



**NOTICE OF MEETING**

**- and -**

**MANAGEMENT INFORMATION CIRCULAR**

**for the**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**of**

**SPHINX RESOURCES LTD.**

**to be held on**

**August 30, 2018**

These materials are important and require your immediate attention. They require shareholders of Sphinx Resources Ltd. to make important decisions. If you are in doubt as to how to make your decisions, please contact your financial, legal or other professional advisors. If you have any questions or require additional information with regard to the procedures for voting, you are asked to contact Computershare Trust Company of Canada by Fax at (416) 263-9524 or 1-866-249-7775 or by e-mail at [service@computershare.com](mailto:service@computershare.com).



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Sphinx Resources Ltd. (the “**Corporation**”) will be held at the Town Hall of Municipality of l’Île-du-Grand-Calumet, MRC Pontiac, at 2:00 p.m. (Eastern time) on Thursday, August 30, 2018, for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended February 28, 2018, together with the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to re-appoint PricewaterhouseCoopers LLP as the auditors for the Corporation and to authorize the directors to fix their remuneration; and
4. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders of record as of 5:00 p.m. (Eastern time) on July 26, 2018 are entitled to vote at the Meeting either in person or by proxy. If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and deposit it with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or by fax at (416) 263-9524 or 1-866-249-7775, not later than 1:30 p.m. (Eastern time), on August 28, 2018 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date of any adjournment or postponement of the Meeting. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

**DATED** at Montréal, Québec, the 30<sup>th</sup> day of July 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION**

*(s) Normand Champigny*  
\_\_\_\_\_  
Normand Champigny  
President and Chief Executive Officer



## MANAGEMENT INFORMATION CIRCULAR

### FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 30, 2018

This information is given as of July 30, 2018, unless otherwise noted.

*All currency references are expressed in Canadian dollars unless otherwise specified.*

#### SOLICITATION OF PROXIES

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Sphinx Resources Ltd. (the “**Corporation**”) for use at the annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares of the Corporation (the “**Common Shares**”), to be held on Thursday, August 30, 2018, at the time and location and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

#### PERSONS OR COMPANIES MAKING THE SOLICITATION

**The enclosed instrument of proxy is solicited by Management of the Corporation.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of Common Shares.

The record date for determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting is July 26, 2018 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date (the “**Registered Shareholders**”) will be entitled to receive notice of, and to vote at, the Meeting.

#### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Corporation. Only Registered Shareholders will receive a form of proxy. Non-registered Shareholders will receive a voting instruction form, as further discussed under the heading “**Non-Registered Shareholders**” below.

**A Registered Shareholder has the right to appoint a person to attend and act on his, her or its behalf at the Meeting other than the persons named in the enclosed instrument of proxy, should he, she or it chooses to do so. To exercise this right, the Registered Shareholder shall strike out the names of the persons named in the form of proxy and insert the name of his, her or its appointee in the blank space provided, or complete another proxy. The completed proxy should be deposited with the Corporation’s Registrar and Transfer Agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than 1:30 p.m. (Eastern time), on August 28, 2018 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date of any adjournment or postponement of the Meeting.**

The proxy must be dated and signed by the Registered Shareholder or by his or her attorney in writing, or if the Registered Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

**In addition to revocation in any other manner permitted by law, a Registered Shareholder may revoke a proxy by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing, or, if the Shareholder is a corporate entity, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Corporation's Registrar and Transfer Agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, or by Fax within North America at (416) 263-9524 or 1-866-249-7775, at any time up to and including the last day preceding the day of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

#### NON-REGISTERED SHAREHOLDERS

**Only Registered Shareholders or duly-appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" shareholders because the Common 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 Common Shares.** More particularly, a person is not a Registered Shareholder in respect of Common Shares which are held on behalf of that person (the "**Non-Registered Shareholder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (b) in the name of a clearing agency of which the Intermediary is a participant. Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms).

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "**NOBO's**". Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "**OBO's**".

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has elected to send the Notice of Meeting, this Circular and the form of proxy (collectively, the "**Meeting Materials**") directly to the NOBO's. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Shareholders who have not waived the right to receive them are accompanied by a request for voting instructions (a "**VIF**"). The VIF is used instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Shareholder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Corporation 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 Shareholders to direct the voting of the Common Shares, which they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his, her or its behalf, the Non-Registered Shareholder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Shareholder or his, her or its nominee the right to attend and vote at the Meeting. **Non-Registered Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

All references to Shareholders in the Meeting Materials (including this Circular) are to Registered Shareholders, unless specifically stated otherwise.

## VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the Common Shares in respect of which they are appointed and, where directions are given by the Shareholder in respect of voting for, against or abstaining from voting on any resolution, the persons named in the enclosed instrument of proxy will do so in accordance with such direction.

**In the absence of any direction in the proxy, it is intended that such Common Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.** The enclosed instrument of proxy, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Circular, Management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

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

Other than as disclosed elsewhere in this Circular and in particular with respect to the Eco-Niobium Resources Inc., the Green Palladium and the Calumet-Sud transactions, which each are further described in this Circular, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to the incentive stock options.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares without par value. At the close of business on the Record Date, 99,787,574 Common Shares were issued and outstanding, each Common Share carrying the right to one vote. At a meeting of Shareholders of the Corporation, on a show of hands, every Shareholder present in person shall have one vote and on a poll, every Shareholder shall have one vote for each Common Share held.

Only Shareholders of record on the close of business on the Record Date, who either personally attend the Meeting or who complete and deliver a proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his, her or its Common Shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Corporation, except as described below, no Shareholder owns or exercises control or direction over, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation.

As at the Record Date, Gardin Inc. ("**Gardin**") and its principal and sole shareholder Michel Gauthier own or exercise control over 10,949,499 common shares, or 10.97% of the currently outstanding common shares.

Management understands that while a majority of the Common Shares are registered in the name of CDS & Co., such shares are beneficially owned through various dealers and other Intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such Common Shares are not known to the Corporation.

The above information was provided by management of the Corporation ("**Management**") and the Corporation's registrar and transfer agent as of the Record Date.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No amounts are owed to the Corporation by any current or former directors, executive officers or employees of the Corporation, proposed nominees for election as a director of the Corporation or associates of any such individual at any time since the beginning of the last completed financial year of the Corporation.

### STATEMENT OF EXECUTIVE COMPENSATION

In this section “**Named Executive Officer**” means (a) the Chief Executive Officer (or an individual who acted in a similar capacity) (the “**CEO**”), (b) the Chief Financial Officer (or an individual who acted in a similar capacity) (the “**CFO**”), (c) each of the Corporation’s three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO (except those whose total compensation does not exceed \$150,000), and (d) any additional individuals whose total compensation exceeded \$150,000 during the financial year ended February 28, 2018.

Currently, the Corporation has two Named Executive Officers; namely, Normand Champigny, President and CEO, and Ingrid Martin, CFO.

#### Compensation Discussion and Analysis

During the financial year ended February 28, 2018, the Named Executive Officers were compensated for their services as executive officers of the Corporation. See “Summary Compensation Table” below for details of the total compensation received by the Name Executive Officers for the financial years ended February 28, 2018, February 28, 2017 and February 29, 2016.

#### *Normand Champigny Employment Agreement*

Effective December 1, 2017, the Corporation entered into a new employment agreement the “Employment Agreement” with Normand Champigny for his services as President and CEO of the Corporation, replacing an employment agreement dated July 1, 2014. Pursuant to the Employment Agreement, Mr. Champigny is entitled to an annual salary of \$120,000, subject to increases in the future at the discretion of the board of directors of the Corporation (the “Board”) based on recommendations from the Compensation Committee of the Board (the “**Base Salary**”) plus benefits. He is not subject to non-competition or non-solicitation clauses.

Mr. Champigny shall be entitled to participate in any incentive programs for the Corporation’s executives, including, without limiting the generality of the foregoing, share option plans, deferred stock units and bonus plans. Any bonuses shall be based on a combination of factors, determined in writing between the Corporation and the Mr. Champigny, including the achievement of certain predetermined goals, the financial performance of the Corporation and the general overall performance of Mr. Champigny as determined at the discretion of the Board.

The employment of Mr. Champigny hereunder may be terminated by either the Corporation or Mr. Champigny, as the case may be, by notice in writing at any time upon the happening of any of the following events, in which event Mr. Champigny’s employment shall terminate upon the date specified in such notice:

- (a) by the Corporation for cause;
- (b) by the Corporation without cause (other than for the circumstances in subsection (c) or (d)), in which case Mr. Champigny will receive the following:
  - (i) a lump sum amount equal to two (2) years of the Base Salary payable as at the date of termination, or in the case of termination without Cause within ninety (90) days of a Change of Control, a lump sum equal to two (2) years of the Base Salary payable as at the date of termination (in either case, the “**Notice Period**”), to be paid within seven (7) days of the date of termination;
  - (ii) in the event of a termination without Cause within ninety (90) days of a Change of Control, any unvested options previously granted to the Employee shall immediately vest as of the effective time of such termination;

- (c) by the Corporation, in the event of the Disability of M. Champigny, in which case, Mr. Champigny shall be entitled to receive one (1) year of Base Salary payable as at the date of termination and, to the extent he continues to qualify, to receive the long-term disability benefits for employees of the Corporation in effect at such time in lieu of any other compensation whatsoever, together with all amounts owing to the effective date of termination;
- (d) by Mr. Champigny, in his sole discretion, within three (3) months after a Change of Control, in which case, Mr. Champigny shall be entitled to a lump sum amount equal to two (2) years of Base Salary payable as at the date of termination; and
- (e) by Mr. Champigny, by giving three (3) months' notice to the Corporation.

Change of control means a transaction or series of transactions whereby directly or indirectly ("**Change of Control**"):

- (a) any person or entity, or group of persons or entities acting jointly or in concert (excluding any employee benefit plan (or related trust) sponsored or maintained by the Corporation), acquires, 40% or more of either (A) the then outstanding Common Shares of the Corporation, or (B) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors; or
- (b) the Incumbent Directors cease to represent a majority of the members of the Board; or
- (c) the Corporation shall consolidate or merge with or, amalgamate with, or enter into a statutory arrangement with, any other person or entity, or group of persons or entities (other than a direct or indirect subsidiary of the Corporation), or any other person or entity, or group of persons or entities, (other than a direct or indirect subsidiary of the Corporation) shall consolidate or merge with or into, or amalgamate with or enter into a statutory arrangement with, the Corporation, and, in connection therewith, all or part of the then outstanding voting shares of the Corporation, or the other then outstanding voting securities of the Corporation, shall be changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Corporation or any other person or entity, or for cash or any other property (the "Business Combination"), unless: (i) the beneficial owners of the then outstanding Common Shares and other voting securities of the Corporation prior to such Business Combination continue to hold more than 50% of the beneficial ownership of the outstanding Common Shares or voting securities of the Corporation or the continuing corporation or entity; (ii) no person, entity or group of persons or individuals, acting jointly or in concert (excluding any employee benefit plan (or related trust) sponsored or maintained by the Corporation or the continuing corporation or entity), owns 40% or more of the then outstanding Common Shares or voting securities of the Corporation or the continuing corporation or entity; and (iii) at least a majority of the members of the Board of the Corporation or the continuing corporation or entity are Incumbent Directors; or
- (d) assets of the Corporation (or any of its direct or indirect subsidiaries) are sold to a person or an entity, or a group of persons or entities, and such assets, (i) have an aggregate net asset value of more than 50% of the aggregate net asset value of the consolidated assets of the Corporation, or (ii) generate, in the aggregate, more than 50% of the net income or net cash flow during the last completed financial year or during the current financial year, in each case on a consolidated basis. For greater certainty, for as long as (a) the primary activities of the Corporation and its subsidiaries remain exploration activities, and (b) the Corporation expenses its exploration and evaluation properties, the aggregate net asset value referred to in clause (i) for these properties shall be deemed to be the cumulative property acquisition cost plus cumulative exploration and evaluation expenses for properties for which the Corporation still holds at least one claim.

*Ingrid Martin CPA Inc. Agreement*

On December 1, 2017, the Corporation entered into a consulting agreement (the "**IMPCA Agreement**") with Ingrid Martin CPA Inc. ("**IMCPA**") pursuant to which IMCPA has agreed to provide, as an independent contractor, certain accounting, financial, administrative and secretarial services to the Corporation for a monthly fee based on certain

agreed upon hourly rates for the services provided. The services to be provided by IMCPA include, among other things, preparing quarterly and annual financial statements and management's discussion and analysis, assisting the Corporation's auditors during audit of the annual financial statements, preparing tax returns, bookkeeping, filing continuous disclosure documents on SEDAR and providing general administration and secretarial services for the Corporation. The hourly rates charged by IMCPA for secretarial, administrative, financial and accounting services are consistent with industry standards. Mrs. Martin is not subject to non-competition or non-solicitation clauses. The December 1, 2017 contract replaced the contract dated March 20, 2014.

During the term of the IMCPA Agreement, Ms. Martin, President of IMCPA has agreed to act as the CFO of the Corporation as of April 30, 2014 and Corporate Secretary as of May 12, 2015.

Ms. Martin shall be entitled to participate in any incentive programs for the Corporation's executives, including, without limiting the generality of the foregoing, share option plans and deferred stock units.

This consulting agreement may be terminated by the Corporation or IMCPA, as the case may be, by notice in writing at any time upon the happening of any of the following events, in which event this consulting agreement shall terminate upon the date specified in such notice:

- (a) by the Corporation for cause;
- (b) by the Corporation without cause (other than for the circumstances in subsection (c) or (d), in which case IMCPA will receive the following:
  - (i) a lump sum amount equal to one (1) year of consulting fees payable as at the date of termination, or in the case of termination without cause within ninety (90) days of a Change of Control, a lump sum equal to one (1) year of the consulting fees payable as at the date of termination (in either case, the "Notice Period"), to be paid within seven (7) days of the date of termination;
  - (ii) in the event of a termination without Cause or within ninety (90) days of a Change of Control, any unvested options previously granted to the CFO shall immediately vest as of the effective time of such termination;
- (c) by the IMCPA, in the event of the Disability of the CFO, in which case, the Consultant shall be entitled to receive one (1) year of consulting fees payable as at the date of termination, together with all amounts owing to the effective date of termination;
- (d) by the IMCPA, in her sole discretion, within three (3) months after a Change of Control, in which case, IMCPA shall be entitled to a lump sum amount equal to one (1) year of consulting fees payable as at the date of termination; and
- (e) by IMCPA, by giving three (3) month's notice to the Corporation.

#### *Base Compensation*

Each executive officer of the Corporation receives a base compensation, which constitutes the largest part of the executive officer's compensation package. Base compensation is recognition for discharging job responsibilities and reflects the executive officer's performance over time, as well as his or her particular experience and qualifications. The overall base compensation for each of Mr. Champigny and Ms. Martin is determined on the basis of particular experience and specific qualifications.

More particularly as it relates to the financial years ended February 28, 2018 and February 28, 2017, the base compensation for Mr. Champigny was determined on the basis of his knowledge of, and his unique experience in, the industry in general and more precisely of the mining community in the Province of Québec, where the Corporation's interests are currently located. In addition, the ability for the Corporation to implement its strategy in the short, mid and long-term is dependent upon its ability to recruit and retain highly skilled management. The Corporation believes

that in order to achieve such strategy, it needs to maintain a relatively competitive base compensation structure *vis-à-vis* its peers.

#### *Benefits and Perquisites*

The Corporation's President and Chief Executive Officers is entitled to monthly allowances for the purposes in particular, of personal insurance and travel expenses. Such benefits and perquisites are designed to be competitive with the market comparators.

#### *Compensation Committee*

The responsibility for the review and determination of compensation of the Corporation's executive officers has been delegated to the Corporation's human resources and compensation committee (the "**Compensation Committee**"). The Compensation Committee has a written charter. The following are the current members of the Compensation Committee: François Biron, John W. W. Hick and Kerry E. Sparkes (chair).

#### **Option-based Awards**

The Corporation has a stock option plan whereby the Board may grant options to directors, officers, employees or consultants. The exercise price associated with each grant of options is determined by the Corporation and is subject to the policies of the TSX Venture Exchange (the "**Exchange**" or the "**TSXV**"). The maximum term of each option is 10 years. The options vest on a basis as determined by the directors or a committee thereof at the time of grant.

The stock option plan (the "**Stock Option Plan**") was last approved by the Shareholders on October 17, 2012. On July 28, 2016, the Stock Option Plan was amended to increase the number of Common Shares reserved for issuance from 1,543,000 to 4,700,000, as approved by the Exchange.

The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating its directors, officers, employees or consultants, and to closely align the personal interests of such persons to that of the Shareholders. In general, the Compensation Committee determines the number of options granted annually according to the level of responsibility and authority of each of the officers and the appropriate number of options to directors, employees and consultants. The total amount of stock options issued over the past years is looked at but does not have a material impact on the number of options to be granted to the directors, officers, employees or consultants. The exercise price of any outstanding options is determined to ensure that such grants are in accordance with the policies of the Exchange.

During the financial year ended February 28, 2018, no stock options were granted.

#### **Compensation Governance**

Considering that the compensation package of the Corporation is composed mainly of the base compensation and stock options grants, neither the Board nor the Compensation Committee considers any specific risk associated with the compensation policies and practices of the Corporation. In the event the Corporation elects to include the achievement of performance goals in its compensation package, the Board and/or the Compensation Committee will then have to determine whether risks should be considered or not. Recently, the Corporation has made significant changes to its compensation practices and currently expects to make additional significant changes to its compensation policies and practices in the next financial year.

Directors, officers and employees of the Corporation are prohibited from hedging securities of the Corporation that they beneficially own, or over which they exercise control or direction, directly or indirectly, including trading in publicly traded options, puts, calls or other derivative instruments related to the Corporation's securities, if any.

#### **Summary Compensation Table**

The following table sets forth all annual and long term compensation for services paid to or earned by the Named Executive Officers for the three most recently completed financial years ended February 28, 2017, February 29, 2016 and February 28, 2015.

Name and principal position	Year	Salary (\$)	Share-based awards <sup>(3)</sup> (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value <sup>(3)</sup> (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Normand Champigny President and CEO	2018	120,000	-	-	-	-	-	13,150 <sup>(3)</sup>	133,150
	2017	120,000	-	36,600 <sup>(2)</sup>	-	-	-	5,618 <sup>(3)</sup>	162,218
	2016	90,000 <sup>(1)</sup>	-	-	-	-	-	10,598 <sup>(3)</sup>	100,598
Ingrid Martin <sup>(4)</sup> , CFO and Corporate Secretary	2018	48,414 <sup>(4)</sup>	-	-	-	-	-	-	48,414
	2017	68,766 <sup>(4)</sup>	-	15,250 <sup>(2)</sup>	-	-	-	-	84,016
	2016	53,049 <sup>(4)</sup>	-	-	-	-	-	-	53,049

Notes:

1. Following the January 22, 2016 amendment to Normand Champigny's employment agreement, his yearly salary for the year ending February 29, 2016 is \$120,000 but was adjusted since Normand Champigny waived \$120,000 owed to him as at November 2015 of which \$30,000 was relating to the fiscal year ended February 28, 2015.
2. On the 600,000 options granted to Normand Champigny and the 250,000 options granted to Ingrid Martin, the \$0.061 fair value per option was estimated using the Black-Scholes model with no expected dividend yield, an expected volatility of 100%, a risk-free interest rate of 1.08% and an expected life of options of six years.
3. In the years ended February 28, 2018, February 28, 2017 and February 29, 2016, Normand Champigny received \$5,000, \$2,688 and \$4,448 respectively for the reimbursement of various fees as more fully described under the heading "Compensation Discussion and Analysis – Benefits and Perquisites". In the years ended February 28, 2018, February 28, 2017 and February 29, 2016, the Corporation accrued \$8,150, \$2,930 and \$6,150 respectively for vacation owed to Normand Champigny.
4. Ingrid Martin was appointed CFO on April 30, 2014, Director on October 2, 2014 and Corporate Secretary on May 12, 2015. The CFO receives her compensation through a Corporation controlled by her, Ingrid Martin CPA Inc. The amount disclosed is for professional fees for acting as the CFO and does not include the fees of her support staff.

### Long Term Incentive Plan (LTIP) Awards

The Corporation does not have any long-term incentive plans and, except as disclosed above, no remuneration payments were made, directly or indirectly, by the Corporation to its Named Executive Officers during the year ended February 28, 2018.

An LTIP means "any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one fiscal year whether performance is measured by reference to financial performance of the Corporation or an affiliate or the price of the Common Shares but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units".

#### *Outstanding Share-Based Awards and Option-Based Awards*

The Corporation does not currently have a share-based awards program.

The Corporation currently has in place a Stock Option Plan for the purpose of attracting and motivating directors, officers, employees and consultants of the Corporation and advancing the interests of the Corporation by affording such persons with the opportunity to acquire an equity interest in the Corporation through rights granted under the plan to purchase shares of the Corporation.

The following table discloses the particulars of the option-based awards granted to the Named Executive Officers under the Corporation's stock option plan as at February 28, 2018:

Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Normand Champigny	600,000	0.125	October 10, 2024	-
	600,000	0.10	October 13, 2026	-
Ingrid Martin	200,000	0.125	October 10, 2024	-
	250,000	0.10	October 13, 2026	-

Note:

1. “In-the-money options” means the excess of the market value of the Common Shares on February 28, 2018 (\$0.075) over the exercise price of the options.

There was no repricing of stock options under the Stock Option Plan or otherwise during the Corporation’s completed financial year ended February 28, 2018.

#### *Incentive Plan Awards – Value Vested or Earned During the Year*

The value vested or earned during the most recently completed financial year with respect to incentive plan awards granted to Named Executive Officers are as follows:

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Normand Champigny	-	-	-
Ingrid Martin	-	-	-

Note:

1. Calculated as the difference between the market price of the underlying securities on the date of vesting and the exercise price of the options on the vesting date. The options granted on October 10, 2014 and October 13, 2016 to Normand Champigny and Ingrid Martin vested immediately and the closing price of the Common Shares was below the exercise price of the options and therefore the stock option had no current value.

#### **Pension Plan Benefits**

The Corporation does not have any pension or retirement plan or any other deferred compensation plan or arrangement relating to each NEO.

#### **Termination and Change of Control Benefits**

For additional information please refer to the section of this Circular entitled “*Compensation Discussion and Analysis - Normand Champigny Agreement*” and “*Compensation Discussion and Analysis - IMCPA Agreement*”.

#### *Termination of employment without cause*

Name	Severance Payments	Total Estimated Payments (\$)
Normand Champigny	24 months	240,000

Name	Severance Payments	Total Estimated Payments (\$)
Ingrid Martin	12 months	70,647

*Termination of employment following a change of control*

Name	Severance Payments	Total Estimated Payments (\$)
Normand Champigny	24 months	240,000
Ingrid Martin	12 months	70,647

## Compensation of Directors

### *Director Compensation Table*

Compensation for the Named Executive Officers who are also directors of the Corporation has been disclosed in the “Summary Compensation Table” above. For the financial year ended February 28, 2018, directors of the Corporation who were not executive officers were paid \$1,000 per month as fees for their roles as directors of the Corporation. The following table discloses the particulars of the compensation provided to the directors of the Corporation (not including the Named Executive Officers) for the financial year ended February 28, 2018 (such fees include fees paid to the directors for the participation as member of the special committee of the Board):

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
François Biron	12,000	-	-	-	-	-	12,000
John W. W. Hick	12,000	-	-	-	-	-	12,000
Michel Gauthier	12,000	-	-	-	-	69,350 <sup>1)</sup>	81,350
Kerry E. Sparkes	12,000	-	-	-	-	-	12,000

Note:

- 1) Gardin charged consulting fees for Michel Gauthier for \$49,250 and exploration expenditures for \$20,100.

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table discloses the particulars of the option-based awards granted to the directors (who are not Named Executive Officers) under the Corporation’s Stock Option Plan as at February 28, 2018. No other share-based awards were outstanding as at February 28, 2018.

Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
François Biron	150,000	0.10	October 13, 2026	-

Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
John W. W. Hick	200,000	0.125	October 10, 2024	-
	200,000	0.10	October 13, 2026	-
Michel Gauthier	50,000	0.125	October 10, 2024	-
	100,000	0.10	October 13, 2026	-
Kerry E. Sparkes	150,000	0.125	October 10, 2024	-

Note:

1. "In-the-money options" means the excess of the market value of the Common Shares on February 28, 2018 (\$0.075) over the exercise price of the options.

*Incentive Plan Awards - Value Vested or Earned During the Year*

The value vested or earned during the most recently completed financial year of incentive plan awards granted to directors of the Corporation who are not Named Executive Officers are as follows:

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
François Biron	-	-	-
John W. W. Hick	-	-	-
Michel Gauthier	-	-	-
Kerry E. Sparkes	-	-	-

Note:

1. Calculated as the difference between the market price of the underlying securities on the date of vesting and the exercise price of the options on the vesting date. The options granted on October 10, 2014 and October 13, 2016 to the Directors vested immediately and the closing price of the Common Shares was below the exercise price of the options and therefore the stock option had no current value.

There were no re-pricings of stock options under the Stock Option Plan or otherwise during the Corporation's completed financial year ended February 28, 2018.

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

As of February 28, 2018, the Corporation's Stock Option Plan was the only equity compensation plan under which securities were authorized for issuance. The following table sets forth information with respect to the Corporation's Stock Option Plan as of February 28, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,850,000	\$0.11	1,543,000

Equity compensation plans not approved by security holders	-	-	3,157,000
<b>Total</b>	<b>2,850,000</b>	<b>\$0.11</b>	<b>4,700,000</b>

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no informed person or proposed director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries other than as set out herein, and in particular with respect to (i) the interest of Normand Champigny (Suite 2100-1000 rue De La Gauchetière Street West, Montréal, Québec, H2V 3P9), Kerry E. Sparkes (15 Southwind Terrace, Oakville, Ontario, L6L 6K6) and John W.W. Hick (347 Inglewood Drive, Ontario M4T 1J7) in the transaction with Eco-Niobium Resources Inc. described below and (ii) the interest of Michel Gauthier (444 Bordeleau Street, Magog, Québec, J1X 0M9) in the transactions between Gardin and the Corporation described below. The term "**informed person**" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means (a) a director or executive officer of the Corporation, (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation, and (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation.

### The Eco-Niobium Resources Inc. Transaction

#### *Debenture Subscription Agreement*

On July 26, 2016, the Corporation announced that it had entered into an agreement (the "**Debenture Subscription Agreement**") with Eco-Niobium Resources Inc. ("**Eco-Niobium**") providing for an investment by the Corporation in up to three unsecured convertible debentures (the "**Debentures**") of Eco-Niobium in the aggregate principal amount of up to \$250,000 (the "**Eco-Niobium Investment**"). The Debentures will each mature 36 months after their respective issuance and bear interest at a rate of 3% per year. At maturity, both principal and accrued but unpaid interest under the Debentures must be repaid in cash. The Debentures can be converted, at the option of the Corporation or Eco-Niobium, at any time and from time to time prior to maturity, in whole or in part, into Class A common shares of Eco-Niobium ("**Eco-Niobium Shares**") at the conversion price per share of \$5.00 (subject to customary adjustments).

#### *Information about Eco-Niobium and the Oka Niobium Project*

Founded in February 2016, Eco-Niobium is a private corporation that has for mission the furthering of social acceptability and sustainability of hydraulic, energy, agriculture and mineral resource development in Oka, Québec. Eco-Niobium is proposing an exclusive and innovative alternative to Niocan Inc. ("**Niocan**") with respect to a potential niobium project in Oka. In the Oka area, Eco-Niobium has currently no rights to, or interest in, the mining lease and claims held by Niocan, nor does it have any other applicable mining rights.

Michel Gaucher currently owns or controls, directly or indirectly, all of the issued and outstanding Eco-Niobium Shares. The board of directors of Eco-Niobium is currently composed of Michel Gaucher, Dominique Pion, Normand Champigny, John W.W. Hick and David Gaucher. Also, Kerry E. Sparkes has acted as a director of Eco-Niobium up until recently.

#### *TSXV Approval*

The Eco-Niobium Investment constitutes a "reviewable transaction" under Policy 5.3 of the TSXV and is therefore subject to the approval of the TSXV. On July 14, 2016, the TSXV has conditionally accepted the Eco-Niobium Investment, subject to the Corporation fulfilling all of the requirements of the TSXV, including among others obtaining the approval of the Eco-Niobium Investment by a majority of the votes cast by Shareholders present in

person or represented by proxy at a shareholder meeting, excluding the votes attached to Common Shares held by “non-arms’ length parties” (the “**Eco-Niobium Approval Resolution**”). The Eco-Niobium Investment involves “non-arms’ length parties” as a result of three directors of the Corporation also being directors of Eco-Niobium, namely Normand Champigny and John W.W. Hick, or former directors of Eco-Niobium, namely Kerry E. Sparkes. Consequently, the votes attached to the Common Shares held by Normand Champigny, Kerry E. Sparkes and John W.W. Hick will be excluded from the vote on the Eco-Niobium Resolution. The Eco-Niobium Approval Resolution will be submitted to the vote of disinterested shareholders at a special meeting to be scheduled at a later date instead of at the Meeting. The Corporation decided not to seek the disinterested shareholder approval at the Meeting to complete the strategic investment in Eco-Niobium by way of a non-brokered private placement of unsecured convertible debentures of Eco-Niobium.

#### *Bridge Loan to Eco-Niobium*

Nonetheless, the TSXV has authorized the Corporation to make a bridge loan of up to \$250,000 in principal amount to Eco-Niobium in one or more tranches provided such loan is not convertible in Eco-Niobium Shares and is secured by hypothec over all of the present and future assets of Eco-Niobium.

On July 26, 2016, the Corporation announced it had advanced a bridge loan in the principal amount of \$85,000, bearing interest at the rate of 3% per annum, and maturing in 36 months (the “**Bridge Loan**”). In accordance with requirements of the TSX-V, the Bridge Loan is not convertible into Eco-Niobium Shares and is secured by a movable hypothec on all present and future movable assets of Eco-Niobium. Considering the current status of this project and the various approvals that Eco-Niobium has to achieve to successfully move this project forward, including obtaining the legal mineral rights, management has provisioned for 100% of the promissory note in the year-end financial statements. The Corporation does not intend to disburse any further tranches of the Bridge Loan.

#### **The Green Palladium Transaction**

On March 12, 2015, the Corporation signed a definitive agreement with Amixam Resources Inc. (“**Amixam**”) for the acquisition of 100% of the Green Palladium project, located in the Pontiac MRC, adjacent to the Quebec Abitibi-Temiscamingue region. Under the terms of this agreement, the Corporation acquired the Green Palladium project by issuing 4,000,000 Common Shares, valued at \$160,000 based on the TSX-V share price of \$0.04 on the date of the share issuance. Another 461,536 common shares were issued in February 2016, valued at \$6,923 based on the TSXV price of \$0.015 on the date of the share issuance. Amixam was granted with a 2% of net smelter return (“**NSR**”). In addition, the Corporation must complete the following exploration work, failing which the project will be returned to Amixam:

	<b>Commitment</b>	<b>Work Completed as at February 28, 2018</b>
On or before January 20, 2016	\$ 50,000	\$ 50,000
On or before January 20, 2017	100,000	100,000
On or before January 20, 2018	600,000	596,572
<b>Total</b>	<b>750,000</b>	<b>746,572</b>

Michel Gauthier, sole shareholder and president of Gardin, was elected director of the Corporation on August 27, 2015. On November 2, 2015, Gardin announced it had acquired from Amixam on a private placement basis for an aggregate purchase price of \$75,000 direct ownership of the 4,000,000 common shares of the Corporation and the rights to receive the additional 461,536 shares pursuant to the Green Palladium project acquisition agreement, representing a price of approximately \$0.01681 per share of the Corporation. Those 461,536 shares were issued in February 2016 to Gardin Inc.

#### **The Calumet-Sud Transaction**

On August 6, 2015 (as amended on March 25, 2016), the Corporation signed a definitive agreement with Gardin, whose sole shareholder and president is Michel Gauthier, for the acquisition of 100% of the Calumet-Sud project in the Pontiac MRC in southwestern Québec. The Corporation acquired the project by issuing 1,384,615 Common Shares, valued at \$41,538 based on the Exchange share price of \$0.03 on the date of the share issuance. Subsequently,

1,923,077 and 2,846,231 common shares were issued in August 2016 and July 2017, valued at \$76,923 and \$128,077, based on the Exchange share price of \$0.04 and \$0.045 on the date of the share issuance. One of the conditions for the share issuances is that Gardin (and Gardin’s affiliates and joint actors) would beneficially own no more than 19.9% of the common shares outstanding immediately after giving effect to such issuance. The Corporation completed all the exploration work under the definitive agreement with Gardin. A 2% net smelter return (“NSR”) royalty was granted to Gardin. Gardin is a company controlled by a director of the Corporation.

On March 25, 2016, the Corporation signed an option and joint venture agreement with SOQUEM to grant SOQUEM the option to acquire an undivided 50% interest in the Calumet-Sud project. SOQUEM was the operator during the option period.

By March 31, 2016, SOQUEM paid \$93,000 to Gardin and \$7,000 to the Corporation. On September 22, 2017, SOQUEM had completed its \$450,000 exploration expenditure commitment and exercised its option to acquire a 50% interest in the Calumet-Sud project. The Corporation is the operator of the project since September 22, 2017.

**The Tessouat Transaction**

On August 1, 2017, the Corporation signed an agreement with Ressources Tranchemontagne Inc. (controlled by Michel Gauthier) and Gardin to acquire 100% of the Tessouat project, located in the Pontiac MRC in southwestern Quebec, for a consideration that consists of: payment of \$26,000 (completed in September 2017), issuance of 100,000 common shares (valued at \$5,500, completed in September 2017), completion of \$70,000 of exploration work prior to August 1, 2019 (\$14,830 completed as at February 28, 2018) and a 2% NSR royalty.

**MANAGEMENT CONTRACTS**

Except as otherwise disclosed in this Circular, management functions of the Corporation are generally performed by directors and executive officers of the Corporation.

**DIRECTORS’ AND OFFICERS’ LIABILITY INSURANCE AND INDEMNIFICATION AGREEMENT**

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities. The policy contains standard industry exclusions, and no claims have been made thereunder to date. The annual premium is \$10,500 for coverage of up to a maximum of \$5,000,000.

During the year ended February 28, 2018, indemnification agreements were in place with the directors and officers. The Board has determined that the Corporation should act to assure the directors and officers of the Corporation are afforded reasonable protection through indemnification against certain risks arising out of service to, and activities on behalf of, the Corporation to the extent permitted by law.

**AUDIT AND RISK MANAGEMENT COMMITTEE**

Pursuant to corporate and securities laws, the Corporation is required to have an audit and risk management committee (the “ARMC”) comprised of at least three directors, the majority of whom must not be officers or employees of the Corporation.

The Corporation must also, pursuant to the provisions of National Instrument 52-110 Audit Committees (“NI 52-110”), have a written charter which sets out the duties and responsibilities of the ARMC Committee, the text of which is attached in Schedule A. In providing the following disclosure, the Corporation is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

**Composition of the ARMC**

The following are the current members of the ARMC:

Normand Champigny	Not Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
John W. W. Hick (chair)	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

François Biron	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
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Note:

1. As defined by NI 52-110.

### **Audit and Risk Management Committee Oversight**

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

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110, other than the exemptions granted to venture issuers.

### **Pre-Approval Policies and Procedures**

The ARMC has adopted specific policies and procedures for the engagement of non-audit services as described in the ARMC charter under the heading "External Auditors".

### **External Auditor Service Fees (By Category)**

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

<u>Financial Year</u>	<u>Audit Fees</u> (\$)	<u>Audit Related Fees</u> <sup>(1)</sup> (\$)	<u>Tax Fees</u> <sup>(2)</sup> (\$)	<u>All Other Fees</u> <sup>(3)</sup> (\$)
2018	55,273	-	5,250	-
2017	47,678	-	11,487	-
2016	47,402	-	10,340	-

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

## **CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders and other stakeholders of the Corporation and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

### **Board of Directors**

The Board is currently composed of six directors, namely Normand Champigny, John W. W. Hick, Michel Gauthier, François Biron, Ingrid Martin and Kerry E. Sparkes. All the proposed nominees are currently directors of the Corporation.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. Of the proposed nominees of the Corporation, François Biron, John W. W. Hick and Kerry E. Sparkes are considered by the Board to be “independent” within the meaning of NI 58-101, Normand Champigny and Ingrid Martin are management directors and accordingly are considered to be “non-independent”, and Michel Gauthier has a direct or indirect material relationship with the Corporation as a result of being the sole shareholder and president of Gardin, a holder of more than 10% of the issued and outstanding Common Shares of the Corporation and a party to the property acquisition agreements described under “Interest of Informed Persons in Material Transactions” above, and is accordingly considered to be “non-independent”.

## Directorships

The following current directors of the Corporation are directors of other reporting issuers:

Director	Other Reporting Issuer(s)	Name of Exchange or Market (if applicable)
François Biron	Quebec Precious Metals Corporation Nemaska Lithium Inc.	TSX Venture TSX
Normand Champigny	Quebec Precious Metals Corporation	TSX Venture
Michel Gauthier	Orford Mining Corporation Quebec Precious Metals Corporation	TSX Venture TSX Venture
John W. W. Hick	Algold Resources Ltd. Diamond Estates Wines & Spirits Inc. Eurotin Inc. LSC Lithium Corp. Quebec Precious Metals Corporation Samco Gold Limited	TSX Venture TSX Venture TSX Venture TSX Venture TSX Venture TSX Venture
Kerry E. Sparkes	-	-

## Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation’s business, its corporate strategy, and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation’s business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies and is on the mailing list of the Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Corporation’s directors either by way of director or committee meetings or by direct communications from management to the directors.

## Ethical Business Conduct

The Board has adopted a written Code of Ethical Conduct (the “Code”) for its directors, officers and employees. As one measure to ensure compliance with the Code, the Board has also established a Whistleblower Policy which details complaint procedure for financial concerns. The full text of these standards is available free of charge to any person upon request to the Corporation at 1000 De La Gauchetière Street West, Suite 2100, Montréal, Québec, H3B 4W5 (Telephone: 514-979-4746).

In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the *Canada Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

### **Nomination of Directors**

The Corporation's management is continually in contact with individuals involved in the mineral exploration industry and public-sector resource issuers. From these sources the Corporation has made numerous contacts and in the event that the Corporation were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Corporation conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

### **Human Resources and Compensation Committee**

The Human Resources and Compensation Committee is a committee of the Board of Directors of the Corporation with the primary function to assist the Board in fulfilling its oversight responsibilities by:

- Reviewing, structuring and approving and then recommending to the Board for its approval, salary, bonus, and/or other benefits, direct or indirect, and any change of control packages of the President, the Chief Executive Officer and other members of the senior management team deemed appropriate by the Compensation Committee;
- Recommendation of salary guidelines to the Board;
- Reviewing and recommending to the Board appropriate compensation for the directors of the Corporation;
- Administration of (where applicable) the Corporation's compensation plans, stock option plans, outside directors' compensation plans, and such other compensation plans or structures as are adopted by the Corporation from time-to-time;
- Research and identification of trends in employment benefits;
- Establishment and periodic review of the Corporation's policies in the area of management benefits and perquisites.

The following are the current members of the Human Resources and Compensation Committee:

François Biron	Independent <sup>(1)</sup>
John W. W. Hick	Independent <sup>(1)</sup>
Kerry E. Sparkes (chair)	Independent <sup>(1)</sup>

Note:

1. As defined by NI 52-110.

### **Corporate Governance and Nominating Committee**

Since October 2, 2014, the Corporation has a Corporate Governance and Nominating Committee. Normand Champigny, François Biron (chair) and Kerry E. Sparkes are members of the Governance and Nominating Committee.

The Corporation has a written charter for its Corporate Governance and Nominating Committee, which sets out the duties and responsibilities of the committee, the text of which is attached in Schedule B.

The following are the current members of the Corporate Governance and Nominating Committee:

François Biron (chair)	Independent <sup>(1)</sup>
Normand Champigny	Not Independent <sup>(1)</sup>
Kerry E. Sparkes	Independent <sup>(1)</sup>

Note:

1. As defined by NI 52-110.

### **Environmental, Health and Safety Committee**

The Environmental, Health and Safety Committee is appointed by the Board to assist the Board in its oversight of environmental, health and safety issues. The Committee has the authority herein provided, as well as the authority to investigate any activity of the Corporation and its subsidiaries relating to environmental, health or safety matters. The Committee shall be granted unrestricted access to all information of the Corporation as requested by members of the Committee.

The following are the current members of the Environmental, Health and Safety Committee:

François Biron (chair)	Independent <sup>(1)</sup>
Normand Champigny	Not Independent <sup>(1)</sup>
Kerry E. Sparkes	Independent <sup>(1)</sup>

Note:

1. As defined by NI 52-110.

### **Committees**

The Corporation currently has an Audit and Risk Management Committee, a Human Resources and Compensation Committee, a Corporate Governance and Nominating Committee and an Environmental, Health and Safety Committee.

### **Assessments**

As the Corporation is a venture issuer with limited administration resources, the Board works closely with management and, accordingly, is in a position to assess individual director's performance on an ongoing basis.

## **PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING**

### **A. RECEIPT OF FINANCIAL STATEMENTS**

The audited financial statements of the Corporation for the fiscal year ended February 28, 2017 and the report of auditor thereon will be presented at the Meeting.

### **B. ELECTION OF DIRECTORS**

Although Management is nominating six individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Corporation is elected annually and holds office until the next annual general meeting of the Shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the Common Shares represented by proxy will, on a poll, be voted for each of the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations or employments during

the past five years if such nominee is not presently an elected director and the number of Common Shares which each beneficially owns, or over which control or direction is exercised, directly or indirectly, as of the date of this Circular:

<b>Name and residence of proposed directors and present offices held with the Corporation</b>	<b>Date Elected or Appointed</b>	<b>Principal Occupation</b>	<b>Number of Common Shares <sup>(1)</sup></b>
<b>François Biron</b> <sup>(2)(3)(4)(5)</sup> Québec, Canada	July 22, 2016	Mining engineer.	100,000
<b>Normand Champigny</b> <sup>(2)(4)(5)</sup> Québec, Canada <i>President, Chief Executive Officer and Director</i>	October 17, 2012	President of the Corporation since April 2012, President and CFO of the Corporation from October 2012 to December 2013, and President and CEO since December 2013.	1,731,666
<b>Dr. Michel Gauthier</b> Québec, Canada <i>Director</i>	August 27, 2015	Geological engineer, President of Gardin Inc.	10,949,499 <sup>(6)</sup>
<b>John W. W. Hick</b> <sup>(2)(3)</sup> Ontario, Canada <i>Non-Executive Chairman of the Board and Director</i>	October 2, 2014	Corporate Director; President and CEO of John W. W. Hick Consultants Inc.	112,578
<b>Kerry E. Sparkes</b> <sup>(3)(4)(5)</sup> Ontario, Canada <i>Director</i>	August 8, 2005	Geologist: Vice President, Geology, Franco Nevada Corporation.	202,117

Notes:

- Information as to Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
- Members of Audit and Risk Management Committee.
- Members of the Compensation Committee.
- Member of the Governance & Nominating Committee.
- Member of the Environment, Health and Safety Committee.
- 10,715,382 shares are held by Gardin, a corporation in which Michel Gauthier is a principal and the sole shareholder. See "Voting Shares and Principal Holders Thereof" above

Each proposed director supplied the information concerning the number of Common Shares over which he exercises control or direction.

The proposed directors, as a group, beneficially own, directly or indirectly, or exercise direction or control over, 13,095,860 Common Shares, representing approximately 13.1% if the issued and outstanding Common Shares as at the Record Date.

## Biographies

### ***François Biron***

Mr. Biron is a senior mining professional and engineer with 40 years of experience in the mining industry. Mr. Biron is a director since November 2015 of Nemaska Lithium Inc. a TSX-Listed mining corporation developing the Whabouchi mine and a lithium compound processing plant in Shawinigan, Quebec. Of specific interest to the Corporation's mining project, Mr. Biron has been involved from August 2005 to June 2010 as General Manager of the Troilus Division of Inmet Mining Corporation, an open pit mine in Eeyou Istchee James Bay region about 125 km north of Chibougamau, with 260 employees, including 65 native people. He has been Project Manager of Mine Arnaud Project owned by Investissement Québec, a financing corporation that provides guidance and financial solutions to

companies, from July 2010 to May 2015. Mr. Biron has extensive experience in mining operations and has acted in several senior site-based positions with well-known international mining companies. Throughout his career, he has worked in gold, base metals and industrial minerals sectors. He has participated in the management of major open pit mines with the state of the art operations and standards. Mr. Biron is very experienced in public consultations and social acceptability for new mining projects and well versed in the latest automation mining technologies that improve mining processes.

***Normand Champigny***

Mr. Champigny is a geological engineer with over 37 years of experience in the mining industry and has been involved in many facets of the mining industry, including engineering, project evaluation, and project management. Mr. Champigny is Chief Executive Officer and director since June 2018 of Quebec Precious Metals Corporation, a TSX-V Listed exploration company with a large land position and significant holdings in the highly-prospective Eeyou Istchee James Bay region, Québec, near Goldcorp's Éléonore gold mine. He has extensive experience with both public and private companies both domestically and internationally and has acted as a director, officer and audit and risk management committee member of junior public companies and non-profit organizations for several years. Prior thereto he held numerous senior positions with PricewaterhouseCoopers where he reviewed financial and technical information of mineral exploration and mining companies. Mr. Champigny is a graduate from École Polytechnique in Montréal (B.A.Sc), University of British Columbia (M.A.Sc) and Paris School of Mines (Specialized diploma in Geostatistics). He is a member of the Ordre des Ingénieurs du Québec. Mr. Champigny served as an Executive Committee Member of the Prospectors & Developers Association of Canada (PDAC), and Chair of the Board of Directors of Minalliance, an organization raising awareness of the mining industry in Québec.

***Dr. Michel Gauthier***

Dr. Michel Gauthier is a consultant and professor of mining exploration at Université du Québec à Montréal (UQAM). Mr. Gauthier, recently retired, has extensive knowledge of the mining sector in which he operates since 1970. Over time, Mr. Gauthier has been involved in the generation of mining projects in Canada and internationally. It is for this reason that in 2001 he co-baptized a gold prospect, named Éléonore, in the James Bay region of Quebec. From 1995 to 2014, he has acted as an advisor to the Fonds de solidarité FTQ mining portfolio. In the past, he has been, among other duties, a committee member of the mining sector of the Auditor General of Quebec and Advisory Committee of the Quebec Ministry of Energy and Resources-Mines and Vice-Chairman of the Board of Directors of SOQUEM. In addition, he was a visiting professor, notably at the University of Concepcion in Chile, the University of Brasilia in Brazil, the University of Western Australia and the University of Liege in Belgium. Mr. Gauthier holds an engineering degree and a Ph.D. in geological engineering from École Polytechnique de Montréal. He is a member of the Ordre des ingénieurs du Québec and Ordre des géologues du Québec. He is a Fellow of the Society of Economic Geologists.

***John W. W. Hick***

John W. W. Hick B.A., LL.B, has over 35 years of experience in the mining industry in both senior management positions and as an independent director, during which he has spent the majority of his time based in Toronto, Canada. He is currently President and CEO of his own consulting company, John W. W. Hick Consultants Inc., and acts as an independent director of a number of TSX (or TSXV) listed companies. Previously, Mr. Hick has held senior management positions with a number of publicly listed Canadian mining companies, including Medoro Resources Ltd., Rio Narcea Gold Mines Ltd, Defiance Mining Corp., Geomaque Explorations Ltd., TVX Gold Inc., Rayrock Resources Inc. and Placer Dome Inc.

***Kerry E. Sparkes***

Kerry E. Sparkes is a registered professional geologist and holds an M.Sc. in Geology from Memorial University in Newfoundland. He has over 25 years of experience in the mineral exploration business as both an exploration geologist and executive. His career has included the exploration, delineation and development of 2 major Canadian deposits, both of which were the subject of takeovers. He has acted as a director, officer and audit and risk management committee member of junior companies and reviews financial information as part of his current professional activities.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

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

No proposed director:

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

No proposed director 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 security holder in deciding whether to vote for a proposed director.

with the following exceptions:

- (a) John W. W. Hick was, in 2008, a director and non-executive Chairman of the board of Tamaya Resources Limited (“**Tamaya**”), an Australian incorporated and Australian Stock Exchange (“**ASX**”) listed company, which made a Voluntary Appointment of an Administrator, Ernst & Young (Australia), as a result of becoming insolvent. The reasons for the insolvency are summarized in the Questionnaire and Report to the Administrators dated November 14, 2008, as filed with the ASX. As a result of the Voluntary Administration, effective upon the appointment of the Administrators on October 26, 2008, the appointed Administrators immediately assumed all legal powers, rights and obligations of the directors of Tamaya and the directors had no legal rights with respect to the administration or management of Tamaya or its assets.
- (b) Mr. Hick was also a director of Timminco Limited (“**Timminco**”), which was granted protection under the Companies Creditors Arrangement Act (“**CCAA**”) on January 3, 2012. As a result of the CCAA filing, the TSX delisted the company effective February 6, 2012. On August 17, 2012, with the approval of the judge overseeing the CCAA process, a professional receiver was appointed to manage the voluntary bankruptcy and winding up of Timminco and all of the directors resigned effective that date.
- (c) Mr. Hick was a non-executive director of Carpathian Gold Inc. (“**Carpathian**”) a Canadian incorporated and TSX-listed company, when on April 16, 2014, the Ontario Securities Commission issued a permanent management cease trade order, which superseded a temporary management cease trade order dated April 4, 2014, against the Interim CEO and the CFO of Carpathian. The permanent management cease trade order was issued in connection with Carpathian's failure to file its (i) audited annual financial statements for the period ended December 31, 2013, (ii) management's discussion and analysis relating to the audited annual financial statements for the period ended December 31, 2013, and (iii) corresponding certifications of the foregoing filings as required by National Instrument 52-109 – Certification of Disclosure in the Issuer's Annual and Interim Filings. The management cease trade order was lifted on June 19, 2014 following the filing of the required continuous disclosure documents on June 17, 2014.

### **C. APPOINTMENT OF AUDITOR**

Since November 13, 2012, PricewaterhouseCoopers LLP, Chartered Accountants (“**PwC**”) has been the auditor of the Corporation. Management recommends the appointment of PwC as the auditor of the Corporation to hold office until the next annual general meeting of the Shareholders at remuneration to be fixed by the directors of the Corporation, and the persons named in the enclosed form of proxy intend to vote in favour of such re-appointment.

### **OTHER MATTERS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the instrument of proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This Circular contains forward looking statements reflecting the Corporation’s objectives, estimates and expectations. These statements are identified by the use of verbs such as “believe”, “anticipate”, “estimate”, and “expect”. As well as the use of the future or conditional tense. By their very nature, these types of statements involve risk and uncertainty. Consequently, results could differ materially from the Corporation’s projections or expectations.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and in the Corporation’s annual audited financial statements and MD&A for the fiscal year ended February 28, 2018 available on SEDAR. A copy of these financial statements and MD&A have also been mailed out to those Shareholders who returned the Corporation’s Financial Statement Request Form provided with the Corporation’s 2018 annual general meeting material, in accordance with National Instrument 51-102 *Continuous Disclosure Obligations*. Shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to Corporation at 1000 De La Gauchetière Street West, Suite 2100, Montréal, Québec, H3B 4W5 (Telephone: 514-979-4746).

### **APPROVAL**

The contents of this Circular and the sending thereof to the shareholders of the Corporation have been approved by the Board of Directors of the Corporation.

**DATED** at Montréal, Québec, the 30<sup>th</sup> day of July 2018.

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

(s) “*Normand Champigny*”

President and CEO

## SCHEDULE A

### SPHINX RESOURCES LTD.

#### CHARTER OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

##### *I. Purpose*

The Audit and Risk Management Committee of Sphinx Resources Ltd. (“**Sphinx**” or the “**Corporation**”) is a committee of directors (the “**Audit Committee**”) appointed by the Board of Directors of Sphinx (the “**Board**”). The Audit Committee’s mandate is to provide assistance to the Board in fulfilling its financial reporting and control responsibility to the shareholders and the investment community. The Audit Committee is, however, independent of the Board and the Corporation and in carrying out their role shall have the ability to determine its own agenda and any additional activities that the Audit Committee shall carry out.

##### *II. Composition*

The Audit Committee will be comprised of at least three directors of the Corporation, the majority of whom, subject to any exemptions set out in Multilateral Instrument 52-110 *Audit Committees* (“**MI 52-110**”) will be independent and financially literate. An “independent” director is a director who has no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director’s independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of MI 52-110. A “financially literate” director is a director who has the ability to read and understand a set of financial instruments that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Corporation.

##### *III. Responsibilities*

Responsibilities of the Audit Committee generally include, but are not limited to, the undertaking of the following tasks:

- Selecting and determining the compensation of the external auditors, subject to approval of the shareholders of the Corporation, to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation. In making such determination and recommendation to the Board and to the shareholders, the Audit Committee will:
  - ✓ confirm the independence of the auditors and report to the Board its conclusions on the independence of the auditors and the basis for these conclusions;
  - ✓ meet with the auditors and financial management to review the scope of the proposed audit for the current year, and the audit procedures to be used; and
  - ✓ obtain from the external auditors’ confirmation that they are participants in good standing in the Canadian Public Accountability Board oversight program and, if applicable, in compliance with the provisions of the Sarbanes-Oxley Act of 2002 (U.S.) and other legal or regulatory requirements with respect to the audit of the financial statements of the Corporation.
- Overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. In overseeing such work, the Audit Committee will:
  - ✓ review with the external auditors any audit problems or difficulties and management’s response;

- ✓ at least annually obtain and review a report prepared by the external auditors describing (i) the auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, and reviewing any steps taken to deal with such issues;
- ✓ serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system and overseeing management's reporting on internal control;
- ✓ provide open lines of communication among the external auditors, financial and senior management, and the Board for financial reporting and control matters;
- ✓ make inquiries of management and the external auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risks to the Corporation;
- ✓ establish procedures to ensure that the Audit Committee meets with the external auditors on a regular basis in the absence of management;
- ✓ ensure that the external auditors prepare and deliver annually a detailed report covering (i) critical accounting policies and practices to be used; (ii) material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; (iii) other material written communications between the external auditors and management such as any management letter or schedule of unadjusted differences; and (iv) such other aspects as may be required by the Audit Committee or legal or regulatory requirements;
- ✓ consider any reports or communications (and management's responses thereto) submitted to the Audit Committee by the external auditors, including reports and communications related to:
  - deficiencies noted following the audit of the design and operation of internal controls;
  - consideration of fraud in the audit of the financial statement;
  - detection of illegal acts;
  - the external auditors' responsibility under generally accepted auditing standards;
  - significant accounting policies;
  - management judgements and accounting estimates;
  - adjustments arising from the audit;
  - the responsibility of the external auditors for other information in documents containing audited financial statements;
  - disagreements with management;
  - consultation by management with other accountants;
  - major issues discussed with management prior to retention of the external auditors;
  - difficulties encountered with management in performing the audit;
  - the external auditors' judgements about the quality of the entity's accounting principles; and
  - any reviews of unaudited interim financial information conducted by the external auditors;
- ✓ review the form of opinion the external auditors propose to render to the Audit Committee, the Board and shareholders; and

- ✓ discuss significant changes to the Corporation's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the external auditors or management, and the financial impact thereof.
- Pre-approving all non-audit services to be provided to the Corporation or its subsidiaries by the Corporation's external auditor, subject to any exemptions set out in MI 52-110. Notwithstanding the pre-approval process, the Audit Committee will ensure that the external auditors are prohibited from providing the following non-audit services and will determine which other non-audit services the external auditors are prohibited from providing:
  - ✓ bookkeeping or other services related to the accounting records or financial statements of the Corporation;
  - ✓ financial information systems design and implementation;
  - ✓ appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
  - ✓ actuarial services;
  - ✓ internal audit outsourcing services;
  - ✓ management functions or human resources;
  - ✓ broker, dealer, investment adviser or investment banking services;
  - ✓ legal services; and
  - ✓ any other service that the Audit Committee determines to be impermissible.
- Ensuring that the external auditors submit annually to the Corporation and the Audit Committee, a formal written statement of the fees billed for each of the following categories of services rendered by the external auditors: (i) the audit of the Corporation's annual financial statements for the most recent fiscal year and, if applicable, the reviews of the financial statements included in the Corporation's Quarterly Reports for that fiscal year; and (ii) all other services rendered by the external auditors for the most recent fiscal year, in the aggregate and by each service.
- Reviewing the Corporation's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases before the Corporation publicly discloses the information. In connection with such review, the Audit Committee will ensure that:
  - (a) management has reviewed the financial statements with the Audit Committee, including significant judgments affecting the financial statements;
  - (b) the members of the Audit Committee have discussed among themselves, without management or the external auditors present, the information disclosed to the Audit Committee; and
  - (c) the Audit Committee has received the assurance of both financial management and the external auditors that the Corporation's financial statements are fairly presented in conformity with International Financial Reporting Standards ("IFRS") and Canadian GAAP in all material respects.
- Ensuring that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to above, and periodically assessing the adequacy of those procedures.
- Reviewing, evaluating and monitoring any risk management program implemented by the Corporation, including any revenue protection program. This function should include:

- ✓ risk assessment;
  - ✓ quantification of exposure;
  - ✓ risk mitigation measures; and
  - ✓ risk reporting.
- Periodically access and review the effectiveness of the Corporation's procedures for the identification, assessment, reporting and management of risks including the areas of crisis management, capital expenditure, taxation strategy, funding, commodity and foreign exchange and interest rate exposure, insurance coverage, fraud and information systems technology.
  - Reviewing the adequacy of the resources of the finance and accounting group, along with its development and succession plans.
  - Establishing procedures for:
    - ✓ the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
    - ✓ the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
  - Reviewing and approving the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.
  - Annually reviewing and revising this Charter as necessary with the approval of the Board and the text relating to this Charter which is required to appear in the Annual Information Form of the Corporation, as more specifically set out in Form 52-110FI Audit Committee Information Required in an AIF.
  - Reviewing and assessing the adequacy of the Code of Business Conduct and Ethics governing the officers, directors and employees of the Corporation and the Code of Ethics governing Financial Reporting Officers at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board.
  - Reporting its activities to the Board on a regular basis and making such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.
  - Reviewing and discussing with management, and approving all related party transactions.

#### **IV. Authority**

The Audit Committee has the authority to:

- Engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties;
- Set and pay the compensation for any advisors employed by the Audit Committee, in accordance with applicable corporate statutes; and
- Communicate directly with the external auditors.

#### **V. Administrative Procedures**

- The Audit Committee will meet regularly and whenever necessary to perform the duties described above in a timely manner, but not less than four times a year. Meetings may be held at any time deemed

appropriate by the Audit Committee and by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.
- Meetings of the shall be held from time to time as the Committee or the Chairman shall determine upon 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.
- At the discretion of the Audit Committee, meetings may be held with representatives of the external auditors and appropriate members of management.
- The external auditors will have direct access to the Audit Committee at their own initiative.
- The Chairman of the Audit Committee will report periodically to the Board.

Approved by the Board of Directors of Sphinx on September 5, 2017.

## SCHEDULE B

### SPHINX RESOURCES LTD.

#### CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

##### I. PURPOSE

The Corporate Governance and Nominating Committee is a committee of the Board of Directors (the “**Board**”) of Sphinx Resources Ltd., (“**Sphinx**” or the “**Corporation**”). Its primary function is to assist the Board in fulfilling its oversight responsibilities by:

- Assessing the effectiveness of the Board as a whole as well as evaluating the contribution of individual members;
- Assessing and improving the Corporation’s governance practices;
- Proposing new nominees for appointment to the Board; and
- Orienting new directors.

##### II. COMPOSITION AND MEETINGS

The Corporate Governance and Nominating Committee (the “**Committee**”) shall be comprised of three or more Directors as determined by the Board, a majority of whom shall be independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship, which could in the view of the Board reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Corporation (and therefore shall be considered a “non-independent” director) if he or she falls in one of the categories listed in Exhibit “1” attached hereto.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall hold such positions at the pleasure of the Board or until the next annual meeting of shareholders. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chairman of the Committee is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full membership of the Committee.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of assistance in carrying out the mandate of the Committee.

The Committee shall meet at least once per annum, or more frequently as circumstances require. The Committee may ask members of management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chairman may meet with the Corporation’s external corporate counsel to discuss the Corporation’s corporate governance policies and practices.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the shall be held from time to time as the Committee or the Chairman shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by a quorum of the Committee.

##### III. RESPONSIBILITIES AND DUTIES

The responsibilities, duties and powers of the Committee shall include:

**A. Governance Responsibilities**

1. Annual review and revision of this Charter as necessary with the approval of the Board.
2. Review on a periodic basis, the size and composition of the Board and ensure that an appropriate number of independent directors sit on the Board.
3. Facilitate the independent functioning and maintain an effective relationship between the Board and management of the Corporation.
4. Assess the effectiveness of the Chairman's agenda and the quality of the engagement of the Board.
5. Annually review performance and qualification of existing directors in connection with their re-appointment.
6. Assess, at least annually, the effectiveness of the Board as a whole, each committee of the Board and the contribution of individual directors, including making recommendations where appropriate that sitting directors be removed or not re-appointed.
7. Keep up to date with regulatory requirements and other new development in corporate governance and review the quality of the Corporation's governance and suggest changes to the Corporation's governance practices as determined appropriate to the Board.
8. Ensure that disclosure and securities compliance policies, including communications policies, are in place.
9. Review the charters of other Board committees at least annually and, where necessary, recommend revisions thereto to be approved by each such committee and by the Board.

**B. Nominating Responsibilities**

1. Establish qualifications and skills necessary for members of the Board (as well as skills and competences the Board's needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board the skills and qualifications the Board's needs as a whole).
2. Establish an appropriate review selection process for new nominees to the Board.
3. Establish procedures and approve appropriate orientation and education programs for new members of the Board and establish and approve continuing education opportunities for all directors to ensure their knowledge and understanding of the Corporation's business remains current.
4. Analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs.

**C. Reporting and Others**

1. The Committee is responsible for reviewing and submitting to the Board, as a whole, recommendations concerning the Corporation's corporate governance performance and processes.
2. The Committee will record minutes of its meetings and, through its Chairman, report periodically to the Board.
3. The Committee may from time to time hire and remunerate outside professionals to assist or advise the Committee in carrying out its mandate.

**D. General**

1. Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

2. The Committee is a committee of the Board and it is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to security holders of the Corporation or any other liability whatsoever.

Approved by the Board of Directors of Sphinx on September 5, 2017.

## EXHIBIT "1"

Subject to the exemptions available under Multilateral Instrument 52-110 Audit Committees, the following individuals are considered to have a material relationship with the Corporation:

- (a) an individual who is, or has been within the last three years, an employee or executive officer of the Corporation;
- (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Corporation;
- (c) an individual who:
  - (i) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
  - (i) is a partner of a firm that is the Corporation's internal or external auditor;
  - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
  - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serves or served at the same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years, other than as remuneration for acting in his or her capacity as a member of the Board of Directors or any Board committee, or the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service for the Corporation if the compensation is not contingent in any way on continued service.