



MANAGEMENT INFORMATION CIRCULAR
As at March 11, 2021

SECTION 1 - INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting (the “**Notice**”) and is furnished to shareholders (the “**Shareholders**”, and each a “**Shareholder**”) holding common shares (“**Shares**”) in the capital of Global Battery Metals Ltd. (the “**Corporation**”) in connection with the solicitation by the management of the Corporation of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at **11:00 a.m. (Pacific Time) on Friday, April 30, 2021, at Suite 1430, 800 West Pender Street, Vancouver, British Columbia, Canada**, or at any adjournment or postponement thereof.

DATE AND CURRENCY

The information contained in this Information Circular is as at **March 11, 2021**. Unless otherwise stated, all amounts herein are in Canadian dollars.

ATTENDANCE AT MEETING DISCOURAGED DUE TO COVID-19

As a result of heightened health and safety concerns related to the COVID-19 pandemic, in person attendance at the Meeting will be limited to registered Shareholders, duly appointed proxyholders, and essential personnel. The Corporation strongly encourages Shareholders not to attend the Meeting in person and to consider the advice of the federal Public Health Agency of Canada (<https://www.canada.ca/en/public-health.html>), the Government of British Columbia (<https://www2.gov.bc.ca/gov/content/home>), and local public health authorities for preventing the spread of COVID-19 through the practice of physical distancing. The Corporation encourages Shareholders to vote their Shares prior to the Meeting following the instructions set out in the accompanying instrument of proxy.

SECTION 2 – PROXIES AND VOTING RIGHTS

MANAGEMENT SOLICITATION

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

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

APPOINTMENT OF PROXY

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of March 11, 2021 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Corporation.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, by mail, fax, telephone voting system or via the Internet at least two business days (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or any adjournment(s) thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarized certified copy thereof, must accompany the form of proxy.

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING OF SHARES AND PROXIES AND EXERCISE OF DISCRETION BY DESIGNATED PERSONS

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a 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 with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Corporation is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are “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. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or CDS & Co.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation has distributed copies of the Notice, this Information Circular, the form of proxy, and financial statements request form (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- (a) 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 Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of a one-page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two types of beneficial owners: (i) those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”), and (ii) those who do not object to their identity being made known to the issuers of securities which they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may deliver proxy-related materials directly to their NOBOs.

The Corporation is sending these Meeting Materials directly to registered Shareholders and NOBOs. If you are a NOBO, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Shares on your behalf.

NOTICE-AND-ACCESS

The Corporation is not relying on the “Notice and Access” delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting by posting them on a non-SEDAR (SEDAR – System for Electronic Document Analysis and Retrieval) website.

However, we encourage Shareholders to sign up for electronic delivery (e-Delivery) of all future proxy materials. Please refer to the enclosed e-Delivery information letter for registration instructions. The proxy materials for the Meeting can be found on the Corporation’s website at: <https://www.gbml.ca/agm-materials>.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

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

SECTION 3 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

VOTING OF COMMON SHARES

The authorized capital of the Corporation consists of an unlimited number of common shares without par value, and an unlimited number of preferred shares, issuable in series, without par value. As at the record date determined by the board of directors of the Corporation (the “**Board**”) to be the close of business on **March 11, 2021** (the “**Record Date**”), a total of 52,740,528 common shares were issued and outstanding and no preferred shares were issued and outstanding.

Only registered Shareholders as at the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares. Each shareholder is entitled to one vote for each common share registered in his or her name.

PRINCIPAL HOLDERS OF COMMON SHARES

To the knowledge of the directors and executive officers of the Corporation, there are no holders beneficially owning or controlling or directing, directly or indirectly, voting securities carrying more than 10% of the voting rights as at the Record Date.

As of the date hereof, the directors and executive officers of the Corporation, as a group, owned beneficially, directly or indirectly, or exercised control or direction over, approximately 2,738,579 Shares, representing approximately 5.19% of the outstanding Shares.

SECTION 4 – PARTICULARS OF MATTERS TO BE ACTED UPON

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

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

1. FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the financial year ended April 30, 2020, together with the auditor's report thereon, and the unaudited interim financial statements of the Corporation for the three and six months ended October 31, 2020 (together, the "**Financial Statements**"), will be presented to Shareholders at the Meeting.

Copies of these documents will be available at the Meeting and may also be obtained by a Shareholder upon request without charge from the Corporation, Suite 1430, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6. These documents are also available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") online at www.sedar.com under the Corporation's profile.

Management will review the Corporation's financial results at the Meeting and Shareholders and proxyholders will be given an opportunity to discuss these results with management. **No approval or other action needs to be taken at the Meeting in respect of the Financial Statements.**

2. ELECTION OF DIRECTORS

Number of Directors

The directors of the Corporation are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Corporation's Articles or until such director's earlier death, resignation or removal.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Corporation for the ensuing year at **six (6)**. The number of directors will be approved if the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at **six (6)**.

Management recommends Shareholders vote in favour of the resolution setting the number of directors at six (6). Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the resolution setting the number of directors at six (6).

Nominees for Election

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

The following disclosure sets out the names of management's six (6) nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Corporation and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date:

Name, province or state and country of residence and positions, current and former, if any, held in the Corporation	Principal occupation for last five years	Served as director since	Number of common shares beneficially owned or controlled or directed, directly or indirectly, at present ⁽¹⁾
Michael Murphy ^{(3) (4)} British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President and Chief Executive Officer of the Corporation; corporate finance consultant; Director of Torex Gold Resources Inc., a mineral resource company (2008 to present).	December 18, 2008	1,572,552 shares
Alan Forester Matthews ^{(2) (3)} Cornwall, United Kingdom <i>Director</i>	Principal Partner and Founder of Godolphin Mining Services LLC, a consultancy and mineral development company. Former Vice-President Special Projects and Director of International Minerals Corporation (2011 to 2013); Former Director, Special Projects for Chaparral Gold Corp. (2014).	March 9, 2006	210,277 shares
Gary Brown ^{(2) (4)} British Columbia, Canada <i>Director</i>	Senior Vice-President and Chief Financial Officer of Wheaton Precious Metals Corp. since June 2008.	August 29, 2011	810,750 shares
Craig Roberts ^{(2) (3)} British Columbia, Canada <i>Director</i>	CEO and Director, New Found Gold Corp., since March 2020 and December 2019, respectively; CEO and Director, Ethos Gold Corp., since 2018; Director, K2 Gold Corporation, since 2016; Director, Global Battery Metals Ltd., since 2016.	August 9, 2016	50,000 shares

Name, province or state and country of residence and positions, current and former, if any, held in the Corporation	Principal occupation for last five years	Served as director since	Number of common shares beneficially owned or controlled or directed, directly or indirectly, at present ⁽¹⁾
Jean-Philippe Paiement Quebec, Canada <i>Director</i>	Director of Global Consulting at Mira Geoscience. Manager of Resources for Waterton Global Resources. Management and Senior Consultant for SGS	February 26, 2019	45,000 shares
Cameron Bell Ontario, Canada <i>Director</i>	Principal of consulting company Xploration Solutions. Former North American Regional Manager of Exploration for Vale (- 2016)	December 4, 2017	50,000 shares

Notes:

- (1) The information in as to common shares beneficially owned or controlled and the information as to principal occupation, business or employment has been furnished by the respective nominees.
- (2) Member of the Audit Committee of the Corporation.
- (3) Member of the Governance, Compensation and Nominating Committee of the Corporation.
- (4) Member of Disclosure Committee of the Corporation.

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

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

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

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any

proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets,

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

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. Management recommends Shareholders vote in favour of the election of each of the nominees listed above for election as directors of the Corporation for the ensuing year. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the nominees.

3. APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the re-appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, located at Suite 1400, 250 Howe Street, Vancouver, BC, V6C 3S7, as auditor of the Corporation to hold office until the next annual meeting of Shareholders, or until a successor is appointed, and to authorize the directors of the Corporation to fix the remuneration of the auditor. PricewaterhouseCoopers LLP, Chartered Professional Accountants, was initially appointed auditor of the Corporation on February 25, 2013.

Management recommends Shareholders vote in favour of the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorize the Board to fix the auditor's remuneration. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation until the close of its next annual meeting and to authorize the Board to fix the remuneration to be paid to the auditor.

4. APPROVAL OF AMENDED AND RESTATED STOCK OPTION PLAN

The Corporation has established a stock option plan (“**Stock Option Plan**”) under which directors, officers, employees and consultants of the Corporation may be granted options to acquire Shares. TSX Venture Exchange (the “**TSXV**”) policies respecting the granting of stock options requires that all companies listed on the TSXV implement a stock option plan and that any “rolling” stock option plan must receive Shareholder approval on an annual basis.

The Stock Option Plan is a “rolling” stock option plan, whereby the aggregate number of Shares reserved for issuance shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Stock Option Plan was last approved by Shareholders at the Corporation’s Annual General and Special Meeting of Shareholders held April 14, 2020.

The Board is seeking Shareholder approval to certain amendments to the Stock Option Plan. At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without

variation, an ordinary resolution (the “**Stock Option Plan Resolution**”) approving, ratifying, and confirming an amended and restated stock option plan of the Corporation (the “**Amended and Restated Stock Option Plan**”).

The principal amendment to the existing Stock Option Plan limits the number of common shares issuable pursuant to the exercise of outstanding options granted under or subject to the Amended and Restated Stock Option Plan, together with the aggregate number of common shares which may be issuable under any other share compensation arrangement of the Corporation, to 10% of the total number of issued and outstanding common shares on a non-diluted basis from time to time. The Amended and Restated Stock Option Plan also includes a provision with respect to the automatic extension of stock options if the expiration date thereof occurs during a period in which the trading of the shares of the Corporation is restricted by the policies of the Corporation, and various amendments of a “housekeeping” nature.

The Amended and Restated Stock Option Plan is consistent with the requirements of the TSXV and provides as follows:

1. The maximum number of shares that may be reserved for issuance pursuant to the Amended and Restated Stock Option Plan and all other share compensation arrangements to all Eligible Persons (as such term is defined in the Amended and Restated Stock Option Plan) shall not exceed 10% of the issued and outstanding common shares of the Corporation at the time of grant, provided that if any stock options granted under the Amended and Restated Stock Option Plan expire, are cancelled or terminated without being exercised in full, the Shares subject to those stock options shall again be available to be granted under the Amended and Restated Stock Option Plan.
2. All stock options granted under the Amended and Restated Stock Option Plan may not have an expiry date exceeding five years from the date of grant. However, if the expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their stock options, the expiry date will be automatically extended to a maximum of 10 business days after the expiry of the blackout period.
3. The Board shall determine to whom stock options shall be granted, the terms and provisions of the respective stock option agreements, the time or times at which such stock options shall be granted, and the number of shares to be subject to each stock option. The stock options shall vest and may be exercised (in each case to the nearest full share) during the option period in such manner as the Board may fix by resolution, provided that if required by any stock exchange on which the shares of the Corporation trade, options issued to persons providing investor relations services must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three month period. Stock options which have vested may be exercised in whole or in part at any time and from time to time during the option period.
4. The exercise price of the options is determined by the Board and shall not be less than the closing price of the Corporation’s shares on the stock exchange or stock exchanges on which the shares of the Corporation are listed on the trading day immediately preceding the date of grant of the option, less any allowable discounts, subject to a minimum price of \$0.10.
5. The shares to be purchased upon each exercise of any option shall be paid for in full at the time of such exercise. Upon exercise of a stock option, the optionee will pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or will otherwise make arrangements satisfactory to the Corporation for such requirements.
6. The maximum number of shares subject to stock options granted to any one Eligible Person shall be determined by the Board, but no optionee shall be granted stock options within a one-year

period of time exceeding 5% of the issued and outstanding shares of the Corporation at the time of grant (on a non-diluted basis).

7. The maximum number of shares subject to stock options which may be granted to insiders under the Amended and Restated Stock Option Plan and all other share compensation arrangements within any 12-month period, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
8. The maximum number of stock options which may be granted to any one consultant under the Amended and Restated Stock Option Plan, any other employer stock option plans or options for services, within any 12-month period, must not exceed 2% of the shares issued and outstanding at the time of grant (on a non-diluted basis).
9. The maximum number of stock options which may be granted to investor relations persons under the Amended and Restated Stock Option Plan, any other employer stock option plans or options for services, within any 12-month period, must not exceed, in the aggregate, 2% of the shares issued and outstanding at the time of grant (on a non-diluted basis).
10. The stock option period shall be a period of time fixed by the Board, subject to the death or disability of the optionee. In the event of the death of an optionee, the stock option will be exercisable but only within the period of one year following the optionee's death, unless such period is extended by the Board or a committee of the Board, and approval is obtained from the stock exchange on which the shares of the Corporation trade and in no event after the natural expiry date of option.
11. If an optionee ceases to be an Eligible Person for any reason (other than death), he or she may, but only within 90 days, or 30 days if the optionee provided investor relations services, following his or her ceasing to be an Eligible Person, exercise his or her stock option to the extent that he or she was entitled to exercise it at the date of such cessation, subject to an extension of up to a maximum of one year from the date of such cessation, as approved by the Board or committee of the Board.
12. The aggregate number and kinds of shares available under the Amended and Restated Stock Option Plan and all other share compensation arrangements shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation.
13. The Board may at any time amend or terminate the Amended and Restated Stock Option Plan, but where amended, such amendment is subject to regulatory approval.
14. The stock options are non-assignable and non-transferable.

The above summary is qualified by the full text of the Amended and Restated Stock Option Plan, which will be available at the Meeting for review by Shareholders and is also attached hereto as Schedule "B".

The amendments to the Stock Option Plan were approved by the Board on March 11, 2021 and must be approved by both Shareholders at the Meeting and, subsequently, by the TSXV. TSXV approval is subject to, among other things, confirmation and approval by the Shareholders and satisfying the requirements of the TSXV, including filing of the applicable documentation.

Shareholder Approval

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

“BE IT RESOLVED AS AN ORDINARY RESOLUTION OF SHAREHOLDERS THAT:

1. The Amended and Restated Stock Option Plan, substantially in the form attached as Schedule “B” to the management information circular of the Corporation dated March 11, 2021, be and is hereby approved, authorized, ratified and confirmed, as the stock option plan of the Corporation until such time as further ratification is required pursuant to the rules of the TSX Venture Exchange (“**TSXV**”) or other applicable regulatory requirements.
2. The board of directors of the Corporation be authorized in its absolute discretion to administer the Amended and Restated Stock Option Plan and amend or modify the Amended and Restated Stock Option Plan in accordance with its terms and conditions and with the policies of the TSXV.
3. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Amended and Restated Stock Option Plan required by the TSXV or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Stock Option Plan.”

To be approved, the Stock Option Plan Resolution must be passed by a majority of the votes cast at the Meeting in person or by proxy.

Management of the Corporation has reviewed the proposed resolution, concluded that it is fair and reasonable to the Shareholders and in the best interest of the Corporation, and recommends Shareholders vote in favour of approving, ratifying and confirming the Amended and Restated Stock Option Plan. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the Stock Option Plan Resolution.

5. RATIFICATION AND APPROVAL OF THE MINING OPTION AND ROYALTY AGREEMENT

On July 21, 2020 (and as announced on July 28, 2020), the Corporation, together with its joint venture partner, Lara Exploration Ltd. (“**Lara**”), through their Minas Dixon S.A. subsidiary (“**Minas Dixon**”), entered into a mining option and royalty agreement with Minsur S.A. (“**Minsur**”), pursuant to which Minsur shall be granted, subject to receipt of the requisite approval, the option to acquire 100% of the rights and titles to the Lara Copper Property (as such term is defined below) in Peru in exchange for USD \$5.75 million and a 1.5% net smelter return (the “**Mining Option and Royalty Agreement**”).

The Mining Option and Royalty Agreement represents a disposition of more than 50% of the Corporation’s assets and therefore constitutes a “Reviewable Disposition” as defined in Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* and, as such, the Mining Option and Royalty Agreement is subject to: (a) approval of the shareholders at the meeting; and (b) approval by the TSXV. However, the Lara Copper Property has not been the focus of the Corporation’s exploration program for over five years, with no expenditures made aside from care and maintenance, and has no plans for future exploration or development of the Lara Copper Property.

The property (the “**Lara Copper Property**”), held by Minas Dixon, a Peruvian company, which is owned 55% by the Corporation and 45% by Lara, is a partly defined copper-molybdenum porphyry deposit exploration property consisting of three mineral concessions comprising an aggregate of 1,800 hectares in the Marcona mining district of Peru, as identified in the table below.

Name of Concession	Code	Filing Entry (Lima, Peru, Registration Office)
LARA 2-A	010140394	02028092
LARA 4	010216795	02030426
LARA 5	010674095	02028656

The other party to the Mining Option and Royalty Agreement, Minsur, is a Peru-based tin and gold mining company in the late stages of building its Mina Justa open pit copper mine approximately 20 kilometres from the Lara Copper Property. It presently runs three operations in Peru being the San Rafael tin mine, the Pucamarca gold mine, and the Pisco Foundry tin smelter and refinery plant.

Minsur is not a Related Party, as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, to the Corporation. As such, the transaction is considered to be an Arm’s Length Transaction in accordance with the policies of the TSXV.

The Mining Option and Royalty Agreement provides Minsur with the exclusive option to acquire 100% of the rights and titles to the Lara Copper Property (the “**Option**”) by making staged cash payments, based on permitting milestones, as summarized in the following table:

Milestone Triggering Cash Payment	Option Payment (USD\$)
Upon Registration of the Mining Option and Royalty Agreement before Public Notary in Peru	59,000.00 ⁽¹⁾
One year anniversary of Registration	200,000.00
Approval of Environmental Study and Start of Work (“ DIA-IA ”)	200,000.00
One year anniversary of approval of DIA-IA	300,000.00
Approval of Semi-Detailed Environmental Study (“ EIA-SD ”)	500,000.00
One year anniversary of approval of EIA-SD	1,500,000.00
Transfer of Title	3,000,000.00
TOTAL:	5,759,000.00

Note:

(1) Payment (USD\$50,000.00 plus Value Added Tax) in consideration of the Assignment (as defined below) received.

The term of the Option shall be five (5) years from the date of execution of the Mining Option and Royalty Agreement. This term is voluntary for Minsur and mandatory for Minas Dixon. Consequently, Minsur may, at any time, unilaterally terminate the Mining Option and Royalty Agreement. Given that this is an option agreement in favor of Minsur, Minsur is under no obligation to make investments or any payment, unless expressly established in the Mining Option and Royalty Agreement as a requirement to exercise the Option.

During the term of the Option, the Mining Option and Royalty Agreement also provides for the assignment by Minas Dixon to Minsur of all of Minas Dixon’s rights and obligations as holder of the Lara Copper Property (the “**Assignment**”). This Assignment becomes effective on the date of execution of the Mining Option and Royalty Agreement and shall expire on the date on which the Option is terminated. If Minsur exercises the Option, the Assignment shall continue in force until such date on which transfer of title is registered.

During the term of the Assignment, Minsur shall have the right and access to execute mining activities to explore the geological potential of the Lara Copper Property and undertakes to keep the Lara Copper Property in force.

In addition to the cash payments tabled above and in the event of exercise of the Option, once Minsur's title to the Lara Copper Property is registered, a Net Smelter Return ("NSR") royalty of 1.5% (the "**NSR Royalty**") shall be immediately established in favour of Minas Dixon in respect of all minerals extracted from the Lara Copper Property and traded during the time the NSR Royalty is in force. This NSR Royalty will be apportioned evenly between Lara and the Corporation, each becoming the holder of an NSR Royalty of 0.75%. The NSR Royalty shall be payable as from the date on which commercial production is reached on the Lara Copper Property with commercial production deemed to have been reached on the first day of the month following the first thirty (30) days in which ore is treated successively.

In connection with the NSR Royalty, Minsur retains the right to purchase 0.25% of the NSR Royalty from each of Lara and the Corporation for USD\$2.5 million separately, or USD\$5 million jointly, at any time prior to the commencement of commercial production.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Disposition Resolution**") to ratify and approve the sale of the Lara Copper Property in accordance with the terms and conditions of the Mining Option and Royalty Agreement, substantially in the form of the Disposition Resolution below, subject to such amendments, variations or additions as may be approved at the Meeting:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION OF SHAREHOLDERS THAT:

1. The sale of the Lara Copper Property in accordance with the terms and conditions of the Mining Option and Royalty Agreement, as described in the management information circular of the Corporation dated March 11, 2021, be and is hereby approved, authorized, ratified, and confirmed.
3. Any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation 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 Corporation be necessary or desirable to carry out the intent of the foregoing resolutions."

To be approved, the Disposition Resolution must be passed by a majority of the votes cast at the Meeting in person or by proxy.

Management of the Corporation recommends the ratification and approval of the Mining Option and Royalty Agreement, and the sale of the Lara Copper Property assets in Peru contemplated therein and recommends Shareholders vote in favour of approving the Disposition Resolution. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the Disposition Resolution.

6. OTHER MATTERS

Management of the Corporation is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. 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.

SECTION 5 – STATEMENT OF EXECUTIVE COMPENSATION

Objective:

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

Definitions:

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

- (a) **“Corporation”** means Global Battery Metals Ltd.;
- (b) **“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) **“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries;
- (d) **“named executive officer”** or **“NEO”** means each of the following individuals:
 - (i) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;
 - (ii) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (**“CFO”**), including an individual performing functions similar to a CFO;
 - (iii) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;
 - (iv) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;
- (e) **“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and
- (f) **“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and named executive officer compensation, excluding compensation securities

During the financial year ended April 30, 2020, the Corporation had two named executive officers being Michael Murphy, the President and Chief Executive Officer (“CEO”) of the Corporation, and Rebecca Moriarty, the Chief Financial Officer (“CFO”) of the Corporation.

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

Table of compensation excluding compensation securities							
Name and position	Year End April 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Michael Murphy President, CEO and Director	2020	150,000	Nil	Nil	Nil	Nil	150,000
	2019	150,000	Nil	Nil	Nil	Nil	150,000
Rebecca Moriarty CFO	2020	31,925 ⁽¹⁾	Nil	Nil	Nil	Nil	31,925 ⁽¹⁾
	2019	16,303 ⁽¹⁾	Nil	Nil	Nil	Nil	16,303 ⁽¹⁾
Cameron Bell Director	2020	25,462	Nil	Nil	Nil	Nil	25,462
	2019	36,600	Nil	Nil	Nil	Nil	36,600
Gary Brown Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Alan Forester Matthews Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Jean-Philippe Paiement Director	2020	9,225	Nil	Nil	Nil	Nil	9,225
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Craig Roberts Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Note:

- (1) Rebecca Moriarty is an employee of Malaspina Consultants Inc. (“Malaspina”). This amount consists of consulting fees paid to Malaspina, pursuant to a consulting agreement between Malaspina and the Corporation.

Stock Options and Other Compensation Securities

No stock options were granted and no compensation securities were issued to a director or NEO by the Corporation or by one of its subsidiaries during the financial year ended April 30, 2020, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

As at April 30, 2020, the directors and NEOs of the Corporation held the following compensation securities from stock option granted prior to the commencement of the financial year ended April 30, 2020:

- (1) Michael Murphy, President, CEO and a director of the Corporation held (i) 90,000 stock options granted October 13, 2015, whereby each stock option was exercisable into a common share in the

capital of the Corporation at an exercise price of \$0.10 until October 13, 2020; (ii) 78,000 stock options granted April 4, 2016, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until April 4, 2021; (iii) 75,000 stock options granted February 24, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.18 until February 24, 2022; (iv) 100,000 stock options granted November 30, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.14 until November 30, 2022; and (v) 250,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.

- (2) Rebecca Moriarty, CFO of the Corporation, held (i) 1,000 stock options granted October 13, 2015, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until October 13, 2020; and (ii) 10,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.
- (3) Cameron Bell, a director of the Corporation, held (i) 200,000 stock options granted November 30, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.14 until November 30, 2022; and (ii) 150,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.
- (4) Gary Brown, a director of the Corporation, held (i) 90,000 stock options granted October 13, 2015, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until October 13, 2020; (ii) 78,000 stock options granted April 4, 2016, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until April 4, 2021; (iii) 75,000 stock options granted February 24, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.18 until February 24, 2022; (iv) 100,000 stock options granted November 30, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.14 until November 30, 2022; and (v) 100,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.
- (5) Alan Matthews, a director of the Corporation, held (i) 90,000 stock options granted October 13, 2015, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until October 13, 2020; (ii) 78,000 stock options granted April 4, 2016, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.10 until April 4, 2021; (iii) 75,000 stock options granted February 24, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.18 until February 24, 2022; (iv) 100,000 stock options granted November 30, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.14 until November 30, 2022; and (v) 100,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.
- (6) Jean-Philippe Paiement, a director of the Corporation, held 200,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.

- (7) Craig Roberts, a director of the Corporation, held (i) 150,000 stock options granted August 9, 2016, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until August 9, 2021; (ii) 75,000 stock options granted February 24, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.18 until February 24, 2022; (iii) 100,000 stock options granted November 30, 2017, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.14 until November 30, 2022; and (iv) 150,000 stock options granted May 30, 2018, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.20 until May 30, 2023.

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by a director or NEO of the Corporation during the financial year ended April 30, 2020.

Stock Option Plans and Other Incentive Plans

The Corporation's current stock option plan (the "**Stock Option Plan**") is the only equity compensation plan the Corporation currently had in place during the financial year ended April 30, 2020. The Stock Option Plan was established to provide the Corporation with a share-related mechanism to advance the interests of the Corporation through the motivation, attraction and retention of directors, officers, employees, consultants of the Corporation (the "**Eligible Persons**") and to secure for the Corporation and the shareholders of the Corporation the benefits inherent in the ownership of Shares by the Eligible Persons through the granting of non-transferable stock options under the Stock Option Plan.

The Stock Option Plan is a "rolling" stock option plan, whereby the aggregate number of common shares reserved for issuance shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted,

The material terms of the Stock Option Plan are as follows:

1. The maximum number of shares that may be reserved for issuance pursuant to the Stock Option Plan to all Eligible Persons (as such term is defined in the Stock Option Plan) shall not exceed 10% of the issued and outstanding common shares of the Corporation at the time of grant, provided that if any stock options granted under the Stock Option Plan expire, are cancelled or terminated without being exercised in full, the Shares subject to those stock options shall again be available to be granted under the Stock Option Plan.
2. All stock options granted under the Stock Option Plan may not have an expiry date exceeding five years from the date of grant.
3. The Board shall determine to whom stock options shall be granted, the terms and provisions of the respective stock option agreements, the time or times at which such stock options shall be granted, and the number of shares to be subject to each stock option. The stock options shall vest and may be exercised (in each case to the nearest full share) during the option period in such manner as the Board may fix by resolution, provided that if required by any stock exchange on which the shares of the Corporation trade, options issued to persons providing investor relations services must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three month period. Stock options which have vested may be exercised in whole or in part at any time and from time to time during the option period.

4. The exercise price of the options is determined by the Board and shall not be less than the closing price of the Corporation's shares on the stock exchange or stock exchanges on which the shares of the Corporation are listed on the trading day immediately preceding the date of grant of the option, less any allowable discounts, subject to a minimum price of \$0.10.
5. The shares to be purchased upon each exercise of any option shall be paid for in full at the time of such exercise.
6. The maximum number of shares subject to stock options granted to any one Eligible Person shall be determined by the Board, but no optionee shall be granted stock options within a one-year period of time exceeding 5% of the issued and outstanding shares of the Corporation at the time of grant (on a non-diluted basis).
7. The maximum number of shares subject to stock options which may be granted to insiders under the Stock Option Plan within any 12-month period, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
8. The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock option plans or options for services, within any 12-month period, must not exceed 2% of the shares issued and outstanding at the time of grant (on a non-diluted basis).
9. The maximum number of stock options which may be granted to investor relations persons under the Amended and Restated Stock Option Plan, any other employer stock option plans or options for services, within any 12-month period, must not exceed, in the aggregate, 2% of the shares issued and outstanding at the time of grant (on a non-diluted basis).
10. The stock option period shall be a period of time fixed by the Board, subject to the death or disability of the optionee. In the event of the death of an optionee, the stock option will be exercisable but only within the period of one year following the optionee's death, unless such period is extended by the Board or a committee of the Board, and approval is obtained from the stock exchange on which the shares of the Corporation trade and in no event after the natural expiry date of option.
11. If an optionee ceases to be an Eligible Person for any reason (other than death), he or she may, but only within 90 days, or 30 days if the optionee provided investor relations services, following his or her ceasing to be an Eligible Person, exercise his or her stock option to the extent that he or she was entitled to exercise it at the date of such cessation, subject to an extension of up to a maximum of one year from the date of such cessation, as approved by the Board or committee of the Board.
12. The aggregate number and kinds of shares available under the Stock Option Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation.
13. The Board may at any time amend or terminate the Stock Option Plan, but where amended, such amendment is subject to regulatory approval.
14. The stock options are non-assignable and non-transferable.

The Company is seeking to amend the Stock Option Plan at the Meeting, as described under the heading "*Section 4 - Particulars of Matters to be Acted Upon – 4. Approval of Amended and Restated Stock*

Option Plan". A copy of the Amended and Restated Stock Option Plan is attached hereto as Schedule "B".

Employment, Consulting and Management Agreements

Michael Murphy

The Corporation has entered into an Executive Employment Agreement dated January 19, 2010 (the "**Employment Agreement**") with Michael Murphy, the President and CEO of the Corporation. Pursuant to the terms of the Employment Agreement, Mr. Murphy is employed by the Corporation as CEO for an indefinite term commencing January 19, 2010 at a base annual salary of \$100,000 (increased to \$150,000 effective December 2010), less any amount paid to Mr. Murphy pursuant to any other employment or consulting agreement or arrangement between Mr. Murphy and the Corporation or any of its affiliates. Additionally, Mr. Murphy is entitled to receive a performance bonus in the amounts and manner as determined by the GC&N Committee, with the approval of the Board. See "Termination and Change of Control Benefits" for information regarding the termination provisions of Mr. Murphy's Employment Agreement.

Rebecca Moriarty

The Corporation entered into a consulting agreement with Malaspina dated May 12, 2011 (the "**Malaspina Agreement**") pursuant to which Malaspina agreed to provide accounting and related services to the Corporation, including the services of the CFO, commencing July 1, 2011 until the cancellation of the Malaspina Agreement, which may be cancelled by the Corporation or Malaspina by giving 60 days written notice. Malaspina's fees for providing these services are \$47 to \$125 per hour and \$170 per hour for the services of the CFO, plus other office expenses. The Malaspina Agreement also provides that Malaspina will be granted stock options commensurate with the CFO's contribution to the Corporation's business plan.

Termination and Change of Control Benefits

Except as noted below, the Corporation, including its subsidiaries, has not entered into any other contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Corporation or a change in an NEOs responsibilities.

The Corporation entered into the Employment Agreement with its President and CEO, Michael Murphy, pursuant to which Mr. Murphy is paid annual remuneration of \$100,000 (increased to \$150,000 effective December 2010) plus benefits, and an annual bonus in an amount and subject to such personal and corporate factors as shall be determined by the GC&N Committee, with the approval of the Board in its sole discretion. The Employment Agreement may be terminated on notice by Mr. Murphy to the Corporation by giving thirty (30) days' written notice, which notice may be waived in whole or in part by the Corporation. The Corporation may terminate the Employment Agreement as follows:

- (a) without notice or payment in lieu of notice, severance payments, benefits, damages or any sums whatsoever for "just cause";
- (b) without cause upon provision of (1) the greater of (a) such minimum notice or pay in lieu of notice as is required under applicable law; and (b) one months' base salary; (2) payment in lieu of any bonus for the period noted in (1), at the discretion of the Board; (3) payment in lieu of accrued and unused vacation; and (4) continuing benefits under applicable health and benefit plans at the expense of the Corporation until the earlier of

Mr. Murphy obtaining alternative coverage under any new employment or the length of the period noted in (1) above, or payment in lieu thereof; or

- (c) upon the disability of Mr. Murphy either (1) for a period in excess of 24 months; or (2) for a lesser period where the position of Mr. Murphy (or a comparable position) is not available upon Mr. Murphy's recovery from such disability, in the event that the Corporation provides the payments noted in item (b) above, all subject to the terms and conditions of the Employment Agreement.

The table below sets out the estimated incremental payments, payables and benefits due to Mr. Murphy on termination:

- (a) without cause, assuming termination on April 30, 2020; and
- (b) on a change of control or resignation for good cause, following a change of control assuming termination or resignation on April 30, 2020.

Name	Base Salary (\$)	Bonus (\$)	Option-Based Awards (\$)	All Other Compensation (\$)	Total (\$)
Michael Murphy, President and CEO	\$12,500 ⁽¹⁾	Nil ⁽²⁾	Nil ⁽³⁾	Nil	\$12,500

Notes:

- (1) Or such greater amount as Mr. Murphy is entitled to receive under the *Employment Standards Act* (British Columbia).
- (2) Payment in lieu of bonus in any amount to be determined by the Board at its sole discretion.
- (3) All options vest and are exercisable until termination date, notwithstanding provisions of the Corporation's Plan or other agreements.

Oversight and Description of Director and NEO Compensation

The compensation program of the Board is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. The Corporation's compensation arrangements for the NEOs may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of stock options. Given the stage of development of the Corporation, compensation of the NEOs to date has emphasized meaningful stock option awards to attract and retain NEOs and, to a certain extent, to conserve cash. This policy may be re-evaluated in the future to instead emphasize increased base salaries and/or cash bonuses with a reduced reliance on option awards, depending upon the future development of the Corporation and other factors which may be considered relevant by the Board from time to time. The compensation of the Corporation's NEOs is determined by the Board, based upon the recommendations of the GC&N Committee.

The objectives and reasons for this system of compensation are generally to allow the Corporation to remain competitive compared to its peers in attracting experienced personnel.

The Board, on the recommendations of the GC&N Committee, establishes and reviews the Corporation's overall compensation philosophy and its general compensation policies with respect to the CEO and other officers, including the corporate goals and objectives and the annual performance objectives relevant to such officers. The Board evaluates each officer's performance in light of these goals and objectives and based on its evaluation, determines and approves the salary, bonus, options and other benefits for such officers.

The Corporation's NEOs and directors 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.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Corporation, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs.

Neither the Board nor the GC&N Committee has proceeded to a formal evaluation of the implications of the risks associated with the Corporation's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board and the GC&N Committee does not believe that the Corporation's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Corporation.

Pension Disclosure

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

SECTION 6 - AUDIT COMMITTEE

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

AUDIT COMMITTEE CHARTER

The text of the Corporation's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

COMPOSITION OF AUDIT COMMITTEE

As at the date hereof, the Corporation's audit committee is composed of Gary Brown, Alan Matthews and Craig Roberts.

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. All of the Corporation's current audit committee members, are considered "independent" within the meaning of NI 52-110.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. All of the members of the Corporation's audit committee are financially literate as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

RELEVANT EDUCATION AND EXPERIENCE

Each member of the Corporation's Audit Committee has adequate education and experience that is relevant to his or her performance as an Audit Committee member and, in particular the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

All of the Audit Committee members are senior-level businessmen with experience in financial matters. Each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

Gary Brown

Mr. Brown is a director of the Corporation and also Senior Vice President and CFO of Wheaton Precious Metals Corp., a position which he has held since June 2008. Prior to that, Mr. Brown was the CFO of TIR Systems Ltd. He has also held senior finance positions at CAE Inc., Westcoast Energy Inc. and Creo Inc. and holds designations as both a Chartered Professional Accountant and a Chartered Financial Analyst.

Alan Matthews

Mr. Matthews is a Mining Engineer and a Professional Member of the Institute of Materials, Minerals and Mining and a Chartered Engineer (C.Eng) with over 40 years' mining and exploration experience. He has for several years acted as a Member of the Audit Committee for several public companies including International Minerals Inc., Kernow Resources and Developments Ltd. and Galena International Resources Ltd.

Craig Roberts

Mr. Roberts, P.Eng., is a mining engineer with over 35 years of operations, consulting and investment banking experience. In addition to being a director of the Corporation, he is a director and CEO of New Found Gold Corp., a director and CEO of Ethos Gold Corp., and a director of both K2 Gold Corp. and Victory Metals Inc. He has approximately 20 years of mining investment banking experience with First Marathon Securities Ltd., National Bank Financial, PI Financial, and Axemen Resource Capital. He is very familiar with managing junior listed companies, including financing and compliance with reporting requirements.

In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public companies other than the Corporation.

AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's most recently completed financial year ended April 30, 2020, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Corporation's most recently completed financial year ended April 30, 2020, has the Corporation relied on the exemption in section 2.4 of NI 52-110 - *Audit Committees (De Minimis Non-audit Services)*, the exemption in section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption, in whole or in part, granted under Part 8 of NI 52-110.

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

PRE-APPROVAL POLICIES AND PROCEDURES

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

EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

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

Financial Year Ending April 30	Audit Fees ⁽¹⁾ (\$)	Audit-Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
2020	27,820	Nil	Nil	Nil
2019	27,038	Nil	Nil	Nil

Notes:

- ⁽¹⁾ "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- ⁽²⁾ "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- ⁽³⁾ "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- ⁽⁴⁾ "All Other Fees" include all other non-audit services.

SECTION 7 - CORPORATE GOVERNANCE

GENERAL

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

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation.

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

BOARD OF DIRECTORS

Management is nominating four individuals to the Board, all of whom are current directors of the Corporation.

NP 58-201 suggests that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Corporation. “Material relationship” is defined as a relationship which could, in the view of the Corporation’s Board, reasonably interfere with the exercise of a director’s independent judgement. Of the proposed nominees, Michael Murphy, is not considered to be “independent” within the meaning of NI 52-110 by virtue of the fact that he also serves the Corporation in the capacities of President and CEO. The remaining three directors – Gary Brown, Alan Matthews and Craig Roberts – are considered by the Board to be “independent” within the meaning of NI 52-110.

The Corporation does not currently have a Chairman of the Board.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Corporation, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Corporation and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Corporation is delegated by the Board to the CEO and the CFO. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors and, immediately following each annual general meeting of Shareholders, appoints an Audit Committee, a GC&N Committee and a Disclosure Committee and the chairperson of each committee. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities of each committee, elects a

chairperson of the Board, if deemed appropriate, and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Corporation and establishes the duties and responsibilities of those positions and on the recommendation of the CEO, appoints the senior officers of the Corporation and approves the senior management structure of the Corporation.

The Board exercises its independent supervision over Management by its policies, including requirements that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans, and (b) all material transactions of the Corporation be subject to prior approval of the Board. The Board shall meet not less than four times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the By-Laws of the Corporation, of any director.

The mandate of the Board is to manage or supervise Management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation’s affairs directly and through its committees.

DIRECTORSHIPS IN OTHER REPORTING ISSUERS

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

Name of Director	Other Reporting Issuer (or the equivalent)
Michael Murphy	Ethos Gold Corp. Torex Gold Resources Inc.
Craig Roberts	Ethos Gold Corp. K2 Gold Corporation New Found Gold Corp. Victory Metals Inc.

ORIENTATION AND CONTINUING EDUCATION

The Board’s practice is to recruit for the Board only persons with extensive experience in the mining and mineral exploration business and in public company matters. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Corporation’s affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

ETHICAL BUSINESS CONDUCT

The Board has adopted a formal written Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees.

The Board promotes ethical business conduct through the nomination of Board members it considers ethical, through avoiding and minimizing conflicts of interest and by having a majority of its Board members independent of corporate matters. Where a director has a material interest in a transaction or agreement concerning the Corporation, the Board takes such steps as may be prudent to isolate and eliminate or reduce the potential for such a conflict of interest to interfere with the Board’s exercise of independent judgment.

In accordance with applicable corporate law, any director who is in a position of conflict must refrain from voting on any resolution of the Board with respect to the conflict. The Board may also require the director to excuse himself from deliberations of the Board or may alternatively refer the matter for consideration by a committee of independent directors of the Board.

WHISTLEBLOWER POLICY

The Corporation has adopted a Whistleblower Policy which allows its directors, officers and employees who feel that a violation of the Code has occurred, or who have concerns regarding financial statement disclosure issues, accounting, internal accounting controls or auditing matters to report such violation or concerns on a confidential and anonymous basis. Such reporting can be made to the members of the Corporation's Audit Committee who then investigate each matter so reported and takes corrective and disciplinary action, if appropriate.

NOMINATION OF DIRECTORS

The GC&N Committee is responsible for identifying individuals qualified to become new board members and for recommending to the Board the new director nominees for the next annual meeting of shareholders. The Board has not adopted a formal procedure for nominating new directors, and the powers in this respect of the GC&N Committee are limited to making recommendations to the Board.

The GC&N Committee's primary role is to: (i) develop and monitor the effectiveness of the Corporation's system of corporate governance; (ii) establish procedures for the identification of new nominees to the Board and lead the candidate selection process; (iii) develop and implement orientation procedures for new directors; (iv) assess the effectiveness of directors, the Board and the various committees of the Board; (v) ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of Management, the Board, and its committees; (vi) assist the Board in setting the objectives for the CEO of the Corporation and evaluate the CEO's performance; (vii) establish a remuneration and benefits plan for directors, executives and other key employees; (viii) review the adequacy and form of compensation of directors and senior management; (ix) establish a plan of succession; (x) undertake the performance evaluation of the CEO in consultation with the Chair; and (xi) make recommendations to the Board.

The GC&N Committee currently consists of three members, namely, Alan Matthews, Michael Murphy and Craig Roberts. Messrs. Matthews and Roberts are considered independent. Mr. Murphy is not considered independent as he also serves as President and CEO of the Corporation.

COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The quantity and quality of the Board compensation, typically through the granting of stock options, is reviewed on an annual basis by the GC&N Committee. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Corporation. As well, the number of stock options to be granted is determined by the Board as a whole, on the recommendations of the GC&N Committee, which allows the independent directors to have input into compensation decisions.

The following is a summary description of the mandate and responsibilities of the GC&N Committee as it relates to NEO compensation:

- (a) to review and approve corporate goals and objectives relevant to NEO compensation, including the evaluation and performance of the CEO in light of those corporate goals and objectives, and to make recommendations to the Board with respect to NEO

compensation levels (including the award of any cash bonuses or share ownership opportunities);

- (b) to consider the implementation of short and long-term incentive plans, including equity-based plans, proposed by Management, to make recommendations to the Board with respect to these plans and to annually review such plans after their implementation; and
- (c) to annually review any other benefit plans proposed by Management and to make recommendations to the Board with respect to their implementation.

In addition, the GC&N Committee is responsible for recruiting, retaining and motivating employees and ensuring conformity between compensation and other corporate objectives and reviewing and recommending for Board consideration, all compensation packages, both present and future, for the Corporation's Management and directors (including annual retainer, meeting fees, bonuses and option grants) including any severance packages.

In exercising its mandate, the GC&N Committee sets the standards for the compensation of directors, employees and officers based on industry data and with the goal to attract, retain and motivate key persons to ensure the long-term success of the Corporation. Compensation generally includes the three (3) following components: base salary, annual bonus based on performance and grant of stock options. The GC&N Committee takes into account the increased competition in the market for its key personnel while also taking into account the performance and objectives set forth for the Corporation.

All members of the GC&N Committee have direct experience which is relevant to their responsibilities as GC&N Committee members hold or have held senior executive roles within public companies, and therefore have a good understanding of compensation programs. Each has good financial understanding which allows them to assess the costs versus benefits of compensation plans and the members' combined experience in the resource sector provides them with the understanding of the Corporation's success factors and risks, which is very important when determining metrics for measuring success.

The GC&N Committee is accountable to the Board and reports to the Board at its next regular meeting all deliberations and actions it has taken since any previous report. Minutes of GC&N Committee meetings will be available for review by any member of the Board on request to the GC&N Committee.

The GC&N Committee makes recommendations to the Board with respect to the Corporation's Stock Option Plan, the grant of stock options to executive officers, and general allotment of options for Management's allocation to employees, consultants and other non-executive personnel.

In considering the recommendations by the GC&N Committee, the Board may consider a number of factors, including the Corporation's performance, the relative time commitment that the Corporation's executive officers are required to devote to corporate matters, the nature of the Corporation's operations, the awards given in the past years and other factors it considers relevant. The current overall objective of the Corporation's compensation strategy is to reward Management for their efforts, while seeking to conserve cash given current market conditions. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Corporation has not currently set any objective criteria and will instead rely upon any recommendations and discussion at the Board level with respect to the above-noted considerations and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Corporation.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board currently has three committees, being the Audit Committee (the "**Audit Committee**"), the GC&N Committee, and the Disclosure Committee.

The members of the Audit Committee are Gary Brown, Alan Matthews, and Craig Roberts. A description of the function of the Audit Committee can be found in this Information Circular under “*Section 6 - Audit Committee.*”

The members of the GC&N Committee are Alan Matthews, Michael Murphy and Craig Roberts. The purpose of the GC&N Committee is to monitor and to generally be responsible for developing the Corporation’s governance and human resources policies and guidelines and overseeing their implementation and administration. The GC&N Committee is responsible for ensuring a compensation policy and practice that is supportive of the Corporation’s business strategies and that appropriately links senior management performance and compensation. In addition, the GC&N Committee shall ensure the recruitment, ongoing long-term development and deployment of high calibre senior management. In particular, the GC&N Committee establishes levels of salary, bonus, benefits and incentives provided to persons acting as officers of the Corporation.

Annually, following the annual general meeting of the Shareholders, the Board elects from its members at least two directors to serve on the GC&N Committee. Each member holds office until the close of the next annual general meeting of the Corporation or until a member resigns or is replaced, whichever first occurs. The Board appoints one of the directors on the GC&N Committee as the chairperson whose duties include overseeing the proper functioning of the GC&N Committee to ensure the proper discharge of its duties, to schedule meetings and to ensure timely reporting to the Board.

In addition to the Audit Committee and the GC&N Committee, the Board has established a Disclosure Committee, which is responsible for overseeing the Corporation’s regulatory disclosure and the Corporation’s disclosure practices. The members of the Disclosure Committee are Michael Murphy and Gary Brown.

ASSESSMENTS

The GC&N Committee is responsible for overseeing and evaluating the Board, the committees of the Board, and the contribution of individual directors. The GC&N Committee is obliged to prepare an annual performance evaluation of the Board, which report compares the performance of the Board with the requirements of its written mandate. The GC&N Committee is also obliged to conduct an annual performance evaluation of each director, which evaluation assesses the contribution of each director. The performance evaluations undertaken by the GC&N Committee will be conducted in such manner as the members thereof deem appropriate.

The Board believes its corporate governance practices are appropriate and effective for the Corporation, given its size and operations. The Corporation’s corporate governance practices allow the Corporation to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

SECTION 8 - OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has a 10% rolling stock option plan in place. See “*Section 4 - Particulars of Matters to be Acted Upon – 4. Approval of Amended and Restated Stock Option Plan*” and “*Section 5 - Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans.*”

The following table provides information as at April 30, 2020, regarding the number of common shares to be issued pursuant to the Corporation’s stock option plan. The Corporation does not have any equity compensation plans that have not been approved by its shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	2,571,000	\$0.16	659,083
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	2,571,000	\$0.16	659,083

Note:

(1) Represents the Stock Option Plan of the Corporation. As at April 30, 2020, the Stock Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding common shares of the Corporation. As at April 30, 2020, the Corporation had 32,300,839 common shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the beginning of the financial year ended April 30, 2020, none of:

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

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

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

None of the directors or executive officers of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting. other than by virtue of the fact certain directors and officers of the Corporation may be eligible to receive a portion of their compensation in the form of (i) restricted shares under the Corporation’s proposed RSU Plan, and (ii) stock options under the Company’s Amended and Restated Stock Option Plan, both of which Shareholders are being asked to vote upon at this Meeting. See “Section 4 - Particulars of Matters to be Acted Upon – 4. Approval of Amended and Restated Stock Option Plan – and - 5. Approval of Restricted Share Unit Plan.”

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or in the Corporation’s financial statements, no informed person of the Corporation, or proposed director of the Corporation, or any associate or affiliate of any informed person

or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

MANAGEMENT CONTRACTS

Since the beginning of the Corporation's most recently completed financial year ended April 30, 2020, management functions of the Corporation are not, and have not been, to any substantial degree performed by any person other than the executive officers and directors of the Corporation. See "*Section 5 - Statement of Executive Compensation – Employment, Consulting and Management Agreements.*"

ADDITIONAL INFORMATION

Financial information about the Corporation is included in the Corporation's comparative annual financial statements and Management's Discussion and Analysis for the financial year ended April 30, 2020, which have been electronically filed with regulators and are also available on SEDAR online at www.sedar.com under the Corporation's profile. Copies may be obtained without charge upon request to the Corporation, Suite 1430, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 - telephone 604-649-2350.

You may also access the Corporation's other public disclosure documents on SEDAR online at www.sedar.com under the Corporation's profile.

REQUEST FOR FINANCIAL STATEMENTS

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

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Vancouver, British Columbia, this 11th day of March, 2021.

ON BEHALF OF THE BOARD

GLOBAL BATTERY METALS LTD.

/s/ Michael Murphy

Michael Murphy
President, Chief Executive Officer and Director

SCHEDULE “A”

GLOBAL BATTERY METALS LTD. (the “Corporation”)

AUDIT COMMITTEE CHARTER

A. PURPOSE

The overall purpose of the Audit Committee (the “Committee”) is to ensure that management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and to evaluate their compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the “Board”), all of whom shall be “independent directors”, as that term is defined in Multilateral Instrument 52-110, “Audit Committees”.
2. All of the members of the Committee shall be “financially literate” (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements).
3. At least one member of the Committee shall have accounting or related financial expertise (i.e. able to analyze and interpret a full set of financial statements, including the notes thereto, in accordance with generally accepted accounting principles).
4. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
5. Unless the Board shall have appointed a chair of the Committee or in the event of the absence of the chair, the members of the Committee shall elect a chair from among their number.
6. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Corporate Secretary, unless otherwise determined by the Committee.
7. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
8. The Committee shall have access to such officers, employees and external auditors of the Corporation, and to such information respecting the Corporation, as it considers necessary or advisable in order to perform its duties and responsibilities.
9. Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the Chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (c) the Chair of the Committee shall be responsible for developing and setting the agenda for Committee meetings and determining the time and place of such meetings;
 - (d) the following management representatives shall be invited to attend all meetings, except executive sessions and private sessions with the external auditors:
 - (i) Chief Executive Officer;
 - (ii) Chief Operating Officer; and
 - (iii) Chief Financial Officer;
 - (e) other management representatives shall be invited to attend as necessary; and
 - (f) notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee a reasonable time before the meeting.
10. The external auditors shall have a direct line of communication to the Committee through its Chair and may bypass management if deemed necessary. The Committee, through its Chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
11. The Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to accounting principles, reporting practices and internal controls and its approval of Redzone's annual and quarterly consolidated financial statements;
 - (b) to establish and maintain a direct line of communication with the internal and external auditors and assess their performance;
 - (c) to ensure that management has designed, implemented and is maintaining an effective system of internal financial controls;
 - (d) to ensure that the management has established effective risk management controls; and
 - (e) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Corporation's financial and auditing personnel;
 - (iv) co-operation received from the Corporation's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Corporation;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the external auditors are to:
 - (a) periodically review the external audit function with respect to the organization, staffing and effectiveness of the Corporation;
 - (b) review and approve the internal audit plan; and
 - (c) review any significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures are to:
 - (a) review the appropriateness and effectiveness of the policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

- (b) review compliance under the Corporation's Business Conduct Policy and to periodically review this policy and recommend to the Board changes which the Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls; and
- (d) periodically review the financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:

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

- (i) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters; and
- (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing.

SCHEDULE “B”

GLOBAL BATTERY METALS LTD. (the “Corporation”)

AMENDED AND RESTATED STOCK OPTION PLAN

1. Purpose

The purpose of this stock option plan (the “**Plan**”) is to authorize the grant to Eligible Persons (as such term is defined below) of Global Battery Metals Ltd. (the “**Corporation**”) of options to purchase common shares (“**shares**”) in the Corporation’s capital and thus benefit the Corporation by enabling it to attract, retain and motivate Eligible Persons by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. Administration

The Plan shall be administered by the board of directors of the Corporation or a committee established by the board of directors for that purpose (the “**Committee**”). Subject to approval of the granting of options by the board of directors or Committee, as applicable, the Corporation shall grant options under the Plan.

3. Shares Subject to Plan

Subject to adjustment under the provisions of paragraph 12 hereof, the aggregate number of shares of the Corporation which may be issued and sold under the Plan, in combination with the aggregate number of shares which may be issuable under any other Share Compensation Arrangement (as such term is defined below), will not exceed 10% of the total number of shares of the Corporation issued and outstanding from time to time. The total number of shares which may be reserved for issuance to any one individual under the Plan within any one-year period shall not exceed 5% of the outstanding issue. The Corporation shall not, upon the exercise of any option, be required to issue or deliver any shares prior to (a) the admission of such shares to listing on any stock exchange on which the Corporation's shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as the Corporation shall determine to be necessary or advisable. If any shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such shares shall terminate and any option exercise price paid to the Corporation shall be returned to the optionee.

The term “**Share Compensation Arrangement**” means any stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism, including the restricted share plan of the Corporation, involving the issuance or potential issuance of shares of the Corporation from treasury, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise.

4. Limits with Respect to Insiders and Others

- (a) The maximum number of shares which may be reserved for issuance to insiders under the Plan, any other employer stock option plans or options for services, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of options which may be granted to insiders under the Plan, any other employer stock option plans or options for services, within any 12-month period, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).

- (c) The maximum number of shares which may be issued to any one optionee, under the Plan together with any other employer stock option plans or options for services, within a one-year period shall be 5% of the shares outstanding at the time of the grant (on a non-diluted basis).

5. Eligibility

Options shall be granted only to Eligible Persons, any registered savings plan established by an Eligible Person or any corporation wholly-owned by an Eligible Person. The term “**Eligible Person**” means:

- (a) a senior officer or director of the Corporation or any of its subsidiaries;
- (b) either:
 - (i) an individual who is considered an employee under the Income Tax Act,
 - (ii) an individual who works full-time for the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source, or
 - (iii) an individual who works for the Corporation on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission) providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source,

any such individual, an “**Employee**”;

- (c) an individual employed by a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual (a “**Company**”) or an individual (together with a Company, a “**Person**”) providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a Person engaged in Investor Relations Activities (as hereafter defined) (a “**Management Company Employee**”);
- (d) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, who:
 - (i) provides ongoing consulting services to the Corporation or an Affiliate of the Corporation under a written contract;
 - (ii) possesses technical, business or management expertise of value to the Corporation or an Affiliate of the Corporation;
 - (iii) spends a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation;

(iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation; and

(v) does not engage in Investor Relations Activities (as hereafter defined)

any such individual, a “**Consultant**”;

(e) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, that falls within the definition of Consultant contained in subsections 5(d)(i) through (iv) which provides Investor Relations Activities (an “**Investor Relations Consultant**”); or

(f) a Person that falls within the definition of Eligible Person contained in any of subsections 5(a), (b) or (d) which provides Investor Relations Activities (an “**Investor Relations Person**”).

For purposes of the foregoing, a Company is an “**Affiliate**” of another Company if: (a) one of them is the subsidiary of the other; or (b) each of them is controlled by the same Person.

The term “**Investor Relations Activities**” means any activities or oral or written communications, by or on behalf of the Corporation or shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:

(a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation

(i) to promote the sale of products or services of the Corporation, or

(ii) to raise public awareness of the Corporation,

(iii) that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;

(b) activities or communications necessary to comply with the requirements of

(i) applicable securities laws, policies or regulations,

(ii) the rules, and regulations of any stock exchange upon which the shares trade from time to time, or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation;

(iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if

(1) the communication is only through the newspaper, magazine or publication, and

(2) the publisher or writer received no commission or other consideration other than for acting in the capacity of publisher or writer; or

- (c) activities or communications that may be otherwise specified by any stock exchange upon which the shares trade from time to time.

For stock options to Employees, Consultants, Management Company Employees or Investor Relations Persons, the Corporation and the optionee must represent that the optionee is a bona fide Employee, Consultant, Management Company Employee or Investor Relations Person as the case may be. The terms “**insider**”, “**controlled**” and “**subsidiary**” shall have the meanings ascribed thereto in the Securities Act (Ontario) from time to time. Subject to the foregoing, the board of directors or Committee, as applicable, shall have full and final authority to determine the persons who are to be granted options under the Plan and the number of shares subject to each option.

On the effective date of the Plan, the Plan shall entirely replace and supersede prior stock option plans enacted by the Corporation. Any incentive stock options previously granted by the Corporation which remain outstanding on the effective date of the Plan will be deemed to have been issued under and will be governed by the terms of the Plan and, in the event of any inconsistency between the terms of the agreements governing the previously granted options and the terms of the Plan, the terms of the Plan shall govern. Any shares issuable upon exercise of the previously granted options will be included for the purpose of calculating the amounts set out in sections 3 and 4 hereof.

6. **Limits with Respect to Consultants and Investor Relations Persons**

- (a) The maximum number of stock options which may be granted to any one Consultant under the Plan, any other employer stock options plans or options for services, within any 12-month period, must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of stock options which may be granted to Investor Relations Persons under the Plan, any other employer stock options plans or options for services, within any 12-month period must not exceed, in the aggregate, 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).

7. **Price**

The purchase price (the “**Price**”) for the shares of the Corporation under each option shall be determined by the board of directors or Committee, as applicable, on the basis of the market price, where “market price” shall mean the prior trading day closing price of the shares of the Corporation on any stock exchange on which the shares are listed or last trading price on the prior trading day on any dealing network where the shares trade, in each case less any allowable discounts from the market price allowed by the stock exchange upon which the shares trade from time to time, subject to a minimum price of \$0.10. The approval of disinterested shareholders will be required for any reduction in the Price of a previously granted option to an insider of the Corporation.

8. **Period of Option and Rights to Exercise**

Subject to the provisions of this section 8 and sections 9, 10 and 18 below, options will be exercisable in whole or in part, and from time to time, during the currency thereof. Options shall not be granted for a term exceeding five years. The shares to be purchased upon each exercise of any option (the “**optioned shares**”) shall be paid for in full at the time of such exercise. Except as provided in sections 9, 10 and 18 below, no option which is held by a service provider may be exercised unless the optionee is then a service provider for the Corporation.

9. Cessation of Provision of Services

Subject to section 10 below, if any optionee who is a service provider shall cease to be an Eligible Person of the Corporation for any reason (whether or not for cause) the optionee may, but only within the period of ninety days, or thirty days if the Eligible Person is an Investor Relations Person, next succeeding such cessation (unless either such ninety or thirty day period is extended by the board of directors or the Committee, as applicable, up to a maximum of one year from the date of such cessation), and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended as provided in section 10 below.

10. Death of Optionee

In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death (unless such period is extended by the board of directors or the Committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade) and in no event after the expiry date of the optionee's option. Before expiry of an option under this section 10, the board of directors or Committee, as applicable, shall notify the optionee's representative in writing of such expiry.

11. Non-Assignability and Non-Transferability of Option

An option granted under the Plan shall be non-assignable and non-transferrable by an optionee otherwise than by will or by the laws of descent and distribution, and such option shall be exercisable, during an optionee's lifetime, only by the optionee.

12. Adjustment in Shares Subject to Plan

The aggregate number and kind of shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The options granted under the Plan may contain such provisions as the board of directors, or Committee, as applicable, may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change. If there is a reduction in the exercise price of the options of an insider of the Corporation, the Corporation will be required to obtain approval from disinterested shareholders.

13. Amendment and Termination of the Plan

The board of directors or Committee, as applicable, may at any time amend or terminate the Plan, but where amended, such amendment is subject to regulatory approval.

14. Effective Date of the Plan

The Plan becomes effective on the date of its approval by the shareholders of the Corporation.

15. Evidence of Options

Each option granted under the Plan shall be embodied in a written option agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

16. **Exercise of Option**

Subject to the provisions of the Plan and the particular option, an option may be exercised from time to time by delivering to the Corporation at its registered office a written notice of exercise specifying the number of shares with respect to which the option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the shares then being purchased.

Upon receipt of a certificate of an authorized officer directing the issue of shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

17. **Tax Withholding**

The Corporation shall have the authority to take steps for the deduction and withholding, or for the advance payment or reimbursement by the optionee to the Corporation, of any taxes or other required source deductions which the Corporation is required by law or regulation of any governmental authority whatsoever to remit in connection with this Plan, or any issuance of optioned shares. Without limiting the generality of the foregoing, the Corporation may, in its sole discretion:

- (a) deduct and withhold additional amounts from other amounts payable to an optionee;
- (b) require, as a condition of the issuance of optioned shares to an optionee, that the optionee make a cash payment to the Corporation equal to the amount, in the Corporation's opinion, required to be withheld and remitted by the Corporation for the account of the optionee to the appropriate governmental authority and the Corporation, in its discretion, may withhold the issuance or delivery of optioned shares until the optionee makes such payment; or
- (c) sell, on behalf of the optionee, all or any portion of optioned shares otherwise deliverable to the optionee until the net proceeds of sale equal or exceed the amount which, in the Corporation's opinion, would satisfy any and all withholding taxes and other source deductions for the account of the optionee.

Issuance, transfer or delivery of certificates or shares purchased pursuant to the Plan may be delayed, at the discretion of the Committee, until the Committee is satisfied that the applicable requirements of income tax laws have been met.

18. **Vesting Restrictions**

Options issued under the Plan may vest at the discretion of the board of directors or Committee, as applicable, provided that if required by any stock exchange on which the shares of the Corporation trade, options issued to Investor Relations Consultants must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three-month period.

19. **Notice of Sale of All or Substantially All Shares or Assets**

If at any time when an option granted under this Plan remains unexercised with respect to any optioned shares:

- (a) the Corporation seeks approval from its shareholders for a transaction which, if completed, would constitute an Acceleration Event; or

- (b) a third party makes a bona fide formal offer or proposal to the Corporation or its shareholders which, if accepted, would constitute an Acceleration Event;

the Corporation shall notify the optionee in writing of such transaction, offer or proposal as soon as practicable and, provided that the board of directors or Committee, as applicable, has determined that no adjustment shall be made pursuant to section 12 hereof, (i) the board of directors or Committee, as applicable, may permit the optionee to exercise the option granted under this Plan, as to all or any of the optioned shares in respect of which such option has not previously been exercised (regardless of any vesting restrictions), during the period specified in the notice (but in no event later than the expiry date of the option), so that the optionee may participate in such transaction, offer or proposal; and (ii) the board of directors or Committee, as applicable, may require the acceleration of the time for the exercise of the said option and of the time for the fulfilment of any conditions or restrictions on such exercise.

Notwithstanding the clauses above in this section 19, if the optionee performs Investor Relations Activities, such waiver of vesting restrictions shall be subject to approval from the stock exchange on which the shares of the Corporation trade.

For these purposes, an “**Acceleration Event**” means:

- (a) the acquisition by any “offeror” (as defined in Part XX of the Securities Act (Ontario)) of beneficial ownership of more than 50% of the outstanding voting securities of the Corporation, by means of a take-over bid or otherwise;
- (b) any consolidation or merger of the Corporation in which the Corporation is not the continuing or surviving corporation or pursuant to which shares of the Corporation would be converted into cash, securities or other property, other than a merger of the Corporation in which shareholders immediately prior to the merger have the same proportionate ownership of stock of the surviving corporation immediately after the merger;
- (c) any sale, lease exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or
- (d) the approval by the shareholders of the Corporation of any plan of liquidation or dissolution of the Corporation.

20. **Blackout Period**

If the expiry date of any option would otherwise occur during or within 10 Business Days (as such term is defined below) following the end of a period in which the trading of the shares of the Corporation is restricted by the policies of the Corporation (a “Blackout Period”), then the expiry date of such option shall be automatically extended to the date which is the 10th Business Day following the expiration of the Blackout Period.

“**Business Day**” means a day on which banks are open for business in Toronto, Ontario, but does not include a Saturday, Sunday or statutory holiday in the Province of Ontario.

21. **Rights Prior to Exercise**

An optionee shall have no rights whatsoever as a shareholder in respect of any of the optioned shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of optioned shares in respect of which the optionee shall have exercised the option to purchase hereunder and which the optionee shall have actually taken up and paid for.

22. **Governing Law**

This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and shall be deemed to have been made in said Province and shall be in accordance with all applicable securities laws.

23. **Expiry of Option**

On the expiry date of any option granted under the Plan, and subject to any extension of such expiry date permitted in accordance with the Plan, such option hereby granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the optioned shares in respect of which the option has not been exercised.