

**ROYALTY NORTH PARTNERS LTD.**  
**Suite 1400, 400 Burrard Street**  
**Vancouver, BC V6C 3A6**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the shareholders of **ROYALTY NORTH PARTNERS LTD.** (the “**Company**”) will be held via teleconference on **Tuesday, September 7, 2021 at 10:00 a.m.** (Pacific Time). Shareholders will be able to access the meeting by teleconference using the details below.

At the Meeting, the shareholders will receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2020, together with the auditors’ report thereon, and consider resolutions to:

1. fix the number of directors of the Company at four (4);
2. elect directors of the Company for the ensuing year;
3. appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration
4. consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to re-approve the Company’s Rolling 10% Stock Option Plan, as more fully described in the accompanying Management Information Circular; and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

All registered shareholders are entitled to attend, participate and vote at the Meeting, which will be held via teleconference, by calling the number below (instructions will be provided as to how shareholders entitled to vote at the Meeting may participate and vote at the Meeting), or may also vote in advance by proxy. The board of directors (the “**Board**”) requests that, as the Meeting will be held via teleconference and will not be conducted in person, that registered shareholders read, complete, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by **10:00 a.m.** (Vancouver, British Columbia time) on **September 2, 2021** (or before 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the Meeting at which the proxy is to be used). Only shareholders of record at the close of business on July 29, 2021 will be entitled to vote at the Meeting.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**Teleconference Details:**

North American Toll-Free Number:	1-866-261-6767
International Toll-Free Number*:	008004562524
International Toll Number:	1-416-850-2050

Participant Code: 64739635#

Callers are recommended to dial in 5 to 10 minutes prior to the scheduled start time of the Meeting. The information Circular and a form of proxy accompany this notice.

**DATED** at Vancouver, British Columbia this 29<sup>th</sup> day of July, 2021.

**BY ORDER OF THE BOARD**

*“Justin Currie”*  
Chief Executive Officer

**ROYALTY NORTH PARTNERS LTD.**

Suite 1400 – 400 Burrard Street  
Vancouver, BC V6C 3A6

## MANAGEMENT INFORMATION CIRCULAR

(As at July 29, 2021, except as otherwise indicated)

**Royalty North Partners Ltd.** (the “**Company**”) is providing this Management Information Circular (the “**Circular**”) and a form of proxy in connection with management’s solicitation of proxies for use at the Annual General Meeting of Shareholders (the “**Meeting**”) of the Company to be held on **Tuesday, September 7, 2021** and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

**All dollar amounts referenced herein are expressed in Canadian Dollars.**

### APPOINTMENT OF PROXYHOLDER

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

**A Shareholder has the right to appoint a person other than a Management Proxyholder, to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

### VOTING BY PROXY

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

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

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

### COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, **Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1**, not later than **forty-eight (48) hours**, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

### NON-REGISTERED HOLDERS

**Only Registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders whose names appear on the Share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. **Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy.** Most Shareholders are “non-registered” Shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an

“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents, pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and issuers can use this NOBO list for distribution of proxy-related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that allow it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”). These voting instruction forms are to be completed and returned to Computershare in the envelope provided or by facsimile. Computershare will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by voting instruction forms they receive. Alternatively, NOBOs may vote following the instructions on the voting instruction form, via the internet or by phone.

With respect to OBOs, in accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this Circular, the form of proxy or voting instruction form and the supplemental mailing list request card (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares they beneficially own. In addition, under New York Stock Exchange rules, an Intermediary subject to the New York Stock Exchange rules and who has not received specific voting instructions from the Non-Registered Shareholder may not vote the Shares in its discretion on behalf of such beneficial owner on “non-routine” proposals. “Routine” proposals typically include the ratification of the appointment of the Company’s chartered accountant. The approval of the number of directors and the election of directors, on the other hand, are each “non-routine” proposals. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. Shares held by an Intermediary can only be voted by the Intermediary (for, withheld or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, Intermediaries are prohibited from voting Shares. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

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

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

#### **NOTICE-AND-ACCESS**

The Company is not sending the Meeting Materials to Shareholders using “notice-and-access”, as defined under NI 54-101.

#### **REVOCABILITY OF PROXY**

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder, their attorney authorized in writing or, if the Registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their Intermediary to revoke the proxy on their behalf.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares without par value (the “**Shares**”), of which 13,840,588 Shares are issued and outstanding as of **July 29, 2021**. Persons who are Registered Shareholders at the close of business on **July 29, 2021** will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of shares.

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

#### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of the “Statement of Executive Compensation” section in this Circular:

“**Company**” means Royalty North Partners Ltd.;

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

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

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

- a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a chief financial officer;

- c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than CDN\$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Based on the foregoing definition, Justin Currie, as the CEO of the Company and Victoria McMillan as CFO of the Company, are the only NEOs during the financial year ended December 31, 2020.

### **Compensation Discussion and Analysis**

The objectives of the Company’s compensation program are to attract, hold and inspire performance by members of senior management of a quality and nature that will enhance the performance of the Company.

The independent directors of the Company have the responsibility for determining compensation for Named Executive Officers and other senior executives of the Company.

To determine future compensation payable, the independent directors will review compensation paid to Named Executive Officers and other senior executives of companies of a similar size and stage of development in the Company’s industry sector and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers while taking into account the financial and other resources of the Company. It is expected that the Company’s executive compensation program may be comprised of a combination of the following: an annual base salary, an annual bonus and, where appropriate, incentive stock options (“**Stock Options**”) and/or restricted share rights (“**Restricted Share Rights**”). The Stock Option and Restricted Share Rights award components of the program will be designed to reward long term commitment of executives to sustainable growth of the Company and annual salary ranges will be based on the level of responsibility and the importance of the executive’s position to the Company’s future objectives, the level of experience of the executive officer, and competitiveness with the base salaries paid by comparative companies.

Other than option-based awards pursuant to the Company’s 10% rolling stock option plan (the “**Stock Option Plan**”) and Restricted Share Rights under the Company’s restricted share plan (the “**Restricted Share Plan**”), the Company does not have any long-term incentive plans, including any supplemental executive retirement plans.

### **Stock Option Plan**

A stock option plan was first adopted by the Company’s board of directors on June 7, 2013 and subsequently ratified and approved by the Shareholders on July 12, 2013 (the “**Stock Option Plan**”), and was most recently approved by the shareholders on June 9, 2020. The principal purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company and of its subsidiaries or affiliates, if any, by providing them with the opportunity to be issued with and acquire common shares of the Company (the “**Shares**”), thereby increasing their proprietary interest in the Company, and encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

The Stock Option Plan provides that the aggregate number of securities reserved for issuance will be 10% of the number of Shares of the Company issued and outstanding from time to time.

The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all Options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board may from time to time designate.

The number of Shares which may be issuable under the Stock Option Plan: (a) shall not exceed 10% of the total number of the issued and outstanding Shares; (b) to any one participant within a 12-month period shall not exceed 5% of the total number of the issued and outstanding Shares; and (c) within a one-year period (i) to any one person, shall be no more than 5% of the total number of issued and outstanding Shares, with the exception of a consultant who may not receive grants of more than 2% of the total number of issued and outstanding Shares; (ii) to insiders as a group, shall be no more than 10% of the total number of issued and outstanding Shares; and (iii) to persons employed to conduct investor relations activities, shall be no more than an aggregate of 2% of the total number of issued and outstanding Common Shares at any one time.

The exercise prices of Options will be determined by the Board, but will, in no event, be less than the closing market price of Common Shares on the trading day prior to the date of grant of the Options less the maximum discount permitted under the Canadian Securities Exchange policies. As options are generally priced at market value at the time of grant and are subject to mandatory vesting schedules, the benefits of such compensation, if any, may not be realized by the executive until a significant period of time has passed. Accordingly, 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 extremely limited.

All Options granted under the Stock Option Plan will expire no later than the date that is five years from the date that such Options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

Subject to certain limitations, in the event that an option holder's position as a director, officer, employee or consultant is terminated for any reason other than long term disability, death or for cause, the options held by such option holder may be exercised within 90 days of termination (or 30 days if the option holder was engaged in investor relations activities), provided such options have vested and not expired. Subject to certain limitations, in the event that an option holder's position as a director, officer, employee or consultant is terminated as a result of his or her death or long-term disability, any options held by such option holder that could have been exercised immediately prior to such termination of service shall be exercisable for a period of one year following the termination of service of such option holder.

Subject to certain limitations, in the event that an option holder's employment is terminated for cause, the options held by such option holder shall expire and terminate on the date of such termination for cause.

A copy of the Stock Option Plan, as approved by the Shareholders in 2013, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Restricted Share Plan**

Restricted Share Rights may be awarded under the Company's Restricted Share Plan which was approved by shareholders at the Company's Shareholder Meeting held on June 22, 2017, following which TSXV approval was received. No amendments have been made to the Restricted Share Plan since the 2017 Shareholder Meeting and as such the aggregate maximum number of Shares which may currently be reserved for issuance from treasury pursuant to the Restricted Share Plan is 200,000, representing approximately 1.4% of the Company's issued and outstanding Shares as of December 31, 2020 and 1.4% of the Company's current issued and outstanding Shares as at the date of this filing.

The purpose of the Restricted Share Plan is to advance the interests of the Company by encouraging eligible participants, being directors, employees, management company employees, officers and consultants, to have equity participation in the Company through the acquisition of Shares.

The Restricted Share Plan provides that Restricted Share Rights may be granted to participants (as defined in the Restricted Share Plan) as a discretionary payment in consideration of past services to the Company. The Restricted Share Plan has been and may be used in the future to provide Restricted Share Rights which are awarded based on the level of responsibility of the executive as well as his or her past impact on or contribution to, and/or his or her ability in the future to have an impact on or to contribute to the longer-term operating performance of the Company.

Each Restricted Share Right entitles the holder thereof to receive one fully paid Share without payment of additional consideration on the later of: (i) the end of a restricted period of time wherein a Restricted Share Right cannot be exercised as determined by the Board ("**Restricted Period**"); and (ii) a date determined by an eligible Participant that is after the Restricted Period and before a Participant's retirement date or termination date (a "**Deferred Payment Date**").

A copy of the Restricted Share Plan, as approved by the Shareholders in 2017, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Compensation Risk Assessment and Governance**

In light of the Company's size and limited elements of executive compensation, the Board does not have a Compensation Committee and does not deem it necessary to consider at this time the implications of the risks associated with the Company's compensation policies and practices. Also, there are no risks which have been identified in the Company's practices to date which would reasonably be likely to have a material adverse effect on the Company.

As previously mentioned, Stock Options and/or Restricted Share Rights are granted/awarded to retain executive officers and motivate the executive officers by rewarding sustained, long-term development and growth that will result in increases in Share value. There is no formal process for assessing when Stock Options and/or Restricted Share Rights, are to be granted/awarded, rather they are granted/awarded at a time determined necessary by the Board, in its discretion, and are based on the fair market-value at the time of grant/award.

The Company does not permit its executive officers or directors to hedge any of the equity compensation granted to them.

**Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table sets forth a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and current Director of the Company, for services provided and for services to be provided, directly or indirectly in any capacity, to the Company by such persons, for the two most recently completed financial years, *excluding compensation securities*:

<b>TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES</b>							
<i>Name and Position</i>	<i>Year</i>	<i>Salary, Consulting Fee, Retainer or Commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or Meeting Fees (\$)</i>	<i>Value of Perquisites<sup>(6)</sup> (\$)</i>	<i>Value of all Other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
Justin Currie <sup>(1)</sup> <i>CEO/Director</i>	2020	NIL	NIL	NIL	NIL	NIL	NIL
	2019	NIL	NIL	NIL	NIL	NIL	NIL
Victoria J. McMillan <sup>(2)</sup> <i>CFO</i>	2020	\$120,585	NIL	NIL	NIL	\$2,679 <sup>(5)</sup>	\$123,264
	2019	\$145,062	\$20,000	NIL	NIL	\$10,965 <sup>(5)</sup>	\$176,027
Nolan Watson <sup>(3)</sup> <i>Director and Chairman of the Board</i>	2020	NIL	NIL	NIL	NIL	NIL	NIL
	2019	NIL	NIL	NIL	NIL	NIL	NIL
H. Clark Hollands <sup>(4)</sup> <i>Director</i>	2020	NIL	NIL	NIL	NIL	NIL	NIL
	2019	NIL	NIL	NIL	NIL	NIL	NIL
Gregory Smith <sup>(4)</sup> <i>Director</i>	2020	NIL	NIL	NIL	NIL	NIL	NIL
	2019	NIL	NIL	NIL	NIL	NIL	NIL

- (1) Justin Currie was appointed as Chief Executive Office and a Director of the Company on February 1, 2016. For the financial years ended December 31, 2019 and December 31, 2020, Mr. Currie was an employee of the Company.
- (2) Victoria J. McMillan was appointed as Chief Financial Officer of the Company on October 1, 2017. For the financial years ended December 31, 2019 and December 31, 2020, Ms. McMillan was an employee of the Company.

- (3) Nolan Watson was appointed as a Director and Chairman of the Board on June 23, 2016. Mr. Watson is not an employee of the Company.
- (4) H. Clark Hollands and Gregory Smith were appointed as directors of the Company on February 1, 2016. Messrs. Hollands and Smith are not employees of the Company.
- (5) This value is attributed to extended health benefits paid by the Company on behalf of Ms. McMillan.
- (6) None of the Named Executive Officers or directors of the Company received any perquisites which in the aggregate, during the financial years ended December 31, 2019 and December 31, 2020 that were greater than (a) \$15,000, if the NEO or Director's total salary for the financial year was \$150,000 or less; (b) 10% of the respective NEO or Director's salary for the financial year, if the NEO or Director's total salary for the financial year was greater than \$150,000 but less than \$500,000, or (c) \$50,000, if the NEO or Director's total salary for the financial year was \$500,000 or greater.

**Stock Options and Other Compensation Securities**

The following table sets forth information concerning all share-based and option-based awards outstanding at the end of the most recently completed financial year (December 31, 2020), including awards granted before the most recently completed financial year, to each of the Named Executive Officers and current directors of the Company.

<b>COMPENSATION SECURITIES</b>							
<i>Name and Position</i>	<i>Type of Compensation Security</i>	<i>Number of compensation securities, number of underlying securities and percentage of class <sup>(1)</sup></i>	<i>Date of issuance or grant</i>	<i>Issue, Conversion or Exercise Price (\$)</i>	<i>Closing price of security or underlying security on date of grant (\$)</i>	<i>Closing price of security or underlying security at year end <sup>(2)</sup> (\$)</i>	<i>Expiry Date</i>
Justin Currie <i>CEO/Director</i>	Stock Options	32,500 <sup>(3)</sup>	March 30, 2016	\$0.50	\$0.65 <sup>(3)</sup>	\$0.43	March 30, 2021
	Stock Options	232,000	May 15, 2018	\$0.10	\$0.10	\$0.43	May 15, 2023
Victoria J. McMillan <i>CFO</i>	Stock Options	27,500	October 6, 2017	\$1.47	\$1.47	\$0.43	October 6, 2022
	Stock Options	232,000	May 15, 2018	\$0.10	\$0.10	\$0.43	May 15, 2023
	Stock Options	167,261	May 10, 2019	\$0.14	\$0.14	\$0.43	May 10, 2024
	Stock Options	167,260	February 26, 2020	\$0.25	\$0.25	\$0.43	February 26, 2025
	Restricted Share Rights <sup>(5)</sup>	32,470	February 26, 2020	N/A	\$0.25	\$0.43	N/A

COMPENSATION SECURITIES							
<i>Name and Position</i>	<i>Type of Compensation Security</i>	<i>Number of compensation securities, number of underlying securities and percentage of class <sup>(1)</sup></i>	<i>Date of issuance or grant</i>	<i>Issue, Conversion or Exercise Price (\$)</i>	<i>Closing price of security or underlying security on date of grant (\$)</i>	<i>Closing price of security or underlying security at year end <sup>(2)</sup> (\$)</i>	<i>Expiry Date</i>
Nolan Watson <i>Director and Chairman of the Board</i>	Stock Options	15,000 <sup>(3)</sup>	March 30, 2016	\$0.50	\$0.65 <sup>(3)</sup>	\$0.43	March 30, 2021
H. Clark Hollands <i>Director</i>	Stock Options	15,000 <sup>(3)</sup>	March 30, 2016	\$0.50	\$0.65 <sup>(3)</sup>	\$0.43	March 30, 2021
Gregory Smith <i>Director</i>	Stock Options	15,000 <sup>(3)</sup>	March 30, 2016	\$0.50	\$0.65 <sup>(3)</sup>	\$0.43	March 30, 2021

- (1) The Stock Options have a vesting schedule of one third (1/3) on the date of grant, one third (1/3) twelve (12) months after the grant date and one third (1/3) twenty-four (24) months after the grant date.
- (2) This was the closing price of the Shares on the TSXV on December 31, 2020, which was the last trading day of the year.
- (3) Subsequent to the date of grant, the Company completed a 10:1 Share consolidation on September 29, 2017, as such all Stock Options granted previous to this date became subject to the consolidation. The above chart reflects post-consolidation figures (i.e. the number of stock options and exercise price).
- (4) Of Ms. McMillan's Restricted Share Rights, one-half will vest on February 26, 2021 and one-half will vest on February 26, 2022.

#### **Exercise of Options and Compensation Securities by Directors and NEOs**

During the financial year ended December 31, 2020, no NEO or director exercised compensation securities.

#### **External Management Companies**

Other than as disclosed herein, the Company has not entered into any agreement with any external management company that employs or retains one or more of the NEOs or directors and the Company has not entered into any understanding, arrangement or agreement with any external management company to provide executive management services to the Company, directly or indirectly, in respect of which any compensation was paid by the Company.

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

Other than set forth below, during the most recently completed financial year ended December 31, 2020, the Company had no contract, agreement, plan or arrangement under which compensation was provided or is payable in respect of services provided to the Company that were: (a) performed by a Director or Named Executive Officer, or (b) performed by any other party, but are services typically provided by a Director or a Named Executive Officer, and the Company had no agreements or arrangements which provided for payments to a Named Executive Officer or Director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in responsibilities of the NEO or Director following a change in control.

*Justin Currie Employment Agreement*

The Company entered into an employment agreement with Justin Currie (Chief Executive Officer) in April 2016. Effective January 1, 2018, this employment agreement was cancelled and replaced with an arrangement pursuant to which Justin Currie would be paid an annual base salary and related employee benefits until the earlier of September 30, 2018, or at such time that alternate full-time employment had been secured by Mr. Currie. Under Mr. Currie's current arrangement he receives no compensation for his role as Chief Executive Officer.

*Victoria J. McMillan Employment Agreement*

The Company entered into an employment agreement ("Employment Agreement") with Victoria J. McMillan (Chief Financial Officer) in August 2017 (effective October 1, 2017). The Employment Agreement contains "double-trigger" Change of Control provisions, meaning that, if a Change of Control (as defined in the Employment Agreements) and an Event of Termination (as defined in the Employment Agreements) occurs within the twelve month period immediately following a Change of Control, then certain payments must be made by the Company to the affected executive and all of their equity-based compensation will vest.

The Employment Agreement provides for a base salary (the "Base Salary") to the executive. In addition, the executive is eligible to participate in such incentive bonus plans as may be implemented by the Company from time to time for its senior executives and the Company will, in its discretion, consider bonuses at least annually.

Upon termination of any of the Employment Agreement by the Company without cause, the Company shall be obliged to provide the terminated executive with three months written notice of termination (the "Required Notice Period") and to pay the terminated executive an amount equal to nine months of the terminated executive's Base Salary at that time plus an amount equal to one times the average bonus percentage granted to the terminated executive for the two most recent annual bonuses approved by the Board, multiplied by the terminated executive's current Base Salary immediately prior to termination. In addition, following such termination, all other benefits (i.e. health, accident and life insurance) (the "Benefits") will continue for a period which matches the combined Required Notice Period and severance period, or, if such is not possible, the Company shall pay to the terminated executive an amount sufficient to enable them to procure comparable Benefits on a private basis for such term. Also, any equity or equity based compensation received by the terminated executive and held by them at such time shall fully vest, if not already vested, and shall be exercisable by them following such termination or election, as the case may be, in accordance with their terms.

Upon termination of the Employment Agreement for cause, no notice, salary, compensation, Benefits, allowances or pay in lieu of notice shall be paid or payable to the terminated executive after or as a result of such termination other than the Base Salary and Benefits to the effective date of such termination and any equity or equity based compensation previously received by the terminated executive and held by them at such time shall immediately terminate and shall no longer be exercisable effective as of the date that the terminated executive's employment is terminated for cause.

Pursuant to the Employment Agreement, in the event that, within the twelve month period immediately following a Change of Control, any Event of Termination occurs, without the affected executive's written consent, which Event of Termination is not rectified by the Company within thirty days of the occurrence, the Company will be required to pay to the terminated executive a pro-rated amount equal to the terminated executive's Base Salary for the Required Notice Period plus an amount equal to one and a half (1.5) times their Base Salary at that time and any bonus owing to the terminated executive immediately prior to such Change of Control or Event of Termination shall be paid plus an amount equal to one and a half (1.5) times the average bonus percentage granted to the terminated executive for the two most recent annual bonuses approved by the Board, multiplied by the terminated executive's current Base Salary in effect immediately prior to the Event of Termination, plus a pro-rated bonus up to the Event of Termination which shall be based upon the average bonus percentage granted to the terminated executive for the two most recent annual bonuses approved by the Board for the terminated executive. In addition, the terminated executive's Benefits will continue for a period of one and a half (1.5) years following the Event of Termination, or, if such is not possible, the Company shall pay to the applicable terminated executive an amount sufficient to enable them to procure comparable Benefits on a private basis for such term. All equity or equity-based compensation received by the terminated executive and held by them immediately prior to such Change of Control and Event of Termination shall fully vest, if not already vested, and shall be exercisable by the terminated executive following such Change of Control and Event of Termination in accordance with their terms.

**Estimated Incremental Payments on Change of Control**

The following table provides details regarding the estimated incremental payments from the Company to each of the NEOs upon termination by the Company on a Change of Control and Event of Termination, assuming that the triggering event occurred on December 31, 2020:

Name of NEO	Total Incremental Payment <sup>(1) (2)</sup>
Victoria J. McMillan	\$195,000

- (1) Salaries, bonuses and Benefits for the NEOs are paid in Canadian dollars.
- (2) This represents the entitlement the NEO would have received if a Change of Control or other applicable triggering event had occurred on December 31, 2020.

**Pension Plan Benefits**

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Company has no defined benefit or actuarial plans.

**CORPORATE GOVERNANCE DISCLOSURE**

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

National Policy 58-201 - *Corporate Governance Guidelines* (the “**Governance Guidelines**”) establishes corporate governance guidelines which apply to all public companies. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the “**Governance Disclosure Rule**”) mandates disclosure of corporate governance practices which disclosure is set out below.

**Directorships**

The following directors of the Company hold directorships in other reporting issuers as set out below:

<i>Name of Director</i>	<i>Name of Other Reporting Issuer</i>
Justin Currie	N/A
Nolan Watson	Sandstorm Gold Ltd.
H. Clark Hollands	Westshore Terminals Investment Corporation
Gregory Smith	Solaris Resources i-80 Gold Corp.

**Independence of Members of Board**

The Board has considered the relationships of each of the directors to the Company and determined that three of the four current members of the Board qualify as independent directors. The Board reviews independence in light of the requirements of the Governance Guidelines and the Governance Disclosure Rule. None of the independent directors has a material relationship with the Company which could impact their ability to make independent decisions.

Nolan Watson, Gregory Smith, and H. Clark Hollands are independent. Justin Currie is not independent as he is the Chief Executive Officer and an employee of the Company.

The Board may excuse members of management and conflicted directors from all or a portion of any meeting where a conflict or potential conflict of interest arises or where otherwise deemed appropriate.

### **Management Supervision by Board**

The current operations of the Company do not support a large Board and the Board has determined that the constitution of the Board, as at the completion of the Meeting, is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors, being present. Further supervision is performed through the Audit Committee, which is composed of three of the four current directors of the Company.

### **Orientation and Continuing Education**

The Company does not have formal orientation and training programs in place for its new Directors and, instead, has adopted a tailored approach depending on the particular needs and focus of the Director being appointed. New Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. documents from recent Board meetings;
3. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
4. access to management and technical experts and consultants; and
5. a summary of significant corporate and securities responsibilities.

In addition, directors and management are provided with, review and discuss, developments in corporate governance, accounting practices, financing and the resource industry generally.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Directors are expected to attend all scheduled Board and committee meetings in person, although attendance by telephone is permissible. Directors are also expected to prepare thoroughly in advance of each meeting, and to stay for the entire meeting, in order to actively participate in the Board's deliberations and decisions. If there are unforeseen circumstances and a director is unable to attend a meeting, he is expected to contact the Chief Executive Officer or the Corporate Secretary of the Company as soon as possible after the meeting for a briefing on the substantive elements of the meeting.

### **Ethical Business Conduct**

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The Board has adopted a Code of Business Conduct and Ethics ("Code") and has instructed its management and employees to abide by the Code. The Board intends that it will review compliance with the Code on an annual basis until the Company has grown to a size which warrants more frequent monitoring. A copy of the Code has been posted on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to directors, officers and employees to assist them in recognizing and dealing with ethical issues, promoting a culture of open communication, honesty and

accountability; promoting a safe work environment; and ensuring awareness of disciplinary action for violations of ethical business conduct. The Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect to same if the interest is material. These requirements are also contained in the Company's Articles, which are made available to Directors and senior officers of the Company.

To date, the Company has not been required to file a material change report relating to a departure from the Code by any of its directors or executive officers.

### **Nomination of Directors**

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the Company's industry sector are consulted for possible candidates.

### **Compensation of Directors and the CEO**

As previously discussed in this Circular, the independent Directors of the Company are currently Nolan Watson, H. Clark Hollands and Gregory Smith. The independent directors of the Company have the responsibility for considering, approving and recommending compensation for the directors and senior management, including the CEO.

Kindly refer to the discussions contained within the "Statement of Executive Compensation" section of this Circular for information regarding compensation of the Company's Named Executive Officers. Please also refer to the table and related notes located within the "Statement of Executive Compensation" section of this Circular for specific details.

To determine future compensation payable, the independent directors will review compensation paid for directors and CEOs of companies of similar size and stage of development in the Company's industry sector and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the independent directors will annually review the performance of the CEO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

As previously discussed in this Circular, the Company has no current arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert. For specific details regarding compensation of the Company's directors, kindly refer to the "Statement of Executive Compensation" section of this Circular.

### **Board Committees**

The Company has one committee at present, being the Audit Committee.

The Audit Committee is comprised of three of the Company's four current Directors: Gregory Smith (Chair), Justin Currie and H. Clark Hollands.

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional standing committees are not necessary at this stage of the Company's development.

**Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company’s development. The Board conducts informal annual assessments of the Board’s effectiveness, the individual directors and its Audit Committee. To assist in its review, the Board conducts informal surveys of its directors (three of whom are also members of its Audit Committee). As part of these assessments, the Board or the Audit Committee may review their respective mandate/charters and conduct reviews of applicable corporate policies.

**Expectations of Management**

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. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

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

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year (December 31, 2020).

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup></i> <i>(a)</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights <sup>(2)</sup></i> <i>(b)</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) <sup>(3)</sup></i> <i>(c)</i>
<i>Equity compensation plans approved by securityholders</i>	936,021 (Stock Options) 32,470 (RSRs)	\$0.22 (Stock Options) N/A (RSRs)	248,037 (Stock Options) 142,530 (RSRs)
<i>Equity compensation plans not approved by securityholders</i>	N/A	N/A	N/A
<i>Total</i>	936,021 (Stock Options) 32,470 (RSRs)	\$0.22 (Stock Options) N/A (RSRs)	248,037 (Stock Options) 142,530 (RSRs)

- (1) As of December 31, 2020, the Company had 936,021 Stock Options outstanding (107,500 which were granted on March 30, 2016 and expired on March 30, 2021 at an exercise price of \$0.50 per Share and 30,000 which were granted on October 6, 2017 and expire on October 6, 2022 at an exercise price of \$1.47 and 464,000 which were granted on May 15, 2018 and expire on May 15, 2023 at an exercise price of \$0.10 and 167,261 which were granted on May 10, 2019 and expire on May 10, 2024 at an exercise price of \$0.14 and 167,260 which were granted on February 26, 2020 and expire on February 26, 2025 at an exercise price of \$0.25).
- (2) Represents the weighted average price in the case of outstanding Stock Options and the weighted-average grant date fair value in the case of outstanding Restricted Share Rights.
- (3) Represents, as at December 31, 2020, the number of Shares remaining available for future issuance under Stock Options available for grant under the Company's Stock Option Plan and the number of Shares remaining available for future issuance under Restricted Share Rights which may be awarded under the Company's Restricted Share Plan. Please refer to "Stock Option Plan" and "Restricted Share Plan" above for further details concerning the Company's Stock Option Plan and its Restricted Share Plan.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As at July 29, 2021, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) is indebted to another entity which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

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

Other than the election of directors or the appointment of Auditors, no (a) 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) proposed nominee of management of the Company for election as a director of the Company; or (c) associate or affiliate of a person in (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except that the directors and executive officers of the Company may have an interest in the resolution regarding the re-approval of the Company's Stock Option Plan, as such persons are eligible to participate in such plan.

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

Except for the participation of certain directors and officers in the Company's equity offerings, no informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

#### **AUDIT COMMITTEE**

Pursuant to section 224 of the Business Corporations Act (British Columbia) (the "BCBCA"), the Company is required to have an Audit Committee composed of not less than three directors of the Company, a majority of whom are not officers or employees of the Company or any of its affiliates.

The Company, as a venture issuer, must also provide the following information regarding its Audit Committee to its shareholders in this Information Circular pursuant to the provisions of National Instrument 52-110 Audit Committees ("NI 52-110").

#### **The Audit Committee's Charter**

The following is the text of the Audit Committee Charter of the Company:

##### **I. Purpose**

The main objective of the Audit Committee is to act as a liaison between the board of directors and the Company's independent auditors (the "Auditors") and to assist the board of directors in fulfilling its oversight responsibilities with respect to the financial statements and other financial information provided by the Company to its shareholders and others.

##### **II. Organization**

The Committee shall consist of three or more directors and shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange requests and any other regulatory requirements applicable to the Audit Committee of the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the board of directors. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee

shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes.

Any member of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

### **III. Meetings**

The Committee shall meet as frequently as circumstances require.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

### **IV. Responsibilities**

- (1) The Committee shall recommend to the board of directors:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - (b) the compensation of the external auditor.
- (2) The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (3) The Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.
- (4) The Committee must review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
- (5) The Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (4), and must periodically assess the adequacy of those procedures.
- (6) The Committee must establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (7) An audit committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

### **V. Authority**

The Committee shall have the following authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee, and

- (c) to communicate directly with the external auditors.

### Composition of the Audit Committee

The following are the current members of the Audit Committee:

Gregory Smith (Chair)	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Justin Currie	Not Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
H. Clark Hollands	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

(1) As defined by National Instrument 52-110 – Audit Committees ("**NI 52-110**").

### Relevant Education and Experience

Set out below is a general description of the education and experience of each Audit Committee member which is relevant to the performance of his or her responsibilities as an Audit Committee member:

**Gregory Smith** – Mr. Smith is a Chartered Professional Accountant. He is currently the President of Equinox Gold Corp., a public precious metals company. He held the roles of President and Chief Executive Officer of Esperanza Resources Corp. until its sale to Alamos Gold Inc. in August 2013. He is also the former Chief Financial Officer of Minefinders Corporation Ltd. which was acquired by Pan American Silver Corp. in 2012. His work has required extensive review and analysis of financial statements. Mr. Smith graduated from the University of Victoria with a Bachelor of Commerce degree in 2000 and he has been a member of the Chartered Professional Accountants of British Columbia since 2004.

**Justin Currie** – Mr. Currie is a Chartered Professional Accountant. He has been the CEO of the Company since February of 2016. Prior to joining Royalty North Partners Ltd., Mr. Currie held senior management positions including Chief Operating Officer at Cascade Aerospace, CEO of Industrial Services Ltd. and VP Finance at Conair Group Ltd. Mr. Currie is an experienced senior business leader and his work has required extensive review and analysis of financial statements. Mr. Currie graduated from the Sprott School of Business at Carleton University with a Bachelor of Commerce degree in 1995. He has been a member of the Chartered Professional Accountants of British Columbia since 1998.

**H. Clark Hollands** – Mr. Hollands is a Chartered Professional Accountant. He spent 33 years with KPMG and, for 25 of those years, he served as an International Tax Partner. His work has required extensive review and analysis of financial statements. Mr. Hollands graduated from the University of British Columbia with a Bachelor of Commerce degree in 1975 and he has been a member of the Chartered Professional Accountants of British Columbia since 1977.

### Audit Committee Oversight

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

### Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed fiscal year ended December 31, 2020, has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in 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*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

### Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, other than as set out above, under the heading "The Audit Committee's Charter".

**External Auditors Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
2020	\$30,000 <sup>(1)</sup>	NIL	NIL	NIL
2019	\$30,000 <sup>(2)</sup>	NIL	NIL	NIL

- (1) During the fiscal year ended December 31, 2020 the Company paid \$30,000 in audit fees to KPMG LLP, the Company's auditors.
- (2) During the fiscal year ended December 31, 2019 the Company paid \$30,000 in audit fees to KPMG LLP, the Company's auditors.

**Exemption**

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in Section 6.1 of NI 52-110 relating to Part 3 (Compensation of Audit Committee) and Part 5 (Reporting Obligations).

**MANAGEMENT CONTRACTS**

Except as set out herein, no management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company.

**Other Arrangements**

During the year ended December 31, 2020, the Company was charged, on a cost recovery basis, in the normal course of operations and recorded at their exchange amount which is the price agreed to:

- (a) office costs by Pathway Capital Ltd. ("**Pathway**") totaling \$61. Pathway is located at Suite 1400, 400 Burrard Street, Vancouver, BC. Pathway is a private company of which David E. De Witt, the Company's former CEO, is a shareholder, director and officer; and
- (b) rent and office costs by Sandstorm Gold Ltd. ("**Sandstorm**") totaling \$10,691. Sandstorm is located at Suite 1400, 400 Burrard Street, Vancouver, BC. Sandstorm is a public company of which Nolan Watson, a director of the Company, is a director and officer.

**PARTICULARS OF MATTERS TO BE ACTED UPON**

**A. Election of Directors**

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. Shareholder approval will be sought to fix the number of Directors of the Company at four.

At the Meeting, the four persons named hereunder will be proposed for election as Directors of the Company (the "Nominees"). All of the Nominees currently serve on the Board and each has expressed his willingness to serve on the Board for another term.

The Board and management consider the election of each of the Nominees to be appropriate and in the best interests of the Company. Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy will vote the Shares represented by such form of proxy, properly executed, FOR the election of each of the Nominees whose names are set forth below. Management does not contemplate that any of the Nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve.

The Company has an Audit Committee. Members of this committee are as set out below.

The following table sets forth the details with respect to each Nominee and is based upon information furnished by the Nominee concerned:

<i>Name of Nominee, Province or State, Country of Residence, Position(s) with the Company</i>	<i>Principal Occupation or employment and, if not a previously elected Director, occupation during the past five years</i>	<i>Served as director of the Company since</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(2)</sup></i>
<b>JUSTIN CURRIE</b> <sup>(1)</sup> British Columbia, Canada <i>CEO and Director</i>	Chief Executive Officer of the Company	February 1, 2016	383,333 <sup>(3)</sup>
<b>NOLAN WATSON</b> British Columbia, Canada <i>Director</i>	Chief Executive Officer of Sandstorm Gold Ltd. (a publicly listed streaming/royalty company)	June 23, 2016	1,351,771 <sup>(4)</sup>
<b>H. CLARK HOLLANDS</b> <sup>(1)</sup> British Columbia, Canada <i>Director</i>	Chief Executive Officer of HB Strategies Inc. (a private investment company)	February 1, 2016	1,002,366 <sup>(5)</sup>
<b>GREGORY SMITH</b> <sup>(1)</sup> British Columbia, Canada <i>Director</i>	President of Equinox Gold Corp. (a publicly listed mining company)	February 1, 2016	179,292 <sup>(6)</sup>

(1) Member of the Audit Committee.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at April 30, 2020, is based upon information furnished to the Company by individual directors. Unless otherwise indicated, such Shares are held directly.

(3) Of these Shares, 59,333 are held jointly with his spouse. In addition, Mr. Currie owns 1,015,000 common share purchase warrants ("**Warrants**"), which are exercisable into 191,500 Shares.

(4) In addition, Mr. Watson owns 4,150,750 Warrants, which are exercisable into 515,875 Shares.

(5) Of these shares, 519,866 are controlled or directed and the remaining amount is held beneficially. In addition, Mr. Hollands beneficially owns 2,867,917 Warrants, which are exercisable into 286,792 Shares, and has control or direction over 500,000 Warrants, which are exercisable into 230,000 Shares.

(6) In addition, Mr. Smith owns 447,500 Warrants, which are exercisable into 98,750 Shares.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

#### **CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES AND SANCTIONS**

Except as set out below, to the knowledge of the Company, no proposed director:

(a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:

(i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

(ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30

consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the 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; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

#### **B. Appointment of Auditors**

KPMG LLP, Chartered Professional Accountants, are the auditors of the Company. **Accordingly, 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 appointment of KPMG LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the Directors.**

#### **C. Approval and Ratification of Rolling 10% Stock Option Plan**

At the Meeting, the Company's Shareholders will be asked to re-approve and ratify the Company's Stock Option Plan. Under TSXV policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares of a company must be approved and ratified by its shareholders on an annual basis.

The Board implemented the Stock Option Plan in 2013. The number of Shares which may be issued pursuant to Stock Options previously granted and those granted under the Stock Option Plan is a maximum of 10% of the issued and outstanding Shares at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant.

The purpose of the Stock Option Plan is to allow the Company to grant Stock Options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such Stock Options is intended to align the interests of such persons with that of Shareholders. Stock Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSXV. Pursuant to the Stock Option Plan, the Board may from time to time authorize the issue of Stock Options to directors, officers, employees, and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries.

The Stock Option Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

As at the date of this Circular the Company has 13,840,588 issued and outstanding Shares, meaning that the number of Stock Options currently available for grant under the Stock Option Plan (together with any Restricted Share Rights which may be granted under the Company's Restricted Share Plan) would be 10% of that number (on a

rolling basis) or **1,384,058** Shares. As of the date of this Circular, the Company had **828,521** Stock Options outstanding (representing approximately **6.0%** of the Company's current issued and outstanding, on a non-diluted basis), and the Company has set aside a maximum of **200,000** Shares for Restricted Share Rights under the Restricted Share Plan, leaving **355,537** Shares currently available for future grant of Options (representing **2.6%** of the Company's current issued and outstanding, on a non-diluted basis).

A copy of the Stock Option Plan, as first approved by Shareholders in 2013, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Shareholder Approval Being Sought**

The Board and management of the Company consider the annual approval of the Stock Option Plan to be appropriate and in the best interests of the Company and recommend that Shareholders vote in favour of the ordinary resolution approving the Stock Option Plan. Accordingly, 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 approval of the Stock Option Plan.

The text of the ordinary resolution approving the Stock Option Plan to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Company's 10% "rolling" stock option plan, as described in the Company's Management Information Circular dated July 29, 2021, be and is hereby ratified, confirmed and approved unit the next annual general meeting of the Company; and
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and,
3. any director or officer of the Company be and is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, 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 of the Company be necessary or desirable to carry out the intent of the foregoing resolution, including the filing of all necessary documents with regulatory authorities including the TSX Venture Exchange."

### **OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at Suite 1400, 400 Burrard Street, Vancouver, BC V6C 3A6 or email the Company at [info@royaltnorth.com](mailto:info@royaltnorth.com) to request copies of the Company's financial statements and management's discussion and analysis.

Financial information for the Company is provided in the Company's comparative annual financial statements and management's discussion and analysis for the fiscal year ended December 31, 2020, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

DATED at Vancouver, British Columbia, this 29<sup>th</sup> day of July, 2021.

### **BY ORDER OF THE BOARD OF DIRECTORS**

*"Justin Currie"*  
Chief Executive Officer