

The logo for Nevada Copper is a brown, rounded rectangular button with the words "NEVADA COPPER" in a metallic, embossed font.

NEVADA COPPER CORP.

Suite 598 – 999 Canada Place
Vancouver, British Columbia
Canada V6C 3E1

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders (the “Meeting”) of Nevada Copper Corp. (the “Corporation”) will be held at the offices of Torys LLP located at 79 Wellington Street West, 33rd Floor, TD South Tower, Toronto, Ontario, M5K 1N2 on Monday, June 17, 2019, at 4:00 p.m. (Toronto time) for the following purposes:

1. To receive and consider the consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the Auditor’s Report thereon;
2. To fix the number of directors for the ensuing year at nine;
3. To elect nine 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 of the Corporation to fix their remuneration; and
5. 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.

The Board of Directors has fixed May 13, 2019 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 Computershare Investor Services, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 866-249-7775, email: caregistryinfo@computershare.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or any adjournment(s) or postponement(s) thereof.

If you are a non-registered Shareholder of the Corporation and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of

any of the foregoing that holds your 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 16th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“*Matthew Gili*” (signed)

Matthew Gili
President & CEO

NEVADA COPPER CORP.

598 – 999 Canada Place

Vancouver, B.C. V6C 3E1

INFORMATION CIRCULAR

as at May 16, 2019 (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 meeting (the “Meeting”) of its shareholders to be held on June 17, 2019 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.

MANAGEMENT SOLICITATION AND APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are officers and/or directors 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 or fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof.

REVOCAION 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 to Computershare by mail, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or by fax: Within North America: 1-866-249-7775 Outside North America: 1-416-263-9524, no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof; 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. Unless otherwise stated, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. 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 of the Corporation's board of directors (the "Board") for directors and auditor.

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 facsimile 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 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. Please return your voting instructions as specified in the request for 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 or by facsimile. In addition, Computershare provides both telephone and internet voting as described on the VIF itself which contain complete 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 13, 2019 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 13, 2019 there were 661,933,584 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 13, 2019 are:

| Shareholder Name | Number of Common Shares Held ⁽¹⁾ | Percentage of Issued Common Shares |
|--------------------------|---|------------------------------------|
| Pala Investments Limited | 273,049,447 | 41.3% |
| Castlelake, L.P. | 118,700,000 | 17.9% |

Notes:

⁽¹⁾ The above information was supplied to the Corporation by the above Shareholders and from the insider reports available at www.sedi.ca and www.sedar.com as at May 13, 2019.

PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the year ended December 31, 2018, together with the report of the auditors thereon, will be placed before the Meeting. A copy of the Corporation's Annual Report may be obtained by a Shareholder upon request without charge from the Corporation at Suite 598, 999 Canada Place, Vancouver, British Columbia, V6C 3E1. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

ELECTION OF DIRECTORS

The size of the Board is currently comprised of nine (9) directors. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors to be elected be fixed at nine (9).

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 general meeting of the Corporation, 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 Nomination and Governance 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 exception 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 for new director nominees, 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 16, 2019:

| Name, Current Position with the Corporation, Province or State and Country of Residence | Principal Occupation and, if not at Present an Elected Director, 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⁾ Lead Director New Jersey, USA | Currently a Director of Franco-Nevada Corporation, a gold royalty and streaming company; Chief Executive Officer and a Director of Vedanta Resources plc and Vedanta Limited, a natural resource company from 2014 to 2017 | Since May 4, 2018; Appointed Lead Director August 13, 2018 | 1,100,000 |
| Michael Brown ⁽⁴⁾ Director Paarl, South Africa | Managing Partner for Palaris in the Africa Region since October 1, 2017; Managing Director of Pala Investments Limited, an investment company focused on the mining sector, May 6, 2014 to September 28, 2017; Senior Vice President of Pala Investments Limited from July 2011 to May 2014. | Since August 8, 2013 | 250,000 |
| Justin Cochrane ⁽²⁾ Director Ontario, Canada | President and Chief Operating Officer of Cobalt 27 Capital Corp. from March 2017 to Current; Executive Vice President of Abingdon Capital Corp. from Oct 2015 to March 2017; Executive Vice President of Sandstorm Gold Ltd. from Dec 2010 to Oct 2015. | Since May 4, 2018 | 100,000 |
| Raffaele (Lucio) Genovese ⁽²⁾⁽⁵⁾ Director Zug, Switzerland | Chief Executive Officer of NAGE Capital Management since 2004. | Since May 27, 2016 | Nil |

| Name, Current Position with the Corporation, Province or State and Country of Residence | Principal Occupation and, if not at Present an Elected Director, Occupation during the Past Five Years ⁽¹⁾ | Period as a Director of the Corporation | Common Shares Beneficially Owned or Controlled ⁽¹⁾ |
|---|--|---|---|
| Phillip Day ⁽⁴⁾⁽⁶⁾ Director Zug, Switzerland | Chief Operating Officer of the Corporation from November 2017 to March 28, 2019; currently Senior Vice President, Technical and Operations Team at Pala Investments Limited, an investment company focused on the mining sector, since May 2014; Vice President Engineering at AMEC Foster Wheeler from August 2011 to May 2014. | Since March 28, 2019 | Nil ⁽⁶⁾ |
| Matthew Gili President and Chief Executive Officer, and Director Nevada, USA | Currently Chief Executive Officer of the Corporation since May 1, 2018; previously with Barrick Gold Inc. from October 2013 to May 2018 where he served as Executive General Manager for the Cortez District in Nevada and then as Chief Technical Officer and Senior Vice President, Operations Projects. | Since May 17, 2018 | 121,038 |
| Stephen Gill ⁽³⁾⁽⁶⁾ Non-Executive Chairman and Director Zug, Switzerland | Managing Partner at Pala Investments Limited, an investment company focused on the mining sector. | Since January 28, 2016 | 125,000 ⁽⁶⁾ |
| Evgenij Iorich ⁽⁵⁾⁽⁶⁾ Director Zug, Switzerland | Managing Partner at Pala Investments Limited, an investment company focused on the mining sector. | Since January 28, 2016 | 500,000 ⁽⁶⁾ |
| G. Ernest "Ernie" Nutter ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Director Ontario, Canada | Director; Retired: former mining analyst at Capital Group from 2004 until his retirement in 2017. | Since May 4, 2018 | 1,500,000 |

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 273,049,447 Common Shares in the Corporation which represents 35.8% 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 Mr. Day is Senior Vice President, Technical and Operations Team at Pala Investments Limited. See "Voting Securities and Principal Holders of Voting Securities".

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. **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.

Except as described below, 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. The Corporation is aware of the 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, President and CEO, Mr. Abraham ("Braam") Jonker, CFO, Mr. Giulio Bonifacio, former President and CEO, Mr. Robert McKnight, former Executive Vice President and CFO, and Mr. Phillip Day, former Chief Operating Officer are the only "Named Executive Officers" of the Corporation during the financial year ended December 31, 2018 for the purposes of the following disclosure.

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 Fairbank.

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 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 it 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 longer 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, 2018, Messrs. Gili, Jonker, and McKnight worked on the Corporation's activities on a full-time basis and Mr. Day worked on the Corporation's activities on a part-time basis. Mr. Day resigned as Chief Operating Officer and was appointed as a Director of the Corporation on March 28, 2019.

Compensation Consultant

In early 2018, the Committee retained Hugessen Consulting (“Hugessen”) to assist the Committee in a review of the Corporation’s board compensation framework following the successful completion of the Corporation’s debt refinancing and recapitalization that was completed on January 19, 2018. In late 2018, the Committee retained 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, 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.

The report prepared by Hugessen in regards to director’s compensation benchmarked the compensation competitiveness against a peer group of mining companies at similar stages of development as the Corporation. For purposes of the overall compensation strategy which was finalized in February 2019, Hugessen used the Global Base Metals Index as the market benchmark.

The Committee considered 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 year ended December 31, 2018, \$48,953 were billed and paid to Hugessen.

The Committee must pre-approve any retainers by 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 2017 or 2018.

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.

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 compensation dependent upon the performance of the individual executive, 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. No cash bonuses were paid for the year ended December 31, 2018. 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 Corporation's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of 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 options granted are determined by the Board.

Actions, Decisions or Policies Made After December 31, 2018

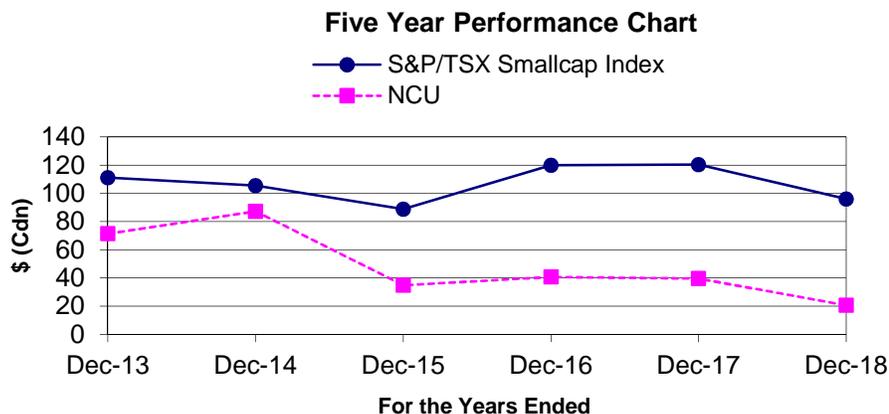
Given the evolving nature of the Corporation's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Subsequent to December 31, 2018, the Corporation established the PSU/RSU Plan that allows employees to receive short-term and long-term incentive plan compensation in the form of performance share units ("PSUs") and restricted share units ("RSUs"). The PSU/RSU Plan was approved by the Board on February 27, 2019. See "*Share-Based and Option-Based Awards*" for further details.

Performance Graph

The Common Shares of the Corporation were listed on the TSX Venture Exchange on August 17, 2006 under the Corporation's former name Astron Resources Corporation (symbol "ARC"). The Corporation changed its name to Nevada Copper Corp. (symbol "NCU") on November 3, 2006. On August 16, 2007, the Corporation's Common Shares were de-listed from the TSX Venture Exchange and concurrently listed for trading on the Toronto Stock Exchange ("TSX") under the symbol "NCU".

The following five year performance graph compares the total cumulative shareholder return for \$100 invested in Common Shares of the Corporation on December 31, 2013, with the cumulative total return of the S&P/TSX Small Cap Total Return Index and the financial years ended December 31, 2014 to December 31, 2018. The Common Share performance as set out in the graph does not necessarily indicate future price performance.



The performance graph shows a general correlation between the performance of the Corporation’s Common Shares and the performance of the S&P/TSX Small Cap Index for the years 2014 through 2018. No salaries were increased and no bonuses were paid to NEOs for the years 2014 through 2018.

Share-Based and Option-Based Awards

The Corporation has in place a deferred share unit plan (the “DSU Plan”) for non-executive directors. Executive officers do not participate in the DSU Plan. The DSU Plan was originally cash settlement only. The Board determined that it was in the best interests of the Corporation to also provide the ability to settle deferred share units by the issuance of Common Shares from treasury, and effective April 6, 2018, the DSU Plan was amended to provide for such issuances. Shareholder approval was received on May 4, 2018 for the amended DSU Plan. The settlement of deferred share units can now be 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 deferred share units being settled; (ii) 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.

The Corporation has in place a cash-settled-only deferred compensation unit plan for employees. Non-executive directors do not participate in the deferred compensation plan (see “*NEO - Outstanding Share-based Awards and Option-based Awards*” for further details).

The Corporation has in place a stock 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. The stock option plan is administered by the directors of the Corporation and provides that options will be issued to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation.

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 three-year performance 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. The Corporation may grant RSUs to Participants in lieu of cash bonuses under its annual incentive plan. Whenever 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 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 (12) months following completion of a change of control of the Corporation, all outstanding PSUs and RSUs shall continue to vest in accordance with their terms based on the achievement of the performance conditions of the PSUs 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.

Along with the PSU/RSU Plan, the Board has adopted a clawback policy (the "Clawback Policy"). 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 and 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, RSUs and PSUs).

Summary Compensation Table

The compensation paid to the NEOs during the Corporation's financial years ended December 31, 2018, December 31, 2017 and December 31, 2016 are as set out below and is expressed in Canadian dollars unless otherwise noted:

| Name and Principal Position | Year | Salary (\$) | Share-Based Award (\$) | Option-Based Awards ⁽¹⁾⁽¹³⁾⁽¹⁴⁾ (\$) | Non-Equity Incentive Plan Compensation (\$) | | Pension Value (\$) | All Other Compensation (\$) | Total Compensation (\$) |
|---|------|-------------------------|-------------------------|---|---|---------------------------|--------------------|-----------------------------|-------------------------|
| | | | | | Annual Incentive Plans | Long-Term Incentive Plans | | | |
| Giulio Bonifacio Former President and CEO ⁽²⁾ | 2018 | 63,438 ⁽⁷⁾ | Nil | 175,492 | Nil | Nil | Nil | 1,255,646 ⁽⁷⁾ | 1,494,576 |
| | 2017 | 362,500 | 140,444 ⁽¹¹⁾ | Nil | Nil | Nil | Nil | Nil | 502,944 |
| | 2016 | 271,875 | 153,587 ⁽¹¹⁾ | 506,824 | Nil | Nil | Nil | Nil | 932,286 |
| Robert McKnight Former Executive Vice President and CFO; Current EVP, Concentrate Sales and Logistics ⁽³⁾ | 2018 | 252,500 | 134,506 ⁽¹⁵⁾ | 369,597 | Nil | Nil | Nil | 200,000 ⁽¹⁶⁾ | 956,603 |
| | 2017 | 252,500 | 97,527 ⁽¹¹⁾ | Nil | Nil | Nil | Nil | Nil | 350,027 |
| | 2016 | 189,375 | 106,329 ⁽¹¹⁾ | 210,843 | Nil | Nil | Nil | Nil | 506,547 |
| Matthew Gili ⁽⁴⁾ President and CEO | 2018 | 345,520 ⁽⁸⁾ | 236,349 ⁽¹⁵⁾ | 753,343 | Nil | Nil | Nil | Nil | 1,335,212 |
| | 2017 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2016 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Braam Jonker ⁽⁵⁾ CFO | 2018 | 182,739 ⁽⁹⁾ | 123,190 ⁽¹⁵⁾ | 602,674 | Nil | Nil | Nil | \$163,009 | 1,071,612 |
| | 2017 | 114,088 | 2,914 ⁽¹²⁾ | Nil | Nil | Nil | Nil | Nil | 117,002 |
| | 2016 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Phillip Day ⁽⁶⁾ Former COO | 2018 | 155,484 ⁽¹⁰⁾ | 108,450 ⁽¹⁵⁾ | 460,527 | Nil | Nil | Nil | Nil | 724,461 |
| | 2017 | 12,963 | Nil | Nil | Nil | Nil | Nil | Nil | 12,963 |
| | 2016 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

- (1) For the market value of the unexercised options as at the year ended December 31, 2018, please refer to the Option-Based Awards table below.
- (2) Mr. Bonifacio resigned as President and CEO of the Corporation on February 15, 2018 and Director on May 4, 2018.
- (3) Mr. McKnight resigned as CFO of the Corporation on September 30, 2018 and continued on as Executive Vice President, Concentrate Sales and Logistics.
- (4) Mr. Gili was appointed President and CEO of the Corporation on May 1, 2018.
- (5) Mr. Jonker was appointed Interim CEO of the Corporation of February 15, 2018 until May 1, 2018. Mr. Jonker continued as a consultant until his appointment as CFO on October 1, 2018. Mr. Jonker resigned as a Director of the Corporation on September 30, 2018.
- (6) Mr. Day was appointed COO of the Corporation in November 2017. Subsequent to December 31, 2018, on March 28, 2019 Mr. Day resigned as COO and became a Director of the Corporation.
- (7) The salary for Mr. Bonifacio was \$63,438 awarded as President and CEO. Other compensation comprised of \$14,792 awarded as a Director and \$1,240,854 paid in connection with the cessation of his employment following his resignation as CEO.
- (8) The salary awards amount for Mr. Gili for the year ended December 31, 2018 was US\$266,667. The US average exchange rate for the year used was \$1.2957.
- (9) The salary for Mr. Jonker is comprised of \$80,309 awarded as Interim CEO and \$102,430 awarded as CFO. Other compensation of \$163,009 was awarded as a consultant.
- (10) The salary awards amount for Mr. Day for the year ended December 31, 2018 was US\$120,000. The US average exchange rate for the year used was 1.2957.
- (11) Deferred compensation units were granted on January 1, 2016 and August 10, 2016 and vested on January 1, 2017 and March 31, 2017, respectively. DCUs are settled in cash only, no shares. The amounts shown are the balance vested during that year. (See "Outstanding Share-based Awards and Option-based Awards" for further details).
- (12) Deferred Share Units ("DSUs") were granted to the non-executive Directors in 2017. The DSUs vest immediately and do not expire but are paid out upon a Director's resignation from the Board. The fair value of the DSUs was calculated by multiplying

the number of DSUs granted by the closing price of the Common Shares on the TSX on the date of grant (see *Outstanding Share-based Awards and Option-based Awards* for further details).

- (13) The fair value of stock options at Feb 13, 2018 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 1.51% in 2018, no expected dividend yield, stock price volatility of 69.1% and expected life of three years. The weighted average fair value of options granted was \$0.30. The fair value of stock options at May 16, 2018 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 2.34% in 2018, no expected dividend yield, stock price volatility of 65.3% and expected life of five years. The weighted average fair value of options granted was \$0.39.
- (14) The fair value of stock options at August 10, 2016 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 0.61% in 2016, no expected dividend yield, stock price volatility of 60.6% and expected life of five years. The weighted average fair value of options granted was \$0.34. The fair value of stock options at November 9, 2016 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 0.55% in 2016, no expected dividend yield, stock price volatility of 60.8% and expected life of five years. The weighted average fair value of options granted was \$0.31.
- (15) RSUs were granted in February 22, 2019 in lieu of an annual bonus for 2018. The RSUs were valued based on the fair market value of \$0.44 per unit representing a five day volume weighted average price of the common shares on the date of grant. The US average exchange rate for the year used was \$1.2957.
- (16) Other compensation of \$200,000 was paid to Mr. McKnight due to his accepting the new position with the Corporation.

Outstanding Share-based Awards and Option-based Awards

In 2015 as part of the Corporation's cost cutting initiatives, employees of the Corporation agreed to a reduction in salary. In order to retain the employees and provide them with the opportunity to participate in the long term success of the Corporation, the Board adopted a cash-settled-only deferred compensation unit plan on November 10, 2015 (the "DCU Plan"). The DCU Plan is administered by the Committee and provides that the Board may designate, from time to time at its sole discretion, the employees of the Corporation who are entitled to participate in the DCU Plan (the "Participants"). The deferred compensation units issued to a Participant under the DCU Plan (each, a "DCU") vest on the date of settlement and are paid out in a lump sum cash payment to the Participant on the settlement date in an amount equal to the trading price of the Common Shares on the TSX for the day immediately preceding the payout date. Whenever dividends are paid on the Common Shares, additional DCUs will be automatically granted in accordance with the DCU Plan to each Participant who holds DCUs on the record date for such dividend. The rights and interests of a Participant in respect of the DCU Plan are not transferable or assignable, other than by will or the laws of succession. In the case of an adjustment to the issued Common Shares, the Corporation will make an adjustment to the number of DCUs or the kind of securities that are subject to the issued DCUs.

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2018, for each NEO:

| Name | Option-Based Awards | | | | Share-Based Awards | | |
|--|---|---|---|---|--|--|---|
| | Number Of Securities Underlying Unexercised Options (#) | Option Exercise Price ^{(2) (3)} (\$) | Option Expiration Date ^{(2) (3)} | 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 ⁽⁴⁾ (\$) |
| Giulio Bonifacio Former President and CEO | 145,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |
| | 400,000 | 0.80 | February 13, 2021 | Nil | | | |
| | 200,000 | 1.95 | November 12, 2019 | Nil | | | |
| | 275,000 | 0.69 | August 10, 2021 | Nil | | | |
| | 1,350,000 | 0.69 | November 9, 2021 | Nil | | | |
| Robert McKnight Former Executive Vice President and CFO | 831,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |
| | 160,000 | 0.80 | February 13, 2021 | Nil | | | |
| | 50,000 | 1.95 | November 12, 2019 | Nil | | | |
| | 125,000 | 0.69 | August 10, 2021 | Nil | | | |
| | 550,000 | 0.69 | November 9, 2021 | Nil | | | |
| Matthew Gili President and CEO | 1,945,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |
| Braam Jonker CFO | 1,556,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | 2,289 |
| Phillip Day Former COO | 1,189,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |

Notes:

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Common Shares on the TSX as at December 31, 2018 was \$0.39.
- (2) In November 2014, the Board approved a reduction in the stock option exercise price by 40% for all stock options priced from \$3.25 to \$5.37 while also amending the term of options to five years from the date of the re-pricing. The reduced exercise price reflected a premium of between 33% and 119% of the then market price of \$1.47 as at November 12, 2014. Messrs. Bonifacio and McKnight's options to be repriced were subject to disinterested Shareholder approval which was received on June 26, 2015 along with TSX approval.
- (3) On August 10, 2016, the Board approved the cancellation of all stock options with an exercise price of \$2.00 and above.
- (4) The values of the DSUs were calculated by multiplying the number of DSUs not yet paid out from the account by the closing price of the Common Shares on the TSX as of December 31, 2018, being \$0.39.

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, 2018, for each NEO:

| Name | Option-based awards – Value vested during the year ⁽¹⁾ (\$) | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|--|---|---|---|
| Giulio Bonifacio Former President and CEO | 59,665 | Nil | Nil |
| Robert McKnight Former Executive Vice President and CFO | 23,866 | Nil | Nil |
| Matthew Gili President and CEO | Nil | Nil | Nil |
| Braam Jonker CFO | Nil | Nil | Nil |
| Phillip Day Former COO | Nil | Nil | Nil |

Notes:

- ⁽¹⁾ 400,000 options granted to Giulio Bonifacio on February 13, 2018 and 160,000 options granted to Robert McKnight on February 13, 2018 are subject to a vesting schedule. The value vested in the year ended December 31, 2018 is shown in this table.

See “*Securities Authorized Under Equity Compensation Plans*” for further information on the Corporation’s stock option plan.

Termination and Change of Control Benefits

The Corporation entered into a management agreement with Giulio Bonifacio on May 1, 2007, amended on January 21, 2008, January 14, 2010, May 8, 2012 and August 13, 2013. In accordance with the agreement, the Corporation was required to pay severance payments equal to three times Mr. Bonifacio’s annual salary. \$1,240,854 was paid to Mr. Bonifacio pertaining to this management agreement upon his termination on February 15, 2018.

The Corporation entered into an employment agreement with Matthew Gili on May 14, 2018. Pursuant to the agreement, Mr. Gili’s employment renews automatically for successive one year periods, unless written notice is provided by either party no later than six months prior to the expiration of any applicable anniversary date. In the event of Mr. Gili’s termination without cause, the Corporation must pay Mr. Gili a severance amount (the “Severance Amount”) equal to half of his annual salary as in effect on the termination date (payable over six months in equal instalments), subject to Mr. Gili’s execution of a release of claims in favour of the Corporation. Notwithstanding the foregoing, in the event of Mr. Gili’s termination without cause within twelve months of the consummation of a change of control, the Severance Amount will be equal to two times Mr. Gili’s annual salary as in effect on the termination date (payable over twenty four months in equal instalments). The Severance Amount will cease and any amounts received in respect thereof must be paid back to the Corporation by Mr. Gili in the event that he breaches one or more post-termination obligations set out in his agreement, including a twelve month post-termination non-solicitation restriction of clients, employees and consultants, a confidentiality requirement and a non-disparagement restriction.

The Corporation entered into an employment agreement with Braam Jonker on September 30, 2018. Pursuant to the agreement, Mr. Jonker’s employment renews automatically for successive one-year periods, unless written notice is provided by the Corporation no later than six months, or by Mr. Jonker no later than three months, prior to the expiration of any applicable anniversary date. In the event of Mr. Jonker’s termination without cause, the Corporation must pay Mr. Jonker a Severance Amount equal to half of his annual salary as in effect on the termination date (payable over six months in equal instalments), subject to

Mr. Jonker's execution of a release of claims in favour of the Corporation. Notwithstanding the foregoing, in the event of Mr. Jonker's termination without cause within twelve months of the consummation of a change of control, the Severance Amount will be equal in the aggregate to half of his annual salary and as in effect on the termination date (payable over six months in equal instalments). The Severance Amount will cease and any amounts received in respect thereof must be paid back to the Corporation by Mr. Jonker in the event that he breaches one or more post-termination obligations set out in his agreement, including a six month post-termination non-solicitation restriction of clients, employees and consultants, a confidentiality requirement and a non-disparagement restriction.

The estimated incremental payments from the Corporation to Mr. Gili and Mr. Jonker, respectively, on: (i) a termination without cause; or (ii) a termination without cause within twelve months of the consummation of a change of control, assuming the triggering event occurred on December 31, 2018, are as follows:

| NEO | | Termination Without Cause | Change of Control |
|-----------------------------|---------|---------------------------|-------------------|
| Matthew Gili ⁽¹⁾ | Salary | \$259,140 | \$1,036,560 |
| | Bonus | Nil | Nil |
| | Options | Nil | Nil |
| Braam Jonker ⁽²⁾ | Salary | \$200,834 | \$200,834 |
| | Bonus | Nil | Nil |
| | Options | Nil | Nil |

Notes:

- (1) The amount awarded for termination without cause for Mr. Gili is US\$200,000 and amount awarded for change of control is US\$800,000. The US average exchange rate for the year used was \$1.2957.
- (2) The amount awarded for termination without cause for Mr. Jonker is US\$155,000 and amount awarded for change of control is US\$155,000. The US average exchange rate for the year used was \$1.2957.

On January 19, 2018, the Corporation issued to Pala 95,561,944 Common Shares in connection with the conversion of all amounts outstanding pursuant to a convertible debt facility advanced by Pala to the Corporation. Additionally, on January 19, 2018, Pala acquired special warrants of the Corporation in a private placement financing which, on March 7, 2018, automatically converted into a further 102,800,000 Common Shares following the filing of a short form prospectus by the Corporation. Following the foregoing issuances of Common Shares, Pala owned and controlled, directly and indirectly, an aggregate of 238,014,102 Common Shares, representing approximately 53.4% of the then issued and outstanding Common Shares. This effected a change of control as outlined in Messrs. Bonifacio's and McKnight's employment agreements, but Messrs. Bonifacio and McKnight each entered into agreements with the Corporation waiving their change of control payment rights in connection with the foregoing issuances.

Director Compensation

Prior to March 1, 2018 independent directors were paid \$30,000 per year, the audit committee chairman was paid an additional \$10,000 per year, and the directors were paid \$1,500 for each meeting attended. On March 1, 2018, the Committee hired Hugessen to review director's compensation subsequent to the completion of a substantial refinancing transaction by the Corporation on January 19, 2018. Effective March 1, 2018, 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 nomination and governance

committee chair is paid US\$10,000 per year and the nomination and governance 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\$12,500 per year and the health, safety, environment and technical committee members are paid US\$10,000 per year. Executive Officers do not receive additional compensation for serving as directors. As of July 1, 2015, the directors agreed to receive deferred share units from the Corporation in lieu of cash payment of directors' fees commencing July 1, 2015 through June 30, 2017 pursuant to the terms of the DSU Plan (see *Outstanding Share-based Awards and Option-based Awards* for further details).

The following table discloses the compensation provided to the directors, other than directors who are NEOs, for the Corporation's financial year ended December 31, 2018:

| Name | Fees Earned (\$) | Share-based awards (\$) | Option-based awards ^{(2),(10)} (\$) | Non-equity incentive plan compensation (\$) | Pension Value (\$) | All other compensation (\$) | Total (\$) |
|---|------------------------|-------------------------|--|---|--------------------|-----------------------------|------------|
| Tom Albanese ⁽¹⁾ | 80,307 ⁽³⁾ | Nil | 167,711 | Nil | Nil | Nil | 248,018 |
| Michael Brown | 85,691 ⁽⁴⁾ | Nil | 167,711 | Nil | Nil | Nil | 253,402 |
| Justin Cochrane ⁽¹⁾ | 51,288 ⁽⁵⁾ | Nil | 167,711 | Nil | Nil | Nil | 218,999 |
| Raffaele (Lucio) Genovese | 80,577 ⁽⁶⁾ | Nil | 167,711 | Nil | Nil | Nil | 248,288 |
| Stephen Gill | 112,550 ⁽⁷⁾ | Nil | 293,203 | Nil | Nil | Nil | 405,753 |
| Evgenij Iorich | 82,856 ⁽⁸⁾ | Nil | 167,711 | Nil | Nil | Nil | 250,567 |
| G. Ernest (Ernie) Nutter ⁽¹⁾ | 79,902 ⁽⁹⁾ | Nil | 167,711 | Nil | Nil | Nil | 247,613 |

Notes:

- (1) Messrs. Albanese, Cochrane and Nutter were elected Directors of the Corporation on May 4, 2018
- (2) For the market value of the unexercised options as at the year ended December 31, 2018, please refer to the Option-Based Awards table below.
- (3) The fees earned amount for Mr. Albanese was US\$61,980. The US average exchange rate for the year used was \$1.2957.
- (4) The fees earned amount for Mr. Brown was US\$66,135. The US average exchange rate for the year used was \$1.2957.
- (5) The fees earned amount for Mr. Cochrane was US\$39,583. The US average exchange rate for the year used was \$1.2957.
- (6) The fees earned amount for Mr. Genovese was US\$62,188. The US average exchange rate for the year used was \$1.2957.
- (7) The fees earned amount for Mr. Gill was US\$86,864. The US average exchange rate for the year used was \$1.2957.
- (8) The fees earned amount for Mr. Iorich was US\$63,947. The US average exchange rate for the year used was \$1.2957.
- (9) The fees earned amount for Mr. Nutter was US\$61,667. The US average exchange rate for the year used was \$1.2957.
- (10) The fair value of stock options at May 16, 2018 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 2.34% in 2018, no expected dividend yield, stock price volatility of 65.3% and expected life of five years. The weighted average fair value of options granted was \$0.39.

Outstanding Share-based Awards and Option-based Awards

The Board adopted a cash-settled-only deferred share unit plan on September 19, 2013, and subsequently amended and replaced the plan on March 25, 2014, February 10, 2017 and April 6, 2018 (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. The DSU Plan is administered by the Committee and provides that the Board may designate, from time to time at its sole discretion, the directors

of the Corporation who are entitled to participate in the DSU Plan (the “DSU Participant(s)”). The deferred share units issued to a DSU Participant under the DSU Plan vest on the date of grant and, prior to April 6, 2018 were paid out in a lump sum cash payment to the DSU Participant following termination of board service in an amount equal to the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the payout date, which is the day following the date after the DSU Participant ceases to be a director of the Corporation. Subsequent to the April 6, 2018 amendment, and as approved by the Shareholders on May 4, 2018, DSUs will be paid out 30 days following the date a DSU Participant ceases to be a director of the Corporation and settlement of DSUs will be by way of: (i) a lump sum cash payment; (ii) the issuance of common shares (each, a “Share”); or (iii) a combination of a cash payment and the issuance of Shares, at the discretion of the Board. Whenever dividends are paid on the Common Shares, additional DSUs will be automatically granted in accordance with the DSU Plan to each DSU Participant who holds DSUs on the record date for such dividend. The rights and interests of a DSU Participant in respect of the DSU Plan are not transferable or assignable, other than by will or the laws of succession. In the case of an adjustment to the issued Common Shares, the Corporation will make an adjustment to the number of DSUs or the kind of securities that are subject to the issued DSUs.

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2018, for each director, other than directors who are NEOs:

| 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 ⁽³⁾ | 433,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |
| Michael Brown | 125,000 | 0.69 | November 9, 2021 | Nil | Nil | Nil | 111,735 |
| | 433,000 | 0.69 | May 16, 2023 | Nil | | | |
| Justin Cochrane ⁽³⁾ | 433,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |
| Raffaele (Lucio) Genovese | 433,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | 72,991 |
| Stephen Gill | 757,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | 66,952 |
| Evgenij Iorich | 433,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | 83,039 |
| G. Ernest (Ernie) Nutter ⁽³⁾ | 433,000 | 0.69 | May 16, 2023 | Nil | Nil | Nil | Nil |

Notes:

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Common Shares on the TSX as at December 31, 2018 was \$0.39.
- (2) The values of the DSUs were calculated by multiplying the number of 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, 2018, being \$0.39.
- (3) Messrs. Albanese, Cochrane and Nutter were elected Directors of the Corporation on May 4, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

Directors were granted stock options as a component of their compensation package in 2018. The stock options vest on the date of grant. The fair value of stock options at the date of grant has been estimated using the Black-Scholes option pricing model. The following table sets out the value vested or earned under

incentive plans during the financial year ended December 31, 2018, for each director other than directors who are NEOs:

| Name | Option-Based Awards – Value Vested During The Year ⁽¹⁾ (\$) | Share-Based Awards – Value Vested During The Year ⁽¹⁾ (\$) | Non-Equity Incentive Plan Compensation – Value Earned During The Year (\$) |
|---|---|--|---|
| Tom Albanese ⁽²⁾ | 167,711 | Nil | Nil |
| Michael Brown | 167,711 | Nil | Nil |
| Justin Cochrane ⁽²⁾ | 167,711 | Nil | Nil |
| Raffaele (Lucio) Genovese | 167,711 | Nil | Nil |
| Stephen Gill | 293,203 | Nil | Nil |
| Evgenij Iorich | 167,711 | Nil | Nil |
| G. Ernest (Ernie) Nutter ⁽²⁾ | 167,711 | Nil | Nil |

Notes:

⁽¹⁾ The fair value of stock options at May 16, 2018 has been estimated using the Black-Scholes option pricing model, given that this is one of the most common methodologies available, assuming a risk free interest rate of 2.34% in 2018, no expected dividend yield, stock price volatility of 65.3% and expected life of five years. The weighted average fair value of options granted was \$0.39.

⁽²⁾ Messrs. Albanese, Cochrane and Nutter were elected Directors of the Corporation on May 4, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

Other than the DSU Plan and the DCU Plan, the only equity compensation plan which the Corporation has in place is the stock option plan (the “Plan”) which was approved by Shareholders on April 28, 2017. The 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 Plan is administered by the directors of the Corporation. As at December 31, 2018, the Plan provides the Corporation with the ability to grant stock options to purchase up to 66,193,358 Common Shares (10% of shares issued and outstanding as at that date). As at December 31, 2018, the Corporation has outstanding stock options to purchase a total of 23,422,500 Common Shares pursuant to the Plan and 875,340 DSUs representing approximately 3.7% of the Common Shares issued and outstanding as at that date. As at December 31, 2018, 41,895,518 Common Shares remain available for future issuance pursuant to the Plan, representing approximately 6.3% of the issued and outstanding Common Shares as at that date. The following is a summary of the terms of the Plan:

1. 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 Plan.
2. The number of shares available for purchase pursuant to stock options granted under the 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.
3. In accordance with the Plan, the Board may, at any time, without further approval by the Shareholders of the Corporation, amend the 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:
 - (a) amend typographical, clerical and grammatical errors;
 - (b) reflect changes to applicable securities laws;
 - (c) include the addition of a cashless exercise feature, payable in cash or securities;

- (d) ensure that the stock options granted under the Plan will comply with any provisions respecting the income tax and other laws in force in any country or jurisdiction of which an Eligible Person to whom a stock option has been granted may from time to time be resident or a citizen;
 - (e) reduce the exercise price or extend the term of a stock option for an optionee who is not an insider;
 - (f) shorten the term of options;
 - (g) cancel options; and
 - (h) terminate the Plan.
4. 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.
 5. The stock options are non-assignable and may be exercised for a period not to exceed 5 years, such period and any vesting schedule to be determined by the Board.
 6. 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.
 7. 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.
 8. 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 Plan and all other share compensation arrangements, in any 12 month period, not exceeding 10% of the Outstanding Issue.
 9. The 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.
 10. In the event of a takeover bid for the Corporation, including a corporate combination, the 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.
 11. There is no financial assistance available to optionees under the Plan.
 12. Any amendment under the 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.

13. 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.

Summary of DSU Plan

The Board adopted the DSU Plan on a cash-settled-only basis on September 19, 2013, and subsequently amended and replaced the DSU Plan on March 25, 2014, February 10, 2017, and April 6, 2018. The DSU Plan was adopted in order to provide 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. All directors of the Corporation are eligible to participate in the DSU Plan, but all issuances pursuant to the DSU Plan to date have been made to directors who were not executives of the Corporation at the time of such issuances. The DSU Plan initially provided that obligations under the DSU Plan would be settled only in cash, but in order to preserve the cash of the Corporation, the Board determined that it was in the best interest of the Corporation to also provide the ability to settle DSUs by the issuance of Common Shares from treasury. Effective April 6, 2018, the DSU Plan was amended to provide for such issuances on the terms set out below, as approved by our Shareholders at our last annual meeting. The following is a summary of some of the key terms of the DSU Plan.

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 Committee. Each DSU granted is credited by means of an entry on the books of the Corporation to a participant, representing the right to receive 30 days following the date which the participant ceases to be an eligible director of such DSU, 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.

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. The aggregate number of Common Shares issued to insiders pursuant to DSUs and all other security based compensation arrangements of the Corporation, within a one year period, shall not exceed 10% of the total number of Common Shares then outstanding.

A total of 875,340 DSUs (representing less than 1% of the number of outstanding Common Shares as at December 31, 2018) granted to directors of the Corporation were outstanding as at December 31, 2018. As at December 31, 2018, there were 23,422,500 options outstanding under the Corporation’s stock option plan. Accordingly, factoring in the number of DSUs and options outstanding, based on the number of shares outstanding as at December 31, 2018, up to 41,895,518 Common Shares (representing approximately 6.3% of the number of outstanding Common Shares as at December 31, 2018) were available for issuance in satisfaction of further option and DSU grants.

Each grant of a DSU under the DSU Plan is evidenced by a grant letter issued to the 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 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 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 equity compensation plan information as at the financial year ended December 31, 2018:

Equity Compensation Plan Information

| | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾ |
|---|--|--|--|
| Plan Category | (a) | (b) | (c) |
| Equity compensation plans approved by securityholders – on April 28, 2017 (the Plan) | 23,422,500 | \$0.71 | 41,895,518 |
| – on May 4, 2018 (the DSU Plan) | 875,340 | - | |
| Equity compensation plans not approved by securityholders | Nil | Nil | Nil |
| Total | 24,297,840⁽²⁾ | \$0.71 | 41,895,518⁽³⁾ |

Notes:

⁽¹⁾ Based on 10% of the issued and outstanding Common Shares of the Corporation as at December 31, 2018 less the Common Shares from Column (a).

⁽²⁾ Equal to 3.2% of the number of Common Shares outstanding as at the date of this Information Circular.

⁽³⁾ Equal to 5.5% of the number of Common Shares outstanding as at the date of this Information Circular.

The following table sets out the annual burn rate for the Corporation's stock option plan for the prior three financial years:

| For the year ended December 31, | Number of Options Granted | Weighted Average Shares Outstanding | Percentage |
|---------------------------------|---------------------------|-------------------------------------|------------|
| 2018 | 19,074,000 | 498,579,148 | 3.83% |
| 2017 | Nil | 91,271,929 | 0.00% |
| 2016 | 5,813,500 | 84,942,460 | 6.84% |

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 as of the commencement of the financial year ended December 31, 2018 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, 2018, 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 or any of its subsidiaries.

On January 19, 2018 (the “Closing Date”), the Corporation completed a private placement offering of 256,410,256 special warrants (the “Special Warrants”) of the Corporation at a price of C\$0.50 per special warrant for aggregate gross proceeds of \$128,205,128 (the “Special Warrant Offering”). On March 7, 2018, each Special Warrant was automatically exercised into one Common Share without any action or payment on the part of the holder thereof. An aggregate of 98,450,896 Special Warrants were subscribed for by Pala on the Closing Date, for total subscription proceeds from Pala of \$49,225,448. On the Closing Date, the Corporation paid Pala a backstop fee of US\$600,000 in respect of a backstop arrangement under which Pala agreed to backstop up to US\$30,000,000 in respect of the Special Warrant Offering, which backstop arrangement was not exercised by the Corporation. An aggregate of 88,200,000 Special Warrants were issued to investment funds managed by Castllake, L.P. (“Castllake”) on the Closing Date, for total subscription proceeds from Castllake of \$44,100,000. The Corporation also entered into an investor rights agreement with Castllake dated the Closing Date, which provides Castllake with certain rights, including the right to nominate one member of the Board and the right to participate in further equity offerings of the Corporation, in each case subject to Castllake maintaining certain minimum percentage share ownership thresholds.

In July 2018, the Corporation completed a public offering (the “July 2018 Offering”) for gross proceeds of approximately \$82.75 million through the issuance of 180,771,021 Common Shares at a price of C\$0.60 per Common Share (the “July 2018 Offering Price”). An aggregate of 3,600,000 Common Shares and 30,500,000 Common Shares were issued to Pala and Castllake, respectively, in the July 2018 Offering. Upon completion of the July 2018 Offering, Pala held approximately 38% of the then-outstanding Common Shares and Castllake held approximately 19% of the then-outstanding Common Shares. In connection with the July 2018 Offering, Pala entered into a customary 180 day lock-up agreement with the underwriters of the July 2018 Offering with respect to the 102,800,000 Common Shares issued to it in connection with the Special Warrant Offering. This lock-up agreement has now expired.

On May 7, 2019, the Corporation announced a series of financing arrangements and the launch of a public offering of Common Shares and a concurrent private placement (collectively, the “2019 Financing”). Both Pala and Castllake were involved in the 2019 Financing. See the Corporation’s press releases dated May 7, 2019, May 9, 2019 and May 16, 2019 for additional details.

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.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Information concerning the Corporation’s Audit Committee is set out under the heading “Audit Committee Information” in the Corporation’s Annual Information Form (“AIF”) dated March 29, 2019. The AIF may be obtained from SEDAR under the Corporation’s name at www.sedar.com.

CORPORATE GOVERNANCE

General

Effective June 30, 2005, National Instrument 58-101 - Disclosure of Corporate Governance Practices (“NI 58-101”) and National Policy 58-201 - Corporate Governance Guidelines (“NP 58-201”) were 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 Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board currently consists of nine (9) directors: Tom Albanese, Michael Brown, Justin Cochrane, Phillip Day, Raffaele (Lucio) Genovese, Matthew Gili, Stephen Gill, Evgenij Iorich and G. Ernest (Ernie) Nutter. The independent members of the Board are Messrs. Albanese, Brown, Cochrane, Genovese, and Nutter. Mr. Gili is the CEO of the Corporation and Messrs. Gill, Iorich and Day are employed by Pala Investments Limited, the Corporation’s largest Shareholder, and therefore all four 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 | Cobalt 27 Capital Corp. Duke Royalty Limited | TSX-V AIM |
| Raffaele (Lucio) Genovese | Firestone Diamonds PLC | AIM |
| Stephen Gill | Kasbah Resources Limited | ASX |
| Evgenij Iorich | Itafos Serinus Energy Inc. | TSX-V AIM |
| G. Ernest (Ernie) Nutter | Hummingbird Resources Plc | AIM |

There were 11 meetings of the Board during the financial year ended December 31, 2018. Directors' attendance was as follows:

| Directors | Meetings Attended |
|---|--------------------------|
| Tom Albanese ⁽¹⁾ | 8 |
| Michael Brown | 10 |
| Justin Cochrane ⁽¹⁾ | 8 |
| Phillip Day ⁽³⁾ | N/A |
| Raffaele (Lucio) Genovese | 9 |
| Matthew Gili ⁽²⁾ | 7 |
| Stephen Gill | 11 |
| Evgenij Iorich | 10 |
| G. Ernest (Ernie) Nutter ⁽¹⁾ | 8 |

Notes:

- (1) Messrs. Albanese, Cochrane and Nutter joined the Board on May 4, 2018.
- (2) Mr. Gili joined the Board on May 17, 2018.
- (3) Mr. Day joined the Board on March 28, 2019 but did attend Board meetings in his role as Chief Operating Officer.

Additional resolutions were passed during the year ended December 31, 2018 by way of directors' resolutions and consented to in writing.

Board Mandate

The Board manages and 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 on behalf of its Shareholders. 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 to 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 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 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.

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”) and in the last year, all directors have visited the Project at least once.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees. The Nominating and Corporate Governance 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 Nomination and Governance Committee. A copy of the Code may be accessed on the Corporation’s website at www.nevadacopper.com.

The Board ensures 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 Nomination and Governance 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 executive officers have an interest, or will be affected differently than other Shareholders.

Nomination of Directors

The Board has a Nomination and Governance Committee consisting of three directors, Lucio Genovese, Evgenij Iorich and Ernie Nutter. The Nomination and Governance 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 elected by the Board to fill any vacancies on the Board. The Nomination and Governance 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 aforementioned Audit Committee, Nomination and Governance Committee and Compensation Committee, the Board also has a Health, Safety, Environment and Technical Committee (“HSET Committee”). The HSET Committee consists of four Board members, Tom Albanese, Mike Brown, Phil Day, and Ernie Nutter. The HSET Committee is responsible for assisting the Board in fulfilling its responsibilities and to review and approve of 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 oversight of 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 Audit Committee. As part of the assessments, the Board or the Audit Committee may review its mandate 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.

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

The Board supports the principle of boardroom diversity. The Nomination and Governance 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 Nomination and Governance 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, 0% (0 out of 9) of the Corporation's Director nominees are women, and 20% (1 out of 5) of the Corporation's executive team 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.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporate Secretary of the Corporation at Suite 598, 999 Canada Place, Vancouver, British Columbia, V6C 3E1, telephone number: 604-683-8992 or fax number 604-681-0122 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, 2018 which is contained in the Corporation's Annual Report.

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, May 16, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Matthew Gili" (signed)

Matthew Gili
President & CEO

Please return completed form to:
Computershare
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1

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Mark this box if you would like to receive Interim Financial Statements by mail.

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Mark this box if you would like to receive the Annual Financial Statements by mail.

Financial Statements Request Form

Under securities regulations, a reporting issuer must send annually a form to holders to request the Interim Financial Statements and MD&A and/or the Annual Financial Statements and MD&A. If you would like to receive the report(s) by mail, please make your selection and return to the address as noted or register online at www.computershare.com/maillinglist.

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