

ASCOT RESOURCES LTD.
Suite 1050 – 1095 West Pender Street
Vancouver, B.C., V6E 2M6

NOTICE OF ANNUAL GENERAL MEETING

(“Notice”)

NOTICE is hereby given that the Annual General Meeting (the “**Meeting**”) of the shareholders of **ASCOT RESOURCES LTD.** (the “**Company**”) will be held at the offices of Ascot Resources Ltd. at 1050 – 1095 West Pender Street, Vancouver, BC V6E 2M6 on Tuesday November 10, 2020 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended December 31, 2019, together with the report of the auditors thereon;
2. To appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors;
3. To set the number of directors at seven (7);
4. To elect directors for the ensuing year;
5. To consider, and if thought advisable, to pass, an ordinary resolution approving an amendment and restatement of the Articles of the Company; and
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, the Company’s shareholders (the “**Shareholders**”) will be asked to approve each of the foregoing items. The directors of the Company have fixed September 30, 2020 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

Impact of COVID-19

The Company is carefully monitoring the public health impact of the global coronavirus pandemic and our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. To mitigate risk in accordance with ongoing safety measures and protocols related to COVID-19, Shareholders are strongly advised to refrain from attending the Meeting in person and are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company’s transfer agent by delivery to: Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 by 10:00 a.m. (Pacific time), on Friday, November 6, 2020, or at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

If any Shareholder does wish to attend the Meeting in person, please contact **Jody Harris, Corporate Secretary** at **778-227-5639** or **jharris@ascotgold.com** in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable health and safety recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security 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, this 5th day of October, 2020.

BY ORDER OF THE BOARD

“Derek C. White”

Derek C. White
President & CEO

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LETTER TO SHAREHOLDERS FROM THE CHAIRMAN OF THE BOARD

Dear Shareholder:

The Company originally planned to hold the Annual General Meeting in June 2020, however due to the global pandemic, the Board made the conscious decision to postpone the Meeting under the exemptions made by the regulatory bodies, in hopes that it would be able to host a traditional in-person Meeting later in the year. Unfortunately, as Covid-19 cases increase, it appears as though a typical Meeting will not be possible.

The Company will hold the Meeting in its head office, **but for the safety of all persons involved strongly recommends, that shareholders vote by proxy well before the meeting and do not attend in person.** At a pre-scheduled time (see details below), you will be able to access an update on the voting results as well as an exploration and development presentation from Derek White, President & CEO.

The Company delivered a strong performance of both excellent exploration and development milestones during 2019 and 2020. You may recall that the 2019 exploration season was focussed on converting a large part of our resource base from the Inferred Category to the Indicated Category for use in the Premier Gold Project (PGP) Feasibility Study. This consumed a majority of the 2019 summer and was incredibly successful. Results of the program, which increased our resources in the Indicated Category by 60%, were reported on January 15, 2020. In October 2019, the Company issued an updated resource estimate for the Red Mountain Project (“RMP”) adding 200,000 ounces of gold in the Measured and Indicated Categories based on 40 additional drill holes that the previous owner had not yet reported when the project was acquired.

The Company now has 1.8 million ounces of gold in the Measured and Indicated Categories and a further 1.3 million ounces gold in the Inferred Category. I am happy to also report that the overall grade of the resources in the Indicated Category increased which bodes well for production.

The Company filed a Feasibility Study (“FS”) for the PGP on May 22, 2020, outlining robust economics including Base Case After Tax NPV5% of C\$341 million and IRR of 51% (based on US\$1400/oz gold price, \$17/oz silver price and CAD to US exchange rate of 0.76). At current spot prices of US\$1909/oz gold, \$24/oz silver, and FX rate of \$0.75 CDN/US the project has an incredible 85% after-tax IRR. Capital costs are extremely low at C\$147M due to existing infrastructure which facilitates a very brief payback period of less than 2 years. The increase in the price of gold over the course of 2020 certainly makes this project extremely attractive, and the Company looks forward to re-starting the Premier Gold Mill.

Exploration results in 2020 to date have also been very encouraging. The field season started at “Premier West” following up an intersection encountered last year when drilling a geotechnical test hole in a planned portal location. Several “fences” of drill holes were drilled to explore the strike and dip of this new zone. The first holes encountered extremely attractive grades and widths (20 grams per ton (‘g/t’) over 3.2m and 9g/t over 6m) to be followed by a truly spectacular intersection of 13.7g/t over 24m (including 40g/t over 6m). This is one of the best holes ever drilled on the property and due to the proximity of planned development in the 609 zone, there is a high likelihood that additional resources will be added in this area. Follow-up drilling is planned to trace the Premier West zone along strike to the west as there is 400m of untested strike length to other known surface showings of mineralization.

As the snow receded, drills were able to be moved up the mountain to the “Day” zone, on the other side of a ridge from the Big Missouri deposit. The first three holes were immediately successful (highlights of 20.6g/t over 4m and 54.6g/t over 2m). What is very encouraging about these new intersections is that they are only 300m from planned development in the Big Missouri zone. There is potential that we will be able to connect these new intercepts to the known mineralization further east and significantly add to our existing resources. Additional drilling was undertaken to test the open area between the two zones. At the time of writing we are awaiting assays for these holes as well as those that tested the Silver Hill prospect further up the mountain.

In summary, we can be very encouraged by the progress on the project and I think anticipate further additions to our resources. I would like to thank our President, Derek White, and his team for their significant efforts over the past year. They have turned an interesting exploration play into an extremely exciting development program.

I would also like to thank the Nisga'a Nation for their cooperation with the Company during the year and look forward to finalizing a Benefits Agreement for the PGP property similar to the one we signed for Red Mountain in 2019. We look forward to a long and respectful relationship with the Nisga'a Nation. The Nisga'a Nation has rights and interests as set out under the *Nisga'a Final Agreement* with Canada and British Columbia encompassing the Premier and Red Mountain areas.

Looking ahead to 2021, you may anticipate further news on our permitting efforts, long lead time equipment purchases, and finalization of a financing package for the project as well as continued exploration results.

Please take some time to read through our Information Circular and Proxy Statement in determining your vote. On behalf of the board and management, we thank you for your ongoing support and confidence in the Company and **we look forward to receiving your vote by proxy** and having you join Derek White via webcast on **November 10, 2020 at 2:00pm PT** for a recap of the 2020 drilling season and progress on the development front. Please join 5 – 10 minutes prior to the scheduled time by using: **webcast <http://services.choruscall.ca/links/ascot20201110.html> or telephone: toll free Canada/USA 1-800-319-4610; International 1-604-638-5340.**

Sincerely,

“Rick Zimmer”

Rick Zimmer
Chairman of the Board

ASCOT RESOURCES LTD.
Suite 1050 – 1095 West Pender Street
Vancouver, B.C., V6E 2M6

INFORMATION CIRCULAR

THIS INFORMATION CIRCULAR CONTAINS INFORMATION
AS AT OCTOBER 5, 2020

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by management of Ascot Resources Ltd. (the “**Company**”) for use at the annual general meeting of shareholders of the Company to be held at 10:00 a.m. on Tuesday, November 10, 2020 (the “**Meeting**”) and any adjournment thereof, for the purposes set forth in the attached Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as at October 5, 2020.

All costs of this solicitation will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and employees may solicit proxies personally, by telephone, facsimile or email, but will not receive compensation for so doing.

APPOINTMENT OF PROXYHOLDER

The persons named as proxyholder in the accompanying form of proxy were designated by the management of the Company (“**Management Proxyholder**”). **A shareholder has the right to appoint a person or company to represent them at the Meeting other than a Management Proxyholder. Any shareholder desiring to appoint some other person (“Alternate Proxyholder”) to represent him at the Meeting may do so by inserting such other person's name in the space indicated in the accompanying form of proxy or by completing another proper form of proxy.** A person appointed as proxyholder need not be a shareholder of the Company. All completed proxy forms must be deposited with the Company’s transfer agent, Computershare. Attention: Proxy Department, 8th floor 100 University Avenue, Toronto, Ontario, M5J 2Y1, by telephone: 866-732-8683, fax: 416-263-9524 or toll free in North America: 1-866-249-7775, or by email to www.investorvote.com, not less than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. **Due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, Shareholders and employees, the Company requests that Shareholders not attend the Meeting in person and instead are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company’s transfer agent, Computershare.**

REVOCATION OF PROXY

Every proxy may be revoked by an instrument in writing:

- (a) executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation; and
- (b) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it at which the proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof,

or in any other manner provided by law.

Only registered shareholders have the right to revoke a proxy. Non-Registered Holders (as defined herein) who wish to change their vote must, arrange for their respective intermediaries to revoke the proxy on their behalf in accordance with the instructions provided by their intermediary, but not less than seven days before the Meeting.

EXERCISE OF DISCRETION BY PROXYHOLDER

The shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of any such direction, the Management Proxyholder will vote in favour of matters described in the proxy. In the absence of any direction as to how to vote the shares, an Alternate Proxyholder has discretion to vote them as he or she chooses.**

The enclosed form of proxy confers discretionary authority upon the proxyholder with respect to amendments or variations to matters identified in the attached Notice of Meeting and other matters which may properly come before the Meeting. At present, management of the Company knows of no such amendments, variations or other matters.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with applicable Canadian securities laws, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) indirectly to the Non-Registered Holders through Intermediaries.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each Non-Registered Holder unless such Non-Registered Holder has waived the right to receive the Meeting Materials. Management of the Company does not intend to pay for Intermediaries to forward to beneficial owners of securities that have provided instructions to their Intermediary that such beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“**OBOs**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and each OBO will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a voting instruction form (“**VIF**”). This form is similar to the proxy provided to registered shareholders of the Company. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the registered shareholder how to vote on behalf of the Non-Registered Holder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

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

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors and the appointment of auditors. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director or executive officer of the Company at any time during the most recently completed financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in (a) or (b).

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. As at the date of this Information Circular, there are 275,840,263 common shares issued and outstanding, each common share carrying the right to one vote. The Company has no other classes of voting securities.

In accordance with applicable laws, the board of directors of the Company (the "**Board**") has provided notice of and fixed the record date as of September 30, 2020 (the "**Record Date**") for the purposes of determining Shareholders entitled to receive notice of, and to vote at, the Meeting, and has obtained a list of all persons who are Registered Shareholders at the close of business on the Record Date and the number of common shares registered in the name of each Registered Shareholder on that date. Each Registered Shareholder as at the close of business on the Record Date will be entitled to receive notice of the Meeting and will be entitled to one vote at the Meeting for each common share registered in his or her name as it appears on the list.

To the knowledge of the directors and executive officers of the Company, no one shareholder beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company.

RECEIPT OF FINANCIAL STATEMENTS

The audited financial statements of the Company for consider the financial statements of the Company for the year ended December 31, 2019 and accompanying auditor's report will be presented at the Meeting and have been previously filed under the Company's profile on SEDAR at www.sedar.com.

IMPACT OF COVID-19 PANDEMIC

The Company is carefully monitoring the public health impact of the global coronavirus pandemic and our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. To mitigate risk in accordance with ongoing safety measures and protocols related to COVID-19, Shareholders are strongly advised to refrain from attending the Meeting in person and are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company's transfer agent by delivery to: Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 by 10:00 a.m. (Pacific time), on Friday, November 6, 2020, or at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

If any Shareholder does wish to attend the Meeting in person, please contact **Jody Harris, Corporate Secretary, at 778-227-5639** or jharris@ascotgold.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable health and safety recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

PARTICULARS OF MATTERS TO BE ACTED UPON

SIZE OF THE BOARD

In early 2019, during the acquisition of IDM Mining Ltd. Ms. Andree St-Germain was added to the board of directors of the Company and shareholders approved increasing the size of the board to eight (8). The board is currently set at eight (8). In September 2019, Mr. Greg Gibson stepped down from the board of directors of the Company. The Governance and Nomination Committee has reviewed the skillset and requirements of the board of directors of the Company and has determined that a board of seven (7) individuals is sufficient for a company of Ascot's size. Therefore, Management proposes that the number of directors on the Company's board be decreased and set to seven (7). **The Company's board of directors recommends a vote "FOR" the approval of the resolution setting the number of directors at seven (7) directors.**

ELECTION OF DIRECTORS

The term of office of each of the directors expires at the Meeting. At the 2019 annual general shareholders meeting, the Company's shareholders elected seven (7) directors. The nominees are all of the existing directors of the Company. Each director elected will hold office until the next annual general meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia) or he or she becomes disqualified to act as a director.

Pursuant to the advance notice policy of the Company adopted by the Board on August 13, 2012 and approved by shareholders on September 24, 2019, any additional director nominations for the Meeting must have been received by the Company in compliance with the advance notice policy no later than the close of business on October 5, 2020. As no such nominees were received by the Company prior to such date, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting. A copy of the Company's advance notice policy may be obtained under the Company's profile on SEDAR at www.sedar.com and is also available on the Company's website at www.ascotgold.com.

The Board adopted a majority voting policy in September 2019 and it is reviewed and amended accordingly on an annual basis. The majority voting policy was last reviewed on March 13, 2020 and no amendments were made. This policy provides that any nominee for election as a director who has more votes withheld than votes for his or her election at the Meeting must immediately tender his or her resignation to the Board following the Meeting. This policy applies only to uncontested elections. The Governance and Nomination Committee shall consider any resignation tendered pursuant to the policy and within 90 days after the Shareholder's meeting, determine whether or not it should be accepted. The Board shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this policy shall recuse themselves from any meeting of the Board or the Governance and Nomination Committee and not participate in any deliberations on whether to accept such subject director(s) resignation. The Board will disclose its decision via press release as soon as practicable following receipt of the resignation and provide copy to the TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision. If a resignation is accepted, the Board may leave the resultant vacancy unfilled until the next annual meeting of the Shareholders, appoint a new director to fill any vacancy created by the resignation or call a special meeting of the Shareholders to consider the election of a nominee. A copy of the Company's majority voting policy can be found as Schedule "A" attached, is available on the Company website or will be provided to any Shareholder without charge by request to the Corporate Secretary of the Company at Suite 1050 - 1095 West Pender Street, Vancouver, British Columbia, V6E 2M6.

The table below sets forth for each management nominee for election as director, (i) their name, (ii) the province or state and country where they reside, (iii) their age, (iv) all offices of the Company now held by each of them, including the committees on which they serve, (v) the period of time during which each has been a director of the Company, (vi) 2019 voting results, (vii) their principal occupations, businesses or employment, (viii) the number of common

shares of the Company that each nominee beneficially owns, or controls or directs, directly or indirectly, as at the date hereof, and (viii) skills and qualifications relevant to the Company. The Board recommends a vote “FOR” the appointment of each of the following nominees as directors.

Name, Residence, Age, Present Position with the Company, and Voting Results ⁽¹⁾	Principal Occupation and Occupations during past 5 years ⁽¹⁾	# of Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Skills & Qualifications ⁽¹⁾
<p>RICK ZIMMER⁽³⁾⁽⁴⁾⁽⁶⁾⁽⁸⁾ B.Sc., B.Eng., MBA, P.Eng Vancouver, BC Canada Age: 71 <i>Independent Director & Board Chairman since Oct 6, 2017</i></p> <p><i>2019 Voting Results:</i> For: 52,702,230 Withheld: 2,394,614</p>	<p>Professional Director; currently also a director of: Capstone Mining Corp. (since 2011); Alexco Resources Corp. (since 2012) and DLP Resources Ltd. (formerly MG Capital Corporation) (since 2019).</p>	<p>174,125 common shares</p>	<ul style="list-style-type: none"> • Over 40 years of operating and development experience in Gold and Copper mining • CEO, headship and management oversight positions • Board experience/corporate governance • Experience with budgeting and planning for mining operations • Commercial dealings/contract negotiation & analysis • Joint ventures, mergers & acquisitions • Professional Mining Engineer
<p>JAMES STYPULA⁽³⁾⁽⁴⁾ Cranbrook, BC Canada Age: 70 <i>Independent Director since Oct 6, 2017</i></p> <p><i>2019 Voting Results:</i> For: 51,230,582 Withheld: 3,866,262</p>	<p>Professional Director; currently also a director of DLP Resources Ltd. (formerly MG Capital Corporation)</p>	<p>83,500 common shares</p>	<ul style="list-style-type: none"> • Over 40 years of capital markets/corporate finance • Former CEO • Board experience/corporate governance • Commercial dealings/contract negotiation & analysis • International transactions • Mergers and acquisitions • Financial expertise/industry literacy
<p>ROBERT EVANS⁽⁵⁾⁽⁶⁾ Surrey, BC Canada Age: 67 <i>Non-Independent Director Since 1993</i></p> <p><i>2019 Voting Results:</i> For: 52,498,177 Withheld: 2,598,667</p>	<p>Chartered Accountant; Former Secretary/Treasurer, and Chief Financial Officer of the Company (from 1989 to 2017) and currently a Director of the Company (since 1989 to present)</p>	<p>105,000 common shares</p>	<ul style="list-style-type: none"> • Over 40 years of financial Reporting experience • Former CFO • Chartered accountant • Board experience • Commercial dealings/contract negotiation & analysis
<p>KENNETH CARTER⁽³⁾⁽⁵⁾ Halfmoon Bay, BC Canada Age: 71 <i>Independent Director since Apr 15, 1993</i></p>	<p>Professional Director, Retired Geologist</p>	<p>711,200 common shares</p>	<ul style="list-style-type: none"> • Over 40 years of operating and development experience in base metals mining • Former general manager with headship and management oversight positions

Name, Residence, Age, Present Position with the Company, and Voting Results ⁽¹⁾	Principal Occupation and Occupations during past 5 years ⁽¹⁾	# of Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Skills & Qualifications ⁽¹⁾
<p><i>Kenneth Carter cont'd</i></p> <p>2019 Voting Results: For: 53,783,899 Withheld: 1,312,945</p>			<ul style="list-style-type: none"> • Experience with budgeting and planning for mining operations • Board experience • Commercial dealings/contract negotiation & analysis • Professional Geologist
<p>DON NJEGOVAN⁽²⁾⁽⁵⁾⁽⁶⁾ Toronto, ON Canada Age: 49 <i>Independent Director since Jan 16, 2018</i></p> <p>2019 Voting Results: For: 53,392,795 Withheld: 1,704,049</p>	<p>Currently Chief Operation Officer at Osisko Mining Inc. and formerly a director of St. Andrews Goldfields prior to its acquisition by Kirkland Lake Gold in 2016; currently also a director of: Cornish Metals Inc. (formerly Strongbow Exploration Inc.); and DLP Resources Ltd. (formerly MG Capital Corporation)</p>	<p>31,765 common shares</p>	<ul style="list-style-type: none"> • Board experience/corporate governance • Capital markets/corporate finance • Commercial dealings/contract negotiation & analysis • International transactions • Joint ventures, mergers & acquisitions
<p>WILLIAM BENNETT⁽²⁾⁽⁵⁾ Cranbrook, BC Canada Age: 69 <i>Independent Director since Feb 1, 2018</i></p> <p>2019 Voting Results: For: 53,171,374 Withheld: 1,925,470</p>	<p>Profession Director; Law Degree; formerly BC MLA for 16 years; formerly Minister, Energy & Mines and currently also a director of: Kutcho Copper Corp., Eagle Plains Resources Ltd.; DLP Resources Ltd. (formerly MG Capital Corporation) (since 2019) and Libero Copper & Gold Corp. (since 2020).</p>	<p>9,270 common shares</p>	<ul style="list-style-type: none"> • Board experience/corporate governance • Capital markets/corporate finance • Commercial dealings/contract negotiation & analysis • Government permitting, First Nations • Governance & Community Relations
<p>ANDREE ST-GERMAIN⁽²⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾ Vancouver, BC Canada Age: 40 <i>Independent Director since Mar 28, 2019</i></p> <p>2019 Voting Results: For: 54,779,396 Withheld: 317,448</p>	<p>Currently Chief Financial Officer at Intergra Resources and former Chief Financial Officer of Integra Gold. Formerly a director of IDM Mining Ltd. (until its sale to Ascot in March 2019) and Barkerville Gold Mines (until its sale to Osisko Gold</p>	<p>68,098 common shares</p>	<ul style="list-style-type: none"> • Financial reporting • Board experience/corporate governance • Capital markets/corporate finance • Commercial dealings/contract negotiation & analysis • International transactions • Joint ventures, mergers & acquisitions

Name, Residence, Age, Present Position with the Company, and Voting Results ⁽¹⁾	Principal Occupation and Occupations during past 5 years ⁽¹⁾	# of Shares Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Skills & Qualifications ⁽¹⁾
<i>Andree St-Germain cont'd</i>	Royalties in November 2019); currently also a director of Osisko Mining Inc. since 2020.		

⁽¹⁾ All information in the table above is not within the knowledge of the management of the Company and has been furnished by the representative nominees and is as at the date of this Information Circular.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ Member of the Compensation Committee.

⁽⁴⁾ Member of the Governance and Nomination Committee.

⁽⁵⁾ Member of the Health, Safety, Environmental and Technical Committee.

⁽⁶⁾ Member of the Finance Committee.

⁽⁷⁾ Ms. St-Germain joined the Board on March 28, 2019.

⁽⁸⁾ Member of the Disclosure Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No nominee director of the Company:

(a) is, at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity:

(i) was the subject of a cease trade or similar order, or an order that denied the other relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(ii) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar 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; or

(b) is, at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within 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 such person.

No proposed director of the Company 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.

APPOINTMENT AND REMUNERATION OF AUDITOR

The Shareholders will be asked to vote for the appointment of PricewaterhouseCoopers LLP (“PWC”), an Independent Registered Public Accounting Firm, as the auditor of the Company to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration. PWC was first appointed as auditor of the Company on August 27, 2018. **The Board recommends a vote “FOR” the appointment of PWC, an Independent Registered Public Accounting Firm, as the auditor of the Company to hold office until the close of the next annual meeting of Shareholders and to authorize the directors to fix their remuneration. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the appointment of PWC, an Independent Registered Public Accounting Firm, as the auditor of the Company to hold office until the close of the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.**

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF THE COMPANY

The Company proposes to amend and restate the Articles of the Company (the “**Amended and Restated Articles**”) by:

1. deleting article 10.4 in its entirety and replacing it with the following:

10.4 Location of General Meetings of Shareholders. General meetings of the shareholders of the Company may be held outside of British Columbia. A meeting of the shareholders of the Company may be held solely by telephone or other communications medium if notice of the meeting provides instructions for attending at or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting, all of the persons participating in the meeting are able to communicate with each other and, if applicable, vote at the meeting, and the Company facilitates the use of the communications medium at the meeting. If a meeting of the shareholders of the Company is held solely by telephone or other communications medium, such meeting is not required to have a physical location, any notice of the meeting is not required to specify a location for the meeting, and the meeting is deemed to be held in British Columbia.

2. deleting article 11.24 in its entirety and replacing it with the following:

11.24 Meeting by Telephone or Other Communications Medium. A shareholder or proxy holder may participate in a meeting of the shareholders in person or by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other and, if applicable, vote at the meeting. A shareholder or proxy holder who participates in a meeting in a manner contemplated by this Article 11.24 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present in person at the meeting. The Company is not obligated to take any action to facilitate the use of any communications medium at a meeting of the shareholders.

The Company proposes to effect such amendment of the Articles in order to allow for the participation in, and attendance of, shareholders’ meetings by electronic or virtual mediums.

In order to effect the aforementioned amendment to the Articles, and in accordance with the relevant provisions of the *BCBCA* and the Articles, the Company is required to pass the ordinary resolution enclosed herewith as Appendix A. The number of votes required to pass the ordinary shareholders’ resolution is a simple majority (greater than 50%) of the votes cast by Shareholders at the Meeting, either present, or represented by a duly-appointed proxy, pursuant to section 259 of the *BCBCA* and section 9.4 of the Articles.

The Board recommends a vote “FOR” to amend the Articles of the Company. In the absence of a contrary instruction, or if no choice is specified in the proxy, the persons designated by management of the Company in

the enclosed form of proxy intend to vote FOR amending and restating the Articles of the Company as set forth herein.

Other Business

Management knows of no other matter to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting and this Information Circular.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Statement of Executive Compensation, set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”) during the financial year ended December 31, 2019:

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”);
- (c) each of the Company’s three most highly compensated executive officers, including any of its subsidiaries, or three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of the most recently completed financial year.

The Company’s NEOs for the most recently completed financial year ending December 31, 2019 were:

- Derek White, President and CEO;
- Carol Li, CFO; and
- John Kiernan, Chief Operating Officer.

Management and the Board of Directors

Mr. Derek White was appointed President and CEO of the Company on October 6, 2017 replacing Mr. John Toffan, former founder and CEO. Mr. White brings over 30 years of international experience in the mining industry to this role. Before joining Ascot, Mr. White acted as a Principal of Traxys Capital Partners LLP, a private firm specializing in the mining and materials sectors. Prior to joining Traxys, Mr. White was the President and CEO of KGHM International Ltd. from 2012 to 2015 overseeing six mining operations and four large development projects in Canada, the United States and Chile. He also held the positions of Executive Vice President, Business Development/CFO from 2004 to 2012 of Quadra FNX Mining Ltd. Mr. White has held executive positions in business development, operations and finance with BHP Billiton Plc, Billiton International Metals BV and Impala Platinum Holdings Ltd., in Vancouver, Toronto, London, The Hague, and Johannesburg. He is an ICSA Accredited Director and has served on a number of precious metal boards throughout his career. Mr. White holds an undergraduate degree in Geological Engineering from the University of British Columbia and is also a Chartered Accountant. Mr. White also currently serves as a director of MAG Silver Corp. and Orca Gold Inc.

Ms. Carol Li was appointed as Chief Financial Officer on November 2, 2017. Ms. Li is a Canadian Chartered Professional Accountant with over 20 years of financial and executive management experience, of which 14 years in mining. Ms. Li was formerly Vice President, Finance for KGHM International Ltd. from 2012 to 2017 and Corporate Controller for Quadra/QuadraFNX Mining Ltd. from 2004 to 2012. Ms. Li became a director of Strikepoint Gold Inc. on June 3, 2019 as a representative for Ascot Resources as one of Strikepoint’s largest shareholders. Ms. Li also joined DLP Resources Inc. as a director in July 2020.

Mr. John Kiernan was appointed to the role of Chief Operating Officer on October 7, 2017. Mr. Kiernan is a professional mining engineer with over 30 years of operational development experience, including a cumulative four years as an underground miner and operating foreman. Previously, Mr. Kiernan served as the VP Project Development for Magellan Minerals Ltd., the Manager Project Evaluation for QuadraFNX Mining Ltd., as a Mining Analyst for PI Financial Corp. and VP Mining/Mine Manager for Roca Mines Inc. Mr. Kiernan holds a B.Sc. in Mining Engineering from Queen's University and an MBA from Laurentian University.

Mr. Rick Zimmer became a director and non-executive Chair of the board on October 6, 2017. Mr. Zimmer has a degree in Mining Engineering and an MBA and has over 40 years of Canadian and international mining experience including exploration, development and mine operations (both underground and open pit). In the past, Mr. Zimmer served as: President and CEO of Far West Mining Ltd.; VP and Project Manager for Teck's Pogo project in Alaska and General Manager of Teck's Tarmoola gold mine in Australia; Mine Manager of Teck's Afton copper-gold mine in British Columbia as well as acting in several senior mining roles throughout his career. Mr. Zimmer currently serves as a director of Capstone Mining Corp., Alexco Resource Corp., and DLP Resources Inc.

Mr. James (Jim) Stypula became a director of the Company on October 6, 2017. He is a businessman with over 30 years of experience and a former investment advisor and financier of mineral exploration and development companies in North and South America. Mr. Stypula was the former Chairman of the board of directors of Magellan Minerals Ltd. after its merger with Chapleau Resources Ltd. where he served as CEO and director. Mr. Stypula was also one of the founding directors of Far West Mining Ltd. Mr. Stypula has acted on numerous board committees and has a wealth of business experience related to the mining industry, especially with respect to the small cap gold sector. Mr. Stypula is also currently a director of DLP Resources Inc.

Mr. Kenneth (Ken) Carter became a director of the Company on April 15, 1993. Mr. Carter graduated from UBC (1970) BSc Geology. From 1970 to 1988, Mr. Carter worked for Cominco Ltd in North America, Europe and the Middle East. From 1988 to 1991, Mr. Carter was director of Canadian Exploration for Echo Bay Mines Ltd. Since 1991, Mr. Carter has been involved with a number of junior mining companies in a management/director capacity. Mr. Carter retired in 2009 and serves Ascot as an independent director.

Mr. Robert (Bob) Evans has been a director of the Company since 1989. He obtained his Chartered Accountant designation in 1974. From 1979 to 1986, Mr. Evans worked in the junior exploration business in Calgary in both oil and gas and mining. Since 1986, Mr. Evans has been in Vancouver, in the junior mining exploration sector. Mr. Evans was formerly a director/CFO of a number of junior companies, including Stikine Resources Ltd. Mr. Bob Evans stepped down as CFO, Treasurer and Secretary on November 2, 2017 and remains as a director of the Company.

Mr. Donald (Don) Njegovan, currently the Chief Operation Officer at Osisko Mining Inc., headquartered in Toronto, Canada, became a director of the Company on January 16, 2018. He brings a wealth of experience in both the banking and mining sectors with senior roles held previously at Scotiabank and Hudson Bay Mining & Smelting Co., Limited. Mr. Njegovan holds a Bachelor of Science in Mining Engineering from Michigan Technological University and a Bachelor of Arts from the University of Manitoba. He was a director of St. Andrew Goldfields Ltd. prior to its acquisition by Kirkland Lake Gold Ltd. in 2016. Mr. Njegovan is also currently a director of Cornish Metals Inc. (formerly Strongbow Exploration Inc.); and DLP Resources Ltd. (formerly MG Capital Corporation).

Mr. William (Bill) Bennett became a director of the Company on February 1, 2018. He was formerly a government MLA in British Columbia ("BC") for 16 years in the Riding of Kootenay East. In addition to holding portfolios for Local Government and Tourism, Mr. Bennett was named BC Mines Minister three separate times over his 16 years. Mr. Bennett has a BA from the University of Guelph and a law degree from Queen's University. Mr. Bennett is known across Canada for his knowledge of the mining industry in BC. He led the BC government's efforts over many years to restore BC's competitiveness for exploration investment, including having improved the BC Ministry of Energy & Mines permitting process and helping to launch BC's First Nations mine revenue sharing program. There are few people in Canada who have such a strong combined knowledge of government processes, of the mining industry and of First Nations. Mr. Bennett currently serves on the boards of Kutcho Copper Corp., Eagle Plains Resources Ltd., DLP Resources Inc. and Libero Copper and Gold Corp.

Ms. Andrée St-Germain joined Ascot on March 28, 2019. Ms. St-Germain is the Chief Financial Officer of Integra Resources Corp. Ms. St-Germain is an experienced mining finance executive with an extensive background in banking, mining finance and financial management. Ms. St-Germain began her career in investment banking for Dundee Capital

Markets Inc. As an investment banker, Ms. St-Germain worked exclusively with mining companies on M&A advisory and financing. In 2013, Ms. St-Germain joined Golden Queen Mining Co. Ltd. as CFO. During her tenure at Golden Queen, she played an instrumental role in securing project finance and overseeing Golden Queen as it transitioned from development and construction to commercial production. She joined Integra Gold as CFO in early 2017 and helped oversee the sale to Eldorado Gold Corporation in July 2017 for C\$590 million. Ms. St-Germain currently serves on the board of the Association for Mining Exploration B.C. (AME) and Osisko Mining Inc.

The board of directors of the Company is composed of six (6) independent directors and one (1) non-independent director. There are currently six (6) Board appointed committees: audit committee; compensation committee; governance and nomination committee; health, safety, environmental and technical committee; and a disclosure committee. During 2020 the Board also appointed a Finance Committee to assist the Board in reviewing management's proposal and providing recommendations on the Company's capital management strategy.

Employment and Consulting Contracts

Mr. White entered into a consulting contract dated October 6, 2017. Ms. Li entered into a consulting contract dated November 2, 2017. Mr. Kiernan entered an employment contract on October 7, 2017. The consulting and employment agreements prescribe the terms of consulting/employment for each of Mr. White, Ms. Li and Mr. Kiernan and set out their base consulting fees or salary and eligibility for incentive-based awards (annual discretionary bonus and equity incentive grants).

The annual salary of each of Mr. White, Ms. Li and Mr. Kiernan are reviewed annually in the manner consistent with the *Compensation Philosophy and Objectives* and *Compensation Elements* below. The payment of bonuses and the grants made under incentive equity plans are at the discretion of the Board and are determined in accordance with the methodology described in the *Compensation Elements* below. Each of Mr. White, Ms. Li and Mr. Kiernan have termination and change of control benefits as describe below in *Termination and Change of Control Benefits*.

Compensation Philosophy and Objectives

The Company's executive compensation program is designed to attract, motivate and retain high performing senior executives, encourage and reward superior performance and align the executives' interests with those of the Company's shareholders. During the most recently completed financial year the compensation philosophy remained primarily the same as previous years with the three main elements being base salary, short-term incentive compensation ("STIP") and stock option awards ("LTIP"). The compensation committee (the "**Compensation Committee**") assumes the responsibilities for reviewing and approving corporate goals and objectives relevant to an NEO's compensation, evaluating the NEO's performance in light of those goals and objectives and making recommendations to the Board with respect to the NEO's compensation based on this evaluation. During the year ended December 31, 2019, the Compensation Committee was composed of three independent directors, Rick Zimmer (Chair), Jim Stypula and Ken Carter.

The Compensation Committee monitors levels of executive remuneration to ensure overall compensation reflects the Company's objectives and philosophies. In 2018, the Compensation Committee set a new compensation philosophy to assist in compensating established corporate objectives.

The general objective of the Company's compensation philosophy is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results, with a view to increasing long-term shareholder value; (ii) align management's interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other mining exploration companies in order to enable the Company to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Company operates by virtue of the fact that it is an exploration company without a history of earnings.

The Compensation Committee annually reviews each of the components and relevant competitive factors listed below and makes recommendations to the Board based on corporate and individual performance, taking into account leadership abilities, retention, risk and succession plans. The CEO makes recommendation for all senior executives except for himself and only participates in discussions regarding senior executive compensation as requested by the Compensation

Committee or the Board regarding this remuneration. The CEO does not participate in the decisions of the Board in approving compensation.

The Company’s compensation philosophy is to target a higher pay at risk for the NEO (65%+ range vs. the peer group of 55%). Accordingly, where possible the Company will target the first quartile for salary/consulting fees and the third quartile for “at risk” compensation (STIP and LTIP).

Comparator Group

Comparative data for the Company’s peer group is accumulated by the Compensation Committee from a number of external sources including the use of an independent compensation consultant. The Compensation Committee uses various considerations to recommend a peer group to the board of directors, including companies of a similar stage of development, industry focus and range of market capitalization.

The Compensation Committee engaged Lane Caputo Compensation Inc. (“Lane Caputo”) in October 2019 to provide a 2019 Executive & Director Compensation Report. The content of the 2019 Executive and Director Compensation Report was used by the Compensation Committee in December 2019 to guide and assist them in establishing 2020 compensation levels and 2019 short-term and long-term compensation.

The peer group compiled by the Compensation Committee is reviewed on an annual basis to ensure that it is relevant to the Company’s growth and for 2019 was follows:

Alexco Resource Corp. Almaden Minerals Ltd. Aquila Resources Inc. Excelsior Mining Corp. Falco Resources Ltd. Harte Gold Corp.	International Tower Hill Mines Ltd. Midas Gold Corp. Nevada Copper Corp. Orla Mining Ltd. Pure Gold Mining Inc. Sabina Gold & Silver Corp.	Trilogy Metals Inc. Victoria Gold Corp. Vista Gold Corp. Western Copper & Gold Corp.
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On an annual basis, the Compensation Committee considers the selection criteria for the Company’s Peer Group based on the methodologies used by the Company’s consultant Lane Caputo in comparison to various proxy advisory groups. The Compensation Committee takes into account the following factors in making this assessment of the peer group: the stage of project development; the applicability of financial metrics for pre-cashflow projects; the geographical location; and market capitalization of the various peers. As a result of this assessment, the Compensation Committee may adjust the peer group from time to time. The Company’s approach is to use the Peer Group as benchmark for NEOs compensation and the TSX index for share price performance.

Compensation Elements

Under the compensation philosophy, the compensation of the NEOs consists of three main components: base salary or consulting fees, short-term incentive compensation (discretionary annual cash bonuses) (“**STIP**”) and long-term incentives, currently in the form of stock options and restricted or performance share units (“**LTIP**”). The following discussion describes the components of compensation and discusses how each component relates to the Company’s overall executive compensation objective.

Base Salary: The primary element of the Company’s compensation program is base salary or consulting fee. The Company’s view is that a competitive base salary or consulting fee is a necessary element for retaining qualified executive officers. Base salary or consulting fees are established by taking into account level of skills, expertise and capabilities demonstrated by the senior executives, individual performance and experience, level of responsibility and competitive pay practices by comparable junior natural resource issuers. Base salary or consulting fees are reviewed annually by the Board and are adjusted, if appropriate to reflect performance and market changes taking into account the recommendation of the Compensation Committee.

2019 - 2020 Base Salaries

NEO’s did not receive salary increases in 2019 or for 2020 due to cash flow limitations. Base salaries are currently kept in the lower quartile of the Company’s peer group.

Short-Term Incentives: Performance bonuses are payable in cash and the amount payable is based on the Compensation Committee’s assessment of the Company’s performance for the year. Factors considered in determining bonus amounts generally include individual performance, financial criteria (such as successful financings, project management performance) and operational criteria (such as significant mineral property acquisitions, successful mineral property exploration and development as well as health, safety and environmental requirements, resource growth, and the attainment of other corporate milestones).

In determining to award performance bonuses, including the amounts thereof, the Board uses its discretion and takes into consideration the Company’s annual achievements. It is the intention of the Board that the short-term incentive program be linked to the corporate objectives set by the CEO, agreed and recommended by the Compensation Committee and be approved by the Board.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the NEOs. The NEOs will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Compensation Committee’s assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board.

The Board will reserve the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long-Term Incentives:

The Company has three equity-based compensation plans: i) the Amended and Restated Stock Option Plan (2019); ii) the Share Unit Plan; and iii) the Deferred Share Unit Plan. All equity grants made relating to the 2019 compensation year were made under these equity-based compensation plans (collectively the “Equity Incentive Plans”). The Equity Incentive Plans are designed to encourage share or equity ownership and entrepreneurship on the part of the directors, NEOs and other employees and are summarized commencing on page 29.

The granting of stock options, share units and deferred share units is designed to give each holder an interest in reserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance.

The Company established the Equity Incentive Plans in order to attract and retain directors, executive officers and employees who will be motivated to work towards ensuring the success of the Company. Proposed equity grants are submitted by the Compensation Committee to the Board for approval. Prior equity grants to executive officers are taken into consideration when considering new grants. The Board administers the Option Plan and has the authority to amend the plan, subject to applicable shareholder and regulatory approvals. In general, the Company targets a higher pay-at-risk than other companies in the industry.

An NEO or director is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. The Board has not considered the implication of the risks associated with the Company’s compensation policies and practices.

Corporate Performance Objectives

Corporate Performance Objectives (“CPOs”) are generally qualitative in nature given the exploration and development stage of the Company.

The Board approved the following CPOs for 2019:

- i. Complete NI 43-101 underground resources with a minimum resource identified to restart operations;
- ii. Complete an engineering study that defines the capital and operating cost to restart the mill and underground mining operation based on the resources identified in (i) above;
- iii. Submit Mines Act Permit Amendment (“MAPA”) application;

- iv. Increase the investor awareness by adding new analysts and increasing the average trading volumes;
- v. Manage the company cost within +/- 10% of the approved budget or forecast as determined by the Board; and
- vi. List on the Toronto Stock Exchange.

The objectives listed above were met with exception to the completion of an engineering study (item ii) which was carried out in early 2020 due to continuation in optimization of the mine plan and the submission of MAPA application (item iii) due to the delay of item ii. Annual incentives were allocated based on individual contribution to each of the above objectives.

The Compensation Committee has not established pre-determined targeted bonus amounts for each year based on an assessment of compensation levels within the Company's Peer Group but expects to do so next year.

Group Insurance Benefits

A Group Insurance Plan is extended to all Canadian officers and employees of the Company (excluding directors). The plan was adopted to provide security to employees and their dependents pertaining to health and welfare risks. The plan premiums are paid by the Company, and coverage includes extended health and dental benefits, long-term disability insurance, \$25,000 of life insurance, and an employee assistance plan.

Risks Related to Compensation Policies & Practices

The Company is an exploration and development stage company and does not yet have any operating assets. Incentive compensation is generally paid in relation to milestones regarding the advancement of projects (drilling success, resource calculations, evaluation and development activities) which are subject to considerable external review and assessment that is independent of the Company's NEOs. As such, the Compensation Committee considers that its compensation practices are unlikely to encourage any NEO from taking inappropriate risks.

The Compensation Committee has also reviewed the policies and practices of the Company and believes that such policies and practices include the following characteristics that reduce the likelihood of having a material adverse risk on the Company or excessive risk-taking by employees, including NEOs:

- The compensation mix is balanced among fixed components (base salary and group insurance benefits) and at risk components (annual incentive payments and long-term incentives, including equity incentive grants);
- The Compensation Committee and Board have ultimate authority to determine compensation provided to each of the NEOs;
- The Compensation Committee, under its charter, has the authority to retain any advisor it deems necessary to fulfill its obligations and has in the past engaged independent compensation consultants on an as needed basis, which have assisted the Compensation Committee in reviewing executive compensation;
- The annual incentive program for the executive management team, which includes each of the NEOs, is approved by the Board. Individual payouts are based on corporate metrics as well as both qualitative and discretionary factors;
- Equity-based awards are all recommended by the Compensation Committee and approved by the Board; and
- The Board approves the compensation for the all NEOs.

As of the date of this Information Circular, the Compensation Committee has not identified any risks arising from our policies and practices that could encourage a NEO or other employee to take inappropriate or excessive risks.

Hedging of Company Securities

Certain types of trades in securities of the Company by NEOs and directors can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Company. Therefore, the Company has specific conditions outlined in its Timely Disclosure, Confidentiality and Insider Trading Policy prohibiting NEOs and directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly

or indirectly, by a NEO or director. NEOs and directors are prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- speculating in securities of the Corporation, which may include buying with the intention of quickly reselling such securities, or selling securities of the Corporation with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Corporation’s stock option plan or any other Corporation benefit plan or arrangement);
- short selling a security of the Corporation or any other arrangement that results in a gain only if the value of the Corporation’s securities declines in the future;
- selling a “call option” giving the holder an option to purchase securities of the Corporation; and
- buying a “put option” giving the holder an option to sell securities of the Corporation.

Performance Graph



Note: Sourced from Bloomberg. Cumulative total shareholder return assuming dividend reinvestment

	2014	2015	2016	2017	2018	2019
Ascot Resources Ltd. ⁽¹⁾	100.00	68.86	117.37	91.02	79.04	50.90
S&P/TSX Composite Index ⁽¹⁾	100.00	88.18	103.62	109.86	97.08	115.89
Market Vectors Junior Gold Miners ETF (GDJ) ⁽¹⁾	100.00	77.52	134.06	145.09	129.09	181.77

a) ⁽¹⁾ Assuming an investment of \$100 on December 31, 2014, with a Ascot share price of \$1.77/share, the TSX S&P index at 14,632 and the Market Vectors Junior Gold Miners ETF (GDJ) at 24.12 with all dividends reinvested, and a 2018 NEO compensation base year total of 629,369.

From December 31, 2014 to December 31, 2019, the share price of the Company decreased by 152.6%, compared to an increase in the S&P/TSX Composite Index of 15.92% and an increase in the GDJ Index of 81.77% during the corresponding five-year period. During the period 2018 and 2019, the Company evolved from purely exploration company to exploration and gold development company. In general, due to the risk profile, the gold development

companies underperform the TSX and GDXJ indices which contain operating gold companies which produce operating cashflow.

The NEO compensation is not solely correlated with share price market performance. In determining overall compensation, the Compensation Committee also considers numerous factors outside the control of the Company that can affect the Company's share price (commodity prices, threats to global economic stability and growth, etc.) In addition, the Compensation Committee looks at NEO compensation relative to the skill sets required by the NEOs in order to undertake the advancement of the project and future operation of the Company's Premier gold project in a timely and efficient manner.

Compensation Governance

Compensation Committee – Members and Skills

The Company's Compensation Committee consists of three independent directors. The members of the Compensation Committee are Rick Zimmer (Chair), Jim Stypula and Ken Carter. As discussed above under the heading *Executive Compensation*, the Compensation Committee is charged with implementing an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Company's executive officers. In 2019, the Compensation Committee held three (3) meetings, each of which were attended by all members of Committee. In connection with its mandate, the Compensation Committee keeps the Board apprised of its work by providing regular updates at the Company's board meetings.

The members of the Compensation Committee have a range of skills and experience which the Company believes provides the expertise necessary to oversee the Company's executive compensation structure. In addition, the Compensation Committee obtains input from independent outside compensation consultants when necessary. The relevant experience of the Compensation Committee members is summarized below.

- | | |
|-------------|--|
| Rick Zimmer | <ul style="list-style-type: none">• In the past, Mr. Zimmer served as: President and CEO of Far West Mining Ltd.; VP and Project Manager for Teck's Pogo project in Alaska and General Manager of Teck's Tarmoola gold mine in Australia; Mine Manager of Teck's Afton copper-gold mine in British Columbia as well as acting in several senior mining roles throughout his career. Mr. Zimmer currently serves as a director of Capstone Mining Corp., Alexco Resources Corp. and DLP Resources Ltd.• In his capacity as a senior executive and a director, Mr. Zimmer is or has been involved with the compensation matters of Capstone Mining Corp. and Alexco Resources Corp. He has had past tenures serving on the Compensation Committees of Magellan Minerals Limited and Alexco Resources. |
| Jim Stypula | <ul style="list-style-type: none">• Mr. Stypula was the former Chairman of the board of directors of Magellan Minerals Ltd. after its merger with Chapleau Resources Ltd. where he served as CEO and director. Mr. Stypula was also one of the founding directors of Far West Mining Ltd. Mr. Stypula has acted on numerous board committees and has a wealth of business experience related to the mining industry, especially with respect to the small cap gold sector. Mr. Stypula is also currently a director of MG Capital Corporation.• In his capacity as a director, Mr. Stypula has served on the Compensation Committees of numerous companies, including most recently Magellan Minerals Ltd. |
| Ken Carter | <ul style="list-style-type: none">• Mr. Carter formerly worked for Cominco Ltd. in exploration and mine management and was a director of Canadian Exploration for Echo Bay Mines Ltd. Mr. Carter has been involved with a number of junior mining companies in a management/director capacity. Mr. Carter retired from executive positions in 2009 and is a professional director. |

Policies and Practices Used to Determine Executive and Board Compensation

The Company's policies and practices for establishing compensation levels for executive officers have been described in the *Statement of Executive Compensation* section commencing on page 14 of this Information Circular.

The Compensation Committee determines director compensation with reference to board compensation of comparably sized Canadian companies and the assistance of a third party consultant – see below and the discussion on *Director Compensation* commencing on page 27 of this Information Circular.

Responsibilities, Powers and Operation of the Compensation Committee

The Board has established a Compensation Committee for the purpose of providing the Board with recommendations relating to the form and amounts of all compensation and benefits for directors and executive officers, succession plans for executive officers (in the case of the CEO, in conjunction with the Governance and Nominating Committee), and human resources policies for executive officers.

In fulfilling its responsibilities, the Compensation Committee is required, among other things, to: (a) review and recommend to the Board the general compensation philosophy and guidelines for all directors and executive officers; (b) review and recommend any amendments to the Company’s equity related plans; (c) review and recommend to the Board all grants and awards made under all the Company’s equity related plans including: the Stock Option Plan, Share Unit Plan, and the DSU Plan; (d) review and recommend to the Board all other executive compensation matters; (e) establish compensation and recruitment policies and practices for the Company’s executive officers; (f) administer the Company’s Stock Option Plan and the Share Unit Plan; (g) consider requests for the retention of outside advisors and experts (including compensation consultants and legal counsel); and (h) review compensation disclosure in public documents, including the *Executive Compensation* included herein, in accordance with applicable rules and regulations.

The CEO may be asked to attend the Compensation Committee’s deliberations regarding NEOs other than himself; however, he does not participate in votes related to NEO compensation.

Executive Compensation Consultant

The Compensation Committee engaged an independent executive compensation consulting firm specializing in executive and Board compensation reviews, strategic short and long-term incentive design and executive retention. The independent compensation firm that was selected in 2019 was Lane Caputo Compensation Inc. (“**Lane Caputo**”). Lane Caputo was retained on October 8, 2019 and their mandate was to assist the Compensation Committee by providing a review of the compensation arrangements for the Company’s executive management team and independent directors and recommending changes (if any) to various pay elements and/or strategies to ensure alignment with current market practices. Lane Caputo has also provided the Compensation Committee with benchmarking analysis of the Company’s compensation practices as compared to a peer group of companies in the same industry, and of similar size and stage of development (see *Comparator Group* above under *Compensation Discussion & Analysis*).

The Compensation Committee considers the information provided by Lane Caputo, among other factors, when making recommendations to the Board for approval.

Executive Compensation Related Fees

The following table summarizes the executive compensation consulting and other fees charged by Lane Caputo for its services during 2019 (first year of engagement).

Service Provided	Fiscal Year 2019	Fiscal Year 2018
Compensation Reports	\$34,000	Nil
Other services	Nil	Nil

The Compensation Committee is required to pre-approve any non-compensation related work by Lane Caputo. Although management may liaise with Lane Caputo to provide information on the Company’s compensation specifics, Lane Caputo reports directly to the Compensation Committee in all engagements undertaken.

SUMMARY COMPENSATION TABLE

The following table is a summary of compensation paid to the NEOs in the most recently completed financial year for each of the Company's three most recently completed financial years ended March 31, 2018, December 31, 2018 (nine months ended December 31, 2018) and December 31, 2019:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans ⁽⁵⁾	Long-term incentive plans			
Derek C. White <i>President & CEO</i>	2019	Nil	Nil	315,393	125,000	Nil	Nil	254,741 ⁽⁴⁾	695,134
	2018 ⁽²⁾	Nil	Nil	Nil	100,000	Nil	Nil	199,128 ⁽⁴⁾	299,128
	2018 ⁽³⁾	Nil	Nil	4,763,848	Nil	Nil	Nil	125,000 ⁽⁴⁾	4,888,848
Carol Li <i>CFO</i>	2019	Nil	Nil	147,840	60,000	Nil	Nil	205,538 ⁽⁴⁾	413,378
	2018 ⁽²⁾	Nil	Nil	Nil	43,050	Nil	Nil	123,626 ⁽⁴⁾	166,675
	2018 ⁽³⁾	Nil	Nil	307,862	Nil	Nil	Nil	36,250 ⁽⁴⁾	344,112
John Kiernan <i>Chief Operating Officer</i>	2019	160,000	Nil	137,984	50,000	Nil	Nil	4,328	352,312
	2018 ⁽²⁾	120,000	Nil	Nil	42,460	Nil	Nil	1,106	163,566
	2018 ⁽³⁾	73,333	Nil	607,391	Nil	Nil	Nil	Nil	680,724

Notes:

- (1) The Company uses the Black-Scholes option pricing model to calculate the fair value of option based awards. The model requires six key inputs: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility, all of which, other than the exercise price and market price, are estimates by management of the Company. The Black-Scholes model was used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value.
- (2) In March 2018, the Company changed its fiscal year end from March 31 to December 31 to be more aligned with its peers. This represents the transition year (9 months) ended December 31, 2018.
- (3) This represents the year ended (12 months) March 31, 2018.
- (4) Consulting fees and taxable benefits paid to the NEO.
- (5) Accrued in fiscal 2019 but not paid until 2nd half 2020.

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option-based awards

The following table sets out the option-based awards made by the Company to the NEOs which were outstanding as at December 31, 2019. Further details about the granting of options and determination of their terms are discussed under "Executive Compensation - Long-Term Incentives".

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 (\$)
Derek C. White	5,000,000	1.60	Oct. 6, 2022	Nil	Nil	Nil	Nil
	800,000	0.75	May 26, 2024	112,000	Nil	Nil	Nil
Carol Li	400,000	1.30	Nov. 1, 2022	Nil	Nil	Nil	Nil
	375,000	0.75	May 26, 2024	52,500	Nil	Nil	Nil
John Kiernan	600,000	1.70	Oct. 7, 2022	Nil	Nil	Nil	Nil
	350,000	0.75	May 26, 2024	49,000	Nil	Nil	Nil

⁽¹⁾ Value of unexercised in-the-money options is calculated based upon the difference between the market value of the Company's common shares as at December 31, 2019 of \$0.89 (closing price on the Toronto Stock Exchange) and the exercise price of the options.

Incentive plan awards – value vested or earned during the year

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 (\$)
Derek C. White	1,269,261	Nil	125,000
Carol Li	150,886	Nil	60,000
John Kiernan	180,971	Nil	50,000

⁽¹⁾ Options vest as to Mr. White and Ms. Li one half immediately and one half on the first anniversary; and as to Mr. Kiernan one third immediately, one third on the first anniversary and one third on the second anniversary of the grant date and are granted at the market closing price the day prior to the grant date. The weighted average fair value at grant date of options vested during the financial year ended December 31, 2019 was \$0.76.

Annual Burn Rate Under Equity Compensation Plans

The following sets forth the total number of Stock Option, Share Unit and DSU awards granted in each of the past three years (to all NEOs, directors and all other Equity Incentive Plan participants combined), and the potential dilutive effect of such awards have assuming that each is paid out in Common Shares of the Company:

Period	Share Unit Awards Granted (Burn Rate) ⁽¹⁾				DSUs Granted (Burn Rate) ⁽¹⁾	Stock Options Granted (Burn Rate) ⁽¹⁾	Weighted Average Common Shares Outstanding
	RSUs ⁽³⁾	PSUs (0x) ⁽³⁾	PSUs (1x) ⁽³⁾	PSUs (2x) ⁽³⁾			
2019	Nil	Nil	Nil	Nil	Nil	1.7% ⁽⁴⁾	215,119,821
2018 ⁽⁵⁾	N/A	N/A	N/A	N/A	N/A	N/A	157,941,146
2018 ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A	5%	146,472,000

⁽¹⁾ The burn rate for a given year is calculated by dividing the number of Options, share unit awards or DSUs granted during the year, by the weighted average number of Common Shares outstanding during the year.

⁽²⁾ The Deferred Share Unit Plan was not adopted until September 24, 2019 and no DSUs were granted to end of December 31, 2019.

⁽³⁾ The Share Unit Plan was not adopted until September 24, 2019 and no RSUs or PSUs were granted to end of December 31, 2019.

⁽⁴⁾ Stock Option grant in 2019 per provisions in the Stock Option Plan.

⁽⁵⁾ Year Ended December 31, 2018

⁽⁶⁾ Year Ended March 31, 2018

2019 NEO Total Compensation Mix

The overall NEO compensation mix is purposely balanced between fixed components (base salary) and at risk components (non-equity annual incentive payments and long-term equity incentives).

- As a guiding philosophy, the Compensation Committee aims to keep the ‘at risk’ compensation as a percentage of each NEO’s total compensation, above the fiftieth percentile as compared to the Peer Group.

Summarizing the NEO total compensation by category indicates that the majority of CEO compensation is at risk at 63%, and in the case of the CFO and COO, 50% and 53% respectively:

NEO	Not at Risk Compensation		At Risk Compensation				Total Compensation (\$)	
	Salary or Salary Equivalent (\$) (a)	%	Non-Equity Incentive Plan Awards (Bonus) (\$) (b) ⁽¹⁾	%	Long-Term Equity-based awards ⁽¹⁾ (\$) (c) ⁽²⁾	%		Total at Risk (%) (b)+(c)
Derek White, CEO	254,741	37	125,000	18	315,393	45	63	695,134
Carol Li, CFO	205,538	50	60,000	15	147,840	35	50	413,378

NEO	Not at Risk Compensation		At Risk Compensation					Total Compensation (\$)
	Salary or Salary Equivalent (\$) (a)	%	Non-Equity Incentive Plan Awards (Bonus) (\$) (b) ⁽¹⁾	%	Long-Term Equity-based awards ⁽¹⁾ (\$) (c) ⁽²⁾	%	Total at Risk (%) (b)+(c)	
John Kiernan, COO	164,328	47	50,000	14	137,984	39	53	352,312

⁽¹⁾ Accrued in fiscal 2019 but not paid until 2nd half 2020.

⁽²⁾ Represents stock options granted under the Company's equity incentive plans (no RSUs or PSUs were granted under the Share Unit Plan during 2019)

Base comprise only a portion of the total annual cash-based compensation that a NEO is paid. Non-equity annual incentives and long-term equity-based compensation, represents the majority of each NEO's compensation, and is compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on market performance of the Company's common shares.

As indicated above, the majority of NEO compensation is at risk, and therefore aligned with Shareholder interests.

Discussion of plan-based awards

During the financial year ended December 31, 2019, the Company granted a total of 4,020,000 options to employees, consultants, officers or directors excluding options from the same grant that terminated during the year and went unexercised.

The Board appointed Compensation Committee administers the Equity Plans on behalf of the Board and makes recommendation of all equity grants to the Board for prior approval. In considering new grants, the Compensation Committee considers prior grants made to directors and executive officers.

PENSION PLAN BENEFITS

The Company has not established any pension plans or deferred compensation plans for directors and executive officers that provide for payments or benefits at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Description of Termination and Change of Control Benefits

The Company has employment and consulting agreements in place with each of Mr. White, Ms. Li and Mr. Kiernan which provided for certain termination and change of control benefits and are summarized below:

Derek C. White

Mr. White is entitled to terminate his consulting agreement with the Company by providing not less than ninety (90) days' written notice. Upon such termination, the parties will have no further obligation to one another, except for the Company's obligation to pay any outstanding invoices to Mr. White and, where the termination is not for cause, all outstanding stock options will vest and be fully exercisable.

If, within six (6) months immediately following a Change of Control (as defined herein), the Company terminates this consulting agreement, the Company will pay Mr. White a lump sum termination payment equal to eighteen (18) months of the monthly consulting fee.

Carol Li

Ms. Li is entitled to terminate her consulting agreement with the Company by providing not less than ninety (90) days' written notice. Upon such termination, the parties will have no further obligation to one another, except for the Company's obligation to pay any outstanding invoices to Ms. Li and, where the termination is not for cause, all outstanding stock options will vest and be fully exercisable.

If the Company terminates the consulting agreement as a result of a Change of Control (as defined herein), termination without cause or constructive dismissal, the Company agrees to enter a retention payment agreement to be negotiated in good faith with Ms. Li for a period of eighteen (18) months.

John Kiernan

Mr. Kiernan's employment contract can be terminated without cause with six (6) months written notice or, in the Company's sole discretion, can be terminated immediately upon written notice, at which time the Company shall pay Mr. Kiernan, in lieu of 6 months notice, an amount equal to the total of monthly base salary multiplied by eighteen (18) months plus a bonus equal to a percentage of the bonus earned the previous year multiplied by the base salary, or upon a combination of written notice and pay in lieu of.

If the Company terminates the employee agreement as a result of a Change of Control (as defined herein), Mr. Kiernan is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by eighteen (18) months plus bonus equal to a percentage of the bonus earned the previous year multiplied by the base salary.

"Change of Control"

A "**Change of Control**" is defined in such employment agreements as any of the following:

- (a) at least 50% in fair-market value of all the assets of the Company are sold; or
- (b) there is direct or indirect acquisition by a person or group of persons (excluding the respective employee or any person associated with the respective employee) acting jointly or in concert of voting securities of the Company that when taken together with any voting securities owned directly or indirectly by such person or group of persons at the time of the acquisition, constitute 40% or more of the outstanding voting securities of the Company; or
- (c) a majority of the then-incumbent board of directors' nominees for election to the board of directors of the Company are not elected at any annual or special meeting of shareholders of the Company; or
- (d) a liquidation, dissolution or winding-up of the Company; or
- (e) the amalgamation, merger or arrangement of the Company with or into another where the shareholders of the Company immediately prior to the transaction will hold less than 51% of the voting securities of the resulting entity upon completion of the transaction;

but does not include any transaction that may occur between the Company, any affiliate or subsidiary of the Company or, as applicable, any person associated with the Company or any affiliate or subsidiary of the Company, which, but for such relationship the transaction would otherwise constitute a Change of Control hereunder.

Other than as described above, the Company and its subsidiaries have no compensatory plans or arrangements with respect to the Named Executive Officers that results or will result from the resignation, retirement or any other termination of employment of such officers' employment with the Company or its subsidiaries, from a Change of Control of the Company and its subsidiaries or a change in the Named Executive Officers' responsibilities.

Estimated Incremental Payments

The following table sets forth the estimated incremental payments that would be made to each of the NEOs assuming that termination occurred on December 31, 2019:

Name	Triggering Event	Payment pursuant to NEO Agreement (\$) ⁽¹⁾⁽²⁾⁽³⁾	Payment pursuant to accelerated vesting of options triggered by termination	Total (\$)
Derek C. White	Termination without cause by the Company	375,000	Nil	375,000
	Termination by employee	Nil	Nil	Nil
	Change of Control	375,000	Nil	375,000
Carol Li	Termination without cause by the Company	300,000	Nil	300,000
	Termination by employee	Nil	Nil	Nil
	Change of Control	300,000	Nil	300,000
John Kiernan	Termination without cause by the Company	240,000	Nil	240,000
	Termination by employee	Nil	Nil	Nil
	Change of Control	240,000	Nil	240,000

(1) Assuming the Company provides twelve (18) months' base salary in lieu of twelve (18) months' written notice upon termination.

(2) Assuming the Company elects to terminate the employee's employment immediately upon receiving the employee's notice, resulting in base salary payable for ninety (90) days.

(3) In no such circumstance will an NEO receive the benefit of more than one "Triggering Event."

DIRECTOR COMPENSATION

Director compensation table

The following table is a summary of compensation paid to directors of the Company for the most recently completed financial year ended December 31, 2019:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$) ⁽¹⁾
Rick Zimmer	53,000	Nil	23,654	Nil	Nil	Nil	76,654
John Stypula	43,000	Nil	19,712	Nil	Nil	Nil	62,712
Don Njegovan	40,167	Nil	19,712	Nil	Nil	Nil	59,879
Bill Bennett	33,000	Nil	19,712	Nil	Nil	Nil	52,712
Kenneth M. Carter	33,000	Nil	19,712	Nil	Nil	Nil	52,712
Robert A. Evans	33,000	Nil	19,712	Nil	Nil	Nil	52,712
Andree St-Germain ⁽²⁾	25,583	Nil	19,712	Nil	Nil	Nil	45,295

⁽¹⁾ The Company uses the Black-Scholes option pricing model to calculate the fair value of option based awards. The model requires six key inputs: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility, all of which, other than the exercise price and market price, are estimates by management of the Company. The Black-Scholes model was used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value. These numbers are calculated in accordance with section 3870 of the CICA handbook and are the same numbers as used in the Company's financial statements.

⁽²⁾ Ms. St-Germain joined the Company in March 2019.

Discussion of director compensation

Effective January 26, 2019, the Board approved director cash retainers as described in the table below. The directors of the Company do not receive any further cash compensation for attending Board meetings.

Base Retainer	\$33,000
Non-Executive Chair	\$15,000
Audit Committee Chair	\$8,000
Compensation Committee Chair	\$5,000
Governance and Nomination Committee Chair	\$5,000
Health, Safety, Environmental & Technical Committee Chair	\$5,000

Prior to the reconstitution of the Board in late 2017, directors could be compensated from time to time for consulting services provided. The compensation payable for consulting services was considered and approved by the Company's independent directors according to their understanding as to the amount of compensation that was reasonable in the circumstances. During the most recently completed financial year, the aggregate direct remuneration paid or payable by the Company to its directors for consulting services was nil.

Directors are eligible to receive stock options granted pursuant to the Company's Option Plan. The Compensation Committee makes recommendation to the Board to approve stock option grants for each director. During the most recently completed financial year, the Company did not grant incentive stock options to its directors.

Outstanding share-based awards and options-based awards

The following table sets out the option-based awards made by the Company to the directors which were outstanding as at December 31, 2019.

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
Rick Zimmer	200,000	1.60	Oct 6, 2022	Nil	Nil	Nil	Nil
	50,000	1.37	Feb 1, 2023	Nil	Nil	Nil	Nil
	60,000	0.75	May 26, 2024	8,400	Nil	Nil	Nil
James Stypula	200,000	1.60	Oct 6, 2022	Nil	Nil	Nil	Nil
	50,000	1.37	Feb 1, 2023	Nil	Nil	Nil	Nil
	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil
Don Njegovan	200,000	1.31	Jan 16, 2023	Nil	Nil	Nil	Nil
	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil
Bill Bennett	200,000	1.37	Feb 1, 2023	Nil	Nil	Nil	Nil
	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil
Kenneth Carter	100,000	1.68	Jul 21, 2021	Nil	Nil	Nil	Nil
	100,000	1.93	Feb 14, 2022	Nil	Nil	Nil	Nil
	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil
Robert Evans	500,000	1.68	Jul 21, 2021	Nil	Nil	Nil	Nil
	400,000	1.93	Feb. 14, 2022	Nil	Nil	Nil	Nil
	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil
Andree St-Germain ⁽²⁾	50,000	0.75	May 26, 2024	7,000	Nil	Nil	Nil

⁽¹⁾ Value of unexercised in-the-money options is calculated based upon the difference between the market value of the Company's common shares as at December 31, 2019 of \$0.89 (closing price on the Toronto Stock Exchange) and the exercise price of the options.

⁽²⁾ Ms. St-Germain joined the Board in March 2019.

Incentive-based awards – value vested or earned during the year

The following table sets out the aggregate dollar value that would have been realized by each non-NEO director if he exercised, on the applicable vesting dates, those options held by him under option-based awards, which vested during the most recently completed financial year ended December 31, 2019.

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 (\$)
Rick Zimmer	23,654	Nil	Nil
James Stypula	19,712	Nil	Nil
Don Njegovan	19,712	Nil	Nil
Bill Bennett	19,712	Nil	Nil
Kenneth Carter	19,712	Nil	Nil
Robert Evans	19,712	Nil	Nil
Andree St-Germain ⁽²⁾	19,712	Nil	Nil

⁽¹⁾ All options vest immediately and are granted at the market price. 360,000 options were granted during the year ended December 31, 2019 to the directors of the Company.

⁽²⁾ Ms. St-Germain joined the Board in March 2019.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the year ended December 31, 2019 under which equity securities of the Company are authorized for issuance under the Equity Incentive Plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuances under equity compensation plan
Equity compensation plans approved by securityholders (Stock Option Plan)	14,823,500	\$1.45	8,424,381
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	14,823,500	\$1.45	8,424,381

⁽¹⁾ The number of shares available for grant under the Equity Incentive Plans was approved by Shareholders on September 24, 2019 and is 10% of the number of issued and outstanding common shares on a non-diluted basis from time to time. See “Summary of Stock Option Plan” below.

Equity Incentive Plans

In September 2019, the Shareholders approved three equity incentive plans (collectively the “Equity Incentive Plans”): i) the Amended and Restated Stock Option Plan (2019) (“Stock Option Plan”); ii) the Share Unit Plan (“Share Unit Plan”); and iii) a Deferred Share Unit Plan (“DSU Plan”). The Equity Incentive Plans are designed to encourage share or equity ownership and entrepreneurship on the part of the directors, senior management and other employees. The Stock Option Plan, Share Unit Plan and DSU Plan align the interests of the directors, employees and consultants with Shareholders by linking a component of compensation to the long-term performance of the Company’s common shares. Importantly for an exploration and development stage company, the Stock Option Plan, Share Unit Plan and DSU Plan also allow the Company to provide long-term incentive-based compensation without depleting the Company’s cash resources which are needed for ongoing exploration and development activities.

Summary of the Stock Option Plan

Set out below is a summary of the Stock Option Plan.

Background

The Stock Option Plan is designed to encourage share or equity ownership and entrepreneurship on the part of the officers, employees and consultants of the Company. The Compensation Committee believes that the Stock Option

Plan aligns the interests of those persons eligible to participate in the Stock Option Plan with the interests of Shareholders, by linking a component of compensation to the longer-term performance of the Company's common shares. Importantly for an exploration stage company, the Stock Option Plan also allows the Company to provide long-term incentive-based compensation without depleting the Company's cash resources which are needed for ongoing exploration and development activities.

The Stock Option Plan provides that Options (“**Options**”) may be granted to any Eligible Person. An “Eligible Person” under the Stock Option Plan “means any Director, Employee or Consultant”. The Compensation Committee or such other committee of the Board as may be designated by the Board has the authority to administer the Stock Option Plan and to determine, among other things, the vesting period and the exercise period (subject to a maximum term of five years from the date of grant and the Compensation Committee's discretion in the event that it accelerates vesting for any reason). The Board has the ability to revoke any of the powers conferred on the Compensation Committee under the Stock Option Plan.

As of the date hereof, the maximum number of common shares that may be issuable under the Equity Incentive Plans expressed as a fixed number is 27,584,026 representing 10% of the number of issued and outstanding common shares on a non-diluted basis. Currently, there are 18,410,000 Options issued and outstanding under the Stock Option Plan, which underlying common shares represent approximately 6.67% of the issued and outstanding common shares of the Company. Thus, the remaining common shares available to grant under the Stock Option Plan, accounting for the common shares issuable under the other respective equity incentive plans (340,000 RSUs and 180,000 DSUs issued and outstanding)), is 8,654,026 representing 3.14% of the total issued and outstanding common shares of the Company (see Maximum Number of Common Shares Issuable below for more information).

Maximum Number of Common Shares Issuable

The maximum number of common shares that may be issuable under the Stock Option Plan is 10% of the number of issued and outstanding common shares on a non-diluted basis at any time, provided that (i) (a) the number of common shares issued or issuable under all Share Compensation Arrangements (as defined in the Stock Option Plan) shall not exceed 10% of the number of issued and outstanding common shares on a non-diluted basis; and (ii) the aggregate number of common shares issued to insiders within any one-year period, and issuable to insiders at any time under all Share Compensation Arrangements, shall not exceed 10% of the issued and outstanding common shares; provided that for the purposes of determining whether the limitation in item (ii) has been met any options, common shares, share units, deferred shares units or other awards involving the issuance or potential issuance of common shares that are granted or issued in reliance on Section 613(c) of the Toronto Stock Exchange Company Manual shall, notwithstanding the definition of Share Compensation Arrangement or any other provision of the Stock Option Plan, be included (and not excluded).

In addition, the equity award value (based on grant date fair value) of any grant of Options to non-employee directors under the Stock Option Plan shall not exceed \$100,000 to each non-employee director per year.

Exercise Price

Options may be granted from time to time by the Compensation Committee at an exercise price equal to the Market Price of the common shares at the time the Option is granted. “**Market Price**” means:

- (a) if the common shares are listed on one organized trading facility, the closing trading price of the common shares on the business day immediately preceding the grant date,
- (b) if the common shares are listed on more than one organized trading facility, the market price as determined in accordance with (a) above for the primary organized trading facility on which the common shares are listed, as determined by the Compensation Committee, subject to any adjustments as may be required to secure all necessary regulatory approvals,
- (c) if the common shares did not trade on the business day prior to the grant date, the average of the bid and ask prices in respect of such common shares at the close of trading on such date on the primary organized trading facility on which the common shares are listed, and

- (d) if the common shares are not listed for trading on a stock exchange or over the counter market, a price which is determined by the Compensation Committee to be the fair value of the common shares, taking into consideration all factors that the Compensation Committee deems appropriate, including, without limitation, recent sale and offer prices of the common shares in private transactions negotiated at arms' length, provided that the Market Price will in no event be less than the minimum prescribed by each of the organized trading facilities that would apply to the Company on the grant date in question.

Termination of Options

Each Option will expire and terminate immediately upon the holder thereof ceasing to be an Eligible Person except as otherwise provided in the Stock Option Plan. The Stock Option Plan provides that where an employee whose employment terminates for any reason other than for cause (but including termination without cause and voluntary resignation), any exercisable Options will continue to be exercisable for a period of 90 days following the termination date, subject to the discretion of the Compensation Committee to extend such period (provided that in no event may such period be extended beyond the expiration date of such options).

In addition, in the event that the employment of an employee is terminated by reason of death or disability, such Option holder or his or her estate or legal representative, as the case may be, is entitled to exercise any Options that were vested and exercisable as of the date of death or the date such Option holder's employment was terminated by reason of disability, as the case may be, for a period of 12 months after the date of death or the termination date, as applicable, subject to the discretion of the Compensation Committee to extend such period (but in no event beyond the expiration date of such options).

Under the Stock Option Plan, where an Option holder's employment or term of office is terminated for cause, any Options held by such Option holder will immediately expire and be cancelled upon termination unless the Compensation Committee determines otherwise.

The exercise of Options granted to a consultant of the Company or its subsidiaries will be treated in a similar manner to that described above for employees.

Options During Blackout Periods

As amended, the Stock Option Plan disallows the grant of Options during a black-out period (during which trading of securities of the Company by a holder of Options is restricted by the Company), except where the black-out period has continued for at least three months prior to the grant date and the Compensation Committee has determined that such grant of Options is necessary to achieve the purposes of the Stock Option Plan (and such Options are otherwise granted in accordance with the Stock Option Plan).

For any Options that are granted during a black-out period, the exercise price for each Option must be equal to the greater of the Market Price at the time of grant and the Market Price at the close of trading on the first business day following the expiry of the black-out period.

If the term of an Option expires during or within 10 business days of the expiration of a black-out period applicable to such Option Holder, then the term of the Option (or the unexercised portion of the Option) will be extended to the close of business on the tenth business day following the expiration of the black-out period.

Transferability

Each Option is personal to the holder of such Option and is non-assignable and non-transferable. No Option granted under the Stock Option Plan may be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by the Option holder, whether voluntarily or by operation of law, other than by testate succession, will or the laws of descent and distribution.

Amendment Procedure

Under the Stock Option Plan, the Compensation Committee will be entitled to make any amendments to the Stock Option Plan that are not material. Some examples of amendments that would not be considered material, and which could therefore be made without Shareholder approval, include the following: (a) ensuring continuing

compliance with applicable laws, regulations, requirements, rules or policies of any governmental authority or any stock exchange; (b) amendments of a “housekeeping” nature, which include amendments to eliminate any ambiguity or correct or supplement any provision contained in the Stock Option Plan which may be incorrect or incompatible with any other provision thereof; (c) a change to provisions on transferability of Options for normal estate settlement purposes; (d) a change in the process by which an Option holder who wishes to exercise his or her Option can do so, including the required form of payment for the common shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; (e) changing the vesting and exercise provisions of the Stock Option Plan or any Option in a manner which does not entail an extension beyond the originally scheduled expiry date for any applicable Option, including to provide for accelerated vesting and early exercise of any Options deemed necessary or advisable in the Compensation Committee’s discretion; (f) changing the termination provisions of the Stock Option Plan or any Option which does not entail an extension beyond the originally scheduled expiry date for that Option; (g) adding a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying common shares from the Stock Option Plan reserve; and (h) adding a conditional exercise feature which would give the Option holders the ability to conditionally exercise in certain circumstances determined by the Compensation Committee, at its discretion, at any time up to a date determined by the Compensation Committee, at its discretion, all or a portion of those Options granted to such Option holders which are then vested and exercisable in accordance with their terms, as well as any unvested Options which the Compensation Committee has determined shall be immediately vested and exercisable in such circumstances.

Any material amendments to the Stock Option Plan will require Shareholder approval. Some examples of material amendments that would require Shareholder approval include the following: (a) any amendment to the amending provisions of the Stock Option Plan other than amendments made to ensure compliance with existing laws, regulations, rules or policies or amendments of a “housekeeping” nature; (b) any increase in the maximum number of common shares available for purchase pursuant to Options other than in accordance with the provision of the Stock Option Plan that entitles the Compensation Committee to make adjustments to give effect to certain adjustments made to the common shares in the event of certain capital reorganizations and other transactions; (c) any reduction in the exercise price (except in the event of certain corporate transactions, pursuant to the Stock Option Plan’s adjustment provisions) or extension of the period during which an Option may be exercised; (d) any amendment to permit the re-pricing of Options; (e) the cancellation and reissue of any Options; (f) any amendments to remove or exceed the limitations on grants to Insiders and non-employee directors set out in Section 5.8 of the Stock Option Plan; and (g) any amendment that would permit Options to be transferred or assigned other than for normal estate settlement purposes.

Summary of the Share Unit Plan

Set out below is a summary of the Share Unit Plan.

Background

The existing Share Unit Plan has been established to promote a further alignment of interests between employees and consultants and the Shareholders of the Company, to associate a portion of employees’ and consultants’ compensation with the returns achieved by Shareholders of the Company, and to attract and retain employees and consultants with the knowledge, experience and expertise required by the Ascot Entities.

The Board uses Restricted Share Units (“RSUs”) and Performance Share Units (“PSUs”) granted under the Share Unit Plan, as well as options issued under the Stock Option Plan, as part of the Company’s overall executive compensation plan. Since the RSUs and PSUs represent rights, subject to satisfaction of certain vesting conditions, to receive common shares, RSUs and PSUs reflect a philosophy of aligning the interests of employees and consultants with those of the Shareholders by tying the value of long-term compensation to the value of the common shares. In addition, RSUs and PSUs are subject to vesting conditions, which assists in the retention of qualified and experienced employees and consultants by rewarding those individuals who make a long-term commitment.

As of the date hereof, the maximum number of RSUs and PSUs that may be issuable under the Share Unit Plan is a fixed number of 1,740,000 representing approximately 0.70% of the issued and outstanding common shares on a non-diluted basis. Currently, there are 340,000 RSUs issued and outstanding under the Share Unit Plan, which represent

approximately 0.12% of the issued and outstanding common shares of the Company. Thus, the remaining common shares available to grant under the Share Unit Plan is 1,400,000 representing 0.51% of the total issued and outstanding common shares of the Company (See *Maximum Number of Common Shares Issuable* below for more information).

Eligible Participants

The Share Unit Plan is administered by the Compensation Committee. Employees and consultants of the Company and the Ascot Entities are eligible to participate in the Share Unit Plan. In accordance with the terms of the Share Unit Plan, the Compensation Committee will determine those employees and consultants who are entitled to receive RSUs and PSUs, the number of RSUs and PSUs to be awarded to each participant and the conditions and vesting provisions of those RSUs and PSUs. RSUs and PSUs awarded to participants are credited to them by means of an entry in a notional “share unit” account in their favour on the books of the Company.

Vesting

The vesting of RSUs is conditional upon the expiry of a time-based vesting period. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs shall be determined at the time of the grant by the Compensation Committee.

The vesting of PSUs is conditional upon the satisfaction of certain performance conditions, as set forth at the time of the grant of the PSU, which performance conditions can be any financial, personal, operational or transaction-based performance criteria as may be determined by the Compensation Committee in accordance with the Share Unit Plan. Performance conditions may apply to the Company, an Ascot Entity, the Company and Ascot Entities as a whole, a business unit of the Company or group comprised of the Company and some Ascot Entities or a group of Ascot Entities, either individually, alternatively or in any combination, and measured either in total, incrementally or cumulatively over a specified performance period, on an absolute basis or relative to a pre-established target or milestone, to previous years’ results or to a designated comparator group, or otherwise, and may result in the percentage of vested PSUs in a grant exceeding 100% of the PSUs initially determined in respect of such grant.

The expiry date of RSUs and PSUs will be determined by the Compensation Committee at the time of grant, provided that where no expiry date is specified in a grant agreement for a grant, the expiry date of such grant shall be the fifth anniversary of the grant date. Unless otherwise determined by the Compensation Committee, the vesting period for any RSUs and PSUs shall not be later than December 15 of the third year following the year in which the participant performed the services to which the grant of the RSU or PSU relates.

Maximum Number of Common Shares Issuable

RSUs and PSUs may be granted in accordance with the Share Unit Plan provided the aggregate number of RSUs and PSUs outstanding pursuant to the Share Unit Plan from time to time shall not exceed 1,740,000 common shares at any time, provided that (a) the number of common shares issued or issuable under all Share Compensation Arrangements (as defined in the Share Unit Plan) (including the DSU Plan) shall not exceed 10% of the number of issued and outstanding common shares on a non-diluted basis.

The maximum number of common shares which may be reserved, set aside and made available for issuance under the Share Unit Plan is a fixed number equal to 1,740,000 of the issued and outstanding common shares of the Company as of the date of the grant. All common shares that are subject to RSUs or PSUs that terminate or are cancelled prior to settlement are available for future grants.

The Share Unit Plan provides that the (a) maximum number of common shares issuable to insiders (as that term is defined by the TSX) pursuant to the Share Unit Plan, together with any common shares issuable pursuant to any other Share Compensation Arrangement of the Company (which includes the DSU Plan and the Stock Option Plan), and (b) the maximum number of common shares issued to insiders under the Share Unit Plan, together with any common shares issued to insiders pursuant to any other Share Compensation Arrangement within any one year period, will not exceed 10% of the total number of outstanding common shares; provided that for the purposes of determining whether the limitation set out in items (a) and (b) has been met any options, Shares, share units, deferred shares units or other awards involving the issuance or potential issuance of Shares that are granted or issued in reliance on Section 613(c) of the Toronto Stock Exchange Company Manual shall, notwithstanding the definition of Share Compensation Arrangement or any other provision of the Share Unit Plan, be included (and not excluded).

The Share Unit Plan does not otherwise provide for a maximum number of common shares which may be issued to an individual pursuant to the Share Unit Plan and any other Share Compensation Arrangement (expressed as a percentage or otherwise).

Cessation of Entitlement

Subject to the terms of a participant's written employment agreement with the Company or a Ascot Entity and the relevant grant agreement, in the event a Share Unit Plan participant's services as an employee or consultant with the Company or a Ascot Entity is terminated by the Company or a Ascot Entity without cause, the participant voluntarily terminates his or her services, or the services are otherwise terminated as set forth in the Share Unit Plan, all RSUs or PSUs of such participant that are not then vested shall be forfeited unless otherwise determined by the Compensation Committee.

Subject to the terms of a person's employment agreement with the Company or an Ascot Entity, and unless otherwise determined by the Compensation Committee in accordance with the Share Unit Plan, if a participant's services as an employee or consultant are terminated for cause by the Company or any Ascot Entity, all RSUs and PSUs, whether or not vested, shall terminate and be forfeited.

If a participant's RSUs or PSUs would be exercised within a "blackout period" (as defined in the Share Unit Plan) applicable to such participant, such settlement shall be postponed until the first trading day following the date on which the relevant blackout period has expired.

Change of Control

In the event of a Change of Control, subject to the terms of a participant's written employment agreement with the Company or an Ascot Entity and the grant agreement in respect of the grant of a RSU or PSU, the Compensation Committee may determine, in its sole discretion: (a) that all RSUs and/or PSUs that have not previously vested shall vest on the effective date of the Change in Control, provided that, in the case of a grant of PSUs, the total number of PSUs that vest shall be the number of PSUs covered by such grant without giving effect to any potential increase or decrease in such number as a result of graduated performance conditions permitting vesting of more or less than 100% of such PSUs (which vested RSUs and/or PSUs will be settled through the issuance of common shares immediately prior to the effective time of the Change of Control, as determined by the Compensation Committee in its sole discretion); or (b) that for any RSU or PSU there shall be substituted an entitlement to such other securities into which common shares are changed, or are convertible or exchangeable, or a cash payment based on the value of such other securities, on a basis proportionate to the number of common shares to which the participant would otherwise be entitled or some other appropriate basis.

For the purposes of the Share Unit Plan, "**Change of Control**" means (i) an amalgamation, merger or consolidation of the Company with any other corporation (otherwise than pursuant to an internal corporate reorganization that would not affect control of the Company); (ii) the liquidation, dissolution or wind-up of the Company; (iii) the sale or conveyance of all or substantially all of the property or assets of the Company; (iv) the acquisition of shares, or the right to acquire shares, of the Company as a result of which any person or group would beneficially own shares entitling such person or group to cast more than 50% of the votes attaching to all shares in the capital of the Company, by way of an offer, an arrangement or otherwise; or (v) any other transaction the Board deems to be a Change of Control for the purposes of the Share Unit Plan.

Transferability

RSUs and PSUs are not assignable or transferable other than by operation of law, except, if and on such terms as the Company may permit, to an individual who has been designated by a participant, in such form and manner as the Compensation Committee may determine, to receive benefits payable under the Share Unit Plan upon the death of the participant, or, where no such designation is validly in effect at the time of death, the participant's legal representative.

Dividends

On any payment date for dividends paid on common shares, a participant in the Share Unit Plan will be granted dividend equivalent RSUs or PSUs as of the record date for payment of dividends. The number of such additional

RSUs and PSUs will be calculated based on the fair market value of a common share on the date that the dividend is paid.

Amendments to the Share Unit Plan

The Share Unit Plan and any grant of an RSU or PSU made pursuant to the Share Unit Plan may be amended, modified or terminated by the Board without approval of Shareholders, provided that no amendment to the Share Unit Plan or grants made pursuant to the Share Unit Plan may be made without the consent of a participant if it adversely alters or impairs the rights of the participant in respect of any grant previously granted to such participant under the Share Unit Plan (except that participant consent shall not be required where the amendment is required for purposes of compliance with applicable law).

In addition, the following amendments may not be made without Shareholder approval:

1. an increase in the number of common shares reserved for issuance pursuant to the Share Unit Plan;
2. changes to the amendment provisions granting additional powers to the Board to amend the Share Unit Plan or entitlements thereunder;
3. changes to the insider participation limits;
4. any extension of the expiry date of any RSUs or PSUs;
5. any change to the categories of individuals eligible for grants of RSUs or PSUs where such change may broaden or increase the participation of Insiders under the Share Unit Plan; or an amendment that would permit RSUs or PSUs to be transferrable or assignable other than for normal estate settlement purposes.

For greater certainty and without limiting the foregoing, Shareholder approval shall not be required for the following amendments and the Board may make the following changes without Shareholder approval, subject to any regulatory approvals including, where required, the approval of the TSX or other applicable stock exchange:

1. amendments of a “housekeeping” nature;
2. a change to the vesting provisions of any grants;
3. a change to the termination provisions of any grant that does not entail an extension beyond the original term of the grant; or
4. amendments to the provisions relating to a Change of Control.

Summary of the DSU Plan

Set out below is a summary of the DSU Plan.

Background

The Board has adopted the existing Deferred Share Unit Plan (“**DSU Plan**”) for the benefit of the Company’s non-executive directors, including any non-executive Chair of the Board (the “**Participants**”). The DSU Plan has been established to promote a greater alignment of long-term interests between Participants and the Shareholders of the Company, and to provide a compensation system for Participants that, together with the other compensation mechanisms of the Company, is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of Participants.

The Board intends to use the DSUs issued under the DSU Plan as part of the Company’s overall equity compensation plan. DSUs may be settled in cash or in common shares issued from treasury, as determined by the Board. Since the value of DSUs increase or decrease with the price of the common shares, DSUs reflect a philosophy of aligning the interests of Participants with those of the Shareholders by tying compensation to share price performance.

Administration of Plan

The Board may, in its discretion, delegate such of its powers, rights and duties under the Plan, in whole or in part, to a committee of the Board or any one or more directors, officers or employees of the Company as it may determine from time to time, on terms and conditions as it may determine, except the Board shall not, and shall not be permitted to, delegate any such powers, rights or duties to the extent such delegation is not consistent with Applicable Law. Subject to the foregoing, the Board shall, in its sole and absolute discretion: (i) interpret and administer the Plan; (ii)

establish, amend and rescind any rules and regulations relating to the Plan; and (iii) make any other determinations that the Board deems necessary or desirable for the administration of the Plan.

Payment of Annual Cash Remuneration

“**Annual Cash Remuneration**” means (A) in the case of a Participant who is an Eligible Director, all amounts ordinarily payable in cash to the Participant by the Company in respect of the services provided by the Participant to the Company in connection with such Participant’s service on the Board in a fiscal year, including without limitation (i) the Cash Retainer, (ii) the fee for serving as a member of a Board committee; (iii) the fee for chairing a Board committee; (iv) meeting and per diem fees, which amounts shall, unless otherwise determined by the Board, be payable Quarterly in arrears; and (B) in the case of a Participant who is an Eligible Employee, any amount payable to such Eligible Employee under any annual incentive plan of the Company.

A Participant may elect to receive his or her Annual Cash Remuneration in the form of DSUs, cash or any combination thereof. Notwithstanding any election by a Participant who is an Eligible Employee to receive Annual Cash Remuneration in the form of Deferred Share Units, the Board retains sole and absolute discretion to decline to grant DSUs to such Participant pursuant to such election. Where the Board declines to give effect, in whole or in part, to an election by an Eligible Employee to receive all or any portion of his Annual Cash Remuneration in the form of DSUs, the Eligible Employee shall remain eligible to receive any Annual Cash Remuneration that is not provided in the form of DSUs in cash.

A DSU is a unit credited to a Participant by way of a bookkeeping entry (in a notional account in favour of the participant (a “**DSU Account**”) in the books of the Company, the value of which is equivalent to a Common Share (based on the closing trading price of the common shares on the TSX on the immediately preceding trading date, being the “fair market value” as defined in the DSU Plan, on the date on which the DSUs are credited).

Deferred Share Units

The Board may award such number of DSUs to a Participant as the Board deems advisable to provide the Participant with appropriate equity-based compensation for the services he or she renders to the Company. Subject to Applicable Law, the Board shall determine the date on which such Deferred Share Units may be granted and the date as of which such Deferred Share Units shall be credited to a Participant’s Deferred Share Unit Account, together with any terms or conditions with respect to the vesting of such Deferred Share Units.

Notwithstanding any other provision hereunder, at the discretion of the Board, a Participant may receive a grant of Deferred Share Units under the Plan upon such Participant’s first election or appointment to the Board, or at any time in respect of services as an employee of the Company provided by a Participant who is an Eligible Employee, provided that, where such Deferred Share Units may be settled in Shares, the equity award value, based on grant date fair value, of such grant of Deferred Share Units, in combination with the equity award value, based on grant date fair value, of any grant made to a Participant who is an Eligible Director in respect of his or her first election or appointment to the Board under any other Share Compensation Arrangement shall not exceed \$150,000. For greater certainty, the limitation on equity award value referenced above shall not apply to a Participant who is an Eligible Employee.

As of the date hereof, the maximum number of DSUs that may be issuable under the DSU Plan is a fixed number of 600,000 representing approximately 0.22% of the issued and outstanding common shares on a non-diluted basis. Currently, there are 180,000 DSUs issued and outstanding under the DSU Plan, which represents approximately 0.065% of the issued and outstanding common shares of the Company. Thus, the remaining common shares available to grant under the DSU Plan is 420,000 representing 0.15% of the total issued and outstanding common shares of the Company (See *Maximum Number of Common Shares Issuable* below for more information).

Maximum Number of Common Shares Issuable

DSUs may be granted in accordance with the DSU Plan, provided the aggregate number of DSUs outstanding pursuant to the DSU Plan from time to time that are eligible to be settled through the issuance of common shares does not exceed 600,000 common shares at any time, provided that (a) the number of common shares issued or issuable under all Share Compensation Arrangements (as defined in the DSU Plan) (excluding the DSU Plan) shall not exceed 10%

of the number of issued and outstanding common shares on a non-diluted basis. All common shares subject to DSUs that terminate or are cancelled without being settled shall be available for any subsequent grant.

Excluding any DSUs granted to a Participant under an election to receive DSUs in lieu of Annual Cash Remuneration, the aggregate equity award value, based on grant date fair value, of any grants of DSUs that are eligible to be settled in Shares, in combination with the aggregate equity award value, based on grant date fair value, of any grants under any other Share Compensation Arrangement, that may be made to a Participant who is an Eligible Director for a year shall not exceed \$150,000. For greater certainty, the limitation on equity award value referenced above shall not apply to a Participant who is an Eligible Employee.

The DSU Plan provides that the (a) maximum number of common shares issuable to insiders (as that term is defined by the TSX) pursuant to the DSU Plan, together with any common shares issuable pursuant to any other Share Compensation Arrangement (which includes the RSU Plan and the Option Plan), and (b) the maximum number of common shares issued to insiders under the DSU Plan, together with any common shares issued to insiders pursuant to any other Share Compensation Arrangement within any one year period, will not exceed 10% of the issued and outstanding common share; provided that for the purposes of determining whether the limitation set out in paragraphs (a) and (b) has been met options, Shares, share units, deferred shares units or other awards involving the issuance or potential issuance of Shares that are granted or issued in reliance on Section 613(c) of the Toronto Stock Exchange Company Manual shall, notwithstanding the definition of Share Compensation Arrangement or any other provision of the DSU Plan, be included (and not excluded).

Redemption of DSUs

Generally, a Participant in the DSU Plan who is not a US taxpayer shall be entitled to elect, by filing a notice with the Secretary of the Company, up to two dates (each an “**Entitlement Date**”): following the date of his or her death or retirement from, or loss of office or employment with the Company or a corporation related to the Company for purpose of the Income Tax Act (Canada) (the “**Termination Date**”) as of which the DSUs credited to such participant shall be redeemed. A participant’s elected Entitlement Date(s) shall not be later than December 15 of the calendar year following the year in which his or her Termination Date occurs, or earlier than three months after such Termination Date. Where a participant is eligible to file one or more election notices to redeem his or her DSUs but fails to do so, such participant’s Entitlement Date shall be deemed to be December 15 of the calendar year following the year in which his or her Termination Date occurs.

Notwithstanding anything contrary in the DSU Plan, the Entitlement Date of a US taxpayer shall be the first trading day of the common shares that is more than six months after the Participant’s Termination Date and all DSUs credited to such US taxpayer’s DSU Account on such date shall be redeemed and settled in accordance with the DSU Plan within 90 days following such Entitlement Date.

In no event will any common shares be issued or cash payments made to or in respect of a participant in the DSU Plan prior to such participant’s Termination Date or after December 31 of the calendar year commencing after such Termination Date.

Transferability

No right to receive payment of deferred compensation or retirement awards shall be transferable or assignable by any Participant except by will or laws of descent and distribution.

Adjustments and Reorganizations

Notwithstanding any other provision of the DSU Plan, in the event of any change in the common shares by reason of any stock dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Shares or distribution of rights to holders of common shares or any other form of corporate reorganization whatsoever, an equitable adjustment permitted under applicable law shall be made to any DSUs then outstanding. Such adjustment shall be made by the Board, subject to applicable law, shall be conclusive and binding for all purposes of the DSU Plan.

Dividends

On any payment date for dividends paid on Shares, a Participant shall be credited with dividend equivalents in respect of Deferred Share Units credited to the Participant's Account as of the record date for payment of dividends. Such dividend equivalents shall be converted into additional Deferred Share Units (including fractional Deferred Share Units) based on the Fair Market Value as of the date on which the dividends on the Shares are paid.

Amendments to the DSU Plan

The Board may without Shareholder approval amend, suspend or cancel the DSU Plan or DSUs granted thereunder as it deems necessary or appropriate, provided that: (a) any approvals required under applicable law or the rules and policies of the TSX are obtained; (b) Shareholder approval will be sought where the proposed addition or amendment results in: (i) an increase in the maximum number of common shares issuable from treasury under the DSU Plan; (ii) a change in the definition of "fair market value" (as defined in the DSU Plan) which would result in an increase in the value of DSUs redeemed under the DSU Plan; (iii) a change in the term of any DSUs; (iv) an amendment to the amending provisions of the DSU Plan so as to increase the Board's ability to amend the DSU Plan without Shareholder approval; (v) a reduction in the fair market value in respect of any DSUs benefitting a participant; (vi) any change to the categories of individuals eligible to be selected for grants of DSUs where such change may broaden or increase the participation of insiders under the DSU Plan; (vii) any amendment to remove or exceed the insider participation limits set out in Section 2.4(d) of the DSU Plan; or (viii) an amendment that would permit DSUs to be transferrable or assignable other than for normal estate settlement purposes; and (c) no such amendment shall, without the consent of the Participant or unless required by law, adversely affect the rights of a Participant with respect to any amount in respect of which a Participant has then elected to receive Deferred Share Units or Deferred Share Units which the Participant has then been granted under the Plan.

Notwithstanding the foregoing, any amendment of the DSU Plan shall be such that the DSU Plan continuously meets the requirements of paragraph 6801(d) of the regulations under the Income Tax Act (Canada) or any successor to such provision and the requirements of Section 409A of the U.S. Internal Revenue Code of 1986, as may apply to eligible participants under the DSU Plan who are US taxpayers.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The Company's Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines to ensure compliance, however, in certain circumstances, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development, and therefore some guidelines have not been adopted as outlined in the discussion below. The Board will continue to review with management the corporate governance practices of the Company.

In accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose, on an annual basis, its approach to corporate governance. The Governance and Nomination Committee continuously monitors corporate governance recommendations and has adopted robust corporate governance practices including:

- ✓ Ensure director independence and independent Chair of the Board; in-camera discussions at every meeting
- ✓ Established committees – Audit, Compensation, Governance and Nomination, Disclosure and Health, Safety, Environmental & Sustainability, and Finance
- ✓ Annually assess board and committee skills matrix and performance; monitor attendance and any potential for over-boarding
- ✓ Support diversity while seeking out most qualified director and officer candidates
- ✓ Written mandates for the Board, Chair of the Board, Chairs of Board Committees and CEO
- ✓ Continuing education for directors; annual strategy sessions on the property; director rotation through committees
- ✓ Succession planning for board and CEO

Composition and Independence of the Board of Directors

The Company's Board is currently comprised of seven directors. As set out in the table under the heading *Election of Directors* above, all seven of the current directors are proposed to be nominated for election at the Meeting. The Board considers that six of the seven current directors (Messrs. Zimmer, Stypula, Carter, Njegovan, Bennett and Ms. St-Germain) as independent in accordance with the definition of "independence" set forth in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Mr. Evans is not considered independent by virtue of the fact that he was formerly the Secretary, Treasurer and Chief Financial Officer of the Company until retiring from these positions effective November 1, 2017. Accordingly, the Board considers that a majority (85.7%) of the directors are independent.

Participation of Directors as a Director of Other Reporting Issuers

Name of Director	Participation in Other Reporting Issuers as a Director
Rick Zimmer	Capstone Mining Corp. Alexco Resources Corp. and DLP Resources Ltd.
James Stypula	DLP Resources Ltd.
Kenneth M. Carter	None
Robert A. Evans	None
Don Njegovan	Cornish Metals Inc. (formerly Strongbow Exploration Inc.)
Bill Bennett	Kutcho Copper Corp., Eagle Plains Resources Ltd., DLP Resources Ltd. and Libero Copper & Gold Corp.
Andree St-Germain	Osisko Mining Inc.

Board Skills and Experience

The Governance and Nomination Committee assesses directors annually on their individual qualifications, experience, expertise, leadership, continuity and historical understanding of our business and relationships, especially as these pertain to strategic matters. The Governance and Nomination Committee also considers other criteria such as background, diversity, integrity, professionalism, values and independent judgement to ensure the Company is governed at the highest level in order to achieve the best business outcomes while adhering to corporate governance guidelines. The Governance and Nomination Committee recommends director nominees who possess a mix of experience and expertise, balanced with some overlap, that is relevant to the Company and its operations. The Board reviews the slate of nominees to determine whether it reflects the mix of competencies it believes is necessary for fulfilling its duties and responsibilities in overseeing the Company's strategic direction, management and corporate affairs. The bar graph below shows fifteen categories of skills and experience important to the Company's business and governance (along the vertical axis) and the number of director nominees who possess those skills and experience (along the horizontal axis). The biographies outlined in the Election of Directors (see pages 9 to 12), indicate the nominated directors' individual skills and qualifications based on professional designations and/or career experience.

Director Skillset



	Evans	St-Germain	Njegovan	Bennett	Stypula	Zimmer	Carter
Finance	3	3	3	2	3	3	1
M&A	2	3	3	2	2	2	1
Industry Knowledge	3	3	3	2	3	3	2
Exploration/Geology	2	2	3	1	2	3	3
Operations/Project Development	1	2	3	2	1	3	2
Permitting and Gov't Relations	2	1	2	3	1	1	1
Board & Governance	3	3	3	2	3	2	1
Human Resources	2	2	3	2	2	3	1
Sustainability	2	2	3	3	1	2	1
Management	3	3	3	2	2	2	2
Score: Gold 3 /Silver 2 /Bronze 1							

Based on the Governance and Nomination Committee's annual review of skills of the incumbent directors and its annual assessment of any additional capacities needed on the Board, the Governance and Nomination Committee believes that the nominated directors have the appropriate skills for the Company's current needs.

Board Meetings

The Company holds regular quarterly board meetings and other meetings as required, at which the opinion of the independent directors is sought and duly acted upon for all material matters related to the Company. In-camera sessions are held at every scheduled board and committee meeting and separate in-camera meetings of independent directors may also be scheduled if the need arises to facilitate communication amongst the directors without the presence of management, non-independent directors and any directors with a conflict related to the topic of discussion. When the Board or a committee meets in-camera, any management representatives, non-independent directors, including the CEO, and any persons that have an interest with respect to the matter being discussed are asked to step out of the meeting. In the event that any of the non-independent persons are specifically requested to stay, the non-independent directors resume a full in-camera session prior to the completion of the meeting. The Board therefore believes that adequate structures and processes are in place to facilitate the functioning of the Board with a level of independence from the Company's management and non-independent directors. The in-camera sessions mandated at the end of every board and committee meeting ensures that open and candid discussion amongst independent directors is not inhibited by the presence of a non-independent director. If the Board believes it is necessary to exclude any non-independent directors from a regularly scheduled meeting, those non-independent directors are asked not to attend.

Mr. Zimmer, an independent director, is the non-executive chairman of the Board and presides as such at each Board meeting. Mr. Zimmer facilitates the meetings and actively seeks out the views of the independent directors on all Board matters. All of the directors actively participate in Board discussions and any issues are thoroughly canvassed. Mr. Zimmer regularly interacts with members of management with respect to matters related to strategic planning and decision making, compensation, corporate governance and new business opportunities. He also acts as liaison between management and the board.

The Board conducts extensive budget and business reviews with management and regularly approves the budget and any budget revisions as a means of monitoring Company and management activities.

Robust strategic planning in respect of the Company's exploration and development initiatives on its mineral properties, its partners, financing opportunities, M&A opportunities, corporate governance structures, approach to compensation, succession and its business in general, is regularly undertaken by the entire board and is informed by management's analysis and by the work of the Company's committees and advisors. The directors all participate in animated debate on the relevant issues in order to distill the best ways to plan and proceed.

Attendance

Below is the meeting attendance of each director of the Company between January 1, 2019 (the beginning of the most recently completed financial year of the Company) and the date of this Information Circular:

Director ⁽¹⁾	Board	Audit Committee	Compensation Committee	Governance and Nomination Committee	Health, Safety, Environmental, Technical Committee	Finance Committee
Bill Bennett	16 of 17	4 of 7	n/a	n/a	5 of 5	n/a
Ken Carter	17 of 17	n/a	5 of 5	n/a	5 of 5	n/a
Bob Evans ⁽²⁾⁽³⁾	14 of 17	1 of 3	n/a	n/a	5 of 5	15 of 15
Don Njegovan ⁽²⁾⁽⁵⁾	15 of 17	6 of 7	n/a	n/a	5 of 5	14 of 15
Andree St-Germain ⁽⁴⁾⁽⁵⁾	13 of 13	4 of 4	n/a	3 of 3	n/a	14 of 15
Jim Stypula	17 of 17	n/a	5 of 5	6 of 6	n/a	n/a
Rick Zimmer ⁽⁶⁾	17 of 17	n/a	5 of 5	6 of 6	n/a	15 of 15

⁽¹⁾ Directors are invited and often attend all committee meetings as non-voting guests however their attendance in the table above only reflects the meetings they attend that they are committee members thereof. Mr. Zimmer (as Board Chair) attends all committee meetings.

⁽²⁾ The Board and Audit committee meetings that Mr. Evans and Mr. Njegovan are recorded as missing were during 2019 and due to previous commitments that they were unable to rearrange. Messrs. Evans and Njegovan were apprised of the meeting details both before and at the conclusions of the missed meetings.

⁽³⁾ Mr. Evans was on the Audit Committee until he stepped down on September 24, 2019 from the Audit Committee and was replaced by Ms. St-Germain due to committee director independence requirements upon listing on the TSX effective October 1, 2019.

⁽⁴⁾ Ms. St-Germain joined the board effective March 28, 2019 and became a member of both the Audit Committee and Governance and Nomination Committee effective September 24, 2019.

⁽⁵⁾ The Finance Committee meeting that Mr. Njegovan and Ms. St-Germain missed was during 2020 and due to a communication error. Ms. St-Germain and Mr. Njegovan were apprised of the meeting details shortly thereafter.

⁽⁶⁾ Mr. Zimmer is the Chair of the Disclosure Committee (which is comprised of management and one independent director) and attended all informal meetings as called during 2019/2020. The Disclosure Committee meets prior to each news release dissemination to confirm the disclosure to be complete and accurate. Approximately 47 news releases were disseminated since January 2019.

Board Tenure

The Board has not adopted formal policies imposing director term limits in connection with the individuals nominated for election as the Board is fairly new in its entirety with exception to Mr. Evans. The Governance and Nomination Committee annually reviews the composition and expertise of the Board, including the age and tenure of individual directors (see *Assessments* below). The Board strives to achieve a balance between the desirability to have a depth of experience from its members and the need for renewal and new perspectives (see *Board Skills and Experience* above). In late 2017 the Board was reorganized and five of seven members have been brought on since. Only two directors are longstanding members and the current Board believes the Company benefits from their historical knowledge of the Premier Gold Project.

Overboarding

The Board has not adopted formal policies on overboarding, however the Board has processes in place to ensure all directors participate fully in the stewardship of the Company (see *Assessments* below). At this time none of the seven nominees are considered to be overboarded.

Board Mandate

The Board adopted a written mandate on July 5, 2018, whereby the Board assumes responsibility to further the objectives of the Company by directing, supervising and otherwise reviewing and approving the stewardship of the

Company. The Board mandate is reviewed annually and amended as necessary to ensure it meets the current needs of the Company.

All material transactions must be reviewed and approved by the Board prior to implementation. Any responsibility that is not delegated to senior management or a board committee remains with the full Board. One of the Board's responsibilities is to review and, if thought fit, to approve opportunities as presented by management. The Board also provides guidance to management. The Board relies on management for the preparation of periodic reports, and to provide the support and information necessary to enable the Board to fulfill its obligations effectively.

The Board has the responsibility to participate with management in developing and approving the mission of the business, its objectives and goals, the strategic plans arising therefrom, and monitoring subsequent performance against said plans. Such planning takes into account, among other things, the principal opportunities and risks of the Corporation's business. Strategic issues are reviewed with management and addressed by the full Board at regularly scheduled Board meetings and at meetings specifically called for this purpose. The Board's strategic planning process involves having regular Board meetings to review reports on the Corporation's operations, exploration and development programs, meeting with management on a regular basis, and reviewing business opportunities as presented by management.

The Board has the responsibility to identify the principal risks of the Corporation's business; review existing systems to identify risks and, where applicable, monitor the implementation of appropriate systems to manage such risks and of systems designed to ensure timely disclosure of material transactions through the issuance of news releases and financial statements; and monitor senior management. The Board also meets at least once annually to plan strategy for the future growth of the Corporation. The Board reviews financial performance quarterly. Frequency of meetings, as well as the nature of agenda items, change depending upon the state of the Corporation's affairs and in light of opportunities or risks which the Corporation faces.

The Board is specifically responsible for:

- a) Reviewing and approving any proposed changes to the Company's Notice of Articles or Articles.
- b) Reviewing and authorizing/directing appropriate action with respect to any takeover bid, proposed merger, amalgamation, arrangement, acquisition of all or substantially all of the assets or any similar form of business combination, including the approval of any agreements, circulars or other documents in connection therewith.
- c) Approving payment of distributions to Shareholders.
- d) Approving any offerings, issuances or repurchases of share capital or other securities.
- e) Approving the establishment of credit facilities and any other long-term commitments.
- f) Satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.
- g) Selecting and appointing, evaluating and (if necessary) terminating the CEO.
- h) Succession planning and other human resource issues.
- i) Developing the Company's approach to corporate governance, including specific corporate governance principles and guidelines specifically applicable to the Company.
- j) Adopting a strategic planning process, approving long range strategic plans, taking into account, among other things, the opportunities and risks of the business, and monitoring performance against plans.
- k) Reviewing and approving annual operational budgets, capital expenditures and corporate objectives, taking into account, among other things, the opportunities and risks of the business and monitoring performance for each of the foregoing items.
- l) Identifying and reviewing principal risks of the Company's business; determining, with input from management and standing committees, what risks are acceptable; and, where appropriate, ensuring that systems and procedures are put in place to monitor and manage risk.
- m) Reviewing policies and processes, as recommended by the Company's Audit Committee, to ensure that the Company's internal control and management information systems are operating properly.
- n) Approving the financial statements and MD&A, and making a recommendation to Shareholders for the appointment of auditors.
- o) Approving the Company's code of business ethics, which includes a communications policy for the Company, and monitoring its application.

- p) Assessing the contribution of the Board, committees including each director annually, and planning for succession of the Board.
- q) Arranging formal orientation programs for new directors, where appropriate.
- r) Developing the Corporation's approach to health, safety, environment and communities, including policies and guidelines specifically applicable to the Corporation through the oversight of the Board appointed Health, Safety, Environmental, Community Committee (“HSETC”).

Other Mandates

Chair of the Board – The Board adopted a written mandate developing specific responsibilities for the chair of the Board. The fundamental responsibility of the chair of the Board is to ensure that the responsibilities of the Board are well understood by both the Board and management, the boundaries between the Board and management are clearly understood and respected, and the Board carries out its responsibilities effectively. The Board requires the chair of the Board, among other things to ensure: (i) that the Board is properly organized, functions effectively, independent of management and meets its obligations and responsibilities, including those relating to corporate governance matters; (ii) liaise with the CEO to promote open and effective relations between management and the Board; and (iii) work with the Corporate Governance and Nomination committee in (a) assessing the effectiveness of the Board, its committees and the contribution of its members, (b) developing strategic criteria for director recruitment and succession planning, (c) and preparing an annual slate of directors to be nominated for election to the Board at the annual meeting of Shareholders.

Chair of Board Committees – The Board adopted a written mandate developing specific responsibilities for the chair of any board appointed committee (“**committee chair**”). The fundamental responsibility of the committee chair is to ensure that the committee executes its mandate to the satisfaction of the Board. The Board requires the committee chair, among other things to ensure: (i) prepare the committee meetings’ agendas to ensure that all tasks of the committee are covered in a timely fashion and that each topic is documented in a manner that allows the making of informed recommendations to the Board; (ii) direct the committee’s meetings in a manner that facilitates the exchange of constructive and objective points of view and opinions, that encourages all committee members to participate and that is conducive to good decision-making; and (iii) maintain a close liaison with the chair of the Board and cooperate with him/her on any issue facing the committee or any special request he/she might have.

Chief Executive Officer – The Board adopted a written mandate developing specific responsibilities for the CEO. The CEO’s primary role is to manage the Company in an effective, efficient and forward-looking way and to fulfill the priorities, goals and objectives determined by the Board in the context of the Company’s strategic plans, budgets and responsibilities and in compliance with the Company’s corporate governance guidelines and Code of Business Ethics, with a view to preserving and increasing Corporate and Stakeholder value. The CEO is responsible to the Board and acts as the liaison between management and the Board. The Board requires the CEO, among other things to: (i) manage the operations of the Company; (ii) oversee the senior management of the Company; and (iii) promote high ethical standards throughout the organization and good corporate governance.

All policies, charters and mandates are reviewed annually and amended as necessary. The policies, charters and mandates can be viewed on the Company’s website at www.ascotgold.com.

Management Supervision by the Board of Directors

The size of the Company is such that all of the Company’s operations are conducted by a small management team. The Board believes that management is effectively supervised by the independent directors on an informal basis since the independent directors are actively and regularly involved in reviewing the operations of the Company and have regular and full access to management. Further supervision is performed through the Company’s Audit Committee. To assist the Board in its oversight responsibilities, the Board, Audit Committee, Compensation Committee and Governance and Nomination Committee will hold in-camera sessions regularly to facilitate open and candid discussion amongst the independent directors without the presence of management, non-independent directors and any directors with a conflict related to the topic of discussion.

Orientation and Continuing Education

While the Company does not yet have a formal orientation and training programs, new directors are provided with:

1. information with respect to the functioning of the Board and its committees, and copies of the Company's policies;
2. access to recent publicly filed documents of the Company; and
3. access to management.

Directors are encouraged to communicate with management and the auditor to keep themselves current with industry trends and developments and changes in legislation to attend related industry seminars and to visit the Company's operations. Directors have full access to the Company's records. The Governance and Nomination Committee will review, approve and report to the Board on the orientation process for new directors. By using a board of directors composed of experienced professionals with a wide range of financial, legal, exploration and mining expertise, the Company ensures that the Board operates effectively and efficiently. The Governance and Nomination Committee will review, approve and report to the Board on plans for the ongoing development of existing board members including the provision of continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as ensure their knowledge and understanding of the Company's business remains current.

Ethical Business Conduct

The Board has adopted a written Code of Ethics (the "Code") for the directors, officers and employees of the Company which sets out the legal, ethical and regulatory standards that the Company must follow to promote integrity and deter wrongdoing. Compliance with the Code is mandatory for every director, officer, employee and consultant of the Company. Each director, officer, employee and consultant verify that he or she has reviewed and understands the Code and will abide by its terms. A copy of the Code is available on the Company's website at www.ascotgold.com or may be obtained under the Company's profile on SEDAR at www.sedar.com.

The Board requires the Company's employees, officers and directors to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of the Company. Such individuals (and their immediate family members) are prohibited from using their positions with the Company to solicit gifts or other benefits from the Company's customers, suppliers and contractors.

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. The Company has a commitment to foster a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, religion, gender, national origin, age, sexual orientation or disability or any other category protected by Canadian federal or provincial laws and regulations, or any laws or regulations applicable in the jurisdiction where such employees, officers or directors are located.

The Board monitors compliance with the Code by requesting that any person who becomes aware of any existing or potential violation of the Code promptly notify the Chair of the Audit Committee. Reports of any violations can be made anonymously and without repercussion. No material change report filed since the beginning of the Company's most recently completed financial year pertains to any conduct of a director or executive officer that constitutes a departure from the Code.

Diversity

The Company believes in diversity and values the benefits that diversity can bring to its board of directors, our senior management team and within its entire organization. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that the Company has the opportunity to benefit from all available talent. The Company approved a Board and Senior Management Diversity Policy on July 5, 2018 and reviews the policy annually, making amendments as necessary. On August 31, 2020, the Board reviewed the policy and determined it is appropriate to apply it at all levels of the corporation revising it and renaming it the "Diversity Policy". The Diversity Policy defines "diversity" as any dimension which can be used to differentiate groups and people from one another and it means the respect for and appreciation of the differences in gender, age, ethnicity, race, aboriginal status, language, religion, education, sexual orientation, age, disability or other areas of potential difference. The full Diversity Policy can be found on the Company website.

Policies Regarding the Representation of Women on the Board and across the organization

The adopted Diversity Policy recognizes and embraces the benefits of having diversity on the Board, and throughout its entire organization, including but not limited to gender diversity. The Board believes gender diversity is a significant aspect of diversity and acknowledges the role that women can play in contributing to diversity of perspective in the boardroom and throughout the organization.

The objective of the Diversity Policy, as it relates to women on the Board, in senior management and throughout the organization, is to ensure that gender diversity is taken into account when reviewing board, senior management and staff composition and that there is a required identification of women candidates embedded in the director nomination and executive level appointment process of the Governance and Nomination Committee as well as within the entire organization.

Selection of female candidates to join the Company, at every level, will be, in part, dependent on the pool of female candidates with the requisite skills, knowledge and experience. The ultimate decision will be based on merit and the contribution the chosen candidate will bring to the Company.

Targets Regarding the Representation of Women on the Board, within the Corporation

The Company has not currently developed specific targets for women on the board or within its organization however, at the date of this Circular, the Board consists of 7 Directors, of which 1 Director is female, representing 14% female representation on the Board and senior management consisting of 8 senior executives of which 3 senior executives are female, representing 37.5% female representation of the senior management team (including senior Officers of which 2 of 4 Officers are female). Specific targets have not been set at this time as potential nominees are evaluated based on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board.

On an annual basis, the Governance and Nomination Committee assesses the effectiveness of the Company's performance in meeting the objectives outlined in the Diversity Policy. In 2019, the Board appointed one new Director, Ms. Andree St-Germain. In 2020, at Ascot, women represent 33%, and members of diverse ethnic backgrounds (pursuant to the Diversity Policy) represent 25%, of the entire organization including board, senior management, head office staff and field employees. The Board has oversight of any diversity initiative implemented by management and will monitor measurable goals for achieving the objectives established for the initiative.

Although the Company has not adopted specific targets for women on the board or in executive officer positions, the Company has had female leadership in director and executive officer positions and as part of the Company's desire to facilitate gender diversity on the Board and in management roles, the Company will also:

- (a) consider policies which address impediments to gender diversity in the workplace and review their availability and utilisation;
- (b) regularly review the proportion of women at all levels of the Company;
- (c) monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented women with leadership potential; and
- (d) continue to identify new ways to entrench diversity as a cultural priority across the organisation.

Audit Committee

The Audit Committee is currently comprised of three independent directors: Andree St-Germain (Chair); Don Njegovan; and Bill Bennett. Each member of the Audit Committee is considered to be independent and financially literate in accordance with NI 52-110. The Audit Committee is responsible for assisting the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices, internal controls and its approval of the Company's annual and quarterly financial statements. The Audit Committee meets as often as is

required to fulfill its responsibilities or at a minimum four times per year to review and recommend the financial statements, management discussion and analysis or other financial documents, for Board approval. .

Audit committee information, as required under NI 52-110, is contained in the Company's Annual Information Form dated March 13, 2020 under the heading Audit Committee. Audit Committee information includes the charter, committee composition, relevant education and experience, audit committee oversight, pre-approval policies and procedures, and fees paid to the external auditor. The Company's Annual Information Form for the year ended December 31, 2019 is available under the Company's profile on SEDAR at www.sedar.com or on the Company's website at www.ascotgold.com. A copy of the Company's Annual Information Form will be provided to any Shareholder without charge by request to the Corporate Secretary of the Company at Suite 1050, 1095 West Pender Street, Vancouver, British Columbia, V6E 2M6.

Governance and Nomination Committee

The Board has established a Governance and Nomination Committee which is comprised of three independent directors: James Stypula (Chair); Rick Zimmer; and Andree St-Germain.

The Governance and Nomination Committee is responsible for providing the Board with recommendations relating to the corporate governance in general, including, without limitation: (a) all matters relating to the stewardship role of the Board in respect of management of the Company; (b) board size and composition, including the candidate selection process and the orientation of new members (see Orientation and Continuing Education above); (c) such procedures as may be necessary to allow the Board to function independently of management; and (d) maintaining the currency and relevancy of the company's corporate governance structures, including its charters, policies, mandates and terms of reference, taking into account changes in the corporate governance landscape.

Nomination of Directors

The Board views good corporate governance as an integral component to the success of the Company and to meeting responsibilities to the Company's shareholders.

The Governance and Nomination Committee is responsible for identifying new candidates for election to the Board. The Governance and Nomination will prepare a shortlist of potential candidates through discussion with respected financial, legal and commercial institutions and interviews the interested candidates. The key criteria include the following: (i) professional background and related qualifications; (ii) industry experience and relevant professional relationships; (iii) other Board appointments; (iv) professional standing and reputation in the investment and mining communities; (v) membership of industry committees; (vi) particular technical or financial background depending on the mix of experience on the Board at that time; and (vii) the mandate for diversity as outlined under Diversity Policy above.

Compensation Committee

The Board has established a Compensation Committee which is comprised of three independent directors: Rick Zimmer (Chair); Jim Stypula; and Ken Carter. The Compensation Committee has the primary responsibility of discharging the Board's responsibilities relating to compensation and benefits of the executive officers and directors of the Company.

For the year ended December 31, 2019, please refer to the disclosure in this Information Circular under "Executive Compensation" and "Director Compensation" for disclosure about how compensation of directors and executive officers has been determined.

Disclosure Committee

The Board has established a disclosure committee (the "**Disclosure Committee**") which is comprised of: Derek White, CEO; Carol Li, CFO; John Kiernan, COO; Jody Harris, Corporate Secretary; Kristina Howe, VP Investor Relations;

and Rick Zimmer (independent director). The primary purpose of the Disclosure Committee is to ensure the Company meets its obligations under the Company's timely disclosure, confidentiality and insider trading policy.

Health, Safety, Environmental and Technical Committee

The Board has established a Health, Safety, Environmental and Technical Committee (the "HSETC") which is comprised of four directors: Ken Carter (Chair); Don Njegovan; Bob Evans; and Bill Bennett. The primary purpose of the HSETC is to provide recommendations to the Board relating to HSE&T practices, policies and policy improvements that comply with applicable laws, regulations and best practice during exploration, development, operations, rehabilitation and closure activities.

Finance Committee

The Board has established a finance committee (the "**Finance Committee**") which is comprised of 4 directors: Rick Zimmer, (chair), Don Njegovan; Andree St-Germain; and Bob Evans. The primary purpose of the Finance Committee is assisting the board in the review of management's proposals and providing recommendations on the company's capital management strategy.

Board Committees

At this time, the Company has an Audit Committee, Governance and Nomination Committee, Compensation Committee, Disclosure Committee, Health, Safety, Environmental and Technical Committee and a Finance Committee.

Assessments

The Governance and Nomination Committee is responsible for establishing appropriate processes for the regular evaluation of the effectiveness of the Board and its members and its committees and their charters. The Governance and Nomination Committee is also responsible for reviewing on an annual basis: (i) the performance of individual directors, the Board as a whole, and committees of the Board; (ii) the performance evaluation of the CEO, including performance against corporate objectives; and (iii) the range of capabilities represented on the Board as well as those needed for proper board function. As part of the review process, the Governance and Nomination Committee uses a number of different tools including: i) conducting written surveys of board members which includes peer assessment and self-assessment sections; or ii) meeting with individual board members to discuss with each director the effectiveness of the Board, its committees and its members. Each year, the Governance and Nomination Committee determines the most suitable approach for assessments. In 2019 and 2020, written surveys were conducted and if required, the Chair of the Board met with individual directors. The findings were compiled and shared with the Board at a subsequent meeting.

Site Visits

The directors last attended a site visit to the Company's main asset, the Premier Property and to the recently acquired property, Red Mountain, on August 19 and 20, 2019 to review the Company's progress. While one of the directors had another commitment this year, all nominated directors have been to the Premier Property within the last two years. Due to Covid-19 and to reduce potential exposure to the small communities in which Ascot works, a board site visit planned for August 2020 was postponed until 2021.

MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are not, to any material degree, performed by anyone other than directors or executive officers of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees or proposed nominees for election as directors of the Company or any of its subsidiaries, nor any former director, executive officer or employee of the Company or any of its subsidiaries or any associate of the foregoing has been indebted for the purchase of securities or otherwise to the Company or any of its subsidiaries at any time during its last completed financial year, or has had any indebtedness to any other entity where such indebtedness is supported by a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company or any of its subsidiaries during the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, during the most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An “informed person” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if, and for so long as, it has purchased, redeemed or otherwise acquired any of its shares. During the year ended December 31, 2019, the Company paid no fees to non-executive directors or companies controlled by non-executive directors.

OTHER BUSINESS

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. As of the date of this Information Circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

Financial information is provided in the Company’s comparative financial statements and management’s discussion and analysis (“**MD&A**”) for its most recently completed financial year. Shareholders may contact the Company at Suite 1050 – 1095 West Pender Street, Vancouver, B.C. V6E 2M6 or by telephone at (778) 725-1060 to request copies of the Company’s financial statements and MD&A.

BOARD APPROVAL AND STATEMENT OF DIRECTORS

This Information Circular contains information as at October 5, 2020, except where another date is specified. The contents of this Information Circular have been approved and its mailing authorized by the Board of the Company.

DATED: October 5, 2020

BY ORDER OF THE BOARD OF DIRECTORS

“Derek C. White” (signed)

Derek C. White
President & CEO

APPENDIX A

ORDINARY RESOLUTION AMENDING AND RESTATING THE ARTICLES

RESOLVED, that

1. The existing Articles of the Company be altered by deleting article 10.4 in its entirety and replacing it with the following:

10.4 Location of General Meetings of Shareholders. General meetings of the shareholders of the Company may be held outside of British Columbia. A meeting of the shareholders of the Company may be held solely by telephone or other communications medium if notice of the meeting provides instructions for attending at or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting, all of the persons participating in the meeting are able to communicate with each other and, if applicable, vote at the meeting, and the Company facilitates the use of the communications medium at the meeting. If a meeting of the shareholders of the Company is held solely by telephone or other communications medium, such meeting is not required to have a physical location, any notice of the meeting is not required to specify a location for the meeting, and the meeting is deemed to be held in British Columbia.

2. The existing Articles of the Company be altered by deleting article 11.24 in its entirety and replacing it with the following:

11.24 Meeting by Telephone or Other Communications Medium. A shareholder or proxy holder may participate in a meeting of the shareholders in person or by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other and, if applicable, vote at the meeting. A shareholder or proxy holder who participates in a meeting in a manner contemplated by this Article 11.24 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present in person at the meeting. The Company is not obligated to take any action to facilitate the use of any communications medium at a meeting of the shareholders.

3. The existing Articles be amended and restated to incorporate the foregoing alterations.

4. The alterations made to the current Articles of the Company by this resolution shall not take effect until this resolution is deposited at the Company's records office.

5. Any director or officer of the Company be and is hereby authorized for and on behalf of the Company, under the seal of the Company or otherwise, to execute and deliver the Articles of Amendment and any and all other documents, certificates, declarations, notices and other instruments in writing respecting the Amendment and to do any and all other acts and things, as may in the opinion of such director or officer, be necessary, desirable or advisable in order to give effect to the Amendment or these resolutions, such execution and delivery by such director or officer to be conclusive approval of the same by the shareholders of the Company.

6. Without further approval of the shareholders, the board of directors of the Company be and are hereby authorized to determine the timing of implementation, or abandon or postpone, the Amendment described herein, at their discretion.

SCHEDULE "A"

MAJORITY VOTING POLICY

ASCOT RESOURCES LTD. (the "Corporation")

The Board of Directors (the "**Board**") of Ascot Resources Ltd. (the "**Corporation**") believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. In an uncontested election of directors of the Corporation, the Chair of the Board (the "**Chair**") will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of votes "for" his or her election and the number of votes "withheld" from voting. If any director nominee (the "**Subject Director**") receives a greater number of votes "withheld" from his or her election than votes "for" such election (the "**Majority Withheld Vote**"), the Subject Director must immediately tender his or her resignation to the Board. The Board shall, within 90 days after the shareholder's meeting, determine whether to accept the Subject Director's resignation, which resignation should be accepted absent exceptional circumstances. The resignation shall become effective when accepted by the Board.

In this policy, an "uncontested election" shall mean an election at a meeting of shareholders of the Company at which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

As soon as practicable following receipt of the resignation of the Subject Director:

- (a) the Company shall issue a press release, providing a copy to the Toronto Venture Stock Exchange, Toronto Stock Exchange or any other applicable securities exchange, announcing the Board's decision including, in the case of the Board not accepting the resignation, the reasoning behind such decision, and
- (b) the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board to fill the vacant position.

The Subject Director who tenders his or her resignation may not participate in the deliberations of the Governance and Nominating Committee on such matter, if he or she is a member of that committee, or the Board, at which the resignation is considered. In its deliberations, the Board will consider any stated reasons why shareholders "withheld" votes from the election of that director, the effect such resignation may have on the Corporation's ability to comply with any applicable governance rules and policies and any other factors that the Board considers relevant. However, the Subject Director shall remain active and engaged in all other Board and Board committee activities, deliberations and decisions during this process.

If a sufficient number of Board members receive a Majority Withheld Vote in the same election, such that the Board no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who do not receive a Majority Withheld Vote in the same election do not constitute a quorum for a Board meeting, all directors may participate in the meeting for the purposes of complying with the quorum requirements, but any directors who received a Majority Withheld Vote shall recuse themselves and not participate in the determination of whether or not to accept the resignation offers.

This policy, on an annual basis, shall be fully described in the materials sent to shareholders of the Company in connection with a meeting at which Directors are to be elected. Following any uncontested meeting at which Directors are elected, the Company shall issue a news release disclosing the detailed voting results for each director candidate, which shall include one of the following:

- (a) the percentages of votes received “for” and “withheld” for each director;
- (b) the total votes cast by ballot with the number each director received “for”; or
- (c) the percentages and total number of votes received “for” each director.

If a formal count is not conducted at any such meeting at which Directors are elected, votes represented by proxy shall be disclosed.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, subject to compliance with the requirements of the Toronto Venture Stock Exchange, Toronto Stock Exchange or any other applicable securities exchange. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.

EFFECTIVE DATE

This Policy was approved and adopted by the Board on 24 September 2019 (the "**Effective Date**") and is and shall be immediately effective and in full force and effect in accordance with its terms and conditions from and after such date.