for or on behalf of that Shareholder at the Meeting, other than the Management Proxyholders named in the enclosed form of proxy. A proxyholder need not be a Shareholder.**

**To exercise the right, the Shareholder may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instruction to the nominee on how the Shareholder's Shares should be voted. The nominee should bring personal identification to the Meeting.**

Those Shareholders desiring to be represented at the Meeting by proxy must deposit their respective forms of proxy with the Company's registrar and transfer agent, Alliance Trust Company by: (a) mail addressed to Alliance Trust Company, Suite 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3, Attention: Proxy Department; (b) hand delivery to Alliance Trust Company, Suite 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3; (c) facsimile to (403) 237-6181; (d) email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca); or (d) electronically submitting votes through the internet site [www.alliancetrust.ca/shareholders](http://www.alliancetrust.ca/shareholders). If you

vote through the internet, you will require your 12-digit control number found on your form of proxy. **Proxies must be received by 10:00 a.m. (Pacific Time) on Friday, June 17, 2022.**

#### **VOTING BY PROXY AND EXERCISE OF DISCRETION BY MANAGEMENT PROXYHOLDERS**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** As of the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

#### **NON-REGISTERED HOLDERS**

**Only Shareholders whose names appear on the records of the Company as the registered holders of Shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most Shareholders of the Company are “non-registered” Shareholders because the Shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the Shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRFs, RESPs and similar plans; or clearing agency such as the Canadian Depository for Securities Limited (a “**Nominee**”). If you purchased your Shares through a broker or otherwise deposited your Shares with your broker, you are likely a non-registered holder.

In accordance with relevant securities laws and regulations, the Company has distributed copies of the form of proxy to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order to ensure that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the proxy form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as “non-objecting beneficial owners” (“**NOBOs**”). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as “objecting beneficial owners” (“**OBOs**”). Hereinafter, NOBOs and OBOs will collectively be referred to as “**Non-Registered Shareholders**”.

#### **ADVICE TO NON-REGISTERED SHAREHOLDERS**

**The information in this section is of significant importance to many Shareholders, as a substantial number do not hold their Shares in their own name.** Non-Registered Shareholders are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder’s name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms).

Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Shares for their clients. The directors and officers of the Company do not know for whose benefit the Shares registered in the name of CDS & Co. are held, and directors and officers of the Company do not necessarily know for whose benefit the Shares registered in the name of any broker or agent are held. Non-Registered Shareholders who complete and return a form of proxy must indicate thereon the person (usually a brokerage house) who holds their Shares as a registered Shareholder.

Applicable regulatory policy requires brokers and other intermediaries to seek voting instructions from Non-Registered Shareholders in advance of Shareholders’ meetings. Every broker and other intermediary has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The form of proxy supplied by brokers and other intermediaries to Non-Registered Shareholders may be very similar and, in some cases, identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Shareholder.

In Canada, the vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Non-Registered Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.**

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. **Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

**Non-Registered Shareholders should contact their broker or other intermediary through which they hold Shares if they have any questions regarding the voting of such Shares.**

#### **REVOCATION OF PROXIES**

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing (or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized), deposited at Alliance Trust Company, registrar and transfer agent of the Shares, by (a) mail addressed to Alliance Trust Company, Suite 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3, Attention: Proxy Department; (b) hand delivery to Alliance Trust Company, Suite 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3; or (c) facsimile to (403) 237-6181, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in British Columbia) before the Meeting, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

**The Company may refuse to recognize any instrument of proxy deposited in writing or by the internet received later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment thereof.**

#### **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 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), 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 judgement by a United States court.

## SECTION 3 - VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

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### RECORD DATE

The board of directors of the Company (the “**Board**”) has fixed Tuesday, May 3, 2022, as the record date (the “**Record Date**”) for determination of persons entitled to receive Notice of Meeting. The Company will prepare or cause to be prepared a list of the Shareholders recorded as holders of Shares on its register of Shareholders as of the close of business on the Record Date, each of whom shall be entitled to vote the Shares shown opposite their name on the list at the Meeting or any adjournment thereof, except to the extent that: (a) any such Shareholder has transferred ownership of any of their Shares subsequent to the Record Date; and (b) the transferee produces properly endorsed share certificates evidencing the transfer or otherwise establishes that the transferee owns the transferred Shares and demands, not later than ten (10) days before the Meeting, that they be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote the transferred Shares at the Meeting or any adjournment thereof.

In addition, persons who are Non-Registered Shareholders as at the Record Date will be entitled to exercise their voting rights in accordance with the procedures established under NI 54-101. See “*Section 2 – Proxies and Voting Rights – Advice to Non-Registered Shareholders*.”

### VOTING RIGHTS

The Company is authorized to issue an unlimited number of Common shares (“**Shares**”) without par value and an unlimited number of Preferred shares without par value. As at the Record Date, there were 268,574,976 Shares issued and outstanding, each carrying the right to one vote, and no Preferred shares were issued and outstanding. Other than as described in this Information Circular, no group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

### PRINCIPAL HOLDERS OF SHARES

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company as at the Record Date, other than as set forth as follows:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares <sup>(1)</sup>
Collin Kettell <sup>(2)</sup>	38,249,318	14.24%

**Notes:**

<sup>(1)</sup> Based on 268,574,976 Common shares issued and outstanding as at May 3, 2022.

<sup>(2)</sup> Mr. Collin Kettell is the Chief Executive Officer and a director of the Company.

### QUORUM

Under the constating documents of the Company, subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of

Shareholders is two (2) persons who are, or represent by proxy, Shareholders holding, in the aggregate, at least 5% of the issued Shares entitled to be voted at the Meeting.

## SECTION 4 – PARTICULARS OF MATTERS TO BE ACTED UPON

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MANAGEMENT OF THE COMPANY KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, IF ANY OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

### 1. FINANCIAL STATEMENTS

The audited financial statements of the Company, together with the notes thereto and the auditor's report thereon, for the financial year ended March 31, 2021 (the "**Financial Statements**"), will be presented to Shareholders at the Meeting.

Copies of these documents will be available at the Meeting and may also be obtained by a Shareholder upon request without charge from the Company, P.O. Box 48264, Bentall Centre, Vancouver, British Columbia, V7X 1A1, or via email to [janet@keystonecorp.ca](mailto:janet@keystonecorp.ca). The Financial Statements are also available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") online at [www.sedar.com](http://www.sedar.com) under the Company's profile.

Management will review the Company's financial results at the Meeting and Shareholders and proxyholders will be given an opportunity to discuss these results with management. **Shareholder approval is not required and no formal action will be taken at the Meeting to approve the Financial Statements.**

### 2. FIXING THE NUMBER OF DIRECTORS

The Company's constating documents stipulate there shall be not less than three (3) directors. At the Meeting, the Shareholders will be asked to consider and, if thought fit, to approve an ordinary resolution, the text of which is as follows:

**"BE IT RESOLVED**, as an ordinary resolution of Shareholders, that the number of directors to be elected at the Meeting, to hold office until the close of the next annual meeting of Shareholders or until their successors are duly elected or appointed pursuant to the constating documents of the Company, unless their offices are earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") or the Company's constating documents, be and is hereby fixed at four (4)."

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by Shareholders voting in person or by proxy.

**Management believes the passing of the above resolution is in the best interests of the Company and recommends Shareholders vote IN FAVOUR of the ordinary resolutions fixing the number of directors**

**to be elected at the Meeting as set out above. Unless directed to the contrary, it is the intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR fixing the number of directors of the Company at four (4).**

### **3. ELECTION OF DIRECTORS**

#### *Advance Notice Provisions*

The Articles of the Company include advance notice provisions (the “**Advance Notice Provisions**”), which include, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders of the Company. In the case of an annual meeting of Shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting of Shareholders. In the case of a special meeting (which is not also an annual meeting) of Shareholders, notice to the Company must be made not later than the close of business on the 15<sup>th</sup> day following the day on which the first public announcement of the date of the special meeting of Shareholders was made. Additionally the Advance Notice Provisions set forth the information that a Shareholder must include in the notice to the Company and establishes the form in which the Shareholder must submit the notice for that notice to be in proper written form. The Advance Notice Provisions are available for viewing in the Articles of the Company which have been filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The chair of the Meeting shall have the power and duty to determine whether a nomination for election of a director was made in accordance with the notice procedures set forth in the Articles of the Company and, if any proposed nomination is not in compliance with such procedures, to declare such nomination defective and that it be disregarded.

The Company filed the Notice of Meeting and Record Date on SEDAR on April 8, 2022. As at the date hereof, no nominations for directors were received in accordance with the Advance Notice Provisions.

#### *Nominees for Election*

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Each of the nominees, all of whom are current directors of the Company, has agreed to stand for election and management of the Company does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of each person proposed to be nominated for election as a director, 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 for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date:

Name and Province/ Country of Residence and Present Office Held	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>	Period(s) During Which Nominee Has Served as a Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1)</sup>
<b>Paul Matysek</b> <sup>(2)</sup>  <i>British Columbia, Canada</i>  <i>Executive Chairman and Director</i>	Director, Forsys Metals Corp., since 2007; Chairman and Director, Nano One Materials Corp., since 2012; Executive Chairman and Director, Nevada King Gold Corp., since 2019; Director, Earl Resources Limited, since 2021; Director, LithiumBank Resources Corp., since 2022; Director, Planet X Capital Corp., since 2022; Director, Planet X II Capital Corp., since 2022; CEO and Director (Executive Chairman, March – June 2020), Gold X Mining Corp., 2020 – 2021; Chairman and Director, First Cobalt Corp. (now Electra Battery Materials Corporation), 2017 – 2019; Executive Chairman and Director, Lithium X Energy Corp., 2015 – 2018; Director, Arena Minerals Inc., 2013 – 2017	January 31, 2019 – present	2,345,473
<b>Collin Kettell</b>  <i>Puerto Rico, USA</i>  <i>Chief Executive Officer and Director</i>	CEO and Director of the Company, since 2019; CEO and Executive Chairman, Palisades Goldcorp Ltd., since 2019; Founder, Executive Chairman, New Found Gold Corp., since 2020; CEO, New Found Gold Corp., 2016 – 2020; Director, Golden Planet Mining Corp., since 2021	January 31, 2019 – present	38,249,318
<b>Craig Roberts</b> <sup>(2)</sup>  <i>British Columbia, Canada</i>  <i>Director</i>	Co-Chair and Director, Prospector Metals Corp. (formerly Ethos Gold Corp.), since 2016; Director, Global Battery Metals Ltd., since 2016; CEO, New Found Gold Corp., 2020 – 2022; Director, New Found Gold Corp., 2019 – 2022; CEO, Prospector Metals Corp. (formerly Ethos Gold Corp.), 2018 – 2021; Director, K2 Gold Corporation, 2016 - 2021	January 31, 2019 – present	3,737,844
<b>Denis Laviolette</b>  <i>Ontario, Canada</i>  <i>Director</i>	Director, Tartisan Nickel Corp., 2016 – present; Director, Xtra-Gold Resources Corp., 2015 – present; Director, Radio Fuels Energy Corp. (formerly Mainstream Minerals Corporation), 2021 – present; Director, New Found Gold Corp., 2020 – present; Director, Gratomic Inc. (formerly CKR Carbon Corporation), 2017 – present; Director, GoldSpot Discoveries Corp., 2019 – present; Director, Northern Sphere Mining Corp., 2015 – 2018	August 24, 2021 – present	23,968

**Notes:**

- (1) The information in the table above as to principal occupation, business or employment and Shares beneficially owned or controlled is not necessarily within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Member of the Audit Committee of the Company

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

To the knowledge of the management of the Company, no proposed nominee for election as a director of the Company:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
  - (i) was subject to a cease trade order, an order similar to a cease trade order, or 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 (an “**Order**”) that was issued while the proposed director was acting in the capacity as a 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 director, chief executive officer or chief financial officer,
- (b) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) 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,
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director, or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

**A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. Management recommends Shareholders vote IN FAVOUR of the election of each of the nominees listed above for election as a director of the Company for the ensuing year. Unless directed to the contrary, it is the**

**intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR each of the nominees.**

#### **4. APPOINTMENT OF AUDITOR**

Shareholders will be asked to vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants, located at Suite 1200, 609 Granville Street, P.O. Box 10372, Vancouver, British Columbia, V7Y 1G6, as auditor of the Company to hold office until the next annual meeting of Shareholders, or until a successor is appointed, and to authorize the directors of the Company to fix the remuneration of the auditor.

Davidson & Company LLP, Chartered Professional Accountants, has served as auditor of the Company since July 9, 2013.

**Management recommends Shareholders vote IN FAVOUR of the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the Board to fix the remuneration of the auditor. Unless directed to the contrary, it is the intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company until the close of the next annual meeting and to authorize the Board to fix the remuneration to be paid to the auditor.**

#### **5 APPROVAL OF STOCK OPTION PLAN**

The stock option plan of the Company (the “**Stock Option Plan**”), dated for reference July 29, 2019, was initially adopted by the Board on such date and was last approved by Shareholders at the Annual General and Special Meeting of Shareholders held March 31, 2021. It is a 10% rolling stock option plan and, under the policies of the TSX Venture Exchange (the “**Exchange**”), a rolling stock option plan must receive Shareholder approval on an annual basis and subsequent acceptance by the Exchange.

The purpose of the Stock Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants, to reward such persons as may be awarded stock options under the Stock Option Plan from time to time for their contributions toward the long-term goals of the Company and to enable and encourage such persons to acquire Shares as long-term investments.

For a summary of the material terms of the Stock Option Plan, see “*Section 5 – Statement of Executive Compensation – Director and Named Executive Officer Compensation – Stock Option Plans and Other Incentive Plans.*” For additional details, see “*Section 8 – Other Information - Securities Authorized for Issuance Under Equity Compensation Plans.*” A full copy of the Stock Option Plan will be available at the Meeting for review by Shareholders and may also be obtained prior to the Meeting upon written request.

As at the date of this Information Circular, there are stock options outstanding to purchase an aggregate of 6,460,000 Shares under the Stock Option Plan.

#### ***Shareholder Approval***

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or

without variation, an ordinary resolution approving the Stock Option Plan. The text of the ordinary resolution which management intends to place before the Meeting is as follows:

**“BE IT RESOLVED**, as an ordinary resolution, that the Stock Option Plan, dated for reference July 19, 2019, be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the Exchange, as the directors of the Company may deem necessary or advisable.”

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by Shareholders voting in person or by proxy.

**Management believes the passing of the above resolution is in the best interests of the Company and recommends that the Shareholders vote IN FAVOUR of the approval of the Stock Option Plan. Unless otherwise directed, it is the intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR approval of the Stock Option Plan.**

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#### SECTION 5 – STATEMENT OF EXECUTIVE COMPENSATION

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##### **Objective:**

The objective of this disclosure is to communicate the compensation the Corporation paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and will help investors understand how decisions about executive compensation are made.

##### **Definitions:**

For the purpose of this Statement of Executive Compensation, in this form:

- (a) **“Company”** means Nevada King Gold Corp.;
- (b) **“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) **“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;
- (d) **“external management company”** includes a subsidiary, affiliate or associate of the external management company;
- (e) **“named executive officer”** or **“NEO”** means each of the following individuals:

- (i) 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;
  - (ii) 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;
  - (iii) 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 Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*; and
  - (iv) 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;
- (e) “**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons; and
- (f) “**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

#### **DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

During the financial year ended March 31, 2021, based on the definitions in this section, the NEOs of the Company were (a) Collin Kettell, who has served as CEO and Director of the Company since January 31, 2019; (b) Bassam Moubarak, who has served as CFO and Corporate Secretary since January 31, 2019; and (c) Paul Matysek, who has served as Director and Executive Chairman on January 31, 2019. Individuals serving as directors of the Company who were not NEOs during the financial year ended March 31, 2021, were Craig Roberts and Douglas Forster.

#### ***Director and named executive officer compensation, excluding compensation securities***

The following table sets forth all compensation, excluding options and compensation securities, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary thereof, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary thereof for each of the two most recently completed financial years.

**Table of Compensation Excluding Compensation Securities**

<b>Name and Position</b>	<b>Year <sup>(1)</sup></b>	<b>Salary, Consulting Fee, Retainer or Commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or Meeting Fees (\$)</b>	<b>Value of Perquisites (\$)</b>	<b>Value of All Other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
<b>Collin Kettell</b> <sup>(2)</sup>	2021	287,624	141,869	Nil	Nil	Nil	429,493
<i>CEO and Director</i>	2020	286,592	180,274	Nil	Nil	Nil	466,866
<b>Bassam Moubarak</b> <sup>(3)</sup>	2021	239,798	118,224	Nil	Nil	Nil	358,022
<i>CFO and Corporate Secretary</i>	2020	238,778	150,962	Nil	Nil	Nil	389,739
<b>Paul Matysek</b> <sup>(4)</sup>	2021	321,318	159,084	Nil	4,564	Nil	484,966
<i>Executive Chairman and Director</i>	2020	318,370	200,880	Nil	Nil	Nil	519,250
<b>Craig Roberts</b> <sup>(5)</sup>	2021	60,000	Nil	Nil	Nil	Nil	60,000
<i>Director</i>	2020	60,000	Nil	Nil	Nil	Nil	60,000
<b>Douglas Forster</b> <sup>(6)</sup>	2021	60,000	Nil	Nil	Nil	Nil	60,000
<i>Director</i>	2020	60,000	Nil	Nil	Nil	Nil	60,000

**Notes:**

- (1) Year ended March 31<sup>st</sup>
- (2) Collin Kettell has served as CEO and Director of the Company since January 31, 2019.
- (3) Bassam Moubarak has served as CFO and Corporate Secretary of the Company since January 31, 2019.
- (4) Paul Matysek has served as Executive Chairman and Director of the Company since January 31, 2019.
- (5) Craig Roberts has served as Director of the Company since January 31, 2019.
- (6) Douglas Forster has served Director of the Company since February 12, 2019.

**STOCK OPTIONS AND OTHER COMPENSATION SECURITIES**

No compensation securities were granted or issued to any NEO or director by the Company or one of its subsidiaries during the financial year ended March 31, 2021, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof.

As a March 31, 2021, the total amount of compensation securities and underlying securities held by each NEO or director was as follows:

- (a) Collin Kettell held an aggregate of 1,300,000 stock options (1,300,000 underlying common shares) each exercisable at \$0.35 until January 31, 2024, and 155,000 stock options (155,000 underlying common shares) each exercisable at \$0.63 until June 17, 2024;
- (b) Bassam Moubarak held an aggregate of 750,000 stock options (750,000 underlying common shares) each exercisable at \$0.35 until January 31, 2024, and 100,000 stock options (100,000 underlying common shares) each exercisable at \$0.63 until June 17, 2024;
- (c) Paul Matysek held an aggregate of 2,600,000 stock options (2,600,000 underlying common shares) each exercisable at \$0.35 until January 31, 2024;
- (d) Craig Roberts held an aggregate of 500,000 stock options (500,000 underlying common shares) each exercisable at \$0.35 until January 31, 2024, and 25,000 stock options (25,000 underlying common shares) each exercisable at \$0.63 until June 17, 2024; and

- (e) Douglas Forster held an aggregate of 750,000 stock options (750,000 underlying common shares) each exercisable at \$0.35 until January 31, 2024, and 25,000 stock options (25,000 underlying common shares) each exercisable at \$0.63 until June 17, 2024.

#### **EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOS**

There were no compensation securities exercised by a director or NEO during the financial year ended March 31, 2021.

#### ***Stock Option Plans and Other Incentive Plans***

The Company's existing stock option plan dated for reference July 29, 2019, (the “**Stock Option Plan**”), is a rolling stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Stock Option Plan is the only equity compensation plan the Company currently has in place.

The Stock Option Plan is administered by the Board and provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, and consultants of the Company and its subsidiaries or affiliates, options to purchase Shares. It was established to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants, to reward such persons as may be awarded Options under the Stock Option Plan by the Board from time to time for their contributions toward the long-term goals of the Company and to enable and encourage such directors, officers, employees and consultants to acquire Shares as long-term investments.

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

- the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, a maximum number of Shares equal to 10% of the issued Shares at the time of any stock option grant;
- if a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares in respect of which the stock option expired or terminated shall again be available for the purposes of the Stock Option Plan;
- persons eligible to be granted stock options under the Stock Option Plan are directors, officers, and bona fide employees and consultants of the Company or a subsidiary of the Company;
- the Board may, in its sole discretion, grant the majority of the stock options to insiders of the Company;
- at no time will stock options be issued under the Stock Option Plan, together with all of the Company’s previously established and outstanding stock option plans or grants which could permit at any time:

- (i) the aggregate number of Shares reserved for issuance under stock options granted to Insiders (as a group), at any point in time exceeding 10% of the issued Shares;
  - (ii) the grant to Insiders (as a group), within a 12-month period, of an aggregate number of stock options exceeding 10% of the issued Shares calculated at the date a stock option is granted to any Insider; or
  - (iii) the aggregate number of stock options granted to any one person (including companies wholly owned by that person) in any 12-month period exceeding 5% of the issued Shares at the time of the grant;
- the aggregate number of stock options granted to any one consultant in any 12-month period must not exceed 2% of the issued Shares at the time of the grant;
  - the aggregate number of Shares that may be purchased pursuant to stock options together with any Other Share Compensation Arrangement granted to all persons conducting Investor Relations Activities in any 12-month periods must not exceed 2% of the issued Shares at the time of the grant;
  - stock options fully vest on date of grant or as determined by the Board except for stock options issued to persons conducting Investor Relations Activities which must vest in stages over a minimum period of 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period;
  - the exercise price per Share for a stock option may not be less than the Discounted Market Price, subject to a minimum exercise price of \$0.05;
  - stock options shall have a term not exceeding 10 years from the date of grant, subject to a provision allowing for the automatic extension to the expiry date of a stock option if such expiry date falls within a blackout period during which the Company prohibits option holders from exercising stock options, provided that the (i) blackout period must be formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed material information, (ii) blackout period must expire upon the general disclosure of the undisclosed material information, (iii) expiry date of the affected stock options can be extended to no later than ten (10) business days after the expiry of the blackout period, and (iv) automatic extension of an option holder's stock options will not be permitted where the option holder or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities;
  - if an option holder is terminated for Cause, each stock option held by such person shall terminate upon such termination for Cause;
  - if an option holder dies while holding stock options, each stock option held by such person shall terminate no later than the earlier of the expiry date of the stock options and the date which is six months after the date of death, provided that the Board may extend the date of such termination to a date not exceeding the expiry date and the date which is 12 months after the date of death;

- if an option holder ceases to be an eligible person, other than by termination for cause or death, each stock option held by such person shall terminate no later than the earlier of the expiry date and the date which is 30 days after such event, provide that the Board may extend the date of such termination to a date not exceeding the earlier of the expiry date and the date which is 12 months after such event;
- upon the occurrence of an Accelerated Vesting Event, the Board will have the power, except pertaining to stock options granted to persons conducting investor relations activities which will be subject to prior written Exchange approval, to make such changes to the terms of stock options, including but not limited to (i) accelerating the vesting of stock options, conditionally or unconditionally, (ii) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, stock options in replacement of the stock options are proposed to be granted to or exchanged with the option holders, (iii) otherwise modifying the terms of any stock option to assist the option holders to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event, or (iv) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event;
- in connection with the exercise of a stock option, as a condition to such exercise the Company shall require the optionee to pay, as applicable, to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such stock option;
- Disinterested Shareholder Approval is required of any amendment to stock options held by Insiders that would have the effect of decreasing the exercise price of the stock options;
- stock options are non-assignable and non-transferable; and
- the Stock Option Plan contains provisions for adjustment in the number of Shares issuable on exercise of stock options in the event of a Share consolidation, subdivision, conversion, exchange, reclassification or any substitution.

The above summary is qualified in its entirety by the full text of the Stock Option Plan, a copy of which will be available at the Meeting for review by Shareholders and may also be obtained from the Company prior to the Meeting upon written request. Capitalized terms used in the above summary but not defined herein shall have the respective meanings given to them in the Stock Option Plan and the policies of the Exchange.

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

The Board recognizes the value of the named executive officers of the Company and the importance of their consistent focus in the event of a possible change of control. It was determined by the Board that it is in the best interests of the Company to ensure that the consistency and stability of the named executive officers is maintained during any change of control. Accordingly, each named executive officer has an employment agreement or consulting agreement with the Company that provides for payments to the named executive officer in connection with termination or a change of control of the Company, as further described below.

Pursuant to a management services agreement dated February 1, 2019, between the Company and Argentum Capital Corp. (the “**Argentum Agreement**”), a private company controlled by Collin Kettell, Chief Executive Officer and Director of the Company, the Company had agreed to pay to Argentum Capital Corp. (“**Argentum**”) a base fee of US\$18,000 (the “**Argentum Base Fee**”) per month for management services, a signing bonus of US\$50,000, and an incentive fee for an amount to be determined in the sole discretion of the Board, and grant 1,300,000 incentive stock options. In the event the Argentum Agreement is terminated without cause, the Company must pay Argentum a termination fee equal to 18 months of the Argentum Base Fee, plus any reimbursable expenses. In the event the Argentum Agreement is terminated by Argentum within 60 days following a change of control (as defined in the Argentum Agreement) or by the Company within 60 days following a change of control, the Company must pay Argentum a termination fee equal to 24 months of the Argentum Base Fee plus an amount that is equivalent to all earned bonuses in the 24 months prior to such termination.

Pursuant to a management services agreement dated February 1, 2019, between the Company and Bassam Moubarak (the “**Moubarak Agreement**”), Chief Financial Officer of the Company, the Company has agreed to pay to Mr. Moubarak a base fee of US\$15,000 (the “**Moubarak Base Fee**”) per month for management services, a signing bonus of US\$20,000, and an incentive fee for an amount to be determined in the sole discretion of the Board, and grant 750,000 incentive stock options. In the event the Moubarak Agreement is terminated without cause, the Company must pay Mr. Moubarak a termination fee equal to 18 months of the Moubarak Base Fee, plus any reimbursable expenses. In the event the Moubarak Agreement is terminated by Mr. Moubarak within 60 days following a change of control (as defined in the Moubarak Agreement) or by the Company within 60 days following a change of control, the Company must pay Mr. Moubarak a termination fee equal to 24 months of the Moubarak Base Fee plus an amount that is equivalent to all earned bonuses in the 24 months prior to such termination.

Pursuant to a management services agreement dated February 1, 2019, between the Company and Bedrock Capital Corporation (the “**Bedrock Agreement**”), a private company controlled by Paul Matysek, a Executive Chairman and Director of the Company, the Company has agreed to pay to Bedrock Capital Corporation (“**Bedrock**”) a base fee of US\$20,000 (the “**Bedrock Base Fee**”) per month for management services, a signing bonus of US\$50,000, and an incentive fee for an amount to be determined in the sole discretion of the Board, and grant 2,600,000 incentive stock options. In the event the Bedrock Agreement is terminated without cause, the Company must pay Bedrock a termination fee equal to 18 months of the Bedrock Base Fee, plus any reimbursable expenses. In the event the Bedrock Agreement is terminated by Bedrock within 60 days following a change of control (as defined in the Bedrock Agreement) or by the Company within 60 days following a change of control, the Company must pay Bedrock a termination fee equal to 24 months of the Bedrock Base Fee plus an amount that is equivalent to all earned bonuses in the 24 months prior to such termination.

#### *Termination and Change of Control Benefits*

Other than as disclosed herein, the Company does not have any plan or arrangement to pay or otherwise compensate any NEO if their employment is terminated as a result of resignation, retirement, change of control, or if their responsibilities change following a change of control.

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

The Board determines named executive officer compensation at the time of the engagement of a named executive officer, and subsequently reviews compensation payable to a named executive officer at the discretion of the Board from time to time. The objectives of the Company's executive compensation policy are to attract and retain individuals of high caliber to serve as officers of the Company, to motivate their performance in order to achieve the Company's strategic objectives and to align the interests of executive officers with the long-term interests of Shareholders. The Company's primary compensation policy is to pay for performance and, accordingly, the performance of the Company and its named executive officers are both examined by the Board.

The Company pays base compensation in the form of management fees or salaries to its named executive officers that is competitive with that of comparable companies in the mineral exploration industry. The base compensation payable to the named executive officers was determined at the time each entered into their respective management services or employment agreement with the Company. See "*Section 5 - Statement of Executive Compensation – Employment, Consulting and Management Agreements.*"

Their respective base compensation was objectively determined by the Board comparing the base compensation of each respective named executive officer with that of executive officers of comparable companies in the mineral exploration industry.

### ***Director Compensation***

The Board as a whole determines director compensation from time to time. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Company may, from time to time, grant to its directors incentive stock options to purchase Common Shares. The Company currently relies solely on discussion without any formal objectives, criteria and analysis to determine the number of incentive stock options, and the terms and conditions of such stock options, to be granted to the directors and officers of the Company in accordance with the policies of the TSX Venture Exchange and the Company's stock option plan. The Board also takes into consideration the number and value of outstanding stock options already held by each option holder when determining stock option grants. See "*Section 5 - Statement of Executive Compensation – Table of Stock Options and other Compensation Securities.*"

### ***Pension Disclosure***

The Company does not have a pension, retirement or deferred compensation plan including defined contribution plans that provides for payments or benefits to the NEOs at, following, or in connection with retirement and none are proposed at this time.

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## **SECTION 6 – AUDIT COMMITTEE**

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National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. Such disclosure is set forth below.

## **AUDIT COMMITTEE CHARTER**

The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. The Board adopted an Audit Committee Charter mandating the role of the Audit Committee in supporting the Board in meeting its responsibilities to the Shareholders on October 16, 2012.

The full text of the Audit Committee Charter of the Company is attached as Schedule “A” to this Information Circular.

## **COMPOSITION OF AUDIT COMMITTEE**

The Company’s Audit Committee is currently comprised of three directors, namely Craig Roberts, Paul Matysek and Douglas Forster. NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. Paul Matysek, who also serves as Executive Chairman of the Company is not considered to be independent, as defined in NI 52-110, as he is an executive officer of the Company. Craig Roberts and Douglas Forster are independent. As the Company is a venture issuer, the Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. Further, in compliance with NI 52-110, a majority of the members of the Audit Committee of the Company are not executive officers, employees or control persons of the Company or of an affiliate of the Company.

All of the Audit Committee members are financially literate, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as an understanding of internal controls and procedures necessary for financial reporting. NI 52-110 provides that an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

The Audit Committee is responsible for review of interim and annual financial statements of the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

## **RELEVANT EDUCATION AND EXPERIENCE**

Each member of the Company’s present Audit Committee has adequate education and experience that is relevant to his or her 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 Company 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 Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

*Craig Roberts*

Mr. Roberts is a mining engineer with over 30 years of operations, consulting, and investment banking experience. This includes work on feasibility studies for numerous mining projects worldwide, investment banking/due diligence roles in over 200 institutional mining equity financings, and significant experience advising management and boards on both friendly and hostile transactions. Mr. Roberts has a degree in Mining Engineering from the University of British Columbia and an M.Phil. in Management Studies from Oxford University.

*Paul Matysek*

Mr. Matysek, a serial corporate entrepreneur and proven company builder, is a professional geochemist and geologist with over 30 years of experience in the mining industry. Mr. Matysek has held numerous senior executive and director positions and currently holds such positions with several natural resource exploration and development companies. Previously he was Executive Chairman of Lithium X Energy Corp. acquired by NextView New Energy Lion Hong Kong Limited for \$265 million in 2018, and President and CEO of Goldrock Mines Corp. acquired by Fortuna Silver Mines Inc. for \$178 million in July 2016. In the lithium sector, Mr. Matysek was previously President and CEO of Lithium One Inc., which merged with Galaxy Resources of Australia via a \$112 million plan of arrangement in 2012. Prior to Lithium One, Mr. Matysek was the President and CEO of Potash One Inc. where he was the architect of the \$434 million friendly takeover of Potash One by K+S Canada Holdings Inc. in 2011.

*Douglas Forster*

Mr. Forster has been associated with the mining industry for over 35 years as a geologist, senior executive, director and company founder. He holds a B.Sc. (1981) and M.Sc. (1984) in Economic Geology from the University of British Columbia, Canada. Mr. Forster has been a founder, director or senior executive with numerous public companies, including Terrane Metals Corp. acquired by Thompson Creek Metals Company Inc. in 2010 for \$750 million, Potash One Inc. acquired by K+S Canada Holdings Inc. in 2011 for \$434 million, and Newmarket Gold Inc. acquired by Kirkland Lake Gold Ltd. in 2016 for \$1 billion. Over the past 30 years, Mr. Forster has been involved with several large-scale mine development projects and operating mines including the Mt. Milligan gold-copper mine, the Kemess South gold-copper mine, the Golden Bear gold mine, the Legacy potash project, the Fosterville gold mine, the Cosmo gold mine and the Stawell gold mine. Mr. Forster has a proven track record in resource project development, mergers and acquisition, mine operations, equity and debt financing and public company management. He is a registered member of the Association of Professional Engineers and Geoscientists of British Columbia.

## AUDIT COMMITTEE OVERSIGHT

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

## RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year ended March 31, 2021, has the Company relied on the exemption in section 2.4 of National Instrument 52-110 - *Audit Committees (De Minimis Non-audit Services)*, the exemption in section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption, in whole or in part, granted under Part 8 of National Instrument 52-110.

As the Company is a "Venture Issuer" pursuant to relevant securities legislation, the Company is relying on the exemption in section 6.1 of NI 52-110 - *Audit Committees*, from the requirement of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

## PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

## EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees billed by the Company's external auditor in each of the last two financial years with respect to the Company, by category, are as follows:

Financial Year Ended March 31	Audit Fees <sup>(1)</sup> (\$)	Audit-Related Fees <sup>(2)</sup> (\$)	Tax Fees <sup>(3)</sup> (\$)	All Other Fees <sup>(4)</sup> (\$)
2021	30,366	Nil	8,100	15,690
2020	26,000	Nil	9,100	Nil

<sup>(1)</sup> The aggregate audit fees billed.

<sup>(2)</sup> The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements that are not included under the heading "Audit Fees".

<sup>(3)</sup> The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

<sup>(4)</sup> The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

## SECTION 7 - CORPORATE GOVERNANCE

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### GENERAL

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices ("NI 58-101")*, the Company is required to disclose its corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the

Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company.

National Policy 58-201 - *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices and feels that the Company’s corporate governance practices are appropriate and effective for the Company given its current size.

## BOARD OF DIRECTORS

The mandate of the board of directors of the Company, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committee(s). The Board facilitates its exercise of independent supervision over management through frequent meetings of the Board. The Board is currently composed of five directors, three of whom are not executive officers of the Company and considered to be independent, as that term is defined in applicable securities legislation. Craig Roberts, Douglas Forster and Denis Laviolette are considered to be independent. Collin Kettell is not considered independent by reason of his office as Chief Executive Officer of the Company. Paul Matysek is not considered independent by reason of his office as Executive Chairman of the Company. In determining whether a director is independent, the Board chiefly considers whether the director has a relationship which could or could be perceived to interfere with the director’s ability to objectively assess the performance of management.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

## DIRECTORSHIPS

Certain of the Company’s directors are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or the equivalent)
Collin Kettell	GoldSpot Discoveries Corp. New Found Gold Corp.
Paul Matysek	Earl Resources Limited Forsys Metals Corp. LithiumBank Resources Corp. Nano One Materials Corp. Nevada King Gold Corp.

Name of Director	Other Reporting Issuer (or the equivalent)
Craig Roberts	Planet X Capital Corp.
	Planet X II Capital Corp.
	CopperCorp Resources Inc.
	Global Battery Metals Ltd.
Douglas Forster	Prospector Metals Corp. (formerly Ethos Gold Corp.)
	Calibre Mining Corp.
	Edgewater Exploration Ltd.
Denis Laviolette	Newcore Gold Ltd.
	GoldSpot Discoveries Corp.
	Gratomic Inc. (formerly CKR Carbon Corporation)
	New Found Gold Corp.
	Radio Fuels Energy Corp. (formerly Mainstream Minerals Corporation)
	Tartisan Nickel Corp.
	Xtra-Gold Resources corp.

#### **ORIENTATION AND CONTINUING EDUCATION**

The Company has not developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

#### **POSITION DESCRIPTIONS**

The Board has not adopted written position descriptions for the Chief Executive Officer or the Chair of the Audit Committee delineating the roles and responsibilities inherent to the position being fulfilled. Generally, the Chair of the Audit Committee is charged with fulfilling the mandate as contained in the Audit Committee Charter and is given the specific written authority to execute the business of the Audit Committee as outlined and approved by the Board. The Audit Committee Chair is charged with the responsibility of reviewing and, if necessary, changing and adapting the Audit Committee Charter to respond to developing issues and presenting the changed charter to the Board for approval. The Audit Committee Chair organizes the meetings of the Audit Committee, develops and circulates agendas, conducts the meetings, records minutes, and follows-up on outstanding Audit Committee business. The Audit Committee Chair reports to the Board on each meeting of the Audit Committee and makes recommendations for specific actions and decisions. The Chief Executive Officer's primary role is to manage the Company in an effective, efficient and forward-looking way and to fulfil the priorities, goals and objectives determined by the Board in the context of the Company's strategic plans, budgets and responsibilities specifically detailed with a view to increasing shareholder value.

#### **ORIENTATION AND CONTINUING EDUCATION**

The Company has not developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

## **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.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the Shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

## **NOMINATION OF DIRECTORS**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

## **COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER**

The Board is responsible for determining all forms of compensation to be granted to the CEO and the directors of the Company, and for reviewing the CEO's recommendations respecting compensation of the other senior executives of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its executive officers, the Board considers the following issues: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and Shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the key elements of the executive compensation program are: (i) base salary or fee; (ii) potential annual incentive award; and (iii) long-term incentive in the form of stock options. The directors

are of the view that all elements of the total program should be considered, rather than any single element.

## BOARD COMMITTEES

The Board has an Audit Committee. See “*Section 6 - Audit Committee*”.

In addition, the Board has established one additional standing committee, the Compensation Committee, the members of which are Douglas Forster, Craig Roberts and Paul Matysek.

## ASSESSMENTS

The Board, as a whole, assesses its performance, the performance of its committee(s) and the contribution of individual directors on an ongoing basis. It also monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committee(s).

## SECTION 8 - OTHER INFORMATION

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a 10% rolling stock option plan, which is the only equity compensation plan the Company currently has in place. See “*Section 3 - Particulars of Matters to Be Acted Upon – Approval of Stock Option Plan*” and “*Section 5 - Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans.*”

The following table sets forth information as at March 31, 2021, with respect to the Company’s stock option plan, under which equity securities are authorized for issuance. The Company does not have any equity compensation plans that have not been approved by its shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders <sup>(1)</sup>	6,460,000	\$0.37	3,453,406
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total:</b>	<b>6,460,000</b>	<b>\$0.37</b>	<b>3,453,406</b>

(1) Represents the Existing Stock Option Plan of the Company. As at March 31, 2021, the Existing Stock Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding Shares. As at March 31, 2021, the Company had 99,134,068 Shares issued and outstanding.

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

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the financial year ended March 31, 2021, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Company or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, and which was not entirely repaid on or before the date of this Information Circular.

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

Except as disclosed herein, 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 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 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 the approval of the stock option plan of the Company.

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

Other than as set forth in this Information Circular or as disclosed in the Company's financial statements, no informed person of the Company, or proposed director of the Company, or any associate or affiliate of any informed person or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

#### **MANAGEMENT CONTRACTS**

Since the beginning of the Company's most recently completed financial year, management functions of the Company are not, and have not been, to any substantial degree performed by any person other than the executive officers and directors of the Company. See *Section 5 - Statement of Executive Compensation – Employment, Consulting and Management Agreements.*"

## **ADDITIONAL INFORMATION**

Financial information about the Company is included in the Company's comparative annual financial statements for the year ended March 31, 2021, and the related Management's Discussion and Analysis, which have been electronically filed with regulators and are available on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile. Copies may be obtained without charge upon request to the Company, c/o Keystone Corporate Services Inc., Suite 214, 257 12<sup>th</sup> Street East, North Vancouver, BC V7L 2J8 – Telephone: 604-612-2111.

You may also access the Company's other public disclosure documents on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile. Additional information about the Company can be found on the Company's website at [www.nevadaking.ca](http://www.nevadaking.ca).

## **REQUEST FOR FINANCIAL STATEMENTS**

National Instrument 51-102 – *Continuous Disclosure Obligations* sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia, this 3<sup>rd</sup> day of May, 2022.

BY ORDER OF THE BOARD

**NEVADA KING GOLD CORP.**

/s/ Collin Kettell  
Collin Kettell  
Chief Executive Officer and Director

## SCHEDULE "A"

### Charter of the Audit Committee of the Board of Directors of Nevada King Gold Corp.

(the "Company")

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#### **Purpose**

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

#### **Composition, Procedures and Organization**

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
  - (a) The Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee (attended in person or by phone). The external auditors or any member of the Committee may request a meeting of the Committee.
  - (b) The external auditors shall receive notice of and have the right to attend all meetings of the Committee.
  - (c) Management representatives may be invited to attend all meetings except private sessions with the external auditors.

7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

### **Roles and Responsibilities**

1. The overall duties and responsibilities of the Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
  - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review with the external auditors, upon completion of their audit:
    - i. contents of their report;
    - ii. scope and quality of the audit work performed;
    - iii. adequacy of the Company's financial and auditing personnel;
    - iv. co-operation received from the Company's personnel during the audit;
    - v. internal resources used;
    - vi. significant transactions outside of the normal business of the Company;

- vii. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
      - viii. the non-audit services provided by the external auditors.
    - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
    - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
- 3. The duties and responsibilities of the Committee as they relate to the internal auditors, if any, are to:
  - (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the
  - (b) internal audit department;
  - (c) review and approve the internal audit plan; and
  - (d) review significant internal audit findings and recommendations, and management's response thereto.
- 4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
  - (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- 5. The Committee is also charged with the responsibility to:
  - (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

- (b) review and approve the financial sections of:
  - i. the annual report to shareholders;
  - ii. the annual information form, if required;
  - iii. annual and interim MD&A;
  - iv. prospectuses;
  - v. news releases discussing financial results of the Company; and
  - vi. other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's consolidated financial statements;
- (f) review the minutes of any Committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

6. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.