



NEVADA COPPER CORP.
Suite 910, 800 West Pender Street
Vancouver, British Columbia
Canada V6C 2V6

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual and Special Meeting of shareholders (the “**Meeting**”) of Nevada Copper Corp. (the “**Corporation**”) will be held at Suite 910 - 800 West Pender Street, Vancouver, British Columbia, on Wednesday, June 30, 2021 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the Auditor’s Report thereon;
2. To fix the number of directors for the ensuing year at eight;
3. To elect eight directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed;
4. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Corporation and to authorize the directors to fix their remuneration;
5. To consider, and, if thought fit, to pass an ordinary resolution in the form contained in the accompanying Information Circular approving all unallocated deferred share units under the Corporation’s Deferred Share Unit Plan as outlined in the accompanying Information Circular;
6. To consider, and, if thought fit, to pass a special resolution in the form contained in the accompanying Information Circular approving the consolidation of the issued and outstanding common shares of the Corporation on a basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares as more particularly described in the accompanying Information Circular; and
7. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting are an Information Circular, form of proxy (or a voting instruction form if you hold common shares through a broker or other intermediary) and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

The Board of Directors has fixed May 5, 2021 as the record date for determining the shareholders who are entitled to vote at the Meeting.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person please complete, date and execute the accompanying form of proxy and deposit it with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Vancouver time) on June 28, 2021 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting or the beginning of any postponed Meeting.

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

DATED at Vancouver, British Columbia as of the 1st day of June, 2021

BY ORDER OF THE BOARD OF DIRECTORS

“*Stephen Gill*” (signed)

Stephen Gill
Non-Executive Chairman

NEVADA COPPER CORP.
Suite 910 - 800 West Pender Street
Vancouver, BC
Canada V6C 2V6
INFORMATION CIRCULAR
as at May 5, 2021 (unless otherwise noted)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Nevada Copper Corp. (the “Corporation”) for use at the annual and special meeting (the “Meeting”) of its shareholders to be held on June 30, 2021 at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Information Circular, references to: “the Corporation”, “we” and “our” refer to Nevada Copper Corp.; “Common Shares” means common shares in the capital of the Corporation; “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name; and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. All dollar amounts in this Information Circular are expressed in Canadian dollars unless otherwise indicated.

MANAGEMENT SOLICITATION AND APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are officers of the Corporation. A shareholder of the Corporation (a “Shareholder”) entitled to vote at the Meeting has the right to appoint a person (who need not be a Shareholder) to attend and act for and on behalf of the Shareholder at the Meeting other than the persons designated as proxyholders in the accompanying form of proxy. To exercise this right, the Shareholder must either:

- (a) on the accompanying form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the Shareholder’s nominee in the blank space provided; or
- (b) complete another proper form of proxy.

To be valid, a form of proxy must be dated and signed by the Shareholder or by the Shareholder’s attorney authorized in writing. In the case of a corporation, the form of proxy must be signed by a duly authorized officer of or attorney for the corporation.

The completed form of proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc. (“Computershare”) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 AM (Pacific Time) on June 28, 2021 or, if the Meeting is postponed or adjourned, 48 hours (excluding Saturdays, Sundays, and holidays) before the beginning of any adjournment of the Meeting or the beginning of any postponed meeting

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
 - (i) signed by the Shareholder, the Shareholder's attorney authorized in writing or, where the Shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
 - (ii) delivered by mail or by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, telephone: 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), no later than 10:00 AM (Pacific Time) on June 28, 2021 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays, and holidays) before the beginning of any adjournment of the Meeting or the beginning of any postponed meeting; or
- (b) in any other manner provided by law.

VOTING OF COMMON SHARES AND PROXIES AND EXERCISE OF DISCRETION BY PROXYHOLDERS

Voting By Show of Hands

Voting at the Meeting generally will be by a show of hands, with each Shareholder or proxyholder present in person being entitled to one vote.

Voting By Poll

Voting at the Meeting will be by poll only if a poll is:

- (a) requested by a Shareholder present at the Meeting in person or by proxy;
- (b) directed by the Chairperson; or
- (c) required by law.

On a poll, each Shareholder and each proxyholder will have one vote for each Common Share held or represented by proxy.

Approval of Resolutions

To approve a motion for an ordinary resolution, a simple majority of the votes cast in person or by proxy will be required; to approve a motion for a special resolution, a majority of not less than two-thirds of the votes cast in person or by proxy will be required. Except for the Share Consolidation Resolution (as defined below), a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. A special majority of two-thirds of affirmative votes cast at the Meeting will be required to pass the Share Consolidation Resolution. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been

filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees may be declared elected or appointed by acclamation.

Exercise of Discretion by Proxyholders

A Shareholder may indicate the manner in which the persons named in the accompanying form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the form of proxy are certain, the Common Shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions given in the form of proxy.**

If the Shareholder specifies a choice in the form of proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the form of proxy with respect to a matter to be acted upon, the form of proxy confers discretionary authority with respect to that matter upon the proxyholder named in the accompanying form of proxy. It is intended that the proxyholder named by management in the accompanying form of proxy will vote the Common Shares represented by the form of proxy in favour of each matter identified in the form of proxy and for the nominees to the Corporation's board of directors (the "Board") and the auditor identified in the form of proxy.

The accompanying form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Corporation is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment.

SOLICITATION OF PROXIES

It is expected that solicitations of proxies will be made primarily by mail and possibly supplemented by telephone or other personal contact by directors, officers and employees of the Corporation without special compensation. The Corporation may reimburse Shareholders' nominees or agents (including brokers holding Common Shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxy from their principals. The costs of solicitation will be borne by the Corporation.

VOTING BY NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

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

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

Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

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

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

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

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting. Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend the Meeting and vote your Common Shares.

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

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). The Corporation has decided to take advantage of those provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, NOBOs can expect to receive a scannable VIF from the Corporation's Transfer Agent,

Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided. In addition, Computershare provides both telephone and internet voting as described on the VIF itself which contains complete instructions. Please return your voting instructions as specified in the request for voting instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

The Corporation will not pay for intermediaries to deliver the proxy-related materials to Objecting Beneficial Owners, and Objecting Beneficial Owners will not receive the proxy-related materials unless the intermediary assumes the cost of delivery.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed May 5, 2021 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of May 5, 2021, there were 1,828,457,695 Common Shares without par value issued and outstanding, each carrying the right to one vote. 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.

To the knowledge of the directors and executive officers of the Corporation, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at May 5, 2021 are:

| Shareholder Name | Number of Common Shares Held⁽¹⁾⁽²⁾ | Percentage of Issued Common Shares |
|--------------------------|--|---|
| Pala Investments Limited | 685,913,733 | 38% |
| Castlelake, L.P. | 286,535,165 | 16% |

Note:

(1) The above information is from insider filings publicly available at www.sedi.ca and www.sedar.com.

(2) In addition to the Common Shares held by Pala Investments Limited and Castlelake, L.P., Pala Investments Limited and Castlelake, L.P. own 171,574,823 and 74,951,426 common share purchase warrants, respectively. The foregoing information is from insider filings publicly available at www.sedi.ca and www.sedar.com.

PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the year ended December 31, 2020, together with the report of the auditors thereon, will be placed before the Meeting. A copy of these financial statements, the accompanying auditors report and the corresponding management’s discussion and analysis may be obtained by a Shareholder upon request without charge from the Corporation by calling (775) 463-3510. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

ELECTION OF DIRECTORS

The Board is currently comprised of eight directors. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors to be elected be fixed at eight.

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

The directors of the Corporation for the ensuing year will be elected at this Meeting.

Majority Voting Policy

On November 5, 2013, the Board adopted a majority voting policy in order to promote enhanced director accountability. The policy provides that voting in respect of each director nominee will be conducted on an individual nominee basis. The policy also provides that each director should be elected by the vote of a majority of the Common Shares, represented in person or by proxy, at any meeting for the election of directors. The Board will ensure that the number of Common Shares voted "for" or "withheld" for each director nominee is recorded and promptly made public after the Meeting. If any nominee for election as director receives, from the Common Shares voted at the Meeting in person or by proxy, a greater number of votes "withheld" than votes "for" his or her election, the director will immediately tender his or her resignation to the Board following the Meeting, to take effect upon acceptance by the Board. The Governance and Nomination Committee will expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept that offer. Within 90 days of the Meeting, the Board will make a final decision concerning the acceptance of the director's resignation and, absent exceptional circumstances, will accept the resignation and announce that decision by way of a press release. Any director who tenders his or her resignation will not participate in the deliberations of the Board or any of its committees pertaining to the resignation.

This policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected. If any director fails to tender his or her resignation as contemplated in the policy, the Board will not re-nominate that director in the future. Subject to any corporate law restrictions, where the Board accepts the offer of resignation of a director and that director resigns, the Board may exercise its discretion with respect to the resulting vacancy and may, without limitation, leave the resultant vacancy unfilled until the next annual meeting of Shareholders, fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the Shareholders, or call a special meeting of Shareholders to elect a new nominee to fill the vacant position.

Nominees

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each nominee now holds, each nominee's principal occupation, business or employment for the five preceding years, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each nominee, directly or indirectly, or over which each nominee exercised control or direction, as at May 5, 2021:

| Name, Current Position with the Corporation, Province or State and Country of Residence | Principal Occupation During the Past Five Years ⁽¹⁾ | Period as a Director of the Corporation | Common Shares Beneficially Owned or Controlled ⁽¹⁾ |
|---|---|---|---|
| Tom Albanese ⁽³⁾⁽⁴⁾⁽¹⁰⁾ Lead Director New Jersey, USA | Currently a Director of Franco-Nevada Corporation, a gold royalty and streaming company, since 2013; currently an Advisory Board member of Esan Mining, an industrial mineral and metallic mineral producer, since 2019; Chief Executive Officer and a Director of Vedanta Resources plc and Vedanta Limited, a natural resource company from 2014 to 2017; Chief Executive Officer of Rio Tinto plc, a metals and mining corporation from 2007 to 2013. | Since May 4, 2018; Appointed Lead Director August 13, 2018 | 2,450,000 |
| Michael Brown ⁽⁴⁾ Director Paarl, South Africa | Currently Managing Partner for Palaris in the Africa Region, a mining consulting company, since October 1, 2017; Managing Director Technical of Pala Investments Limited, an investment company focused on the mining sector from 2015 to 2017. | Since August 8, 2013 | 850,000 ⁽¹¹⁾ |
| Justin Cochrane ⁽²⁾ Director Ontario, Canada | Currently Director, President and CEO of Nickel 28 Capital Corp, a nickel and cobalt royalty and streaming company, since 2019; Currently President and CEO of Carbon Streaming Corporation, a carbon credit streaming and investment company, since early 2021; President & COO of Cobalt 27 Capital Corp., a cobalt focused royalty and streaming company from March 2017 to October 2019; Director Duke Royalty, a diversified royalty investment company publicly listed in London, from Dec. 2015 to March 2020. | Since May 4, 2018 | 100,000 |
| Raffaele (Lucio) Genovese ⁽²⁾⁽⁵⁾⁽⁷⁾⁽⁹⁾ Director Zug, Switzerland | Currently Chief Executive Officer of NAGE Capital Management, an investment and advisory company specialising in the natural resources sector, since 2004. | Since May 27, 2016 | Nil |
| Stephen Gill ⁽³⁾⁽⁶⁾ Non-Executive Chairman and Director Zug, Switzerland | Currently Managing Partner at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016. | Since January 28, 2016 | 1,800,300 ⁽⁶⁾⁽¹¹⁾ |
| Evgenij Iorich ⁽⁵⁾⁽⁶⁾ Director Zug, Switzerland | Currently Managing Partner and Director at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016; Director of Itafos, a phosphate fertilizers and specialty products company, since July 2017. | Since January 28, 2016 | 2,608,000 ⁽⁶⁾⁽¹¹⁾ |
| G. Ernest "Ernie" Nutter ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁸⁾ Director Ontario, Canada | Retired, former mining analyst at Capital Group from 2004 until his retirement in 2017. | Since May 4, 2018 | 3,800,000 ⁽¹¹⁾ |

| Name, Current Position with the Corporation, Province or State and Country of Residence | Principal Occupation During the Past Five Years ⁽¹⁾ | Period as a Director of the Corporation | Common Shares Beneficially Owned or Controlled ⁽¹⁾ |
|---|---|---|---|
| Kate Southwell Director Zug, Switzerland | Currently General Counsel at Pala Investments Limited, an investment company focused on the mining sector, since December 2020 and Vice President, Senior Legal Counsel from November 2013 to December 2020; Director of Kasbah Resources Limited, a public unlisted company developing the Achmmach tin project in Morocco, since November 2020. | Since October 15, 2020 | 155,100 ⁽⁶⁾⁽¹¹⁾ |

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years, unless noted otherwise.
- (2) Member, Audit Committee
- (3) Member, Compensation Committee
- (4) Member, Health, Safety, Environment and Technical Committee
- (5) Member, Governance and Nomination Committee
- (6) Pala Investments Limited holds 685,913,733 Common Shares in the Corporation which represents approximately 38% of the Common Shares issued and outstanding. Mr. Gill is Managing Partner of Pala Investments Limited, Mr. Iorich is Managing Partner of Pala Investments Limited, and Ms. Southwell is General Counsel at Pala Investments Limited. See “*Voting Securities and Principal Holders of Voting Securities*”.
- (7) Chair, Audit Committee
- (8) Chair, Compensation Committee
- (9) Chair, Governance and Nomination Committee
- (10) Chair, Health, Safety, Environment and Technical Committee
- (11) The following directors hold common share purchase warrants in the Corporation: Mr. Brown holds 175,000 warrants; Mr. Gill holds 767,400 warrants; Mr. Iorich holds 1,054,000 warrants; Mr. Nutter holds 1,150,000 warrants; and Ms. Southwell holds 77,550 warrants. The foregoing information is from insider filings publicly available at www.sedi.ca.

Shareholders can vote for all of the proposed nominees for directors of the Corporation, vote for some of the proposed nominees and withhold for others, or withhold for all of the proposed nominees. The Board recommends that Shareholders vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation.**

Corporate Cease Trade Orders or Bankruptcies

No proposed director of the Corporation is, as at the date of this Information Circular, or was 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:

- (a) 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, for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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, for a period of more than 30 consecutive days, 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.

No proposed director of the Corporation:

- (a) is, as at the date of this Information Circular, or has been within the 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; or
- (b) has, within 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.

No proposed director of the Corporation has been subject to:

- (a) 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
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On October 17, 2017, the U.S. Securities and Exchange Commission (the “SEC”) filed civil charges against each of Rio Tinto plc, Tom Albanese and the former Chief Financial Officer of Rio Tinto plc, alleging, among other things, violations of the anti-fraud, reporting, books and records and internal control provisions of U.S. federal securities laws in connection with conduct at Rio Tinto plc and certain of its subsidiaries while Mr. Albanese was the Chief Executive Officer of Rio Tinto plc. On March 2, 2018, the Australian Securities and Investments Commission (“ASIC”) commenced proceedings in the Federal Court of Australia against each of Rio Tinto Limited, Tom Albanese and the former Chief Financial Officer of Rio Tinto Limited relating to statements which ASIC alleges were misleading contained in the annual report of Rio Tinto Limited for 2011. On May 1, 2018, ASIC expanded the proceedings commenced on March 2, 2018 in the Federal Court of Australia. The expanded proceedings relate to Rio Tinto Limited’s alleged failure to recognize an impairment of a wholly-owned subsidiary, Rio Tinto Coal Mozambique in its 2012 Interim Financial Statements. The Corporation is aware of the SEC and ASIC allegations and will continue to monitor the progress of the situation.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

In this section, “Named Executive Officer” or “NEO” means:

- (a) the Corporation’s chief executive officer (“CEO”);
- (b) the Corporation’s chief financial officer (“CFO”);
- (c) each of the Corporation’s, including any of its subsidiaries, three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity,

other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and

- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

Mr. Matthew Gili, former President and CEO, Mr. Abraham (“Braam”) Jonker, former CFO, Mr. Mark Wall, former Chief Operations Officer (COO), Mr. Evan Spencer, former President and CEO, Mr. Mike Ciricillo, current President and CEO, Mr. André van Niekerk, current CFO, Ms. Cassandra Joseph, current General Counsel, and Mr. Greg French, current Vice President of Exploration were the “Named Executive Officers” of the Corporation during the financial year ended December 31, 2020 for the purposes of the following disclosure. Messrs. Gili, Jonker, Wall, and Spencer are no longer employed by the Corporation. Mr. Gili’s last day of employment was May 8, 2020, Mr. Jonker’s last day of employment was July 13, 2020, Mr. Wall’s last day of employment was July 31, 2020, and Mr. Spencer’s last day of employment was October 26, 2020.

The Compensation Committee (the “Committee”) of the Board is composed of Mr. Tom Albanese, Mr. Stephen Gill, and Mr. Ernie Nutter. Messrs. Albanese and Nutter are independent within the meaning of National Instrument 52-110 – *Audit Committees* (“NI 52-110”) and all three directors have direct experience in dealing with compensation matters.

Mr. Nutter is a highly regarded mining analyst, formerly with one of the world’s largest money managers, Capital Group, from 2004 until his retirement in 2017. Prior to this, he spent over 13 years with the Royal Bank of Canada (“RBC”) where he was Managing Director of RBC Capital Markets, Director of RBC’s Global Mining Research team and former Chairman of RBC Dominion Securities’ (now RBC Capital Markets) Strategic Planning Committee. Mr. Nutter holds a Bachelor of Science degree in Geology from Dalhousie University.

Mr. Albanese is currently a Director of Franco-Nevada Corporation. He was previously Chief Executive Officer and a Director of Vedanta Resources plc and Vedanta Limited from 2014 to 2017. Mr. Albanese was Chief Executive Officer of Rio Tinto plc from 2007 to 2013, and previously served on the Boards of Palabora Mining Company and Turquoise Hill Resources Limited. Mr. Albanese holds a Master of Science degree in Mining Engineering and a Bachelor of Science degree in Mineral Economics both from the University of Alaska Fairbanks.

Mr. Gill holds an MBA from the IE Business School in Madrid. He also holds an MSc from the University of North Carolina and a BSc from the University of Wales. Mr. Gill is a Managing Partner at Pala Investments Limited (“Pala”). Mr. Gill has been at Pala since 2008, during which time he has been involved in many of Pala’s principal investments covering a range of commodities, as well as mining services and consumables sectors. Mr. Gill has also supported many of Pala’s investee companies in defining and implementing strategic initiatives. He is also involved in the oversight of Pala’s liquid investment strategies portfolio. Prior to joining Pala, Mr. Gill was at AMEC Plc., an engineering consulting firm, where he advised on a range of natural resources transactions and acted as an advisor across a range of private equity transactions, including investments in businesses spanning mining, metals processing, and mining consumables manufacturing industries. Mr. Gill has acted as a director on a number of private and public mining company boards.

The Board is of the view that the members of the Committee collectively have the knowledge, skills, experience and background to make decisions on the suitability of the Corporation's compensation policies and practices.

The function of the Committee generally is to assist the Board in carrying out its responsibilities relating to executive and director compensation. In this regard, the Committee makes recommendations to the Board with respect to the compensation (including salary, bonus and equity-based incentives) and benefits of the CEO and other executive officers of the Corporation; reviews and approves the terms of the employment agreements of the CEO and other executive officers of the Corporation and researches and identifies trends in employment benefits and compensation structures and reports its findings to the Board. The Committee also reviews periodically the compensation of the directors for service on the Board and Board committees and makes recommendations to the Board in respect of same.

The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the executives of the Corporation, although the Committee guides the Board in this role.

The Board is responsible, in participation with management, for reviewing and identifying what are perceived to be the principal risks to the Corporation. These risks include, but are not limited to, those arising from the Corporation's compensation policies and practices, such as the risk that an executive officer or other employee is incentivized to take inappropriate or excessive risks, or that such policies and practices give rise to any other risks that are reasonably likely to have a material adverse effect on the Corporation. The Board undertakes this review with management on at least an annual basis and ensures that the Committee adequately considers risks arising from the Corporation's compensation policies and practices when determining its recommendations to the Board regarding the compensation of executive officers. The Corporation uses the following practices to discourage or mitigate inappropriate or excessive risk-taking by directors and executive officers:

- the structure of incentive compensation is designed not to focus on a single metric, which in the Corporation's view could be distortive, but instead a combination of both corporate and personal objectives;
- the Corporation has an appropriate compensation mix, including fixed and performance-based compensation with short- and long-term performance conditions and multiple forms of compensation; and
- the Board has discretion in assessing the annual incentive awards paid to executive officers of the Corporation based on both individual and corporate performance.

No risks have been identified as arising from the Corporation's compensation policies and practices which are considered reasonably likely to have a material adverse effect on the Corporation.

In order to further mitigate the potential for NEOs and directors taking inappropriate or excessive risks relating to compensation, the Board has passed a resolution which prohibits directors and NEOs from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds) that are designed to hedge or offset a decrease in market value of equity securities of the Corporation granted as compensation held, directly or indirectly, by a director or NEOs.

As at December 31, 2020, Messrs. Ciricillo, van Niekerk, French, and Ms. Joseph worked on the Corporation's activities on a full-time basis.

The Board adopted a clawback policy (the "Clawback Policy") in February 2019. The Clawback Policy provides for the full or partial forfeiture or recoupment of covered compensation in the event of a restatement of the annual or interim financial statements of the Corporation required as a result of the correction of a material error, or a material breach by a covered individual of the Corporation's Code of Conduct, the gross negligence, fraud, theft or other serious misconduct by a covered individual, or a covered individual's conviction of a criminal offence or conviction of a statutory offence involving moral turpitude. Covered individuals subject to the Clawback Policy include current and former executive officers of the Corporation or its subsidiaries who are or were eligible to receive the covered compensation, and any other individuals as determined from time to time by the Board in its sole discretion. Covered compensation under the Clawback Policy includes compensation granted, vested or earned in respect of annual bonus entitlements and long-term incentive plans (whether in the form of cash or share-based awards, including stock options, restricted share units ("RSUs") and performance share units ("PSUs")).

Compensation Consultant

Since 2018, the Committee has retained Hugessen Consulting ("Hugessen") to assist with the development of a compensation strategy for the Corporation's employees, executive officers and directors. Hugessen provided a review of current market practices regarding executive and director compensation and assisted the Committee in developing an appropriate comparator group of companies and a compensation philosophy that reflects the Corporation's current size and stage of development. Hugessen has also provided advice and recommendations with respect to best practices in the governance of compensation. In the course of conducting its activities, Hugessen attended meetings of the Committee and presented its findings for discussion by the Committee. The Chairman of the Committee has also met separately with Hugessen on several occasions to provide further direction.

Hugessen provided compensation benchmark analysis and for purposes of the overall compensation strategy used the Global Base Metals Index as the benchmark.

The Committee continues to consider the advice, guidance and recommendations provided by Hugessen as part of its deliberations on its recommendations to the Board with respect to salary, annual performance incentives and long-term equity incentives.

For the financial years ended December 31, 2019 and 2020, \$13,086 and \$12,350 was paid to Hugessen, respectively, for services related to determining compensation for the company's directors and executive officers. There were no other services provided or billed for by Hugessen during the two most recently completed financial years.

The Committee must pre-approve any retainers of Hugessen or other compensation consultants and provide notice of said retainers to the Board. There were no other consultants hired or contracted to assist the Board, the Committee or the Corporation in formulating executive compensation in 2019 and 2020.

Philosophy and Objectives

The compensation program for the executive officers of the Corporation is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;

- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning the interests of the executive officers with those of the Shareholders.

In compensating its executive officers, the Corporation has employed a combination of base salary, short-term and long-term incentives through participation in its Performance Share Unit and Restricted Share Unit Plan (the “PSU/RSU Plan”), along with equity participation through its Stock Option Plan (the “Option Plan”).

Base Salary

In the Board’s view, paying base salaries which are competitive in the markets in which the Corporation operates is a first step to attracting and retaining talented, qualified and effective executives. Determinations of salary are based on the reports prepared by compensation consultants as described above.

Bonus Incentive Compensation

The payment of bonus incentive compensation is reviewed by the Committee and recommendations are put forth to the Board for their review and discretion. Generally, the Board will consider the payment of executive bonus incentive compensation dependent upon the performance of the individual executive, the performance of the Corporation, sufficient cash resources being available for the granting of bonuses and, where applicable, the executive meeting the strategic objectives and milestones established by the Committee and Board. Such key performance indicators include, but are not limited to, the following: the completion of feasibility studies, reserve or resource additions, construction and engineering milestones, budget achievement, identifying corporate development initiatives, improving corporate liquidity, and the Corporation’s share price. For the year ended December 31, 2020, a combination of RSUs and stock options under the PSU/RSU Plan and Option Plan, respectively, were granted on March 14, 2021 to the NEOs in lieu of an annual bonus for the 2020 financial year, with the exception of Mr. French. Mr. French was granted a cash bonus. See “*Executive Compensation – Summary Compensation Table*”.

Equity Participation

The Board believes that encouraging the Corporation’s executives and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of stock options previously granted, base salary and bonuses and competitive factors. Senior management and the Committee put forth their recommendations for stock option grants to the Board. The amounts and terms of stock options granted are determined by the Board. See “*Share-Based and Option-Based Awards*” for further details.

Benefits

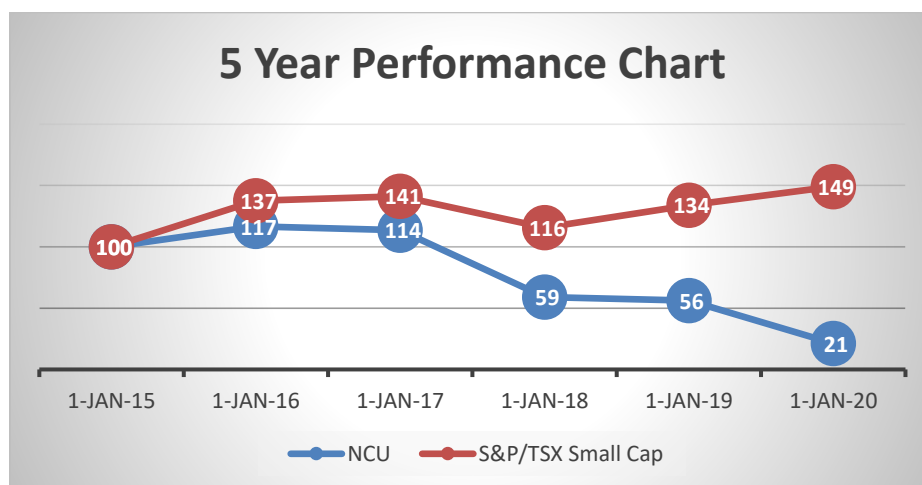
NEOs receive benefits that are commensurate with market practice. These benefits include health and welfare group benefits, life, disability, and accidental death and dismemberment insurance benefits, as well as other benefit programs that the Corporation may establish from time to time. The Corporation does not sponsor any pension plans for any of its NEOs or employees.

Actions, Decisions or Policies Made After December 31, 2020

Given the evolving nature of the Corporation's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Performance Graph

The following five-year performance graph compares the total cumulative shareholder return for \$100 invested in Common Shares of the Corporation on December 31, 2015, with the cumulative total return of the S&P/TSX Small Cap Total Return Index for the financial years ended December 31, 2016 to December 31, 2020. The Common Share price performance as set out in the graph does not necessarily indicate future price performance.



Share-Based and Option-Based Awards

Option Plan

The Corporation has in place the Option Plan, which was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation, thereby encouraging their continuing association with the Corporation. Management and the Committee propose stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board.

In 2020, the Board determined it was in the best interests of the Corporation to make certain amendments to the Option Plan, predominantly to bring the Option Plan in line with current market practice. The substantive amendments were as follows: updating the amending provisions, including to further limit the ability to amend the Option Plan without shareholder approval; implementing additional restrictions on the participation of non-employee directors in the Option Plan, specifically requiring that the maximum value of options granted to any non-employee director in a one-year period combined with the value of all stock option grants to such person under other share compensation arrangements in such one-year period will not exceed US\$100,000, and the maximum aggregate value of all Common Share awards granted under the Option Plan, if any, to a non-employee director in a one-year period combined with the value of all option and share-based award grants to such person under other share compensation arrangements in such one-

year period will not exceed US\$150,000 (with no more than US\$100,000 attributable to stock options); clarifying the ability to transfer or assign options in the case of death of an Eligible Person; requiring double trigger vesting for employees in the case of a change of control and removing language related to the effect of take-over bids; and adding reference to the Corporation's Clawback Policy. The Shareholders approved the amendments to the Option Plan at the Corporation's annual and special meeting held on June 24, 2020.

See "*Securities Authorized for Issuance under Equity Compensation Plans*" for further information on the Option Plan.

PSU/RSU Plan

In February 2019, the Corporation established the PSU/RSU Plan that allows employees to receive short-term and long-term incentive plan compensation in the form of PSUs and RSUs. PSUs and RSUs issued under the PSU/RSU Plan entitle the holder to a cash payment at the end of a thirty-two to thirty-six month period equal to the number of RSUs or PSUs granted, adjusted for a performance factor in the case of PSUs, and multiplied by the quoted market value of a Common Share. In November 2020, the Board determined it was in the best interests of the Corporation to amend the PSU performance calculation to allocate 100% of the calculation to Total Shareholder Return (TSR) using the S&P/TSX Equal Weight Global Base Metals (Total Return) Index. The Board approved this amendment on November 10, 2020 and it became effective on the same day. No other amendments were made to the PSU/RSU Plan in 2020.

The Corporation may grant RSUs to participants in lieu of cash bonuses under its annual incentive plan. If dividends are paid on the Common Shares, additional RSUs or PSUs, as applicable, will be credited to the participants holding RSUs and PSUs on the dividend record date.

If a participant resigns or is terminated for cause, all outstanding unvested RSUs and PSUs will be forfeited, other than RSUs granted in lieu of an annual cash bonus, which will continue to vest in full in accordance with their terms. In the event of the death of a participant, all outstanding RSUs and PSUs will vest, assuming target performance was achieved in respect of PSUs. If a participant is terminated without cause or as a result of a disability, a portion of the outstanding RSUs and PSUs shall continue to vest in accordance with their terms. If a participant's employment is terminated without cause on or within twelve months following the completion of a change of control of the Corporation, all outstanding PSUs and RSUs shall continue to vest in accordance with their terms, and for PSUs, based on the achievement of the applicable performance conditions up to the change of control. In the event of a change of control of the Corporation, if the surviving or acquiring entity does not assume or substitute the outstanding RSUs and PSUs, the RSUs and PSUs will accelerate and vest in connection with the change of control. The number of PSUs that will vest in connection with a change of control will be determined by the Board, taking into account the level of achievement of the performance vesting conditions prior to completion of the change of control.

Summary Compensation Table

The compensation paid, granted to or earned by the NEOs during the Corporation's financial years ended December 31, 2020, December 31, 2019 and December 31, 2018 is as set out below and is expressed in Canadian dollars unless otherwise noted:

| Name and Principal Position | Year | Salary ⁽¹⁰⁾ (\$) | Share-Based Awards ⁽¹⁴⁾⁽¹⁵⁾ (\$) | Option-Based Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | | Pension Value | All Other Compensation | Total Compensation |
|---|------|--------------------------------|--|-----------------------------|--|---------------------------|---------------|-------------------------|--------------------|
| | | | | | Annual Incentive Plans | Long-term Incentive Plans | | | |
| Mike Ciricillo President & CEO ⁽²⁾⁽¹⁵⁾ | 2020 | 120,477 | 584,316 ⁽¹⁵⁾ | Nil | Nil | Nil | Nil | Nil | 704,793 |
| | 2019 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| | 2018 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| André van Niekerk CFO ⁽³⁾⁽¹⁵⁾ | 2020 | 203,194 | 173,502 ⁽¹⁵⁾ | Nil | Nil | Nil | Nil | Nil | 376,696 |
| | 2019 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| | 2018 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| Cassandra Joseph VP General Counsel ⁽⁴⁾ | 2020 | 478,096 | 205,237 ⁽¹⁴⁾ | 292,591 ⁽¹⁶⁾ | Nil | Nil | Nil | Nil | 975,924 |
| | 2019 | 146,908 | Nil | Nil | Nil | Nil | Nil | Nil | 146,908 |
| | 2018 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| Mark Wall Former COO ⁽⁵⁾ | 2020 | 288,235 | 346,964 ⁽¹⁴⁾ | 144,959 ⁽¹⁶⁾ | Nil | Nil | Nil | Nil | 628,628 |
| | 2019 | 419,588 | 184,609 | 377,124 | Nil | Nil | Nil | Nil | 981,321 |
| | 2018 | 102,611 | 16,750 | 157,850 | Nil | Nil | Nil | Nil | 277,211 |
| Greg French VP Exploration ⁽⁶⁾ | 2020 | 276,773 | 195,264 ⁽¹⁴⁾ | Nil | 106,099 | Nil | Nil | Nil | 578,136 |
| | 2019 | 240,866 | Nil | 152,538 | Nil | Nil | Nil | Nil | 393,404 |
| | 2018 | 305,479 | Nil | 187,638 | Nil | Nil | Nil | Nil | 493,117 |
| Matthew Gili Former President & CEO ⁽⁷⁾ | 2020 | 197,404 ⁽¹¹⁾ | 229,247 ⁽¹⁴⁾ | 242,055 ⁽¹⁶⁾ | Nil | Nil | Nil | 599,959 ⁽¹¹⁾ | 1,268,6659 |
| | 2019 | 541,375 ⁽¹⁷⁾ | 216,550 | 906,086 | Nil | Nil | Nil | Nil | 1,664,011 |
| | 2018 | 345,520 ⁽¹⁸⁾ | 78,779 | 753,343 | Nil | Nil | Nil | Nil | 1,177,642 |
| Evan Spencer Former President & CEO ⁽⁸⁾ | 2020 | 208,205 ⁽¹²⁾ | Nil | Nil | Nil | Nil | Nil | Nil | 208,205 |
| | 2019 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| | 2018 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | - |
| Braum Jonker Former CFO ⁽⁹⁾ | 2020 | 210,272 ⁽¹³⁾ | 279,825 ⁽¹⁴⁾ | 123,641 ⁽¹⁶⁾ | Nil | Nil | Nil | 362,708 ⁽¹³⁾ | 976,446 |
| | 2019 | 419,603 | 142,652 | 464,857 | Nil | Nil | Nil | Nil | 1,027,112 |
| | 2018 | 182,739 ⁽¹⁹⁾ | 41,603 | 602,674 | Nil | Nil | Nil | 163,009 | 990,025 |

(1) For the market value of the unexercised stock options as at December 31, 2020, please refer to the Option-Based Awards table below.

(2) Mr. Ciricillo commenced employment with the Corporation on October 26, 2020.

(3) Mr. van Niekerk commenced employment with the Corporation on July 13, 2020.

(4) Ms. Joseph commenced employment with the Corporation on May 1, 2019.

(5) Mr. Wall commenced employment with the Corporation on October 1, 2018. Mr Wall's employment with the Corporation ceased on July 31, 2020.

(6) Mr. French was promoted to VP Exploration of the Corporation on February 1, 2020.

(7) Mr. Gili commenced employment with the Corporation on May 1, 2018. Mr. Gili's employment with the Corporation ceased on May 8, 2020.

(8) Mr. Spencer commenced employment with the Corporation on May 8, 2020. Mr. Spencer's employment with the Corporation ceased on October 26, 2020.

(9) Mr. Jonker was employed as Interim CEO of the Corporation on February 15, 2018 until May 1, 2018. Mr. Jonker continued as a consultant until his appointment as CFO on October 1, 2018. Mr. Jonker's employment with the Corporation ceased on July 6, 2020.

(10) Salaries paid to NEOs are in US dollars and have been converted to Canadian dollars. The US average exchange rate for the year used was \$1.3415.

- (11) The salary for Mr. Gili for the year ended December 31, 2020 was US\$587,362. The US average exchange rate for the year used was \$1.3415. Mr. Gili's last day with the Corporation was May 8, 2020 and US\$39,230 of owed vacation was paid out along with US\$408,000 of earned severance (refer to "Termination and Change in Control Benefits").
- (12) The salary for Mr. Spencer for the year ended December 31, 2020 was US\$155,203. The US average exchange rate for the year used was \$1.3415. Mr. Spencer's last day with the Corporation was October 26, 2020.
- (13) The salary for Mr. Jonker for the year ended December 31, 2020 was US\$423,099. The US average exchange rate for the year used was \$1.3415. Mr. Jonker's last day with the Corporation was July 6, 2020 and US\$33,225 of owed vacation was paid out along with US\$237,150 of earned severance (refer to "Termination and Change in Control Benefits").
- (14) RSUs and PSUs were granted on April 10, 2020. The RSUs and PSUs were valued based on the fair market value of \$0.16 per unit representing a five-day volume weighted average price of the Common Shares on the TSX on the date of grant and for the PSUs, assuming a performance factor of 1x (target level performance). The US exchange rate on the date of grant was \$1.4047.
- (15) RSUs were granted on September 16, 2020 and November 10, 2020 to Mr. van Niekerk and Mr. Ciricillo, respectively. The RSUs were valued based on the fair market value of \$0.13 per unit representing a five-day volume weighted average price of the Common Shares on the TSX on the date of grant. The US exchange rate as at September 16, 2020 was \$1.3172 and as at November 10, 2020 it was \$1.2732.
- (16) On April 10, 2020, stock options were granted to specific NEOs. The stock options were valued using the Black Scholes method. The stock options have a five-year expiration and the valuation used a 63% volatility, risk free rate of 0.59% and an exercise price of \$0.16.
- (17) The salary for Mr. Gili for the year ended December 31, 2019 was US\$408,000. The US average exchange rate for the year used was \$1.3269.
- (18) The salary for Mr. Gili for the year ended December 31, 2018 was US\$226,667. The US average exchange rate for the year used was \$1.2957.
- (19) The 2018 salary for Mr. Jonker is divided between \$80,309 for services rendered as Interim CEO and \$102,430 for services rendered as CFO. Other compensation of \$163,009 was paid to him for services rendered as a consultant.

Outstanding Share-based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2020, for each NEO:

| Name | Option-Based Awards | | | | Share-Based Awards | | |
|---|---|----------------------------|-----------------------------------|---|--|---|--|
| | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Value of Unexercised In-The-Money Options ⁽⁵⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested ⁽⁶⁾ (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| Mike Ciricillo President & CEO | Nil | Nil | Nil | Nil | 3,530,270 RSUs | 584,316 | Nil |
| André van Niekerk ⁽⁷⁾ CFO | Nil | Nil | Nil | Nil | 1,013,231 RSUs | 167,706 | Nil |
| Cassandra Joseph VP General Counsel | 3,386,888 | 0.16 | April 10, 2025 | Nil | 901,703 RSUs 381,025 PSUs | 144,273 60,964 | Nil Nil |
| Greg French VP Exploration | 160,000 962,000 | 0.80 0.69 | February 13, 2023 May 16, 2023 | Nil | 1,434,348 RSUs 526,864 PSUs | 351,630 137,791 | Nil |
| Matthew Gili ⁽¹⁾ Former President & CEO | 2,801,908 | 0.16 | April 10, 2025 | Nil | 1,614,904 RSUs | 207,786 | Nil |
| Braam Jonker ⁽²⁾ Former CFO | 1,431,202 | 0.16 | April 10, 2025 | Nil | 1,038,778 RSUs | 136,879 | Nil |
| Mark Wall ⁽³⁾ Former CCO | Nil | Nil | Nil | Nil Nil Nil | 1,260,176 RSUs | 177,138 | Nil |
| Evan Spencer ⁽⁴⁾ Former President & CEO | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

- (1) Mr. Gili's employment with the Corporation ceased on May 8, 2020.
- (2) Mr. Jonker's employment with the Corporation ceased on July 6, 2020.
- (3) Mr. Wall's employment with the Corporation ceased on July 31, 2020.
- (4) Mr. Spencer's employment with the Corporation ceased on October 26, 2020.
- (5) In-the-money stock options are those where the market value of the underlying securities as at the most recent financial year end exceeds the stock option exercise price. The closing market price of the Common Shares on the TSX as at December 31, 2020 was \$0.14.
- (6) The value of the NEOs' RSUs was determined by multiplying the number RSUs that have not vested by the market price of a Common Share on the TSX on December 31, 2020, which was \$0.14. The value of the NEOs' PSUs was determined by multiplying the number PSUs that have not vested by the market price of a Common Share on the TSX on December 31, 2020, which was \$0.14, and assuming a performance factor of 1x (target level performance).
- (7) Mr. van Niekerk holds 482,500 common share purchase warrants in the Corporation. The foregoing information is from insider filings publicly available at www.sedi.ca.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the financial year ended December 31, 2020, for each NEO:

| Name | Option-based awards – Value vested during the year⁽⁵⁾ (\$) | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|--|--|---|---|
| Mike Ciricillo President & CEO | Nil | Nil | Nil |
| André van Niekerk CFO | Nil | Nil | Nil |
| Cassandra Joseph VP General Counsel | 129,228 | Nil | Nil |
| Greg French VP Exploration | 80,169 | Nil | 106,099 |
| Matthew Gili ⁽¹⁾⁽⁶⁾ Former President & CEO | 241,807 | Nil | Nil |
| Braam Jonker ⁽²⁾⁽⁶⁾ Former CFO | 223,856 | Nil | Nil |
| Mark Wall ⁽³⁾ Former CCO | Nil | Nil | Nil |
| Evan Spencer ⁽⁴⁾ Former President & CEO | Nil | Nil | Nil |

Notes:

- (1) Mr. Gili's employment with the Corporation ceased on May 8, 2020.
- (2) Mr. Jonker's employment with the Corporation ceased on July 6, 2020.
- (3) Mr. Wall's employment with the Corporation ceased on July 31, 2020.
- (4) Mr. Spencer's employment with the Corporation ceased on October 26, 2020.
- (5) The value vested in the year represents the aggregate dollar value that would have been realized if the stock options had been exercised on their applicable vesting date and is equal to the difference between the closing market price of the Common Shares underlying the stock options on the TSX on the vesting date and the exercise price of the stock options.
- (6) Mr. Gili and Mr. Jonker retained their stock options granted on April 10, 2020. The stock options granted before April 10, 2020 to both Mr. Gili and Mr. Jonker were cancelled upon each of them ceasing employment with the Corporation. Mr. Wall's options were all cancelled upon his ceasing employment with the Corporation. Options granted to NEOs vest on a graded (one-third, one-third, one-third) schedule.

See “*Securities Authorized for Issuance Under Equity Compensation Plans*” for further information on the Option Plan.

Termination and Change of Control Benefits

On October 16, 2019, the Board approved a Termination without Cause Policy (the “Termination Policy”) and Change of Control Severance Plans (collectively, the “Plans”), which provide for more consistent treatment among executives, including the NEOs, upon certain termination events.

Pursuant to the Termination Policy and contingent upon signing a standard release and separation agreement, in connection with a termination without cause, each NEO is entitled to (i) accrued or earned but unpaid compensation and benefits (including unpaid base salary, vacation pay and bonus), (ii) a lump sum payment equal to a multiple of (a) base salary plus (b) the average of the annual bonus under the short-term incentive (“STIP”) paid or payable in respect of the last three completed fiscal years immediately preceding the termination date, or if the NEO was designated a participant in the STIP for less than three completed fiscal years, the target annual performance incentive that would have been payable to such NEO by or on behalf of the Corporation in respect of the fiscal year in which the termination date occurred (on an annualized basis), and (iii) continued health coverage until the earlier of (x) six months from the termination date, or (y) the date upon which such NEO and/or his or her eligible dependents obtain alternate coverage under similar benefits plans. The base salary plus STIP multiplier for each NEO is as follows: 1x (100%) for Mr. Ciricillo, 0.75x (75%) for Mr. van Niekerk and Ms. Joseph and 0.50x (50%) for Mr. French. Any outstanding equity awards held by NEOs, including stock options, RSUs and PSUs, would be governed by the terms of the applicable plan and grant agreement.

By way of example, pursuant to the Termination Policy, in the event that Mr. Ciricillo’s employment was terminated by the Corporation on a without cause basis, he would have received (i) his accrued or earned but unpaid compensation and benefits (including unpaid base salary, vacation pay and bonus), (ii) a lump sum payment equal to (a) 1.0x (100%) of Mr. Ciricillo’s base salary, plus (b) the average of the annual bonus under the STIP paid or payable to Mr. Ciricillo in respect of the last three completed fiscal years immediately preceding the termination date, or if he was designated a participant in the STIP for less than three completed fiscal years, the target annual performance incentive that would have been payable to Mr. Ciricillo by or on behalf of the Corporation in respect of the fiscal year in which the termination date occurred (on an annualized basis), and (iii) continued health coverage until the earlier of (x) six months from the termination date, or (y) the date upon which Mr. Ciricillo and/or his eligible dependents obtain alternate coverage under similar benefits plans. Any outstanding equity awards held by Mr. Ciricillo, including stock options, RSUs and PSUs, would be governed by the terms of the applicable plan and grant agreement.

The Plans also provide that in the event of a without cause termination or resignation for good reason (as defined in the Plans), each within twenty-four months of a change of control of the Corporation, the NEO will receive: (i) his or her accrued or earned but unpaid compensation and benefits (including unpaid base salary, vacation pay and bonus); (ii) a lump sum payment equal to (a) for Mr. Ciricillo, 2x (200%), for Mr. van Niekerk and Ms. Joseph, 1.5x (150%), and for Mr. French, 0.75x (75%) of base salary, plus (b) for Mr. Ciricillo, 2x (100%), for Mr. van Niekerk and Ms. Joseph, 1.5x (150%), and for Mr. French 0.75x (75%) of the average of the annual bonus under the STIP paid or payable to the NEO in respect of the last three completed fiscal years immediately preceding the change of control, or if the NEO has been designated a participant under the STIP for less than three completed fiscal years, the target annual performance incentive that would have been payable to the NEO by or on behalf of the Corporation in respect of the fiscal year in which the change of control occurs (on an annualized basis); and (iii) continued health coverage until the earlier of (x) twelve months from the termination date, or (y) the date upon which the NEO and/or his or her eligible dependents obtain alternate coverage under similar benefits plans.

Notwithstanding the foregoing, the severance amount will cease and any amounts received in respect thereof must be paid back to the Corporation by the individuals in the event that they breach one or more post-termination obligations set out in the employment agreements, including a six month post-termination non-solicitation restriction of clients, employees and consultants, a confidentiality requirement and a non-disparagement restriction.

If an NEO's termination is due to death or disability, the NEO or the NEO's estate and/or beneficiaries, as the case may be, shall be entitled to receive (a) his or her accrued or earned but unpaid compensation and benefits (including unpaid base salary, vacation pay and bonus), which shall be paid in compliance with the requirements of applicable law and in accordance with Company's customary payroll procedures; (b) reimbursement for unreimbursed business expenses properly incurred by the NEO, which shall be subject to and paid in accordance with Company's expense reimbursement policy; and (c) in the case of disability, such employee benefits, if any, to which the NEO may be entitled under the Company's employee benefit plans as of the termination date.

Any outstanding equity awards held by the NEOs, including stock options, RSUs and PSUs, would be governed by the terms of the applicable plan and grant agreement.

The estimated incremental payments from the Corporation to Mr. Ciricillo, Mr. van Niekerk, Ms. Joseph, and Mr. French, respectively, on: (i) a termination without cause; or (ii) a termination without cause within twenty-four months of the consummation of a change of control, assuming the triggering event occurred on December 31, 2020, are as follows:

| NEO | | Termination Without Cause ⁽¹⁾ | Change of Control ⁽¹⁾ |
|----------------------------------|--------|--|----------------------------------|
| Mike Ciricillo ⁽²⁾ | Salary | \$120,477 | \$1,083,835 |
| | Bonus | \$97,991 | \$541,918 |
| | Equity | Nil | Nil |
| Andre van Niekerk ⁽²⁾ | Salary | \$152,396 | \$612,048 |
| | Bonus | \$205,693 | \$244,819 |
| | Equity | Nil | Nil |
| Cassandra Joseph | Salary | \$358,571 | \$573,795 |
| | Bonus | \$229,518 | \$229,518 |
| | Equity | Nil | Nil |
| Greg French | Salary | \$138,387 | \$289,384 |
| | Bonus | \$144,086 | \$144,692 |
| | Equity | Nil | Nil |

Notes:

- (1) Salaries and bonuses are paid in US dollars and therefore have been converted into Canadian dollars using the exchange rate of \$1.2751 as at December 31, 2020.
- (2) Mr. Ciricillo and Mr. van Niekerk's termination without cause benefits have been prorated from the start date of their employment – October 26, 2020 and July 1, 2020, respectively.

COMPENSATION OF DIRECTORS

Non-executive directors are paid US\$50,000 per year, the lead independent director is paid US\$70,000 per year, and the non-executive chairman is paid US\$75,000 per year. Directors are paid additional amounts for their roles on the committees. The audit committee chairman is paid US\$12,500 per year and the audit committee members are paid US\$10,000 per year. The governance and nomination committee chair is paid US\$10,000 per year and the governance and nomination committee members are paid US\$8,000 per year. The compensation committee chair is paid US\$10,000 per year and the compensation committee members are paid US\$8,000 per year. The health, safety, environment and technical committee chair is paid US\$20,000 per year and the health, safety, environment and technical committee members are paid US\$15,000 per year. Executive officers do not receive additional compensation for serving as directors.

The Corporation has in place a deferred share unit plan (the “DSU Plan”) for non-executive directors. DSUs are to be settled as follows: (i) a lump sum cash payment equal to the fair market value of a Common Share on the settlement date multiplied by the number of DSUs being settled; (ii) one Common Share issued from treasury for each DSU being settled; or (iii) a combination of a cash payment and the issuance of Common Shares from treasury on the aforementioned bases; and such allocation of cash and Common Shares is determined at the Board’s sole discretion.

Certain directors agreed to receive DSUs from the Corporation in lieu of cash payment of directors’ fees for various periods from January 1, 2020 through June 30, 2021, pursuant to the terms of the DSU Plan. The DSUs have not yet been issued to Directors for the fees earned in 2020. The DSU Plan is further described under “*Securities Authorized for Issuance under Equity Compensation Plans*”.

Directors may also receive stock options pursuant to the Option Plan. See “*Outstanding Share-based Awards and Option-based Awards*” for further details on the DSU and stock option grants to directors.

The following table discloses the compensation provided to the directors for the Corporation’s financial year ended December 31, 2020:

| Name | Fees Paid (3) (\$) | Deferred Fees (7) (3) | Share-based awards (6) (\$) | Option-based awards (2) (4) (\$) | Non-equity incentive plan compensation (\$) | Pension Value (\$) | All other compensation (\$) | Total (\$) |
|---------------------------|--------------------------|--------------------------|--------------------------------------|--|--|--------------------------|-----------------------------------|---------------|
| Tom Albanese | 65,734 | 79,149 | 98,329 | 67,192 | Nil | Nil | Nil | 310,404 |
| Michael Brown | 43,599 | 43,599 | 70,235 | 47,994 | Nil | Nil | Nil | 205,427 |
| Justin Cochrane | 40,245 | 40,245 | 70,235 | 47,994 | Nil | Nil | Nil | 198,719 |
| Phillip Day (1) | Nil | 69,031 | 70,235 | 47,994 | Nil | Nil | Nil | 187,260 |
| Raffaele (Lucio) Genovese | 48,629 | 129,119 | 70,235 | 47,994 | Nil | Nil | Nil | 295,977 |
| Stephen Gill | Nil | 111,345 | 105,353 | 71,991 | Nil | Nil | Nil | 288,689 |
| Evgenij Iorich | Nil | 91,222 | 70,235 | 47,994 | Nil | Nil | Nil | 209,451 |
| G. Ernest (Ernie) Nutter | 62,380 | 75,795 | 70,235 | 47,994 | Nil | Nil | Nil | 256,404 |
| Ricardo De Armas (5) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Kate Southwell | Nil | 13,974 | Nil | Nil | Nil | Nil | Nil | 13,794 |

Notes:

- (1) Mr. Day was appointed a director of the Corporation on March 28, 2019 and ceased serving as a director of the Corporation on October 16, 2020.
- (2) For the market value of the unexercised options as at December 31, 2020, please refer to the “*Outstanding Share-based and Option-Based Awards*” below.
- (3) Director fees are paid in US dollars. Fees earned for the year ended December 31, 2020 have been converted into Canadian dollars at the average US exchange rate for the year of \$1.3415.
- (4) The fair value of stock options granted on April 10, 2020 has been estimated using the Black-Scholes model, assuming a risk-free interest rate of 0.59% in 2020, no expected dividend yield, stock price volatility of 63% and expected term of five years. The weighted average fair value of stock options granted was \$0.16.
- (5) Mr. De Armas did not receive any fees or share-based awards during 2020. Mr. De Armas waived his entitlement to all director compensation during the year ended December 31, 2020 in compliance with internal policies at his employer, Castlake, L.P.
- (6) DSUs were granted on April 10, 2020. The value of the directors’ DSUs was determined by multiplying the number DSUs granted by the market price of a Common Share on the TSX on the grant date, which was \$0.16.
- (7) All amounts deferred and unpaid for 2020 will be awarded in DSUs in 2021 upon the lifting of the blackout period at the discretion of the Board.

Outstanding Share-based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2020 for each director:

| Name | Option-Based Awards | | | | Share-Based Awards | | |
|----------------------------|---|------------------------------|--|---|--|--|---|
| | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Value of Unexercised In-The-Money Options ⁽¹⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽²⁾ |
| Tom Albanese | 433,000 790,740 125,514 1,092,544 | 0.67 0.44 0.44 0.16 | May 16, 2023 February 26, 2024 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 86,038 |
| Michael Brown | 125,000 433,000 564,814 780,389 | 0.67 0.69 0.44 0.16 | November 9, 2021 May 16, 2023 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 61,456 |
| Justin Cochrane | 433,000 564,814 780,389 | 0.67 0.44 0.16 | May 16, 2023 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 61,456 |
| Phillip Day ⁽³⁾ | 564,814 780,389 | 0.44 0.16 | February 26, 2024 April 10, 2025 | Nil | Nil | Nil | Nil |
| Raffaele (Lucio) Genovese | 433,000 564,814 780,389 | 0.67 0.44 0.16 | May 16, 2023 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 61,456 |
| Stephen Gill | 757,000 847,221 125,514 1,170,583 | 0.67 0.44 0.44 0.16 | May 16, 2023 February 26, 2024 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 91,183 |
| Evgenij Iorich | 433,000 564,814 780,389 | 0.67 0.44 0.16 | May 16, 2023 February 26, 2024 April 10, 2025 | Nil | Nil | Nil | 61,456 |
| G. Ernest (Ernie) Nutter | 433,000 564,814 125,514 | 0.67 0.44 0.44 | May 16, 2023 February 26, 2024 February 26, 2024 | Nil | Nil | Nil | 61,456 |

| Name | Option-Based Awards | | | | Share-Based Awards | | |
|---------------------------------|---|----------------------------|------------------------|---|--|--|---|
| | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Value of Unexercised In-The-Money Options ⁽¹⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) | Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽²⁾ |
| | 780,389 | 0.16 | April 10, 2025 | | | | |
| Ricardo De Armas ⁽⁴⁾ | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Kate Southwell | 649,000 | 0.67 | May 16, 2023 | Nil | Nil | Nil | Nil |

Notes:

- ⁽¹⁾ In-the-money stock options are those stock options where the market value of the underlying securities as at the most recent financial year end exceeds the stock option exercise price. The closing market price of the Common Shares on the TSX as at December 31, 2020 was \$0.14.
- ⁽²⁾ The value of the DSUs were calculated by multiplying the number of outstanding DSUs not yet paid out from the director's account by the closing price of the Common Shares on the TSX as of December 31, 2020, being \$0.14.
- ⁽³⁾ Mr. Day was appointed a director of the Corporation on March 28, 2019 and ceased serving as a director of the Corporation on October 16, 2020.
- ⁽⁴⁾ Mr. De Armas waived his entitlement to all director compensation during the year ended December 31, 2020 in compliance with internal policies at his employer, Castlelake, L.P.

Incentive Plan Awards – Value Vested or Earned During the Year

Directors were granted stock options as a component of their compensation package in 2020. The stock options vest on the date of grant. The following table sets out the value vested or earned under incentive plans during the financial year ended December 31, 2020 for each director:

| Name | <u>Option-Based Awards – Value Vested During the Year</u> ⁽¹⁾ (\$) | <u>Share-Based Awards – Value Vested During the Year</u> (\$) | <u>Non-Equity Incentive Plan Compensation – Value Earned During the Year</u> (\$) |
|---------------------------------|---|---|---|
| Tom Albanese | 94,384 | 86,038 | Nil |
| Michael Brown | 67,417 | 61,456 | Nil |
| Justin Cochrane | 67,417 | 61,456 | Nil |
| Phillip Day ⁽²⁾ | 67,417 | 61,456 | Nil |
| Raffaele (Lucio) Genovese | 67,417 | 61,456 | Nil |
| Stephen Gill | 101,126 | 92,183 | Nil |
| Evgenij Iorich | 67,417 | 61,456 | Nil |
| Ricardo De Armas ⁽³⁾ | Nil | Nil | Nil |
| Kate Southwell | Nil | Nil | Nil |
| G. Ernest (Ernie) Nutter | 67,417 | 61,456 | Nil |

Notes:

- ⁽¹⁾ The fair value of stock options granted on April 10, 2020 has been estimated using the Black-Scholes model, assuming a risk-free interest rate of 0.59% in 2020, no expected dividend yield, stock price volatility of 63% and expected term of five years. The weighted average fair value of stock options granted was \$0.16.
- ⁽²⁾ Mr. Day was appointed a director of the Corporation on March 28, 2019 and ceased serving as a director of the Corporation on October 16, 2020.
- ⁽³⁾ Mr. De Armas waived his entitlement to all director compensation during the year ended December 31, 2020 in compliance with internal policies at his employer, Castlelake, L.P.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plans which the Corporation has in place that provide for the issuance of Common Shares from treasury are the Option Plan and the DSU Plan. Below is a summary of each of these plans.

The Option Plan

The Option Plan was last approved by Shareholders on June 24, 2020. The Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Option Plan is administered by the Board.

In accordance with the requirements of the Toronto Stock Exchange (the “TSX”), every three years after institution, all unallocated stock options, rights and other entitlements under a security based compensation arrangement which does not have a fixed maximum number of securities issuable (commonly referred to as a “rolling plan”) must be approved by a majority of the issuer’s directors and the issuer’s securityholders. As the Option Plan does not have a fixed maximum number of securities issuable thereunder, the Shareholders were required to approve all unallocated options issuable pursuant to the Option Plan. Shareholders approved the Option Plan at the Corporation’s annual meeting held on June 24, 2020.

Any director, officer, employee (whether part-time or full-time) or consultant of the Corporation or any of its subsidiaries (each being an “Eligible Person”) is eligible to receive stock options under the Option Plan.

The number of shares available for purchase pursuant to stock options granted under the Option Plan, and all other security based compensation arrangements of the Corporation (i.e., the DSU Plan), will not exceed 10% of the number of Common Shares which are issued and outstanding (the “Outstanding Issue”) on the particular date of grant. As at December 31, 2020, 41,185,512 stock options (representing approximately 3% of the number of issued and outstanding Common Shares as at December 31, 2020) were outstanding. As at December 31, 2020, taking into account the number of stock options and DSUs outstanding, there were 102,233,315 Common Shares available for issuance in satisfaction of further stock option and DSU grants (representing approximately 6.9% of the number of issued and outstanding Common Shares as at December 31, 2020).

In accordance with the Option Plan, the Board may, at any time, without further approval by the Shareholders of the Corporation, amend the Option Plan or any stock option granted thereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to:

1. correct typographical, clerical and grammatical errors;
2. ensure that the Option Plan complies with applicable laws and regulatory requirements, including the requirements of the TSX, in place from time to time;
3. amend the vesting provisions of any outstanding options as contemplated by the Option Plan;
4. amend the provisions of the Option Plan respecting the administration of the Option Plan and the exercise of options, including to provide for the addition of a cashless exercise feature, payable in cash or securities;
5. amend the termination provisions of options or of the Option Plan which do not entail an extension beyond the original expiry date;
6. amend the definitions set out in section 1.1 of the Option Plan (other than the definition of “Eligible Person”);
7. amend the change of control provisions provided for in the Option Plan; and
8. ensure that the options granted under the Option Plan comply with any provisions respecting the income tax and other laws in force in any country or jurisdiction of which a participant to whom an option has been granted may from time to time be a resident or a citizen.

Shareholder approval is required to:

1. increase the maximum number of Common Shares which may be issued under the Option Plan;
2. make any amendment which reduces the exercise price of any stock option after the stock options have been granted or any cancellation or termination of a stock option prior to its expiry for the purpose of re-issuing stock options to the same optionee with a reduced exercise price, except in the case of an adjustment pursuant to section 2.5 of the Option Plan;
3. make any amendment to the Option Plan which increases the non-employee director participation limit or which increases the insider participation limit;
4. make any amendment to the Option Plan that extends the expiry date of any stock option beyond the original expiry date, except in the case of an extension due to a Blackout Period (as defined below);
5. make any amendment which would permit a stock option granted under the Option Plan to be transferable or assignable by any optionee other than as currently permitted under the Option Plan;
6. make any amendment to section 1.5(d) of the Option Plan so as to increase the ability of the Board to amend the Option Plan without shareholder approval, and
7. make any amendment requiring shareholder approval under applicable laws or rules of the TSX.

The exercise price of each stock option shall be not less than the volume weighted average trading price of the Common Shares, calculated by dividing the total value by the total volume of Common Shares traded on the TSX for the five trading days immediately preceding the date of grant.

The stock options are non-assignable and may be exercised for a period not to exceed five years, such period and any vesting schedule to be determined by the Board.

Subject to the provisions of the Option Plan, the Board shall have the authority to determine the limitation, restrictions and conditions, if any, in addition to or in variation of those set forth in the Option Plan, applicable to the exercise of a stock option, including, without limitation, the nature and duration of the restrictions, if any, to be imposed upon the exercise of the stock option or the sale or other disposition of Common Shares acquired upon exercise of the stock option, and the nature of the events, if any, and the duration of the period in which any participant's rights in respect of Common Shares acquired upon exercise of a stock option may be forfeited, with the discretion in the Board to modify or rescind such restrictions in the event of certain corporate developments including but not limited to a take-over bid, reorganization, merger, change in capital or amalgamation.

Stock options held by an optionee that ceases to be an Eligible Person for any reason other than death, will cease to be exercisable at 4:30 p.m. (Vancouver time) on or before the earlier of the expiry date of the stock options and the termination date of such optionee. If any portion of a stock option is not vested by such date, that portion of the stock option may not be exercised by the optionee.

If an optionee dies while an Eligible Person, the personal representative of the optionee may exercise the optionee's stock options on or before the earlier of the expiry date or twelve months after the date of the optionee's death, but only to the extent the stock options were by their terms exercisable on the date of death.

The number of Common Shares subject to stock options granted to any one optionee shall be determined by the Board subject to: (a) the number of Common Shares issuable to insiders of the Corporation, at any time, under all share compensation arrangements, not exceeding 10% of the Outstanding Issue; and (b) the aggregate number of Common Shares issued to insiders of the Corporation, pursuant to the exercise of stock options granted under the Option Plan and all other share compensation arrangements, in any 12 month period, not exceeding 10% of the Outstanding Issue.

The Option Plan contains adjustment provisions in the event of the subdivision or consolidation of the shares of the Corporation, or in the event that the Corporation is re-organized, amalgamated or merged with or consolidated into another corporation or in the event there is a change in control of the Corporation.

In the event of a takeover bid for the Corporation, including a corporate combination, the Option Plan provides, inter alia, that notwithstanding any vesting restriction that would otherwise apply, all outstanding stock options may be exercised in whole or in part by the optionee so as to permit the optionee to tender the shares received upon such exercise pursuant to the takeover bid.

There is no financial assistance available to optionees under the Option Plan.

Any amendment under the Option Plan which requires shareholder approval pursuant to the policies of the TSX will be subject to the receipt of shareholder approval in accordance with the policies of the TSX.

The expiry date of outstanding stock options held by optionees which may expire during a restricted trading period imposed by the Corporation in accordance with applicable securities laws (a “Blackout Period”), will be extended for a period of 10 business days commencing on the first business day after the expiry date of the Blackout Period to provide such optionees with an extension to the right to exercise such stock options.

The above summary is qualified in its entirety by the full text of the Option Plan.

The following table sets out the annual burn rate for the Option Plan for the prior three financial years:

| For the year ended December 31, | Number of Options Granted | Weighted Average Common Shares Outstanding | Percentage |
|--|----------------------------------|---|-------------------|
| 2020 | 19,997,966 | 1,099,993,522 | 1.82% |
| 2019 | 14,486,334 | 724,948,740 | 2.00% |
| 2018 | 19,074,000 | 498,579,148 | 3.83% |

The DSU Plan

The Board adopted a deferred share unit plan on September 19, 2013, and subsequently amended the plan on March 25, 2014, February 10, 2017, April 6, 2018 and June 24, 2020 (as amended, the “DSU Plan”) for the purpose of providing non-executive directors of the Corporation with the opportunity to participate in the long term success of the Corporation and to promote a greater alignment of interests between the directors of the Corporation and the Shareholders. On June 24, 2020, the DSU Plan was amended to include members of advisory boards and advisors to the Board as eligible participants in the DSU Plan. This amendment did not require Shareholder approval pursuant to the terms of the DSU Plan. No other changes were made to the DSU Plan in 2020.

The DSU Plan provides for the granting of DSUs for the purpose of advancing the interests of the Corporation and its affiliates through the motivation, attraction and retention of directors, through payment of compensation related to the market price of the Common Shares.

The DSU Plan is administered by the Board. Each DSU granted is credited by means of an entry on the books of the Corporation to a DSU Participant, representing the right to receive 30 days following the date which the DSU Participant ceases to be an eligible participant, at the discretion of the Board: (i) a cash payment equal to the then market price (i.e. the volume weighted average trading price of the Common Shares on the TSX for the five trading days ending on the last trading date immediately preceding the date as of which the market price is determined) of a Common Share in accordance with the DSU Plan, or (ii) one Common Share (subject to adjustments) issued from treasury or (iii) a combination of a cash payment and the issuance of Common Shares from treasury on the aforementioned bases.

The maximum number of Common Shares made available for the DSU Plan and all other security-based compensation arrangements of the Corporation shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the number of Common Shares issued and outstanding from time to time, subject to adjustments as contemplated under the DSU Plan. The aggregate number of Common Shares issuable to insiders pursuant to DSUs granted and all other security-based compensation arrangements of the Corporation, at any time, shall not exceed 10% of the total number of Common Shares then outstanding.

As at December 31, 2020, a total of 5,407,471 DSUs (representing approximately 0.36% of the number of issued and outstanding Common Shares as at December 31, 2020) granted to eligible participants in the DSU Plan were outstanding. As at December 31, 2020, taking into account the number of stock options and DSUs outstanding, there were 102,233,315 Common Shares available for issuance in satisfaction of further stock option and DSU grants (representing approximately 6.9% of the number of issued and outstanding Common Shares as at December 31, 2020).

Each grant of a DSU under the DSU Plan is evidenced by a grant letter issued to the DSU Participant. Such grant letter is subject to all applicable terms and conditions of the DSU Plan and may be subject to any other terms and conditions which are not inconsistent with the DSU Plan and which the Board deems appropriate.

All DSUs vest on the date of the applicable grant letter.

In the event a dividend is paid on the Common Shares while DSUs are outstanding, each DSU Participant will be credited with additional DSUs. In such case, the number of additional DSUs will be equal to the aggregate amount of dividends that would have been paid to the participant if the DSUs in the DSU Participant's account on the record date had been Common Shares divided by the market price of a Common Share on the ex-dividend date in respect of which dividends were paid by the Corporation. The additional DSUs will vest on the vesting date of the particular outstanding DSUs to which the additional DSUs relate. Additionally, the number of DSUs outstanding may be adjusted to reflect changes to the Corporation's outstanding share capital, such as share consolidations or subdivisions.

Except pursuant to a will or by the laws of succession, no DSU is assignable or transferable.

The Board has the discretion (without Shareholder approval) to amend, modify and change the provisions of the DSU Plan, including, without limitation:

- (a) amendments of a house keeping nature; and
- (b) changes to the settlement date of any DSUs.

However, without limitation of the generality of the foregoing, Shareholder approval would be required for amendments to the provisions of the DSU Plan that would:

- (a) change insider participation limits which would result in Shareholder approval to be required on a disinterested basis;

- (b) increase the number of Common Shares or maximum percentage of Common Shares, which may be issued pursuant to the DSU Plan; or
- (c) change any amending provisions of the DSU Plan.

The following table sets out the annual burn rate for the DSU Plan for the prior three financial years:

| For the year ended December 31, | Number of DSUs Granted | Weighted Average Common Shares Outstanding | Percentage |
|--|-------------------------------|---|-------------------|
| 2020 | 4,977,047 | 1,099,993,522 | 0.45% |
| 2019 | 0 | 724,948,740 | 0% |
| 2018 | 0 | 498,579,148 | 0% |

In accordance with the requirements of the TSX, every three years after institution, all unallocated options, rights and other entitlements under a security based compensation arrangement which does not have a fixed maximum number of securities issuable (commonly referred to as a “rolling plan”) must be approved by a majority of the issuer’s directors and the issuer’s securityholders. As the DSU Plan does not have a fixed maximum number of securities issuable thereunder, the Shareholders are required to approve all unallocated DSUs issuable pursuant to the DSU Plan at the Meeting since they were last approved on May 4, 2018. The resolution approving all unallocated DSUs issuable pursuant to the DSU Plan is included in Appendix A of this Information Circular.

The above summary is qualified in its entirety by the full text of the DSU Plan, which is set out in Appendix C.

Equity Compensation Plan Information

The following table sets out equity compensation plan information as at December 31, 2020:

| | Number of securities to be issued upon exercise of outstanding options and rights | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans⁽¹⁾ |
|---|--|---|---|
| Plan Category | (a) | (b) | (c) |
| Equity compensation plan approved by securityholders – on June 24, 2020 (the Option Plan) – on May 4, 2018 (the DSU Plan) | 41,512,173 5,407,471 | \$0.50 | 102,233,315 |
| Equity compensation plans not approved by securityholders | Nil | Nil | Nil |
| Total | 46,592,983 ⁽²⁾ | \$0.50 | 102,233,315 ⁽³⁾ |

Notes:

⁽¹⁾ Based on 10% of the issued and outstanding Common Shares as at December 31, 2020 less the Common Shares from Column (a).

- (2) The total outstanding stock options and DSUs represent approximately 3% of the Common Shares issued and outstanding as at December 31, 2020.
- (3) The total number of stock options and DSUs available for issuance represent approximately 7% of the Common Shares issued and outstanding at December 31, 2020.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation (or its subsidiaries) as of the commencement of the financial year ended December 31, 2020 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below or elsewhere in this Information Circular, since the commencement of the Corporation's financial year ended December 31, 2020, no informed person (including a director, officer or holder of 10% or more of the Common Shares of the Corporation), any 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 or in any proposed transaction which has materially affected or would materially affect the Corporation and its subsidiaries.

Refinancing Transactions

In April 2020, the Corporation completed a comprehensive balance sheet strengthening financing package (collectively, the "Refinancing Transactions"). In connection with the Refinancing Transactions, the Corporation entered into a new convertible loan facility (the "Convertible Loan") with Pala in the principal amount of US\$30 million, which extended and replaced the US\$30 million unsecured credit facility that the Corporation entered into with Pala on November 29, 2019. Subsequent to the Convertible Loan being entered into, Pala syndicated an aggregate principal amount of US\$13.4 million of the Convertible Loan to Castlake, L.P. ("Castlake"), the Corporation's second largest shareholder, and another US\$500,000 aggregate principal amount of the Convertible Loan to a third party. As part of the Corporation's July 2020 public equity offering (the "July Offering"), the Corporation repaid all amounts owing under the Convertible Loan through unit subscriptions by the lenders under the Convertible Loan. Pala and Castlake agreed to waive the prepayment premium that would have applied in connection with the repayment of the Convertible Loan. At the time of the repayment, approximately US\$34 million was owing in principal and accrued interest thereon under the Convertible Loan.

In addition, the Corporation, Pala and an affiliate of Triple Flag Precious Metals Corp. entered into a backstop agreement (the "Backstop") on March 27, 2020 providing for up to US\$20 million of funding from Pala in certain circumstances if the Corporation was unable to raise capital from other sources. Upon the completion of the July Offering, the Backstop expired in accordance with its terms. For more details on the Refinancing Transactions, see the Corporation's Annual Information Form dated March 18, 2021 (the "AIF").

Promissory Notes

From April 1 to July 27, 2020, Pala provided advances to the Corporation of US\$15.1 million pursuant to the terms of unsecured promissory notes, bearing interest at 8% per annum and maturing on September 15, 2020. On July 28, 2020, those promissory notes were repaid in full through the payment of US\$5.9 million in cash and the issuance of 83,190,000 units in connection with the July Offering at \$0.15 per unit, the offering price in the July Offering.

In October and November 2020, Pala provided advances to the Corporation in the amount of US\$23.5 million pursuant to the terms of unsecured promissory notes, bearing interest at 8% per annum and maturing on January 31, 2021. The principal and accrued interest balance of US\$23.8 million outstanding at December 31, 2020 was repaid in full with the proceeds of the Corporation's January 2021 public equity offering (the "January Offering") and through the issuance of units to Pala in connection with a concurrent private placement.

KfW Facility Amendment & Pala Guarantee

On December 8, 2020, Nevada Copper, Inc., the Corporation's wholly-owned subsidiary, entered into an amendment to its senior credit facility with KfW IPEX-Bank (the "KfW IPEX-Bank Facility"), whereby KfW IPEX-Bank agreed to provide an additional loan of US\$15 million with a three-year term (the "KfW Tranche B Loan"). The KfW Tranche B Loan bears interest of LIBOR plus 4.9% and there is a 12-month grace period for principal payments and cash sweeps in respect thereof. The funding of the full KfW Tranche B Loan occurred on December 30, 2020. The Corporation received net proceeds of US\$13.1 million under the KfW Tranche B Loan. KfW IPEX-Bank also agreed to defer US\$26 million of planned debt service under the KfW IPEX-Bank Facility until 2023, including the deferral of the funding of the debt service reserve account from January 2022 to January 2023 and the deferral of the first and second amortization payments to be made in July 2022 and January 2023, which will now be made in pro rata instalments over the remaining term of the facility starting at the end of July 2023.

Pala provided a corporate guarantee to KfW IPEX-Bank (the "Pala Guarantee") in respect of both the US\$15 million additional KfW Tranche B Loan and a related US\$5 million cost overrun facility (the "COF") funding amount (collectively, the "Guaranteed Amount") and a pledge of certain of Pala's assets. The COF was funded from the proceeds of the January Offering such that the Pala Guarantee no longer applies to the US\$5 million COF funding amount. The Corporation will compensate Pala for its commitments under the Pala Guarantee and related pledge arrangements at a rate of 8% per annum of any outstanding Guaranteed Amount, which shall be paid on a quarterly basis in arrears. For more details on the amended KfW IPEX-Bank Facility and the Pala Guarantee, see the AIF.

Public Offerings & Concurrent Private Placement

Under the July Offering, Pala and Castlake subscribed for 263,452,677 units and 149,902,852 units, respectively. The Corporation issued 180,262,677 units to Pala for the extinguishment of the Convertible Loan and 83,190,000 of units for the extinguishment of short-term promissory notes provided to the Corporation by Pala. The Corporation also issued 122,714,852 units to Castlake for the extinguishment of the Convertible Loan and Castlake subscribed for an additional 27,188,000 units in the July Offering.

Concurrently with the closing of the January Offering, the Corporation completed a private placement of 79,696,970 units to Pala at a price of \$0.165 per unit, the offering price in the January Offering (the "Concurrent Private Placement"). The units issued to Pala under the Concurrent Private Placement had substantially the same terms as the units issued under the January Offering. The consideration for the Concurrent Private Placement was the repayment of certain outstanding indebtedness owing to Pala by the Corporation.

For more details on the July Offering, the January Offering and the Concurrent Private Placement, see the AIF.

2021 Credit Facility

On February 3, 2021, the Corporation entered into a credit facility with Pala providing for US\$15 million to be drawn by the Corporation (the “2021 Credit Facility”). The 2021 Credit Facility also includes a US\$15 million accordion feature. Pala has confirmed its intention to make the full accordion feature available to the Corporation, as required, which would expand the size of the 2021 Credit Facility by US\$15 million. As of May 5, 2021, the Corporation has drawn a total of US\$22.5 million under the 2021 Credit Facility, which includes US\$7.5 million under the accordion feature. See the AIF for additional details on the 2021 Credit Facility.

The Board formed a special committee consisting of members of the Board who are independent of Pala and Castllake (the “Special Committee”), and who have no direct or indirect interest in any of the transactions described above involving Pala or Castllake, to consider the terms of those transactions. The Special Committee met regularly separately from the full Board. After careful consideration, the Special Committee recommended that the Board approve the terms of those transactions.

APPOINTMENT OF AUDITORS

PricewaterhouseCoopers LLP, Chartered Professional Accountants (“PWC”), will be nominated at the Meeting for re-appointment as auditor of the Corporation at a remuneration to be fixed by the directors. PWC was appointed as the auditor of the Corporation on April 10, 2018. The Board recommends that Shareholders vote FOR the re-appointment of PWC and the authorization for the directors to fix the remuneration of the auditors. **Unless otherwise instructed, the named proxyholders will vote FOR the re-appointment of PWC and the authorization for the directors to fix the remuneration of the auditors.**

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Information concerning the Corporation’s Audit Committee is set out under the heading “Audit Committee Information” in the AIF. The AIF may be obtained from SEDAR under the Corporation’s profile at www.sedar.com.

CORPORATE GOVERNANCE

General

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201”) have been adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the “CSA”) have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure required by the Corporation of its corporate governance practices. This section sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board currently consists of eight directors: Tom Albanese, Michael Brown, Justin Cochrane, Raffaele (Lucio) Genovese, Stephen Gill, Evgenij Iorich, G. Ernest (Ernie) Nutter, and Kate Southwell. The independent members of the Board within the meaning of NI 52-110 are: Messrs. Albanese, Brown, Cochrane, Genovese, and Nutter. Messrs. Gill and Iorich and Ms. Southwell are employed by Pala, the Corporation's largest shareholder, and therefore are considered to be non-independent directors.

The independent directors meet without non-independent directors and members of management on an ad hoc basis as necessary to fulfil their duties as independent directors or to assess transactions in which non-independent members or members of management may have an interest. The independent directors hold in camera sessions at each Board meeting. In addition, Tom Albanese has been appointed lead independent director.

Certain directors are presently a director of one or more other reporting issuers, as follows:

| Name of Director | Corporation | Exchange |
|---------------------------|---|-----------------|
| Tom Albanese | Franco-Nevada Corporation | TSX |
| Michael Brown | Gem Diamonds | LSE |
| Justin Cochrane | Nickel 28 Capital Corp | TSX-V |
| Raffaele (Lucio) Genovese | Firestone Diamonds Plc Ferrexpo Plc | AIM LON |
| Evgenij Iorich | Itafos | TSX-V |
| G. Ernest (Ernie) Nutter | Hummingbird Resources Plc | AIM |
| Kate Southwell | Kasbah Resources Limited ⁽¹⁾ | ASX |

Note:

⁽¹⁾Kasbah Resources Limited voluntarily delisted from the ASX in September 2020.

There were 20 meetings of the Board during the financial year ended December 31, 2020. Directors' attendance was as follows:

| Directors | Meetings Attended |
|-------------------------------|--------------------------|
| Tom Albanese | 20/20 |
| Michael Brown | 20/20 |
| Justin Cochrane | 20/20 |
| Raffaele (Lucio) Genovese | 18/20 |
| Stephen Gill | 20/20 |
| Evgenij Iorich | 20/20 |
| G. Ernest (Ernie) Nutter | 20/20 |
| Kate Southwell ⁽¹⁾ | 5/5 |

Note:

⁽¹⁾Ms. Southwell joined the Board on October 15, 2020 and attended all five Board meetings that she was eligible to attend after her appointment as a director of the Corporation

There were 6 meetings of the Audit Committee during the financial year ended December 31, 2020. Directors' attendance was as follows:

| Directors | Meetings Attended |
|---------------------------|--------------------------|
| Justin Cochrane | 6/6 |
| Raffaele (Lucio) Genovese | 6/6 |
| G. Ernest (Ernie) Nutter | 6/6 |

Board Mandate

The Board supervises the management of the affairs and business of the Corporation pursuant to the powers vested by the *Business Corporations Act* (British Columbia), the Articles of the Corporation and all other statutory and legal requirements generally applicable to the directors of a business corporation that is also a “reporting issuer” under applicable securities legislation. Management is responsible for the day-to-day operation of the business and affairs of the Corporation. The responsibilities of the directors are as follows:

- (a) Oversee Management of the Corporation. The principal responsibilities of the directors are to oversee the management of the Corporation and, in so doing, serve the best interests of the Corporation. These responsibilities require that the directors attend to the following:
- review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
 - evaluate the performance of the Corporation, including the appropriate use of corporate resources;
 - evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
 - implement senior management succession plans;
 - evaluate the Corporation’s compensation programs;
 - establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
 - evaluate the Corporation’s systems to identify and manage the risks faced by the Corporation;
 - review and decide upon material transactions and commitments;
 - develop a corporate governance structure that allows and encourages the Board to fulfil its responsibilities;
 - provide assistance to the Corporation’s senior management, including guidance on those matters that require Board involvement; and
 - evaluate the overall effectiveness of the Board and its committees.
- (b) Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candour, directors are expected to exercise their business judgment and act in what they reasonably and honestly believe to be the best interests of the Corporation free from personal interests. In discharging their duties, when appropriate, the directors normally are entitled to rely on the Corporation’s senior executives and its outside advisors, auditors and legal counsel but also should consider second opinions where circumstances warrant.
- (c) Understand the Corporation and its Business. Directors are expected to become and remain informed about the Corporation and its business, properties, risks and prospects.
- (d) Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Corporation. Directors should also provide for periodic reviews of the integrity of the Corporation’s internal controls and management information systems.

- (e) Protect Confidentiality and Proprietary Information. Directors are responsible for establishing policies that are intended to protect the Corporation’s confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.
- (f) Board, Committee and Shareholder Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities.

Position Descriptions

The Board has developed a written position description for the Non-Executive Chairman and Lead Director. At least annually, the Board will review the position descriptions. The Board does not have a written position description for the CEO of the Corporation. The Board believes that the roles and responsibilities of the CEO have been appropriately communicated through Board meetings and informal communications amongst the Board and management. The Board does not have a written position description for the chairs of each Board committee but has tasked each committee chair with the responsibility of organizing and leading the relevant committee to fulfil its role.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Corporation’s properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Corporation’s management and employees to give the directors additional insight into the Corporation’s business.

Directors are encouraged to undertake continuing director education, the cost of which is borne by the Corporation. The Corporation has arranged for financing industry and legal experts to attend Board meetings and provide a seminar on topics relevant to their positions as directors. Directors are also encouraged to visit the Corporation’s Pumpkin Hollow Project (the “Project”). Due to COVID-19 travel restrictions the Directors were unable to visit in 2020, but they intend to do so when it is safe and practical to travel in 2021.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees. The Governance and Nomination Committee has the responsibility for monitoring compliance with the Code by ensuring all directors, officers and employees receive and become thoroughly familiar with the Code and acknowledge their support and understanding of the Code. Any non-compliance with the Code is to be reported to the Chairman of the Governance and Nomination Committee. A copy of the Code may be accessed on the Corporation’s website at www.nevadacopper.com.

The Board seeks to ensure that directors, officers and employees are familiar with the Code to ensure that they exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest. To encourage and promote a culture of ethical business conduct, the Board has adopted a Whistleblower Policy. This policy is also available on the Corporation’s website at www.nevadacopper.com.

In accordance with the requirements of the *Business Corporations Act* (British Columbia), directors and officers are required to declare any material interest they may have in any transaction or agreement with

the Corporation, and, if a director, to abstain from voting on any director approval of the transaction. The Board has established a Governance and Nomination Committee, whose responsibilities include considering questions of independence and making recommendations to the Board with respect to director independence and conflicts of interest. Where appropriate, the Board will form a committee of the independent directors to consider transactions in which directors or executive officers have an interest or will be affected differently than other Shareholders.

Nomination of Directors

The Board has a Governance and Nomination Committee consisting of three directors, Lucio Genovese, Evgenij Iorich and Ernie Nutter. The Governance and Nomination Committee is responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of Shareholders, and (iii) recommending to the Board persons to be appointed by the Board to fill any vacancies on the Board. The Governance and Nomination Committee recommendations will be considered by the Board, but the recommendations are not binding upon it.

Compensation

The Board has a Compensation Committee as described under the heading “*Compensation of Executive Officers – Compensation Discussion and Analysis*” in this Information Circular. The Compensation Committee conducts annual reviews of the compensation of the Corporation’s CEO, senior officers and directors and makes recommendations to the Board.

Other Board Committees

Along with the Audit Committee, Governance and Nomination Committee and Compensation Committee, the Board also has a Health, Safety, Environment and Technical Committee (“HSET Committee”). The HSET Committee consists of three Board members, Tom Albanese, Mike Brown, and Ernie Nutter. The HSET Committee is responsible for assisting the Board in fulfilling its responsibilities and to review and approve environmental policies and monitor activities of the Corporation as they relate to environmental matters, review and monitor the activities of the Corporation as they relate to the health and safety of employees of the Corporation in the workplace, and oversee technical and operational matters.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Corporation’s development. The Board conducts informal assessments of the Board’s effectiveness, the individual directors and the committees. As part of the assessments, the Board may review its mandate, the committee mandates and conduct reviews of applicable corporate policies.

Board Retirement Policy and Renewal

The Corporation does not have any term limits, retirement policies or similar mechanisms in place for forcing the renewal or replacement of its directors. Each director serves for a one-year term and stands for re-election by Shareholders at the Corporation’s annual general meeting each year. The Board does not have a limit on the number of consecutive terms for which a director may sit. The Board believes that Board renewal can happen naturally without imposing arbitrary age or term limits. In addition, the Board believes

that effective corporate decision-making is enhanced through the continuity, experience and knowledge that come from permitting longer-term service on a Board.

Policies Regarding the Representation of Women on the Board

The Corporation has not adopted a written policy relating to the identification and nomination of women directors. The Corporation is an equal opportunity employer and believes that supporting a diverse workplace is a business essential that helps the Corporation and its Board attract and retain the brightest and most talented individuals in the industry. The Corporation believes that this diversity philosophy is well entrenched and accepted by all of its employees, including its Board, executive officers and employees generally. The Corporation does not believe that a written policy is necessary to further advance the Corporation's commitment to a diverse workplace. The Board is pleased to report that it successfully met its goal that was set in 2020 of nominating a qualified female candidate to the Board at this year's Shareholder meeting.

Consideration of the Representation of Women in the Director Identification and Selection Process

The Board supports the principle of boardroom diversity. The Governance and Nomination Committee considers diversity (including, among other important qualifications, gender, age, geography and nationality) when reviewing qualified candidates for recommendation for election to the Board. The Board's aim is to have a broad range of approaches, backgrounds, skills and experience represented on the Board and to make appointments on merit and against objective criteria, including diversity. When the Governance and Nomination Committee engages in the nomination process, searches for potential nominees are conducted so as to put forward a diverse range of candidates, including women candidates.

Consideration Given to the Representation of Women in Executive Officer Appointments

When identifying candidates for executive officer positions, the Corporation takes a similar approach, considering, among other factors, professional competencies, industry or other relevant experience, education, leadership style and experience, merit and personal attributes, including gender diversity, to build a strong executive team.

Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Board has not set specific targets as to the number of women board members, nor has the Board set specific targets as to the number of executive officers who are women. The Board does not believe that quotas or strict rules necessarily result in the identification or selection of the best candidates; rather, selection is based on merit, having regard to the various skills, abilities, qualifications and competencies needed for the particular position, of which diversity is one of several important factors that are considered.

Number of Women on the Board and in Executive Officer Positions

As of the date of this Information Circular, 12.5% (1 out of 8) of the Corporation's director nominees are women, and 25% (1 out of 4) of the Corporation's executive officers are women.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation which are to any substantial degree performed by a person or Corporation other than the directors or senior officers of the Corporation.

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

Other than as disclosed elsewhere in this Information Circular and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or senior officers of the Corporation, no management nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF ADDITIONAL MATTERS TO BE ACTED UPON

DSU Plan Renewal

As described in the “*Securities Authorized for Issuance under Equity Compensation Plans*” section above, in accordance with the requirements of the TSX, every three years after institution, all unallocated options, rights and other entitlements under a security based compensation arrangement which does not have a fixed maximum number of securities issuable (commonly referred to as a “rolling plan”) must be approved by a majority of the issuer's directors and the issuer's securityholders. As the DSU Plan does not have a fixed maximum number of securities issuable thereunder, the Shareholders are required to approve all unallocated awards issuable pursuant to the DSU Plan at the Meeting since they were last approved on May 4, 2018.

The form of resolution approving the unallocated awards under the DSU Plan, which requires a simple majority vote to be approved, is set forth in Appendix A of this Information Circular (the “DSU Plan Resolution”). The Board encourages Shareholders to read the full text of the DSU Plan, included in Appendix C of this Information Circular, before voting on the DSU Plan Resolution.

Shareholders may vote FOR or AGAINST the DSU Plan Resolution. The Board recommends that Shareholders vote FOR the DSU Plan Resolution. **Unless otherwise instructed, the named proxyholders will vote FOR the DSU Plan Resolution.**

Share Consolidation

General

At the Meeting, Shareholders will be asked to consider and, if deemed fit, approve a special resolution authorizing the Board to effect a consolidation of all of the issued and outstanding Common Shares (the “Share Consolidation”) on the basis of a one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares. All outstanding warrants and options to acquire securities of the Corporation will be adjusted as a result of the Share Consolidation, in accordance with the adjustment provisions contained in the instruments giving rise to the issuance of such securities (see “*Treatment of Stock Options, Warrants and Incentives*” below). As at May 5, 2021, there were 1,828,457,695 Common Shares issued and outstanding. The Board and management of the Corporation believe that it is in the best interests of the Corporation to effect the Share Consolidation on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the “Consolidation Ratio”) because, among other things, the Share Consolidation contributes to making the Corporation's securities more attractive to a broader group of potential investors. Accordingly, at the Meeting, Shareholders will be asked to consider a special resolution authorizing the Board to effect the Share Consolidation.

Approval of the special resolution by Shareholders would give the Board authority to implement the Share Consolidation. Provided that the Share Consolidation Resolution is approved, the Share Consolidation is expected to be effected shortly after the Meeting and in any event, prior to December 31, 2021.

Notwithstanding approval of the Share Consolidation Resolution by Shareholders, the Board, in its sole discretion, may revoke the special resolution and abandon the Share Consolidation without further approval or action by, or prior notice to, Shareholders.

The Board believes that it is in the best interests of the Corporation to reduce the number of outstanding Common Shares by way of the Share Consolidation. The potential benefits of the Share Consolidation include:

- *Greater investor interest* – a higher post-consolidation Common Share price may help generate interest in the Corporation among investors, as a higher anticipated Common Share price may: (i) meet investing guidelines for certain institutional investors and investment funds that may be prevented under their investing guidelines from investing in the Common Shares at current price levels; and (ii) allow investors to leverage their investment by meeting margin eligibility requirements;
- *Reduction of transaction costs* – where commissions are based on the number of Common Shares traded, investors pay relatively lower trading costs to trade a specified dollar value of Common Shares where the price per Common Share is greater; and
- *Improved trading liquidity* – the combination of potentially lower transaction costs and increased interest from investors may ultimately improve the trading liquidity of the Common Shares.

Principal Effects of the Share Consolidation

If the Share Consolidation is implemented, a Shareholder will receive one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares held immediately prior to the effective date of the Share Consolidation, subject to rounding for fractional interests (see “*Fractional Interests*” below). While the Share Consolidation will result in each Shareholder holding a smaller number of Common Shares, it will not affect a Shareholder’s percentage ownership interest or voting rights in the Corporation, except to the extent that the Share Consolidation would result in a Shareholder owning a fractional Common Share.

In addition, the Share Consolidation will not affect any Shareholder’s proportionate voting rights. Each Common Share outstanding after the Share Consolidation will be entitled to one vote and will be fully paid and non-assessable. The principal effects of the Share Consolidation will be that the number of Common Shares issued and outstanding will be reduced from approximately 1,828,457,695 Common Shares as of May 5, 2021 to approximately 182,845,769 Common Shares when the Share Consolidation is effected (assuming that no additional Common Shares are issued between May 5, 2021 and the effective date of the Share Consolidation).

The exact number of post-consolidation Common Shares outstanding upon completion of the Share Consolidation will likely vary from the number above due to the effect of rounding for fractional interests resulting from the Share Consolidation (see “*Fractional Interests*” below).

The principal effects of the Share Consolidation include the following:

- (a) the fair market value of each Common Share is expected to increase (absent other factors which could influence the price) and is expected to, in part, form the basis upon which further Common Shares or other securities of the Corporation will be issued;

- (b) the number of issued and outstanding Common Shares will be significantly reduced, as described above;
- (c) the respective exercise prices and the number of Common Shares issuable upon the exercise of outstanding warrants of the Corporation will be adjusted based on the Consolidation Ratio in order to preserve proportionately the rights and obligations of the holders of warrants (see “*Treatment of Stock Options, Warrants and Incentives*” below);
- (d) the respective exercise prices and the number of Common Shares issuable upon the exercise of outstanding stock options of the Corporation will be adjusted based on the Consolidation Ratio in order to preserve proportionately the rights and obligations of the optionees (see “*Treatment of Stock Options, Warrants and Incentives*” below); and
- (e) as the Corporation currently has an unlimited number of Common Shares authorized for issuance, the Share Consolidation will not have any effect on the number of Common Shares of the Corporation available for issuance.

Fractional Interests

No fractional Common Shares will be issued as a result of the Share Consolidation. Any fractional interest in Common Shares that would otherwise result from the Share Consolidation will be rounded up to the next whole Common Share, if the fractional interest is equal to or greater than one-half of a Common Share, and rounded down to the next whole Common Share if the fractional interest is less than one-half of a Common Share. In all other respects, the post-consolidation Common Shares will have the same attributes as the pre-consolidation Common Shares.

Because no fractional Common Shares (or payment in lieu) will be issued as a result of the Share Consolidation, if a Shareholder does not hold at least five (5) pre-consolidation Common Shares, it will have no further interest in the Corporation upon completion of the Share Consolidation. If Shareholders want to hold Common Shares after the Share Consolidation, they should consider either purchasing at least five (5) Common Shares prior to the effective date of the Share Consolidation or, if applicable, consolidate their accounts prior to the effective date of the Share Consolidation so that they have at least five (5) Common Shares in one account prior to the effective date of the Share Consolidation.

Treatment of Stock Options, Warrants and Incentives

The terms of the Corporation’s stock options and warrants that are outstanding prior to the effective date of the Share Consolidation will be adjusted pursuant to their terms on the basis of the Consolidation Ratio (i.e., the number of Common Shares issuable will decrease and the exercise price to acquire a Common Share will increase proportionately). Upon the Share Consolidation becoming effective, the exercise price and the number of Common Shares issuable upon the due exercise of outstanding warrants of the Corporation shall be adjusted in accordance with the terms of such warrants set forth in the certificate and/or any warrant indenture governing such warrants. Holders of warrants of the Corporation that were issued in connection with the July Offering and the January Offering, will be provided with notice of the Share Consolidation by the warrant agent for the warrants, Computershare Trust Company of Canada (“Computershare Trust”), prior to the Share Consolidation being effected. Such warrants will be adjusted pursuant to the applicable warrant indentures between the Corporation and Computershare Trust. No further action by the holders of warrants shall be required in order to give effect to these adjustments.

The Corporation’s outstanding DSUs, RSUs and PSUs will also be adjusted accordingly pursuant to the DSU Plan and the PSU/RSU Plan, respectively, to account for the Share Consolidation.

Exchange of Share Certificates

In the event the Share Consolidation is approved by the Shareholders and implemented by the Board, following the effective date of the Share Consolidation, the registered holders of Common Shares will be required to exchange the share certificate(s) (or DRS advice(s)) representing their pre-consolidation Common Share(s) for new share certificate(s) (or DRS advice(s)) representing the post-consolidation Common Shares to which they are entitled. A letter of transmittal has been included in the materials for the Meeting which were sent to each registered Shareholder.

The letter of transmittal contains instructions on how to surrender share certificate(s) (or DRS advice(s)) representing pre-consolidation Common Shares to the Corporation's transfer agent, should the Share Consolidation be approved at the Meeting and implemented by the Board. The transfer agent will forward to each registered Shareholder who has sent the required documents a new share certificate (or DRS advice) representing the number of post-consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate (or DRS advice) representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the holder is entitled as a result of the Share Consolidation.

Shareholders will not have to pay a transfer or other fee in connection with the exchange of certificates. Shareholders should not destroy any share certificates and should not submit certificates for exchange until required to do so if, and when, the Share Consolidation is completed. The Corporation will publicly announce if and when the Share Consolidation is implemented and concurrently a new CUSIP number will be assigned to the Common Shares.

Non-registered Beneficial Shareholders who hold Common Shares through a bank, broker or other nominee should note that these intermediaries may have their own procedures for processing the Share Consolidation other than those that will be put in place by us for registered Shareholders. Non-registered Beneficial Shareholders who have questions about the procedures should contact their nominees.

Risks associated with the Share Consolidation

No Guarantee of an Increased Share Price

There can be no assurance that the trading price of the Common Shares will increase as a result of the Share Consolidation. The Share Consolidation may not result in a Common Share price that will attract institutional investors or investment funds. The trading price of the Common Shares will continue to be affected by, among other things, the Corporation's financial and operational results, the market for all resources sector stocks and global commodity prices. Furthermore, the reduced number of Common Shares resulting from the Share Consolidation could adversely affect their liquidity. In addition, Shareholders who do not hold a sufficient number of Common Shares to receive at least one post-consolidation Common Share will not have a continuing interest in the Corporation upon completion of the Share Consolidation (or receive any payment in lieu).

Potential Decrease in Market Capitalization

There is a risk that the total market capitalization of the Common Shares after the implementation of the Share Consolidation may be lower than the total market capitalization of the Common Shares prior to the Share Consolidation. If the Share Consolidation is effected and the market price of the Common Shares declines, the percentage decline, as an absolute number and as a percentage of the Corporation's overall market capitalization, may be greater than would occur in the absence of the Share Consolidation.

Shareholders may hold Odd Lots following the Share Consolidation

The Share Consolidation will, in all likelihood, result in some Shareholders owning “odd lots” of fewer than 100 Common Shares on a post-consolidation basis. Odd lots may be more difficult to sell or involve greater transaction costs, including higher brokerage commissions.

Shareholder and Regulatory Approval

At the Meeting, Shareholders will be asked to consider and, if deemed fit, pass a special resolution approving the Share Consolidation, substantially in the form of the resolution set forth in Appendix B of this Information Circular (the “Share Consolidation Resolution”).

The Articles of the Corporation specify that the Share Consolidation must be approved by a special resolution of the Shareholders, being not less than two-thirds (2/3) of the votes cast by Shareholders present or represented by proxy at the Meeting. The TSX has conditionally approved the proposed Share Consolidation, subject to the receipt of the requisite Shareholder approval and the filing of certain customary documents. Provided that the Share Consolidation Resolution is approved, the Share Consolidation is intended to be effected shortly after the Meeting and in any event, prior to December 31, 2021. Even if the Share Consolidation Resolution is approved by Shareholders at the Meeting, the Board will have the discretion not to proceed with the Share Consolidation. The Board and management of the Corporation believe that the Share Consolidation is in the best interests of the Corporation and its Shareholders, and the Board recommends that Shareholders vote FOR the Share Consolidation Resolution. **Unless otherwise instructed, the named proxyholders will vote FOR the Share Consolidation Resolution.**

In the event that the Share Consolidation Resolution is not approved at the Meeting, it will constitute an event of default under the 2021 Credit Facility, which would permit Pala to terminate the 2021 Credit Facility and declare all amounts owing thereunder immediately due and payable. A default under the 2021 Credit Facility may result in defaults under the Corporation’s other credit facilities, including the KfW IPEX-Bank Facility, and its stream agreement with Triple Flag. Defaults under some or all of the foregoing agreements could have a material adverse impact on the Corporation and its stock price, and in the absence of alternative financing arrangements being arranged, the Corporation may not be able to continue operations.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the General Counsel of the Corporation at Suite 910 – 800 West Pender Street, Vancouver, BC, Canada V6C 2V6, Email: info@nevadacopper.com, Phone: (775) 463-3510 to request copies of the Corporation’s financial statements and management discussion and analysis.

Financial information for the Corporation is provided in the Corporation’s comparative audited financial statements and management’s discussion and analysis for the financial year ended December 31, 2020, which may be obtained from SEDAR under the Corporation’s name at www.sedar.com.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia, June 1st, 2021

BY ORDER OF THE BOARD OF DIRECTORS

“Stephen Gill” (signed)

Stephen Gill
Chairman of the Board

APPENDIX A

DSU PLAN RESOLUTION

BE IT RESOLVED THAT:

1. All unallocated awards under the Corporation's Deferred Share Unit Plan (the "**DSU Plan**") be and are hereby approved.
2. The Corporation has the ability to continue granting awards under the DSU Plan until June 30, 2024, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought.
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 other 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.

APPENDIX B

SHARE CONSOLIDATION RESOLUTION

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:

1. The Corporation's authorized share capital be altered by the consolidation of all of the issued and outstanding common shares of the Corporation (the "Common Shares"), on the basis of a consolidation ratio of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares.
2. In the event that the consolidation would otherwise result in the issuance of a fractional share, each fractional share that is at least 0.5 of a Common Share will be rounded up to the nearest whole Common Share and each fractional Common Share that is less than 0.5 of a Common Share will be rounded down to the nearest whole Common Share.
3. The effective date of such consolidation shall be the date the directors of the Corporation decide, in their sole discretion, to act upon these resolutions to effect the Share Consolidation without any further approval from the shareholders of the Corporation, provided that, in any event, such date shall be prior to December 31, 2021.
4. 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 other 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.
5. Notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation may, in their sole discretion, choose not to act upon these resolutions, at any time prior to effective date of the consolidation.

APPENDIX C

DSU PLAN

NEVADA COPPER CORP. (the "Company") DEFERRED SHARE UNIT PLAN

1. PURPOSE OF THE PLAN

The Company's Deferred Share Unit Plan (the "**Plan**") has been established to provide Participants (as defined below) with the opportunity to participate in the long term success of the Company and to promote a greater alignment of interests between the Participants and shareholders of the Company.

2. DEFINITIONS

For the purposes of the Plan, the following words and expressions have the following meaning:

- a) "**Black Out Period**" means a period when a Participant is prohibited from trading in the Company's securities pursuant to a restriction imposed by the Company;
- b) "**Board**" means the board of directors of the Company;
- c) "**Committee**" shall mean the Compensation Committee of the Board or such other committee of the Board comprised of members of the Board as the Board shall from time to time appoint to administer the Plan;
- d) "**Common Share**" shall mean a common share of the Company;
- e) "**Company**" shall mean Nevada Copper Corp. or a successor;
- f) "**Deferred Share Unit**" or "**DSU**" shall mean a deferred share unit of the Company credited to a Participant's account in accordance with the terms and conditions of the Plan;
- g) "**Date of Grant**" shall mean the date upon which Deferred Share Units are granted to a Participant pursuant to a Letter of Grant;
- h) "**Eligible Director**" shall mean a member of the Board or Advisory Board, or an Advisor to the Board;
- i) "**Letter of Grant**" shall mean the letter of grant of Deferred Share Units sent to a Participant, establishing the conditions and terms of vesting of the Deferred Share Units in the form of Schedule "A" to the Plan;
- j) "**Market Value**" of a Common Share shall mean the volume weighted average trading price of the Common Shares on the TSX for the five trading days ending on the last trading date immediately preceding the date as of which the Market Value is determined;
- k) "**Participant**" shall mean the Eligible Directors of the Company;

- l) **“Plan”** shall mean the Nevada Copper Corp. Deferred Share Unit Plan as set forth herein and as it may be amended from time to time;
- m) **“Required Shareholder Approval”** means the approval by the shareholders of the Company, as may be required by the TSX, of this Plan as a plan allowing the issuance of Common Shares from treasury to settle DSUs on an applicable Settlement Date;
- n) **“Settlement Date”** means 30 days following the date which the Eligible Director ceases to be an Eligible Director provided that, to the extent the Settlement Date falls during or within two business days following a Black Out Period, the Settlement Date shall be the tenth business day following the end of such Black Out Period; and
- o) **“TSX”** means the Toronto Stock Exchange.

3. ADMINISTRATION

Except for matters that are under the jurisdiction of the Board as specified under the Plan or as required by law:

- a) The Plan is administered by the Committee which comes under the authority of the Board. The Committee has full power and authority to interpret the Plan, to establish any forms, notices, rules and regulations and to adopt any condition that it deems necessary or desirable for the administration of the Plan within the limits prescribed by applicable legislation. All actions taken and decisions made by the Committee in this regard shall be final, conclusive, and binding on all parties concerned, including, but not limited to, the Company, the Participants, and their legal representatives.
- b) No member of the Committee shall be liable for any action or determination made in good faith pursuant to the Plan. To the full extent permitted by law, the Company shall indemnify and save harmless each person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person is or was a member of the Committee and, as such, is or was required or entitled to take action pursuant to the terms of the Plan.
- c) Notwithstanding the foregoing, all actions of the Committee shall be such that the Plan continuously meets the conditions of paragraph 680 I (d) of the Regulations under the *Income Tax Act* (Canada) or any successor provision thereto.

4. GRANT OF DEFERRED SHARE UNITS

The Board may designate, from time to time and at its sole discretion, the Eligible Directors who are entitled to become Participants of the Plan. The Letter of Grant shall notify each Participant in writing of the number of Deferred Share Units to be granted and of the vesting conditions thereof on the Date of Grant.

5. CREDITS FOR DIVIDENDS

Whenever dividends are paid on Common Shares, additional Deferred Share Units will be automatically granted to each Participant who holds Deferred Share Units on the record date for such distribution or dividend. The number of such Deferred Share Units (rounded to the nearest whole Deferred Share Unit) to be credited as of the ex-dividend date shall be determined by

dividing the aggregate dividend that would have been paid to such Participant if the Participant's Deferred Share Units had been Common Shares by the Market Value on the date on which the dividends were paid on the Common Shares. Deferred Share Units granted to a Participant under this Section 5 shall be subject to the same vesting as the Deferred Share Units to which they relate.

6. PARTICIPANT ACCOUNTS

Deferred Share Units granted to a Participant who is an Eligible Director, as part of his (her) annual compensation, shall vest on the date of the Letter of Grant.

7. SETTLEMENT OF DEFERRED SHARE UNITS

Subject to Sections 10 and 13 hereof and to the Participant's satisfaction of any conditions, restrictions or limitations imposed under the Plan and the Letter of Grant, the settlement of Deferred Share Units shall be made to the Participant on the Participant's Settlement Date by way of, at the discretion of the Board: (i) a lump sum cash payment equal to the Market Value of a Common Share on the Settlement Date multiplied by the number of Deferred Share Units being settled; (ii) subject to the Required Shareholder Approval, one Common Share issued from treasury for each Deferred Share Unit being settled; or (iii) a combination of a cash payment and the issuance of Common Shares from treasury on the aforementioned bases and such allocation of cash and Common Shares to be determined at the Board's sole discretion.

A Participant shall not be entitled to require settlement of any amount on account of Deferred Share Units credited to such Participant's account prior ceasing to be an Eligible Director.

8. PARTICIPANT ACCOUNTS

The Company shall maintain an account for each Participant recording at all times the number of Deferred Share Units credited to the Participant. Upon payment in satisfaction of Deferred Share Units pursuant to Section 7 hereof, such Deferred Share Units as the case may be, shall be cancelled. A written notification of the balance in the account maintained for each Participant shall be mailed by the Company or by an administrator on behalf of the Company to each Participant at least annually. A Participant shall not be entitled to any certificate or other document evidencing the amount of Deferred Share Units in his or her account.

9. RIGHTS OF PARTICIPANTS

- a) No holder of Deferred Share Units shall have any rights as a shareholder of the Company. Except as otherwise expressly specified herein, no holder of Deferred Share Units shall be entitled to receive, and no adjustment is required to be made for, any dividends, distributions or any other rights declared for shareholders of the Company.
- b) The rights and interests of a Participant in respect of the Plan are not transferable or assignable other than by will or the laws of succession to the legal representative of the Participant.
- c) Neither participation in the Plan nor any action taken under the Plan shall give or be deemed to give any Participant a right to continued participation to the Board or employment with the Company.

10. REORGANIZATION OF THE SHARE CAPITAL

The existence of any Deferred Share Units shall not affect in any way the right or power of the Company or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, or any amalgamation, combination, merger or consolidation involving the Company or to create or issue any bonds, debentures, shares or other securities of the Company or the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Company or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

In the case of an adjustment to the Common Shares, an appropriate adjustment shall be made by the Company to the number of Deferred Share Units or to the kind of shares that are subject to the issued Deferred Share Units, as the case may be. The Committee shall make such adjustment, which shall be final and binding for purposes of the Plan.

11. AMENDMENT AND TERMINATION OF THE PLAN

Subject to Section 16(c) hereof, the Board may from time to time amend, suspend or terminate the Plan in whole or in part or amend the terms of Deferred Share Units credited in accordance with the Plan. If any such amendment, suspension or termination will materially or adversely affect the rights of a Participant with respect to Deferred Share Units credited to such Participant, the written consent of such Participant to such amendment, suspension or termination shall be obtained. Notwithstanding the foregoing, the obtaining of the written consent of any Participant to an amendment, suspension or termination which materially or adversely affects the rights of such Participant with respect to any credited Deferred Share Units shall not be required if such amendment, suspension or termination is required in order to comply with applicable laws, regulations, rules, orders of government or regulatory authorities or the requirements of any stock exchange on which shares of the Company are listed.

If the Committee terminates the Plan, Deferred Share Units previously credited to Participants shall remain outstanding and in effect and be settled in due course in accordance with the terms of this Plan (which shall continue to have effect, but only for such purposes) on the Settlement Date.

12. AUTOMATIC PARTICIPATION AND NO PRICE ADJUSTMENT

- a) Each Participant at the effective date of establishment of the Plan shall, without further formality, be subject to the terms of the Plan. Each person who becomes a Participant at any time subsequent to the effective date of establishment of the Plan shall thereupon, without further or other formality, be subject to the terms of the Plan. Participation in the Plan should not be construed as granting to a Participant rights or privileges other than those that are expressly described under the rules of the Plan and the Letter of Grant.
- b) Participation in the Plan is not a condition of being a member of the Board, nor is it an undertaking by the Company to propose the nomination of the Participant as a member of the Board or to be retained as a Director or the claim or right to any future grants of DSUs.
- c) The Plan offers no guarantee against the losses that may result from the market fluctuations of the price of the Common Shares. For greater certainty, no additional DSU's will be

granted to a Participant to compensate for a downward fluctuation in the price of the Company Shares, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose. A Participant in the Plan agrees to accept all risks associated with a decline in the market price of the Common Shares.

- d) The Company shall not be liable for the consequences of the participation of a Participant in the Plan in respect of income or taxes on the income of a Participant and the Participants must consult their own tax advisors in this respect.

13. WITHHOLDING TAXES

The Company or its subsidiaries may withhold from any payment to or for the benefit of a Participant any amount required to in order to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or the making of any other source deductions, including on the amount, if any, included in income of a Participant and may adopt and apply such rules and regulations that, in its opinion, will ensure that the Company or its subsidiaries will be able to so comply.

14. GENERAL

- a) The Board shall review and confirm the terms of the Plan from time to time.
- b) Subject to Section 16(c) hereof, the Board may from time to time amend or suspend the Plan in whole or in part and may at any time terminate the Plan without prior notice, subject to provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX, if any, that require the approval of shareholders or any governmental or regulatory body). The Board may make any types of amendments to the Plan without seeking shareholder approval except amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).
- c) No amendment, suspension, or termination may adversely affect the Deferred Share Units previously granted to a Participant at the time of such amendment, suspension or termination, without the consent of the affected Participant.
- d) If the Board terminates or suspends the Plan, no new Deferred Share Units will be credited to the account of a Participant; however, previously credited Deferred Share Units shall remain outstanding but shall not be entitled to credits for dividends as provided under Section 5, unless at the time of termination or suspension, the Board elects to continue the entitlement to credits for dividends with respect to outstanding Deferred Share Units after the date of termination or during the course of the suspension, as applicable.

15. APPLICABLE LAW

The Plan and the Deferred Share Units granted under the Plan shall be governed by, and interpreted in accordance with, the laws of the Province of British Columbia and the federal laws of Canada applicable thereto.

16. ADDITIONAL PROVISION FOR TREASURY BASED COMMON SHARE ISSUANCES

- a) Section 16 hereof shall become effective only upon receipt by the Company of the Required Shareholder Approval. Upon Section 16 hereof becoming effective, the Company shall have the power, at the Board's discretion, to satisfy the Deferred Share Units by the issuance of Common Shares from treasury on the basis of, subject to adjustment, one Common Share for each Deferred Share Unit being settled. If the Required Shareholder Approval is not obtained, no Common Shares shall be issuable from treasury in respect of Deferred Share Units issuable under the Plan. From the time Section 16 becomes effective, the Board can, at its sole discretion, grant Deferred Share Units that can only be satisfied by the issuance of Common Shares from treasury.

- b) The maximum number of Common Shares made available for the Plan and all other security based compensation arrangements of the Company shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the total number of Common Shares then outstanding, subject to adjustments pursuant to Section 10 hereof. The aggregate number of Common Shares issuable to insiders (as defined in the policies of the TSX) of the Company pursuant to Deferred Share Units granted and all other security based compensation arrangements of the Company, at any time, shall not exceed 10% of the total number of Common Shares then outstanding. The aggregate number of Common Shares issued to insiders (as defined in the policies of the TSX) of the Company pursuant to Deferred Share Units and all other security based compensation arrangements of the Company, within a one year period, shall not exceed 10% of the total number of Common Shares then outstanding. For purposes of this Section 16(b), the number of Common Shares then outstanding shall mean the number of Common Shares outstanding on a non-diluted basis immediately prior to the proposed grant of the applicable Deferred Share Units.

- c) Upon Section 16 hereof becoming effective, the Board may from time to time in its discretion (without shareholder approval) amend, modify and change the provisions of the Deferred Share Unit Plan, including (and/or, for greater clarity, any Deferred Share Unit), without limitation:
 - (i) amendments of a house keeping nature; and
 - (ii) the change to the Settlement Date of any Deferred Share Units.

However, without limitation to the generality of the foregoing, any amendment, modification or change to the provisions of the Plan or any Deferred Share Units which would:

- (i) amend or remove the insider participation limits set out in Section 16(b) hereof;
- (ii) increase the number of Common Shares or maximum percentage of Common Shares, other than by virtue of Section 10 hereof, which may be issued pursuant to the Plan; and
- (iii) amend any amending provisions of the Plan,

shall only be effective upon such amendment, modification or change being approved by the shareholders of the Company in accordance with the policies of the TSX. In addition, any such amendment, modification or change of any provision of the Plan shall be subject to the approval, if required, by any regulatory authority having jurisdiction over the securities of the Company.

Adopted by the Board of Directors on March 25, 2014 and Amended by the Board of Directors on February 10, 2017, April 6, 2018 and June 24, 2020.

SCHEDULE "A"

LETTER OF GRANT

DATE

NAME

ADDRESS OF PARTICIPANT

RE: Deferred Share Units Plan (the "Plan")
Grant of Deferred Share Units

Dear,

You have been designated as a Participant of the Plan as of ____ (your "**Date of Grant**"). In accordance with the rules of the Plan, this is a description of the terms of vesting of the Deferred Share Units:

- (i) XXXX Deferred Share Units of Nevada Copper Corp. are granted to you;
- (ii) the Deferred Share Units shall vest according to the terms of the Deferred Share Unit Plan;
- (iii) subject to Section 14(d) of the Plan, an additional number of Deferred Share Units shall be credited to your account calculated on your Deferred Share Units to be equivalent to the dividends declared by Nevada Copper Corp., if any, and these additional Deferred Share Units shall be subject to the same vesting as the Deferred Share Units to which they relate;
- (iv) the Deferred Share Units credited to your account shall be settled on the Settlement Date in accordance with Section 7 of the Plan by way of, at the discretion of the Board: (i) a lump sum cash payment equal to the Market Value of a Common Share on the Settlement Date multiplied by the number of Deferred Share Units being settled; (ii) subject to the Required Shareholder Approval, one Common Share issued from treasury for each Deferred Share Unit being settled; or (iii) a combination of a cash payment and the issuance of Common Shares from treasury on the aforementioned bases.

The terms and expressions used in this Letter of Grant and which are defined under the Plan have the meaning assigned to them under the Plan, unless the context requires otherwise.

Signature