



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

FOR THE
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE
HELD ON JUNE 15, 2021

May 7, 2021

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF GOLD TERRA RESOURCE CORP.**

To the shareholders of Gold Terra Resource Corp.:

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**shares**”) of Gold Terra Resource Corp. (the “**Company**”) will be held at Suite 410, 325 Howe Street, Vancouver, British Columbia, Canada, V6C 1Z7 on Tuesday, June 15, 2021, at 10:00 a.m., Vancouver time, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended January 31, 2021 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
4. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution reapproving the 10% “rolling” stock option plan of the Company, as more particularly described in the accompanying management information circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

A management information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements accompany this notice.

Registered shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays and holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders who receive this notice and management information circular from their broker or other intermediary should complete and return the voting instruction form in accordance with the instructions provided with it. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you will not be entitled to vote at the Meeting, either in person or by proxy.**

While, as of the date of this notice, the Company intends to hold the Meeting as set out above, it is continuously monitoring the current coronavirus (COVID-19) pandemic. In light of the rapidly evolving situation involving COVID-19, the Company asks that shareholders of the Company follow the current instructions and recommendations of federal, and any applicable provincial

and local, health authorities when considering attending the Meeting. All shareholders of the Company are strongly encouraged to vote prior to the Meeting by any of the means described on page 3 of the accompanying management information circular. In order to adhere to all government and public health authority recommendations, the Company notes that the Meeting will be limited to only the legal requirements for shareholder meetings and guests will not be permitted entrance unless legally required. **Rather than attending in person, the Company encourages shareholders to access the Meeting via telephone conference call at 1-877-394-5901 (Toll-Free Canada and US) or 1-416-548-6023 (International) – access code 3599007. This conference call will give shareholders an equal opportunity to access the Meeting regardless of their geographic location.**

The Company reserves the right to take any additional precautionary measures it deems necessary in relation to the Meeting in response to further development in respect of the COVID-19 pandemic that the Company considers necessary or advisable, including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of news release. Please monitor the Company's press releases as well as its website at <https://www.goldterracorp.com> for updated information. The Company advises you to check its website one week prior to the Meeting date for the most current information. The Company does not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

DATED at Vancouver, British Columbia, this 7th day of May, 2021.

BY ORDER OF THE BOARD

“David Suda”

David Suda
CEO and Director

**GOLD TERRA RESOURCE CORP.
MANAGEMENT INFORMATION CIRCULAR**

(as at May 7, 2021, unless indicated otherwise)

SOLICITATION OF PROXIES

This management information circular (the “**Information Circular**”) is provided in connection with the solicitation of proxies by the management of Gold Terra Resource Corp. (the “**Company**”) for use at the annual general and special meeting of the holders of common shares (the “**shares**”) of the Company to be held on June 15, 2021 (the “**Meeting**”), at the time and place and for the purposes set out in the accompanying notice of meeting and at any adjournment thereof. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining authorization from their principal(s) to execute forms of proxy. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars.

MEETING PROCEDURES

What happens if the Meeting time, date or location needs to be changed in light of COVID-19?

The Company will notify securityholders of the change without sending additional soliciting materials or updating proxy-related materials by:

- issuing a news release announcing the change in the time, date or location;
- filing the news release on SEDAR; and
- informing all the parties involved in the proxy voting infrastructure (such as intermediaries, transfer agents, and proxy service providers) of the change.

The Company continues to closely monitor developments around COVID-19 and is taking every precaution to ensure the safety of its people and communities and are committed to keeping its shareholders informed.

Who can attend the Meeting?

Anyone who holds shares as of the close of business on May 7, 2021, which is the record date for the Meeting (the “**Record Date**”) fixed by the Board of Directors of the Company (the “**Board**”), or has been appointed proxyholder by such a shareholder, is entitled to attend the Meeting.

While, as of the date of this Information Circular, the Company intends to hold the Meeting as set out above, it is continuously monitoring the current coronavirus (COVID-19) pandemic. In light of the rapidly evolving situation involving COVID-19, the Company asks that shareholders of the Company follow the current instructions and recommendations of federal, and any applicable provincial and local, health authorities when considering attending the Meeting. All shareholders of the Company are strongly encouraged to vote prior to the Meeting by any of the means described on page 3 of this Information Circular. In order to adhere to all government and public health authority recommendations, the Company notes that the Meeting will be

limited to only the legal requirements for shareholder meetings and guests will not be permitted entrance unless legally required. Rather than attending in person, the Company encourages shareholders to access the Meeting via telephone conference call at **1-877-394-5901** (Toll-Free Canada and US) or **1-416-548-6023** (International) – access code 3599007. This conference call will give shareholders an equal opportunity to access the Meeting regardless of their geographic location.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1 (by mail, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy. Please see above regarding Meeting attendance in light of COVID-19. We encourage you to vote in advance of the Meeting and adhere to all government and public health recommendations in place at the time of the Meeting.

The persons named in the proxy are directors and officers of the Company and are proxyholders nominated by management. **A shareholder has the right to appoint a person other than the nominees of management named in the enclosed form of proxy to represent the shareholder at the Meeting. To exercise this right, a shareholder must insert the name of its nominee in the blank space provided. A person appointed as a proxyholder need not be a shareholder of the Company. The person you appoint must attend the Meeting to vote your shares. Please see above regarding Meeting attendance in light of COVID-19. We encourage you to vote in advance of the Meeting and adhere to all government and public health recommendations in place at the time of the Meeting.**

A registered shareholder may revoke a proxy by:

- (a) signing a proxy with a later date and delivering it at the place and within the time noted above;
- (b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and delivering it to the head office of the Company, Suite 410 – 325 Howe Street, Vancouver, British Columbia, Canada V6C 1Z7, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof;
- (c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked; or
- (d) in any other manner provided by law.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as many shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through banks, trust companies, securities dealers or brokers, trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans or other persons (any one of which is herein referred to as an “**Intermediary**”) or otherwise not in their own name (such shareholders herein referred to as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders appearing on the records maintained by the Company’s transfer agent as registered shareholders will be recognized and allowed to vote at the Meeting. If a shareholder’s shares are listed in an account statement provided to the shareholder by a broker, in all likelihood those shares are **not** registered in the shareholder’s name and that shareholder is a Beneficial Shareholder. Such shares are most likely registered in 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 The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the Meeting at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or “**NOBOs**”) or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or “**OBOs**”).

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) indirectly through Intermediaries to NOBOs and OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to NOBOs and OBOs. The Company does not intend to pay for Intermediaries to forward the Meeting materials to OBOs. OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Meeting Materials sent to Beneficial Shareholders are accompanied by a voting instruction form (“**VIF**”), instead of a form of proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder’s shares on the Beneficial Shareholder’s behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions

received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF 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. If you have any questions respecting the voting of shares held through an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. **A Beneficial Shareholder receiving a VIF cannot use that form to vote shares directly at the Meeting – Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.** Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular and the accompanying form of proxy and notice of Meeting are to registered shareholders unless specifically stated otherwise.

The Meeting Materials are being sent to both registered and non-registered owners of the Company's shares. If you are a Beneficial Shareholder and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of the Company's securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

The shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice on the proxy with respect to any matter to be acted upon, the shares will be voted accordingly. On any poll, the persons named in the proxy will vote the shares in respect of which they are appointed. Where directions are given by the shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

The proxy, when properly signed, confers discretionary authority on the proxyholder with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the proxyholder.

In the absence of instructions to the contrary, the proxyholders intend to vote the shares represented by each proxy, properly executed, in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Information Circular, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of each of the following persons in any matter to be acted upon at the Meeting other than the election of directors:

- (a) each person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- (b) each proposed nominee for election as a director of the Company; and
- (c) each associate or affiliate of any of the foregoing.

Directors and executive officers may, however, be interested in the reapproval of the Option Plan (as defined below) as detailed in "*Particulars of Matters to be Acted Upon – Reapproval of the Stock Option Plan,*" as such persons are entitled to participate in the Option Plan.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of shares. On the Record Date, the Company had 189,328,637 shares outstanding. All shares in the capital of the Company are of the same class and each carries the right to one vote. Only those shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The Board currently consists of seven (7) directors. The term of office for each of the present directors of the Company expires at the Meeting. The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. **In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted FOR the nominees listed in this Information Circular.** Management does not contemplate that any such nominee will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors.**

The following table sets out the names of the nominees for election as directors, their jurisdiction of residence, the office(s) they hold within the Company, their principal occupations (and, if not previously elected as a director, their principal occupations during the last five years), the date since when they have been a director of the Company, and the number of shares of the Company which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of this Information Circular:

Name, Jurisdiction of Residence and Office(s) Held	Principal Occupation and, if not Previously Elected as a Director, Occupation during the Last Five Years	Director Since	Shares Owned
Gerald Panneton Ontario, Canada <i>Executive Chairman</i>	Executive Chairman, Gold Terra Resource Corp.	October 2019	4,280,000 1,000,000 indirect ⁽³⁾
David Suda British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President and Chief Executive Officer, Gold Terra Resource Corp.	December 2018	1,223,000
Louis Dionne ⁽¹⁾⁽²⁾ Ontario, Canada <i>Director</i>	Corporate Director, Professional Mining Engineer	October 2019	100,000
Laurie Gaborit, B. Sc. Geology ⁽²⁾ Ontario, Canada <i>Director</i>	Chief Executive Officer, LG IRServices Inc. VP Investor Relations, Doré Copper Mining Corp. (September 2020 to now)	December 2019	200,000
Elif Lévesque, CPA, CGA, ICD.D ⁽¹⁾ Québec, Canada <i>Director</i>	Chief Financial Officer, Nomad Royalty Company Ltd.	September 2015	325,000
Stuart Rogers ⁽¹⁾ British Columbia, Canada <i>Director</i>	President, West Oak Capital Group, Inc., a financial management and consultancy firm	August 2007	1,015,000 887,500 indirect ⁽⁴⁾

Name, Jurisdiction of Residence and Office(s) Held	Principal Occupation and, if not Previously Elected as a Director, Occupation during the Last Five Years	Director Since	Shares Owned
Hellen Siwanowicz, LLB ⁽²⁾ Ontario, Canada <i>Director</i>	Corporate Director and Legal Consultant Partner, McMillan LLP (formerly Lang Michener LLP) (1996 to 2016)	August 2020	Nil

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance, Nomination and Compensation Committee.

(3) These shares are held indirectly by G.P. Consulting Inc., a private company wholly-owned by Gerald Panneton.

(4) These shares are held indirectly by West Oak Capital Group, Inc., a private company wholly-owned by Stuart Rogers.

The above information, including information as to shares beneficially owned, has been provided by the respective directors individually.

No proposed director of the Company

(a) is, as 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 the subject:

(A) of a cease trade order;

(B) an order similar to a cease trade order; or

(C) an order that denied the relevant company access to any exemption under securities legislation (each, an “**Order**”);

that was in effect for a period of more than 30 consecutive days, while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an Order that was in effect for a period of more than 30 consecutive days, after the proposed director was acting in the capacity as 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, as 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 securities regulatory authority or 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 security holder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Unless the shareholder specifies in the enclosed form of proxy that the shares represented by the proxy are to be withheld from voting in the appointment of the auditor, the persons named in the form of proxy intend to vote **FOR** the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (“**DMCL**”), as auditor of the Company for the ensuing year and the authorization of the directors to fix its remuneration.

The Board recommends that shareholders vote FOR the appointment of DMCL as the Company’s auditor and the authorization of the directors to fix the auditor’s remuneration.

REAPPROVAL OF THE STOCK OPTION PLAN

The Company’s stock option plan (the “**Option Plan**”) was prepared in accordance with current policies of the TSXV. A copy of the Option Plan is available upon request by any shareholder at no charge.

The Option Plan is a “rolling” stock option plan which sets the number of options available for grant by the Company at an amount equal to up to a maximum of 10% of the Company’s issued and outstanding shares from time to time, less any shares reserved for issuance under other share compensation arrangements. Under TSXV policies, the Option Plan must be approved by the Company’s shareholders on an annual basis. Therefore, shareholders are being asked to approve the Option Plan (with no amendments) at the Meeting. The following information is intended as a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan.

The purpose of the Option Plan is to advance the interests of the Company by (i) providing any director, officer, employee, Consultant (as defined in the Option Plan), Consultant Company (as defined in the Option Plan) or Management Company Employee (as defined in the Option Plan) of the Company (collectively, the “**Eligible Persons**”) with additional incentive to develop and promote the growth and success of the Company, (ii) encouraging stock ownership by such Eligible Persons, (iii) increasing the proprietary interest of Eligible Persons in the success of the Company, (iv) encouraging the Eligible Person to remain with the Company or its subsidiaries or any associate, and (v) attracting and retaining persons of outstanding competence whose efforts will dictate, to a large extent, the future growth and success of the Company.

Pursuant to the Option Plan, the aggregate number of shares issuable upon the exercise of all options granted under the Option Plan in any 12-month period: (i) shall not exceed 10% of the shares issued and outstanding from time to time; (ii) shall not exceed 5% of the shares outstanding at the time of the grant (on a non-diluted basis) to any one individual under the

Option Plan, less the aggregate number of shares reserved for issuance to such person under any other option to purchase shares from treasury granted as a compensation or incentive mechanism; (iii) shall not exceed 2% of the shares outstanding at the time of the grant (on a non-diluted basis) to any one consultant under the Option Plan, less the aggregate number of shares reserved for issuance to such person under any other option to purchase shares from treasury granted as a compensation or incentive mechanism; and (iv) shall not exceed 2% of the shares outstanding at the time of the grant (on a non-diluted basis) to a director who is employed in an investor relations capacity or to an employee who is employed in an investor relations capacity at any time under the Option Plan, less the aggregate number of shares reserved for issuance to all persons engaged in investor relations activities under any other option to purchase shares from treasury granted as a compensation or incentive mechanism. The Company must obtain disinterested shareholder approval if the Option Plan, together with any previous plans, could result at any time in the grant to Insiders (as defined in the Option Plan), within a 12-month period, a number of options exceeding 10% of the issued shares of the Company. For greater certainty, any shares subject to an option which for any reason is cancelled or terminated without having been exercised, is again available for grant under the Option Plan. In no event will fractional shares be issued.

The Option Plan contains provisions for adjustment in the number of shares or other property issuable on exercise of a stock option in the event of any stock dividend or any recapitalization, amalgamation, subdivision, consolidation, combination or exchange of shares, or other corporate change, subject to the prior approval of the relevant stock exchange.

While the Company's shares are listed on the TSXV, the purchase price per share for any option granted under the Option Plan shall not be less than the market price of the Company's shares less any applicable discount in accordance with the policies of the TSXV.

Options granted must expire not later than a maximum of five years from the date of the grant as long as the Company's shares are listed on Tier 2 of the TSXV and a maximum of 10 years from the date of grant at such time as the Company's shares are listed on Tier 1 of the TSXV or on the Toronto Stock Exchange (subject to extension where the expiry date falls within a "**blackout period**"). In the event that the expiry date of an option occurs during a blackout period that is self-imposed by the Company pursuant to its policies, the expiry date of such option shall be automatically extended for a period of 10 business days following the end of the blackout period.

The Company shall have the authority to deduct and withhold, or require the optionee to remit to the Company, the amount of any taxes or other required source deductions which the Company is required by law or regulation of any governmental authority whatsoever to remit in connection with any issuance of shares upon the exercise of options. Options will vest at the discretion of the Board. All options granted pursuant to the Option Plan are non-assignable.

According to the Option Plan, if a participant (other than a person engaged in investor relations activities) ceases to be an Eligible Person for any reason whatsoever other than death, each option held by the participant will cease to be exercisable no more than 90 days after the date on which a participant ceases to be an Eligible Person (the "**Termination Date**"). Options granted to participants engaged in investor relations activities must expire within 30 days after the participant ceases to be employed to provide investor relations activities. If any portion of an option is not vested by the Termination Date, that portion of the option may not under any circumstances be exercised by the participant. Without limitation, and for greater certainty only, this provision will apply regardless of whether the participant was dismissed with or without cause and regardless of whether the participant received compensation in respect of dismissal

or is entitled to a period of notice of termination which would otherwise have permitted a greater portion of the option to vest with the participant. If a participant dies, the legal representative of the participant may exercise the participant's options within one year after the date of the participant's death, but only to the extent the options were by their terms exercisable on the date of death. The retirement of any participant who is a director of the Company or any subsidiaries or associate companies at any annual general meeting of the Company or such subsidiaries as required by the constating documents of the Company or subsidiaries, as the case may be, shall not result in the termination of the option granted to such participant provided that such participant is re-elected at such annual general meeting as a director of the Company or such subsidiary, as the case may be. For greater certainty, the change in the duties or position of a participant or the transfer of such participant from a position with the Company to a position with a subsidiary, or vice-versa, shall not trigger the termination of such participant's option provided such participant remains a director, officer, employee or consultant of the Company or subsidiary.

At the Meeting, shareholders are being asked to consider and, if deemed appropriate, to pass, with or without variation, a resolution, in the form set out below (the "**Option Plan Resolution**"), subject to such amendments, variations or additions as may be approved at the Meeting, reapproving the Option Plan.

The Board and management recommend the reapproval of the Option Plan. To be effective, the Option Plan Resolution must be approved by not less than a majority of the votes cast by the holders of shares present in person, or represented by proxy, at the Meeting. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the shares represented by such form of proxy, properly executed, FOR the Option Plan Resolution.

The text of the Option Plan Resolution to be submitted to shareholders at the Meeting is set forth below:

"BE IT RESOLVED THAT:

1. Subject to regulatory approval, the Option Plan pursuant to which the directors may, from time to time, authorize the issuance of options to Eligible Persons to a maximum of 10% of the issued and outstanding shares at the time of the grant, be and is hereby ratified, confirmed and approved; and
2. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of, and on behalf of, the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the intent of the foregoing resolution."

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

"Named executive officer" ("**NEO**") means:

- (a) a Chief Executive Officer ("**CEO**");
- (b) a Chief Financial Officer ("**CFO**");

- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Gerald Panneton (Executive Chairman), David Suda (CEO), Joseph Campbell (COO), Mark T. Brown (CFO) and Stuart Rogers (former CFO).

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders;
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions; and
- to reward individual contributions in light of overall business results.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is a junior mineral exploration company involved in exploration and development of early-stage mineral properties and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEOs.

Purpose of the Executive Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of the Executive Compensation Program

The executive compensation program consists of three basic components: (1) base salary and consulting fees, (2) short-term incentive compensation in the form of performance-based bonuses, and (3) long-term incentive compensation in the form of stock options.

The allocation value to these different compensation elements is not based on a formula, but rather is intended to reflect the Board's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results.

Base Salary

The base salary or consulting fee of a NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

Short-term Incentives

In addition to a base salary or consulting fee, each NEO is eligible to receive a performance-based bonus meant to motivate executives to achieve personal business objectives, to be accountable for their relative contribution to the Company's performance, as well as to attract and retain executives.

Long-term Incentives

Stock options are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of options upon hire aligns NEOs' rewards with an increase in shareholder value over the long-term. The use of options encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Compensation Program, Compensation Risk and Compensation Governance

Compensation of the NEOs is reviewed annually by the Company's Corporate Governance, Nomination and Compensation Committee (the "**Compensation Committee**"), which makes recommendations to the Board, which in turn approves the compensation of the NEOs. The Compensation Committee consists of three independent directors: Laurie Gaborit, Louis Dionne and Hellen Siwanowicz. Laurie Gaborit is the Chair of the Compensation Committee. The Company may, from time to time, engage independent compensation advisors or compensation consultants in respect of its compensation policies or practices to ensure that the Company's compensation to the NEOs is comparable in the industry.

The Compensation Committee intends to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Implicit in the Compensation Committee's responsibilities and the Board's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

At the end of 2020, the Company, through the Compensation Committee, engaged the independent compensation and governance advisory firm, Global Governance Advisors ("**GGA**"), an independent compensation advisor with significant global executive and director compensation experience, to assist the Compensation Committee in its review of executive compensation.

This review included verification of the Company's selected peer group, which is believed to be aligned with the current size and scope of the Company's operations. The Company's peer group includes the following organizations:

Almaden Minerals Ltd.	GT Gold Corp.	QMX Gold Corp.
ATAC Resources Ltd.	Highgold Mining Inc.	Treasury Metals Inc.
Azimut Exploration Inc.	Maple Gold Mines Ltd.	Troilus Gold Corp.
Cartier Resources Inc.	Nighthawk Gold Corp.	White Gold Corp.
Fury Gold Mines Ltd.	Probe Metals Inc.	

It is anticipated that a significant portion of the Company's executive compensation will consist of options granted under the Option Plan. Such compensation is both "long-term" and "at risk" and, accordingly, is directly linked to the achievement of long-term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, base salary or consulting fee and performance bonuses, represent the remaining portion of an executive's total compensation. These components of compensation are not anticipated to form a significant part of total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short-term compensation when their long-term compensation might be put at risk from their actions.

Compensation Risk

Due to the small size of the Company, and the current level of the Company's activity, the Compensation Committee and the Board are able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

NEOs and directors of the Company are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Base Salary or Consulting Fees

The Company has entered into management consulting agreements with consulting companies controlled by Messrs. Campbell, Brown and Rogers, respectively. The agreements were automatically renewed; however, Mr. Rogers retired from his position as CFO of the Company on March 31, 2020 and his consulting agreement was terminated. See "External Management Companies" for a description of the agreements with Messrs. Campbell and Brown. On June 15, 2018, the Company entered into an employment agreement with Mr. Suda, the President and CEO of the Company. The agreement with Mr. Suda is subject to automatic renewal on the

same terms unless either party elects not to renew the agreement. On October 1, 2019, the Company entered into an employment agreement with Mr. Panneton, Executive Chairman of the Company for a term of three years.

The Company intends to review the terms of the consulting and employment agreements on an annual basis. The consulting fees or base salaries, as the case may be, for NEOs are set having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is to be given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also to be considered.

Performance-Based Bonuses

Each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. Performance-based bonuses are paid at the discretion of the Board based on corporate and individual performance. The Board also considers accomplishments by management which enhance the Company and shareholder value. Bonuses are made by way of cash payments, which payments are made at the end of the fiscal year. The Board in its sole and absolute discretion may decide not to pay performance bonuses where the Board believes that it is not prudent to pay bonuses as a result of adverse economic conditions or financial conditions of the Company.

For the year ended January 31, 2021, a total of \$156,000 performance-based bonuses were paid to the NEOs. See "Executive Compensation – Summary Compensation Table" for information on the actual performance bonus paid to each of the NEOs for the most recently completed financial year.

Stock Options

The Company has established the Option Plan under which options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board determines which NEOs (and other persons) are entitled to participate in the Option Plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding expiry date and exercise price.

Description of the Stock Option Plan

Subject to the limitations of the Option Plan, the Board has the authority:

- (a) to grant options to purchase shares to Eligible Persons,
- (b) to determine the terms, limitations, restrictions and conditions respecting such grants, including, the number of shares for which any option may be granted to an Eligible Person and the exercise price at which shares may be purchased under any option to be granted to an Eligible Person,
- (c) to interpret the Option Plan and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to the Option Plan as it deems advisable, and
- (d) to make all other determinations and to take all other actions in connection with

the implementation and administration of the Option Plan as deemed necessary or advisable. The Board's guidelines, rules, regulations, interpretations and determinations are conclusive and binding upon the Company and all other persons.

The Board makes these determinations subject to the provisions of the Option Plan and, where applicable, the policies of the TSXV. A detailed discussion of the material terms of the Option Plan is set out under "*Particulars of Matters to be Acted Upon – Reapproval of The Stock Option Plan*" above.

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program. The granting of options has been designed to provide total compensation which the Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

This element of compensation allows the Company to incentivize and retain its NEOs for their sustained contributions to the Company. These awards reward performance and continued employment by a NEO, with associated benefits to the Company of attracting, motivating and retaining employees. The Company believes that long-term incentives such as options provide NEOs with a strong link to long-term corporate performance and the creation of shareholder value. The Option Plan aligns the interests of the NEOs with those of shareholders by linking a significant portion of the executive's total pay opportunity to share price, therefore providing long-term accountability. This incentive arrangement is typically designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives.

The Company awards options to its executive officers based upon the recommendation of the Compensation Committee, which recommendation is based upon the Compensation Committee's review of a proposal from the CEO. Previous grants of options are taken into account when considering new grants.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the NEOs by the Company for services in all capacities to the Company during the two most recently completed financial years ended January 31, 2021 and 2020:

Name and principal position	Year ended January 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Gerald Panneton Executive Chairman ⁽³⁾	2021	180,000	Nil	Nil	90,000 ⁽⁹⁾	Nil	Nil	Nil	270,000
	2020	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
David Suda President, CEO and Director ⁽⁴⁾	2021	240,000	Nil	55,552 ⁽²⁾	48,000 ⁽⁹⁾	Nil	Nil	Nil	343,552
	2020	240,000	Nil	70,984 ⁽¹⁾	Nil	Nil	Nil	Nil	310,984
Joseph Campbell COO and Former CEO ⁽⁵⁾	2021	195,000 ⁽⁵⁾	Nil	37,035 ⁽²⁾	18,000 ⁽⁹⁾	Nil	Nil	Nil ⁽⁵⁾	250,035
	2020	Nil	Nil	47,323 ⁽¹⁾	Nil	Nil	Nil	82,300 ⁽⁵⁾	129,623
Mark T. Brown CFO ⁽⁶⁾	2021	Nil	Nil	36,764 ⁽²⁾	Nil	Nil	Nil	130,000 ⁽⁷⁾	166,764
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stuart Rogers Director and Former CFO ⁽⁸⁾	2021	7,500	Nil	17,238 ⁽²⁾	Nil	Nil	Nil	24,000 ⁽⁸⁾	48,738
	2020	Nil	Nil	23,661 ⁽¹⁾	Nil	Nil	Nil	144,000 ⁽⁸⁾	167,661

- (1) Grant date (accounting) fair value was estimated using the Black-Scholes option pricing formula assuming an expected life of three years, dividend yield of nil, a risk-free interest rate of 1.33% based on the five year Bank of Canada benchmark rate on the date of grant, and an expected volatility of 56.88% calculated based on common share performance for a period of five years prior to the date of grant.
- (2) Grant date (accounting) fair value was estimated using the Black-Scholes option pricing formula assuming an expected life of five years, dividend yield of nil, a risk-free interest rate of 1.28% to 1.33% based on the five year Bank of Canada benchmark rate on the date of grant, and an expected volatility of 56.88% to 60.49% calculated based on common share performance for a period of five years prior to the date of grant.
- (3) Mr. Panneton was appointed Executive Chairman on October 21, 2019. Mr. Panneton does not receive any compensation for his role as a director of the Company.
- (4) Mr. Suda was appointed CEO and President of the Company on June 15, 2018. Mr. Suda does not receive any compensation for his role as a director of the Company.
- (5) Mr. Campbell was appointed COO of the Company on October 21, 2019 and resigned as Executive Chairman at such time. He previously resigned as CEO of the Company on June 15, 2018. He was replaced as Executive Chairman by Mr. Panneton and replaced as CEO by Mr. Suda. The Company paid \$437,067 (2020 - \$827,769; 2019 - \$1,177,209) to GeoVector Management Inc., a private company in which Mr. Campbell is principal, for geologic consulting services incurred on the Company's properties during the current period. Mr. Campbell's salary for the financial year ended January 31, 2021 included January 2020's amount as it was paid out in March 2020.
- (6) Mr. Brown was appointed CFO of the Company on April 1, 2020.
- (7) Fees paid by the Company to Pacific Opportunity Capital Ltd., a private company in which Mr. Brown is the president, for accounting and managerial consulting services during the current period.
- (8) On March 1, 2018, as amended on June 15, 2018, the Company entered into amended management consulting agreement with a consulting company controlled by Mr. Rogers. Mr. Rogers retired from his role as CFO of the Company and the consulting agreement was terminated effective March 31, 2020. Mr. Rogers did not receive any compensation for his role as a director of the Company while he was an officer of the Company. Following his retirement as CFO, Mr. Rogers received \$7,500 in fees for his role as a director of the Company.
- (9) Performance-based bonus paid in recognition of the efforts made and achievements during the financial year ended January 31, 2021. The performance-based bonus was approved by the Board in December

2020, on the recommendation of the Compensation Committee.

External Management Companies

Mr. Brown is indirectly compensated through a consulting agreement between the Company and Pacific Opportunity Capital Ltd., a private company in which Mr. Brown is the president, pursuant to which the Company pays consulting fees for the services of Mr. Brown as CFO and for financial and administrative services, which include the preparation, review and analysis of financial statements and the management discussion and analysis, review and analysis of contractual documents, supervision of the accounting staff, preparation of financial information for auditors and tax-related filings. 40 percent of the consulting fees paid to Pacific Opportunity Capital Ltd. can be attributed to Mr. Brown's services as CFO. Mr. Brown also receives option based compensation periodically.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding and held by the NEOs at the end of the most recently completed financial year ended January 31, 2021:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Gerald Panneton <i>Executive Chairman</i>	Nil	Nil	Nil	Nil	Nil	N/A
David Suda <i>President, CEO and Director</i>	1,250,000 600,000 150,000	0.41 0.30 0.35	June 15, 2021 December 30, 2024 December 11, 2025	Nil Nil Nil	Nil	N/A
Joseph Campbell <i>COO</i>	400,000 100,000	0.30 0.35	December 30, 2024 December 11, 2025	Nil Nil	Nil	N/A
Mark T. Brown <i>CFO</i>	400,000 100,000	0.30 0.35	April 14, 2025 December 11, 2025	Nil Nil	Nil	N/A
Stuart Rogers <i>Former CFO and Director</i>	200,000 50,000	0.30 0.35	December 30, 2024 December 11, 2025	Nil Nil	Nil	N/A

(1) Values were calculated using the closing price of \$0.27 which was the closing price of the shares on the TSXV on January 29, 2021, the last trading day in the financial year ended January 31, 2021.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year ended January 31, 2021:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Gerald Panneton <i>Executive Chairman</i>	Nil	Nil	Nil
David Suda <i>President, CEO and Director</i>	35,492	Nil	Nil
Joseph Campbell <i>COO</i>	23,661	Nil	Nil
Mark T. Brown <i>CFO</i>	12,516	Nil	Nil
Stuart Rogers <i>Former CFO and Director</i>	11,831	Nil	Nil

(1) Based on fair value calculated at date of grant using the Black-Scholes option pricing formula.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

Termination and Change of Control Benefits

The Company has entered into a consulting agreement with a consulting company controlled by Mr. Rogers, and executive employment agreements with Messrs. Suda, Panneton and Campbell which provide that each respective agreement may be terminated by the consulting company or the employee within 180 days of a Change of Control Event by providing the Company with 14 days notice in writing. A “Change of Control Event” means the occurrence of any one of the events set out below:

- (a) an acquisition, directly or indirectly, of voting shares of the Company (including securities of the Company which on conversion will become voting shares) by any person or group of persons acting in concert such that such person or group of persons are able for the first time to affect materially the control of management and policies of the Company;
- (b) a merger, amalgamation, or consolidation of the Company with or into another entity, or any other corporate reorganization, if more than 50% of the combined voting power of the continuing or surviving entity’s securities outstanding immediately after are owned by persons who were not stockholders of the Company immediately prior to such merger, amalgamation, consolidation or reorganization;
- (c) the exercise of the voting power of all or any shares of the Company so as to cause or result in the election of a majority of directors of the Company who were

not incumbent directors;

- (d) a tender offer, an exchange offer, a take-over bid or any other offer or bid by an entity, person or group of for more than 50% of the issued and outstanding shares; or
- (e) the sale, transfer or disposition by the Company of all or substantially all of the assets of the Company in a transaction that, in the opinion of legal counsel for the Company, constitutes a disposal of the undertaking of the Company and requires the approval, by special resolution, of the shareholders of the Company.

An event will not constitute a Change of Control Event if its sole purpose is to change the jurisdiction of the Company or to create a holding company, partnership or trust that will be owned in substantially the same proportions by the persons who held the Company's securities immediately before such event. Additionally, a Change of Control Event will not be deemed to have occurred if the executive is part of a purchasing group that consummates the Change of Control Event.

If the consulting company or employee terminates the agreement within 180 days of a Change of Control Event by providing the requisite notice in writing, or the Company terminates the agreement without cause within 180 days of a Change of Control Event, the Company shall pay to the NEO the pro-rata consulting fees or base salary, as the case may be, earned by the NEO up to the date of termination, plus 24 months of consulting fees or base salary. Assuming the NEOs had terminated the respective agreements as a result of a Change of Control Event on the last day of the Company's most recently completed financial year, the NEOs would have received an estimated \$480,000 in the case of Mr. Suda, \$360,000 in the case of Mr. Panneton, \$384,000 in the case of Mr. Campbell and \$288,000 in the case of Mr. Rogers. Mr. Rogers retired as the CFO of the Company and his consulting agreement was terminated effective March 31, 2020.

Director Compensation

Compensation of directors of the Company is reviewed annually and determined by the Compensation Committee. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

Non-executive directors receive directors' fees or fees for participation on Board committees. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers option grants to directors under the Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Option Plan, as discussed above, the Company does not offer any long term incentive plans, share compensation plans or any other such benefit programs for directors.

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the non-executive directors of the Company for the most recently completed financial year ended January 31, 2021:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Louis Dionne	9,000	Nil	18,517	Nil	Nil	Nil	27,517
Laurie Gaborit	11,000	Nil	18,517	Nil	Nil	35,813 ⁽¹⁾	65,330
Elif Lévesque	17,500	Nil	18,517	Nil	Nil	Nil	36,017
Stuart Rogers	7,500	Nil	1,279	Nil	Nil	Nil	8,779
Hellen Siwanowicz ⁽³⁾	3,332	Nil	24,410	Nil	Nil	Nil	27,742
Russell Starr ⁽²⁾	5,808	Nil	Nil	Nil	Nil	Nil	5,808

(1) This was paid for services rendered to the Company by LG IRServices Inc., a company owned by Laurie Gaborit.

(2) Russell Starr resigned from the Board effective May 19, 2020.

(3) Hellen Siwanowicz was appointed as a director of the Company on August 11, 2020.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding and held by the non-executive directors of the Company at the end of the most recently completed financial year, January 31, 2021:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Louis Dionne	200,000 50,000	0.30 0.35	December 30, 2024 December 11, 2025	Nil Nil	Nil	N/A
Laurie Gaborit	200,000 50,000	0.30 0.35	December 30, 2024 December 11, 2025	Nil Nil	Nil	N/A

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Elif Lévesque	200,000	0.30	December 30, 2024	Nil	Nil	N/A
	50,000	0.35	December 11, 2025	Nil		
Hellen Siwanowicz	200,000	0.435	August 11, 2025	Nil	Nil	N/A
	50,000	0.35	December 11, 2025	Nil		
Russell Starr ⁽²⁾	200,000	0.30	December 30, 2024	Nil	Nil	Nil

(1) Values were calculated using the closing price of \$0.27 which was the closing price of the shares on the TSXV on January 29, 2021, the last trading day in the financial year ended January 31, 2021.

(2) Russell Starr resigned from the Board effective May 19, 2020.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the non-executive directors of the Company during the most recently completed financial year ended January 31, 2021:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Louis Dionne	11,831	Nil	Nil
Laurie Gaborit	11,831	Nil	Nil
Elif Lévesque	11,831	Nil	Nil
Hellen Siwanowicz	Nil	Nil	Nil
Russell Starr ⁽²⁾	Nil	Nil	Nil

(1) Based on fair value calculated at date of grant using the Black-Scholes option pricing formula.

(2) Russell Starr resigned from the Board effective May 19, 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets out, as of the end of the most recently completed financial year ended January 31, 2021, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a) ⁽¹⁾	Weighted-average exercise price of outstanding options (b) (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) ⁽²⁾
Equity compensation plans approved by securityholders	6,966,250	0.35	11,166,613
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	6,966,250	0.35	11,166,613

(1) Reflects the number of shares reserved for issuance upon exercise of outstanding stock options granted under the Option Plan as of January 31, 2021.

(2) Represents the number of shares remaining available for future issuance upon exercise of options that may be granted under the Option Plan as of January 31, 2021 and based on 10% of the number of shares issued and outstanding as of January 31, 2021. The maximum number of shares reserved for issuance under the Option Plan at any time is 10% of the Company's issued and outstanding shares at that time, less any shares reserved for issuance under other share compensation arrangements.

CORPORATE GOVERNANCE

Board of Directors

As of the financial year ended January 31, 2021, the Board had seven directors, four of whom were independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in section 1.4 of National Instrument 52-110 *Audit Committees* ("NI 52-110"). A director is independent if he or she has no direct or indirect material relationship to the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Louis Dionne, Laurie Gaborit, Elif Lévesque and Hellen Siwanowiz were considered to be independent directors. David Suda and Gerald Panneton were not considered to be independent as they are officers of the Company and Stuart Rogers was not considered to be independent as he has been an officer of the Company within the last three years.

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the Board's responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

Pursuant to the *Business Corporations Act* (British Columbia), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board meet independently of management members when warranted. During the most recently completed financial year, the Board met four (4) times and a minimum of four (4) members of the Board were in attendance at each meeting. The independent directors did not meet without the non-independent members of the Board in attendance. During the most recently completed financial year, the Compensation Committee met twice.

Other Directorships

Certain of the directors of the Company are also directors of the following other reporting issuers (or the equivalent):

Director	Other Directorships of Other Reporting Issuers
Laurie Gaborit	Monarch Mining Corporation
Elif Lévesque	Cascades Inc. G Mining Ventures Corp.
Stuart Rogers	Edgemont Gold Corp. Elysee Development Corp.
Hellen Siwanowicz	Waverley Pharma Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and employees of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. The Company's financial and legal advisers are also available to the Company's directors.

Code of Ethics

The Board has adopted a Code of Ethics (the "**Code**") which applies to all directors, officers, employees and consultants of the Company, and prescribes a high standard ethical conduct in all dealings related to the affairs of the Company.

The Code provides basic guidelines setting forth the ethical behavior expected from every employee of the Company with respect to the use of Company time and assets, protection of confidential information, conflicts of interest, trading in the Company's securities and other matters. Every employee of the Company is subject to the Code and will be requested to sign a form acknowledging that he or she understands its contents and agrees to be bound by its provisions.

In summary, all employees must:

- follow applicable laws and regulations wherever the Company does business;
- work safely, in accordance with regulatory and other industry standards;

- treat everyone fairly and equitably: customers, suppliers, other employees, Company stakeholders and third parties dealing with the Company;
- refrain from speaking publicly on Company matters, unless authorized;
- refrain from trading on, and “tipping” others on, confidential information;
- respect the confidential nature of the information to which they may have access and refrain from sharing same, except on a need-to-know basis;
- always perform their duties in the best interests of the Company;
- avoid conflicts of interest, both real and perceived;
- be honest and act with integrity;
- handle Company assets with care and refrain from using same and Company time for personal purposes;
- respect the right of all employees to fair treatment and equal opportunity;
- respect the right of all employees to a working environment free from discrimination or harassment of any sort;
- act in a respectful and professional manner with other employees;
- refrain from inappropriately influencing the political process;
- work in an environmentally responsible manner;
- respect the cultures and rights of communities where the Company operates its business;
- ensure that all transactions are handled honestly and recorded accurately; and
- report any violation to this Code.

A copy of the Code is available from the Company's offices and on the Company's website. In the Board's regular meetings, the Board considers the Company's operations and business activities in light of the Code. The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity.

Whistle-Blowing Policy

The Board has also adopted a Whistle-Blowing Policy (the “**WB Policy**”) which applies to all directors, officers, employees and consultants of the Company. The aim of the WB Policy is to ensure that the Company provides a mechanism by which it may be informed of dishonest, fraudulent, unacceptable behaviour, conduct and practices made by its directors, officers, consultants and employees regarding accounting, internal accounting controls or auditing or related matters (a “**Questionable Event**”). The Company expects its directors, officers, employees and consultants to feel confident about disclosing and reporting on any concerns they may have about any Questionable Event they are aware of. The WB Policy is structured as a formal tool to allow the receipt, retention and treatment of complaints, denunciations, warnings and any form of notice by any director, officer, employee or consultant of the Company regarding a Questionable Event.

Nomination of Directors

The Board has established the Compensation Committee that is comprised of Laurie Gaborit (Chair), Hellen Siwanowicz and Louis Dionne, each of whom is independent of the Company. The Compensation Committee 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 the 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.

Corporate Governance and Compensation

The Compensation Committee is responsible for reviewing the adequacy and form of compensation paid to the Company’s executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Compensation Committee evaluates the performance of the chief executive officer and other executive officers in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

Other Board Committees

The Board has not established any committees other than the Audit Committee and the Compensation Committee.

Assessments

There is no formal committee with the responsibility for assessing the effectiveness of the Board as a whole. The Board as a group regularly reviews its performance and assesses the effectiveness of the Board as a whole.

AUDIT COMMITTEE

The primary function of the audit committee of the Board (the “**Audit Committee**”) is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company. In accordance with National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), information with respect to the Audit Committee is contained below. The full text of the Audit Committee Charter, as passed unanimously by the Board, is attached as Schedule “A”.

Composition of the Audit Committee

Audit Committee Member	Independence	Financial Literacy
Elif Lévesque ⁽¹⁾	Independent ⁽²⁾	Financially literate ⁽²⁾
Louis Dionne	Independent ⁽²⁾	Financially literate ⁽²⁾
Stuart Rogers	Not independent ⁽²⁾	Financially literate ⁽²⁾

(1) Chair of the Audit Committee.

(2) As defined by NI 52-110.

Relevant Education and Experience

The following describes the relevant education and experience of the members of the Audit Committee:

Elif Lévesque has over 20 years of experience in the mining industry (exploration, development/construction and operational stage). She is one of the founders and Chief Financial Officer of Nomad Royalty Company Ltd. Previously, she has served as Chief Financial Officer and Vice President, Finance of Osisko Gold Royalties Ltd (TSX and NYSE: OR) from its creation in 2014 until February 2020. Prior to this, Ms. Lévesque was Vice president and Controller of Osisko Mining Corporation and contributed to the financial reporting and planning functions of Osisko from 2008 onwards. She was also a member of the executive team involved

in corporate strategy and financing. From 2002 to 2008, she worked at Cambior Inc. which was acquired by IAMGOLD Corporation in 2006. Ms. Lévesque is a member of the Ordre des Comptables Professionnels Agréés du Québec and holds an MBA with honors from Clark University, Massachusetts, U.S.A.

Louis Dionne was an instrumental part of the Detour Gold team from 2006 to 2014 that helped build the Detour Lake mine as one of today's largest Canadian gold mine. Mr. Dionne spent over 20 years in the operations and development of gold properties, as Senior Vice President, Underground Operations for Barrick. In this capacity, he had operating responsibility for Barrick's underground operations. He developed the high grade Meikle mine and Rodeo project in Nevada and the Holt-McDermott Mine in Ontario. Mr. Dionne also provided technical input and leadership in the area of corporate mergers and acquisitions for Barrick. Following his tenure at Barrick, Mr. Dionne became President and CEO of Richmond Mines Inc., a junior gold producer with operations in Quebec and Newfoundland. Mr. Dionne is a graduate of Laval University in Quebec where he holds a bachelor's degree in Mining Engineering.

Stuart Rogers has been involved in the venture capital community in Vancouver since 1987. He is the President of West Oak Capital Group, Inc., a privately held investment banking firm specializing in the early stage financing of resource projects through the junior capital markets in Canada and the United States, and has served as an officer or director of client companies listed on the TSXV, Toronto Stock Exchange and NASDAQ Small Cap Market. He currently serves as the President and a Director of Elysee Development Corp.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year did the Board decline to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on any of the following exemptions in NI 52-110: section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) (*Events Outside Control of Member*), subsection 6.1.1(6) (*Death, Incapacity or Resignation*) and any exemption, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures for Non-Audit Services

All other non-audit services shall be approved or disapproved by the Audit Committee as a whole.

The pre-approval requirement is waived with respect to the provision of non-audit services if:

- the aggregate amount of all such non-audit services provided to the Company constitutes not more than ten percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Audit Committee who are members of the Board to whom

authority to grant such approvals has been delegated by the Audit Committee.

The CFO of the Company shall maintain a record of non-audit services approved by the Audit Committee for each financial year, and shall provide a report to the Audit Committee no less frequently than on a quarterly basis.

External Auditor Service Fees (By Category)

The following table sets out, by category, the fees billed by DMCL, the Company's current external auditor, for the financial years ended January 31, 2021 and 2020.

Financial Year Ended	Audit Fees ⁽¹⁾ (\$)	Audit Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
January 31, 2021	34,366	9,500	2,750	1,900
January 31, 2020	30,000	16,171	1,000	1,900

- (1) The aggregate fees billed by the Company's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption

Pursuant to section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110 because it is a venture issuer.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or executive officers of the Company has any indebtedness to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company.

MANAGEMENT CONTRACTS

The management functions of the Company are not, to any substantial degree, performed by persons other than the directors and executive officers.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's profile on SEDAR at www.sedar.com. Additional financial information is provided in the Company's financial statements for the year ended January 31, 2021 and related management's discussion

and analysis which are available on SEDAR. You may request copies of the Company's financial statements and management's discussion and analysis by completing the request card included with this Information Circular, in accordance to the instructions therein. Shareholders may also obtain these documents, without charge, upon request to the Company at Suite 410, 325 Howe Street, Vancouver, British Columbia V6C 1Z7.

The Board has approved the contents of this Information Circular and the sending thereof to the Company's shareholders.

DATED as of May 7, 2021.

BY ORDER OF THE BOARD

"David Suda"

David Suda
CEO and Director

Schedule "A"**GOLD TERRA RESOURCE CORP.
Audit Committee Charter****MANDATE**

The primary mandate of the audit committee (the "Audit Committee") of the Board of Directors of the Corporation (the "Board") is to assist the Board in overseeing the Corporation's financial reporting and disclosure. This oversight includes:

- a) reviewing the financial statements and financial disclosure that is provided to shareholders and disseminated to the public;
- b) reviewing the systems of internal controls to ensure integrity in the financial reporting of the Corporation; and
- c) monitoring the independence and performance of the Corporation's external auditors and reporting directly to the Board on the work of the external auditors.

COMPOSITION AND ORGANIZATION OF THE COMMITTEE

1. The Audit Committee must have at least three directors.
2. The majority of the Audit Committee members must be independent. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with an issuer. A material relationship means a relationship which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of a member's independent judgment.¹
3. Every Audit Committee member must be financially literate. Financial literacy is 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 issuer's financial statements.²
4. The Board will appoint from themselves the members of the Audit Committee on an annual basis for one year terms. Members may serve for consecutive terms.
5. The Board will also appoint a chair of the Audit Committee (the "Chair of the Audit Committee") for a one year term. The Chair of the Audit Committee may serve as the chair of the committee for any number of consecutive terms.
6. A member of the Audit Committee may be removed or replaced at any time by the Board. The Board will fill any vacancies in the Audit Committee by appointment from among members of the Board.

MEETINGS

1. The Audit Committee will meet at least four (4) times per year. Special meetings may be

¹ National Instrument 52-110 *Audit Committees* section 1.4

² National Instrument 52-110 *Audit Committees* section 1.5

called by the Chair of the Audit Committee as required.

2. Quorum for a meeting of the Audit Committee will be two (2) members in attendance.
3. Members may attend meetings of the Audit Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.
4. The Audit Committee Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to Audit Committee members for members to have a reasonable time to review the materials prior to the meeting.
5. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee will perform the following duties:

External Auditor

- a) select, evaluate and recommend to the Board, for shareholder approval, the external auditor to examine the Corporation's accounts, controls and financial statements;
- b) evaluate, prior to the annual audit by external auditors, the scope and general extent of their review, including their engagement letter, and the compensation to be paid to the external auditors and recommend such payment to the Board;
- c) obtain written confirmation from the external auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs;
- d) recommend to the Board, if necessary, the replacement of the external auditor;
- e) meet at least annually with the external auditors, independent of management, and report to the Board on such meetings;
- f) pre-approve any non-audit services to be provided to the Corporation by the external auditor and the fees for those services;

Financial Statements and Financial Information

- g) review and discuss with management and the external auditor the annual audited financial statements of the Corporation and recommend their approval by the Board;
- h) review and discuss with management, the quarterly financial statements and recommend their approval by the Board;
- i) review and recommend to the Board for approval the financial content of the annual report;
- j) review the process for the certification of financial statements by the Chief Executive Officer and Chief Financial Officer;

- k) review the Corporation's management discussion and analysis, annual and interim earnings or financial disclosure press releases, and audit committee reports before the Corporation publicly discloses this information;
- l) review annually with external auditors, the Corporation's accounting principles and the reasonableness of managements judgments and estimates as applied in its financial reporting;
- m) review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and the extent to which recommendations made by the external auditors have been implemented;

Risk Management, Internal Controls and Information Systems

- n) review with the external auditors and with management, the general policies and procedures used by the Corporation with respect to internal accounting and financial controls;
- o) review adequacy of security of information, information systems and recovery plans;
- p) review management plans regarding any changes in accounting practices or policies and the financial impact thereof;
- q) review with the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation and the manner in which these matters are being disclosed in the financial statements;
- r) discuss with management and the external auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Corporation's financial statements or disclosure;
- s) assisting management to identify the Corporation's principal business risks;
- t) review the Corporation's insurance, including directors' and officers' coverage, and provide recommendations to the Board;

Other

- u) review Corporation loans to employees/consultants; and
- v) conduct special reviews and/or other assignments from time to time as requested by the Board.

PROCESS FOR HANDLING COMPLAINTS REGARDING FINANCIAL MATTERS

The Audit Committee shall establish a procedure for the receipt, retention and follow-up of complaints received by the Corporation regarding accounting, internal controls, financial reporting, or auditing matters.

The Audit Committee shall ensure that any procedure for receiving complaints regarding accounting, internal controls, financial reporting, or auditing matters will allow the confidential and anonymous submission of concerns by employees.

REPORTING

The Audit Committee will report to the Board on:

- a) the external auditor's independence;
- b) the performance of the external auditor and the Audit Committee's recommendations;
- c) regarding the reappointment or termination of the external auditor;
- d) the adequacy of the Corporation's internal controls and disclosure controls;
- e) the Audit Committee's review of the annual and interim financial statements;
- f) the Audit Committee's review of the annual and interim management discussion and analysis;
- g) the Corporation's compliance with legal and regulatory matters to the extent they affect the financial statements of the Corporation; and
- h) all other material matters dealt with by the Audit Committee.

AUTHORITY OF THE COMMITTEE

The Audit Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Audit Committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation without approval of management.

The external auditor will report directly to the Audit Committee.