



Fission
URANIUM CORP.

FISSION URANIUM CORP.

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL MEETING AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD AT 10:00 A.M. (PACIFIC TIME)
ON JUNE 28, 2022
AT THE ADDRESS OF
700 – 1620 DICKSON AVENUE KELOWNA
BRITISH COLUMBIA, CANADA**

FISSION URANIUM CORP.

700 – 1620 Dickson Avenue
Kelowna, BC V1Y 9Y2

NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting and special meeting (the "**Meeting**") of the shareholders of **FISSION URANIUM CORP.** (the "**Company**") will be held on June 28, 2022 at the offices of the Company located at 700 – 1620 Dickson Avenue Kelowna, British Columbia, Canada at 10:00 A.M. (Pacific time) for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2021 and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants as the auditor for the Company, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider, and if deemed appropriate, to pass with or without variation, an ordinary resolution approving the unallocated stock options, under the Company's stock option plan, which has been approved by the directors of the Company (the "**Board**"), as described in the accompanying management information circular (the "**Circular**"); and
5. to transact such other business as may be properly brought before the Meeting.

The Circular provides additional information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice.

Amid ongoing concerns about the coronavirus (COVID-19) outbreak, the Company remains mindful of the well-being of our shareholders and their families, our industry partners and other stakeholders as well as the communities in which we operate. The Company currently intends on holding an in-person shareholder meeting, with the necessary restrictions set forth in the following paragraph. However, as COVID-19 is a rapidly evolving situation, the Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. The Company will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Company's website at www.fissionuranium.com or the Company's SEDAR profile at www.sedar.com, where copies of such news releases, if any, will be posted. The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting.

In order to ensure as many common shares as possible are represented at the Meeting, the Company strongly encourages registered shareholders to complete the Form of Proxy and return it as soon as possible in accordance with the instructions outlined in the Circular shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker as soon as possible and to follow the instructions set out in the accompanying

Information Circular. In addition, only registered shareholders of the Company (the "**Registered Shareholders**") or their duly appointed proxy holders will be permitted to attend the Meeting.

Registered Shareholders are entitled to vote at the Meeting either in person or by proxy. Registered Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., at its office at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax number 1-866-249-7775, or by international fax number 1-416-263-9394 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. Please advise the Company of any change in your mailing address. The time limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion, without notice.

If you are a non-registered shareholder, please refer to the section in the Circular entitled "*Solicitation of Proxies and Voting Instructions*" for information on how to vote your Fission common shares.

DATED at Kelowna, British Columbia, this 20th day of May, 2022.

BY ORDER OF THE BOARD

"Ross McElroy"

President, CEO & Director

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of Fission Uranium Corp. (the "**Company**" or "**Fission**") for use at the annual and special meeting of the Company to be held on June 28, 2022 and at any adjournments thereof (the "**Meeting**"). The solicitation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by officers and employees of the Company. All costs of the solicitation for the Meeting will be borne by Fission. Unless otherwise specified, the information contained in this Circular is current as of May 9, 2022.

Appointment of Proxyholder

The persons designated by management of the Company in the enclosed form of proxy are directors or officers of the Company. **Each registered shareholder of the Company (the "Registered Shareholders") has the right to appoint as proxyholder a person or company (who need not be a shareholder of the Company) other than the persons designated by management of the Company in the enclosed form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

In the case of Registered Shareholders, the completed, dated and signed form of proxy must be received by Computershare Investor Services Inc. ("**Computershare**"), at its office at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax number 1-866-249-7775, or by international fax number 1-416-263-9394. To be effective, a proxy must be received by Computershare not later than June 24, 2022 at 10:00 am (Pacific time) or 1:00 pm (Eastern time), or in the case of any adjournment of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays), prior to the time of the adjournment. The time limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion, without notice.

Revocation of Proxy

A shareholder who has given a proxy may revoke it by depositing an instrument or act in writing signed by the shareholder or by the shareholder's personal representative, who is authorized in writing, at the registered office of the Company at 700 – 1620 Dickson Avenue, Kelowna, BC, V1Y 9Y2 at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the chairman of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

Voting of Proxies

On any ballot that may be called for, the common shares of the Company (the "**Shares**") represented by a properly executed proxy given in favour of the persons designated by management of the Company in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy, and if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Shares represented by properly

executed proxies given in favour of the persons designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority. If a shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly; however, if such discretion is not made in respect of any matter, the form of proxy will be voted as recommended by management.

Voting Instructions for Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares.

A holder of Shares is a non-registered (or beneficial) shareholder (a "**Non-Registered Shareholder**") if the shareholder's Shares are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, RDSPs, TFSA's and similar plans; or (b) in the name of a clearing agency (such as CDS & Co.) of which the Intermediary is a participant.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about them to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about them to the Company are referred to as objecting beneficial owners ("**OBOs**"). In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the Company has elected to send copies of the proxy-related materials, including a voting instruction form ("**VIF**") (collectively, the "**Meeting Materials**") directly to the Canadian NOBOs and indirectly through Intermediaries for onward distribution to the OBOs and NOBOs in the United States. The Company will also pay the fees and costs of Intermediaries for their services in delivering the Meeting Materials to OBOs in accordance with NI 54-101. Intermediaries must forward the Meeting Materials to each OBO or Non-Registered Shareholders in the United States (unless such shareholder has waived the right to receive such materials), and often use a service company (such as Broadridge Investor Communication Solutions), to permit such shareholder to direct the voting of the Shares held by the Intermediary on behalf of such shareholder. Generally, Non-Registered Shareholders who have not waived the right to receive meeting materials will be given a VIF which must be completed and signed by the Non-Registered Shareholder in accordance with the directions on the VIF. Non-Registered Shareholders should submit VIFs in sufficient time to ensure that their votes are received by the Company.

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should insert their own (or such other person's) name in the blank space provided in the VIF. Non-Registered Shareholders should ensure they follow the corresponding instructions on the VIF, to appoint themselves as proxyholders, and submit the VIF in the appropriate manner noted above. **Non-Registered Shareholders should carefully follow the instructions on the VIF. Non-Registered Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate persons, as required.**

These Meeting Materials are being sent to both Registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Company or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Shares on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Votes Necessary to Pass Resolutions

A simple majority of affirmative votes cast at the Meeting is required to pass each of the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, the nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed as directors by ballot in accordance with the Company's majority voting policy.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized voting share capital of Fission consists of an unlimited number of common shares. Each holder of Shares is entitled to one vote for each Share registered in his or her name held at the close of business on May 9, 2022, the date fixed by the directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

At the close of business on May 9, 2022, there were 676,351,458 Shares outstanding. To the knowledge of the directors and executive officers of the Company, no one person or entity beneficially owns or exercises direction or control over, directly or indirectly, more than 10% of the Shares, except the following:

Shareholder Name	Number of Shares Held	Percentage of Issued and Outstanding Shares
CGN Mining Company Limited ("CGN Mining")	96,736,540	14.3%

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company'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.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting or until their successors are appointed. In the absence of instructions to the contrary, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the election of the below named nominees as directors.

Pursuant to a subscription agreement between Fission and CGN Mining dated January 11, 2016 (the "**Subscription Agreement**"), CGN Mining acquired an aggregate of 96,736,540 Shares of Fission at a price of C\$0.85 per Share for a total subscription price of C\$82,226,059. In addition, Fission and CGN Mining also entered into an offtake agreement pursuant to which CGN Mining will purchase 20% of annual U₃O₈ production and will have an option to purchase up to an additional 15% of U₃O₈ production from the Company's Patterson Lake South Property (the "**PLS Project**"), after commencement of commercial production.

The Subscription Agreement provides that for so long as CGN Mining and their affiliates hold not less than 17% of the Company's issued and outstanding shares for any continuous period of at least 24 months, CGN Mining is entitled to nominate two individuals to the board of directors of the Company

(the “**Board**”) in addition to certain anti-dilution rights for future equity financing of the Company. CGN Mining has nominated Mr. Felix Wang and Mr. Jun Zhou for election to the Board.

Majority Voting Policy

The Board has adopted a majority voting policy (the “**Policy**”). Pursuant to the Policy, shareholders vote for the election of individual directors at each annual meeting of shareholders, rather than for a fixed slate of directors. Further, in an uncontested election of directors at an annual meeting of shareholders, the votes cast in favour of the election of a director nominee must exceed the number of shares withheld for the election of the director. If that is not the case, that director must tender his or her resignation to the Chairman of the Board immediately. The Nominating and Corporate Governance Committee (“**NCGC**”) will promptly consider such tendered resignation and recommend to the Board the action to be taken with respect to such tendered resignation. In making its recommendation, the NCGC will consider the reason why the votes were withheld, the skills and expertise of that director, the overall composition of the Board and the skills and the expertise of the other directors. Thereafter, the Board must decide whether to accept such resignation and it must promptly disclose its decision via press release. The Board shall accept the resignation absent exceptional circumstances. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision. A resignation will not be effective until it is accepted by the Board. An “uncontested election” means an election where the number of nominees for director is not greater than the number of directors to be elected.

Director Nominees

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 Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular.

Name and place of residence	Principal occupation	Director and/or Officer since	Shares
<p>Ross McElroy⁽⁴⁾ British Columbia, Canada</p> <p><i>Director, President and CEO</i></p>	<p>Mr. McElroy is a professional geologist with 35 years of experience in the mining industry. He is the winner of the 2014 PDAC Bill Dennis award for exploration success and the Northern Miner ‘Mining Person of the Year’. He has comprehensive experience with working and managing many types of mineral projects from grass roots exploration to feasibility and production.</p> <p>Mr. McElroy has held positions with both major and junior mining companies, which include BHP Billiton, Cogema Canada, and Cameco. He was a member of the early stage discovery team of the MacArthur River uranium deposit.</p> <p>Mr. McElroy was part of the hugely successful Fission Energy Corp. team as President, COO and Chief Geologist. He headed up the technical team that made the discovery at Waterbury Lake, SK and Fission Uranium Corp.’s PLS discovery. Mr. McElroy assumed the role of CEO in September 2020. Mr. McElroy received a Bachelor’s Degree in Science, with a Specialization in Geology from the University</p>	<p>February 13, 2013</p>	<p>2,424,070</p>

Name and place of residence	Principal occupation	Director and/or Officer since	Shares
	of Alberta in 1987 and is a registered professional geologist in Saskatchewan, British Columbia and Nunavut/Northwest Territories.		
Frank Estergaard ⁽¹⁾⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	Mr. Estergaard is a Chartered Professional Accountant (CPA, CA). Mr. Estergaard was a partner with KPMG where he participated in a broad range of audit, taxation and structural/reorganization transactions and served on the firm's Management Committee and Partnership Board. Since retiring from KPMG, Mr. Estergaard has served as a director and chair of the audit committee for Fission Energy Corp., Fission 3.0 Corp., QHR Technologies Inc., Cobalt 27 Capital Corp. and Conic Metals Corp., and as CFO for Metalex Ventures Ltd. and CFO and /or director for several private companies.	February 7, 2014	1,610,279
William Marsh ⁽¹⁾⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	Mr. Marsh previously worked on domestic and international drilling programs for Chevron for 15 years both in Canada and internationally. Mr. Marsh was a director of Pacific Asia China Energy until its sale to Green Dragon Gas wholly owned subsidiary, Greka China Ltd, for \$35.18 million in 2008. Mr. Marsh was also a director of Predator Capital Corp., Wolf Capital Corp. and Ballyliffin Capital Corp. Mr. Marsh has also provided consulting services to a number of resource exploration and production companies, both public and private, operating in Canada and internationally.	May 31, 2013	277,075
Robby Chang ⁽¹⁾⁽²⁾ Toronto, Canada <i>Director</i>	Mr. Chang has over 25 years of experience in the financial services industry and is a sought after expert in uranium markets. An experienced senior executive, he currently sits on the boards of three mineral resource companies and is on the advisory board of another. He is currently the Co-Founder and Chief Executive Officer of Gryphon Digital Mining and his past roles include serving as the Managing Director and Head of Metals & Mining at Cantor Fitzgerald where he provided research coverage in precious metals, base metals, lithium, and uranium. He is well familiar with the uranium mining industry, and is considered a subject matter expert by several media outlets. He was recognized by Bloomberg as the "Best Precious Metals Analyst" in Q1 2016. Mr. Chang is frequently quoted by and a regular guest of several media outlets including: Bloomberg, Reuters, CNBC, and the Wall Street Journal. Mr. Chang previously served as a Director of Research and Portfolio Manager at Middlefield Capital, a Canadian investment firm which managed \$3 billion in assets. He was also on a five-person multi-strategy hedge fund team where he specialized in equity and derivative investments.	April 1, 2018	150,798

Name and place of residence	Principal occupation	Director and/or Officer since	Shares
	Mr. Chang completed his MBA at the University of Toronto's Rotman School of Management.		
Darian Yip ⁽³⁾ Hong Kong, China <i>Director, Chairman</i>	Mr. Yip is the Chairman of Fission. Mr. Yip has over 20 years of experience in the financial services industry and has been focused on the metals and mining sector for the past 15 years. In 2014, he co-founded and was partner and Managing Director for a Canadian, publicly-listed investment bank's operations in Asia and was responsible for setting up their Beijing and Hong Kong offices. Prior to this, he assisted another Canadian investment bank in growing their Asian mining franchise. For the past 10 years Mr. Yip has focused on cross-border transactions between Chinese and Canadian companies in the natural resources sector.	September 11, 2018	179,197
Felix Wang Hong Kong, China <i>Director</i>	Mr. Wang has extensive working experience in fundraising and investor relations field. Before joining CGN Mining, Mr. Wang served in the Corporate Finance and Investor Relations team of a leading global electric vehicle startup in China, and successfully raised more than US\$740 million for the company. Prior to that, Mr. Wang served in the Investor Relations & Corporate Communication department in CITIC Pacific, a subsidiary of China's largest conglomerate CITIC Group. Mr. Wang obtained double Bachelor degrees in Economics and Business Administration from McDaniel College, USA, and Master of Science in Accounting from Boston College, USA.	April 1, 2021	4,688 ⁽⁵⁾
Jun Zhou Hong Kong, China <i>Director</i>	Mr. Zhou is currently the Chief Executive Officer of China Uranium Development Company Limited and has more than 20 years' experience in finance and corporate management. He earned a Master of Economics in 1999 and has worked as a senior financial manager for CGNPC URC since 2008. Mr. Zhou is a Certified Public Accountant.	April 1, 2021	4,688 ⁽⁵⁾

(1) Member of the Audit Committee.

(2) Member of the Nominating and Corporate Governance Committee.

(3) Member of the Compensation Committee.

(4) Sole member of the Disclosure Committee and sole member of the Interest Share Committee.

(5) CGN Mining has beneficial ownership of 96,736,540 Shares. Felix Wang and Zhou Jun are the Senior Manager – Capital Operation Department and Senior Financial Manager of Finance and Planning department of CGN Mining, respectively.

The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors.

Corporate Cease Trade Orders

To the knowledge of Fission, as at the date of the Circular, no proposed director nominee is, or within the ten years prior to the date of the Circular has been, a director, chief executive officer or chief financial officer of any company (including Fission), that while that person was acting in that capacity:

- (a) was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
 - (ii) an order similar to a cease trade order, or
 - (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "**Order**"); or
- (b) was subject to an Order that was issued after the director or executive officer 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.

Bankruptcy

To the knowledge of Fission, as at the date of the Circular no proposed director nominee is, or within the ten years prior to the date of the Circular has:

- (a) been a director or executive officer of any company (including Fission) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) 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 manager or trustee appointed to hold the assets of the director.

Penalties and Sanctions

To the knowledge of Fission, as at the date of the Circular no proposed director nominee has been subject to:

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

Appointment of Auditor

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as auditor of the Company to hold office until the close of the next annual meeting of the Company. PricewaterhouseCoopers, LLP were first appointed auditors of the Company on July 23, 2013.

Approval of Unallocated Options under the Stock Option Plan

The Company's stock option plan (the "**Stock Option Plan**"), which was last approved by shareholders of the Company in 2019, provides Fission with the advantages of the incentives inherent in share ownership on the part of employees, officers, directors and others responsible for the continued success of Fission, to create in such persons a proprietary interest in, and a greater concern for, the welfare and success of Fission, to encourage such individuals to remain with Fission and to attract and retain qualified employees, officers, directors and others to Fission. See "*Executive Compensation – Equity Compensation Plan Information – Summary of Stock Option Plan*" below for a summary of the material terms of the Stock Option Plan.

Pursuant to the rules and policies of the Toronto Stock Exchange ("**TSX**"), unallocated options, rights or other entitlements under a TSX-listed issuer's security based compensation arrangement that does not have a fixed maximum number of securities issuable (which includes the Stock Option Plan) must be approved by a majority of the issuer's directors and by the issuer's security holders every three years.

Based on the Stock Option Plan, the aggregate number of Shares reserved for issuance upon the exercise of all options granted under the Stock Option Plan, may not exceed 10% of the issued and outstanding shares of the Company from time to time. The number of unallocated options is calculated by subtracting (i) the number of Shares issuable pursuant to outstanding options under the Stock Option Plan from (ii) the number calculated as 10% of the issued and outstanding Shares at the time.

As of the date of this Circular, the Company has 676,351,458 Shares issued and outstanding and 39,836,667 Shares issuable under existing option grants (equal to approximately 5.89% of the issued and outstanding Shares of the Company). Accordingly, there are currently unallocated options to purchase 27,798,478 Shares under the Stock Option Plan (equal to approximately 4.11% of the issued and outstanding shares of the Company).

If the shareholders approve the unallocated options at the Meeting, the Company will next be required to seek similar approval from the shareholders no later than June 28, 2025. If the unallocated options are not approved by shareholders at the Meeting, then, after that date, existing stock options will continue to exist unchanged, however, the Board will neither be able to grant new options, nor will they be able to re-allocate outstanding options that expire unexercised.

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, the following ordinary resolution (the "**Stock Option Plan Resolution**"), subject to such amendments, variations or additions as may be approved at the Meeting, to approve the unallocated options under the Stock Option Plan:

"Resolved that:

- i. the unallocated options under the Stock Option Plan, as amended from time to time, be and are hereby approved and authorized, which approval shall be effective until June 28, 2025; and
- ii. any director or officer of the Company be, and is hereby, authorized and directed to execute and deliver for and in name of and on behalf of the Company, whether under its corporate seal or not, all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as in such person's opinion may be necessary or desirable for the purpose of giving effect to this ordinary resolution."

The Board recommends that shareholders vote FOR the Stock Option Plan Resolution. To be effective, the Stock Option Plan Resolution must be approved by not less than a majority of the votes cast by the shareholders of the Company present in person, or represented by proxy, at the Meeting. **The persons named in the accompanying form of proxy or voting instruction form intend to vote the Shares represented thereby FOR such resolution, unless a proxy contains express instructions to vote against such resolution.**

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer (“**NEO**”) of the Company means each of the following individuals:

- (a) the Chief Executive Officer of the Company (“**CEO**”);
- (b) the Chief Financial Officer of the Company (“**CFO**”);
- (c) the three most highly compensated executive officers of the Company or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of, or during, the fiscal year ended December 31, 2021, whose total compensation was, individually, more than \$150,000 for the fiscal year ended December 31, 2021; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity, at December 31, 2021.

The NEOs of the Company for the fiscal year ended December 31, 2021 are: Ross McElroy, President and CEO; Chris Sammartino, CFO and former Controller; Ryan Cheung, former Interim CFO and Corporate Secretary; Gary Haywood, VP Project Development; Raymond Ashley, VP Exploration and Sam Hartmann, Senior Project Manager.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes and explains the significant elements of the Company’s executive compensation program implemented in the Company’s fiscal year ended December 31, 2021. The success of the Company depends on the talent and efforts of its employees and the leadership and performance of its executives. The Company believes that it is in the shareholders’ interest that the compensation program is structured in a manner that makes the attraction, retention and motivation of the highest quality employees a reality.

Fission has established a compensation committee (the “**Compensation Committee**”) to ensure that the Company has appropriate procedures for setting executive compensation. The Compensation Committee ensures that total compensation paid to each of the executive officers is fair and reasonable and is consistent with the Company’s compensation philosophy.

The Compensation Committee is also responsible for recommending compensation for the directors and granting stock options to the directors, officers and employees of, and consultants to, the Company pursuant to the Stock Option Plan, in such amounts and upon such terms as may be recommended by the Compensation Committee and approved by the Board from time to time.

The Company’s executive compensation program and strategy is designed to (i) be competitive in order to help attract and retain the talent needed to lead and grow the Company’s business, (ii) provide a strong incentive for executives and key employees to work toward achievement of the Company’s goals and strategic objectives and (iii) ensure that the interests of management and shareholders of the Company are aligned.

Compensation for the Company’s executive officers is intended to reflect a fair evaluation of overall performance and is intended to be competitive in aggregate with levels of compensation of comparable public issuers. The Company’s annual compensation program for the NEOs consists of two key components, base salary and long-term incentives. The Company’s executive compensation policy does not include specific performance goals or similar conditions that are based on objective, identifiable measures. Rather, compensation is based on, and informed by, the performance of Fission and the NEO’s contribution to that performance, as well as the personal performance of the NEO.

The Company generally strives to use long term incentives, such as the grant of stock options, as performance incentives for executive management and to increase the alignment of interests between employees, executive management and shareholders. Executive officers and directors are eligible to be granted stock options under the Stock Option Plan. The Stock Option Plan is intended to provide long term rewards linked directly to the market value of the Shares. The Board is of the view that the Stock Option Plan is in the best interests of the Company and will assist the Company to attract, motivate and retain talented and capable board members and executive management.

In 2021, the Company introduced a short-term executive incentive cash compensation plan ("**STIP**") for the period from October 13, 2020 to December 31, 2021, and for each subsequent year from the first day of the calendar year to the last day of the calendar year. The STIP is a cash based plan and not a securities based plan. The STIP was put in place to retain select executives key to the achievement of milestones in alignment with Company and shareholders interests. The reward for the period under the STIP ends on December 31, of the relevant year. The STIP uses performance measures weighted between corporate and individual targets. The target STIP is 40% of the relevant executives annual fee (the "**Target STIP**").

The corporate performance measures include the following.

- Corporate financing performance measures. These performance measures are tiered, with the executive achieving (i) 35% of the Target STIP for completing a Board approved corporate financing for between \$10 million and \$19.9 million during the STIP period, (ii) 45% of the Target STIP for completing a Board approved corporate financing for between \$20 million and \$29.9 million during the STIP period, and (iii) 55% of the Target STIP for completing a Board approved corporate financing for between \$35 million and above during the STIP period.
- Shareholder return performance measures. These performance measures are tiered, with the executive achieving (i) 17.5% of the Target STIP if the share price of the Company increases by 1.4 times during the STIP period, (ii) 25% of the Target STIP if the share price of the Company increases by 1.8 times during the STIP period, and (iii) 35% of the Target STIP if the share price of the Company increases by 2.2 times during the STIP period. For the 2021 STIP period, the initial share benchmark price was \$0.30.
- Shareholder return relative to industry peers performance measures. These performance measures are tiered, with the executive achieving (i) 17.5% of the Target STIP if the share price of the Company increases by 5% relative to an average of its peers share price during the STIP period, (ii) 25% of the Target STIP if the share price of the Company increases by 10% relative to an average of its peers share price during the STIP period, and (iii) 40% of the Target STIP if the share price of the Company increases by 15% relative to an average of its peers share price. For the 2021 STIP period, the target peers were determined to be Cameco Corporation (with a benchmark share price of \$12.39), NexGen Energy Ltd. (with a benchmark share price of \$2.24) and Denison Mines Corp. (with a benchmark share price of \$0.45).

The individual performance measures includes:

- Budget performance measures. The executive will receive 10% of the Target STIP if a general and administrative annual budget is generated and expenditures within the budget does not exceed 100% for the STIP period (subject to any increases of such budget by the Board).
- Exploration agreement performance measure. The executive will receive 5% of the Target STIP if progress is made with respect to negotiations between the Company and certain indigenous groups.
- Feasibility study performance measures. The executive will receive 10% of the Target STIP if progress is made with respect to moving the PLS Project closer to production.
- Employee and contractor survey measures. The executive will receive 5% of the Target STIP if certain employment and contractor surveys are implemented.

The corporate and individual performance measures are weighted 70% and 30%, respectively. The assessment of performance measures being met, including to what degree such measures have been met, is determined by mutual agreement between the executive and board (or as delegated to the Compensation Committee).

The Company does not have a pension plan benefit program or a non-equity, long-term incentive plan compensation in place. Therefore, there were no payments or benefits in connection with a defined benefit or a defined contribution plan and no long-term incentive plan awards offered to the NEOs during the Company's fiscal year ended December 31, 2021.

The Board has overall responsibility for the oversight of the Company's risk management, including in relation to all aspects of compensation. In this regard, the Board oversees the Company's compensation programs to ensure they do not encourage individuals to take inappropriate or excessive risks that could have a materially adverse effect on the Company. The Board, together with the Compensation Committee, considered the compensation programs of the Company to ensure that controls are in place to monitor and separate decision authorities related to key risks associated with Company's compensation and incentive plans.

The Board believes it has effective risk management and regulatory compliance relating to its compensation policies used in determining executive compensation. Risks related to compensation are taken into consideration as part of the general review and determination of executive compensation by the Board. Inappropriate and excessive risks by executives are mitigated by regular board meetings during which financial and other information of the Company are reviewed, and which information includes executive compensation. Interested directors declare their interest and abstain from voting on compensation matters. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Company does not permit its NEOs or directors to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Executive Compensation Peer Group and Benchmarking

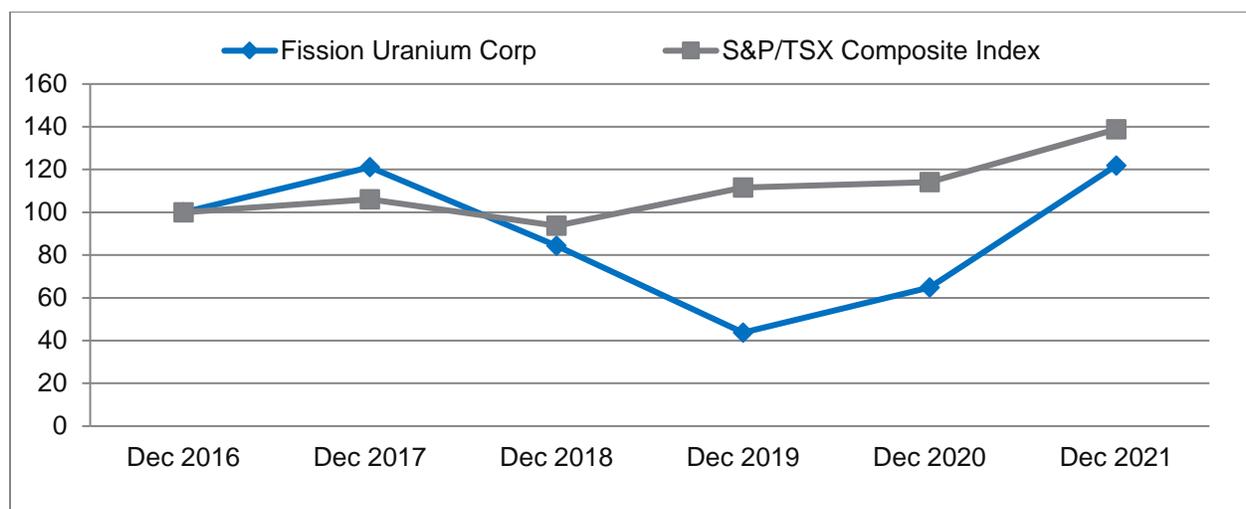
The Compensation Committee uses a variety of data sources, including guidance from our independent compensation advisor, published compensation surveys, and other market data to identify peer groups for salary comparisons. There is a smaller group of publicly traded, operating, primary uranium mining companies the Compensation Committee evaluates. This group is limited to make appropriate comparisons of exploration and development mining companies that closely align with Fission. As a result, we have supplemented our primary peer group with other peers we consider appropriate for benchmarking executive compensation and following good governance practices. Our peer group selection was based on the following:

- (a) Companies within the same industry segment as Fission;
- (b) Companies with uranium as a primary metal/mineral;
- (c) Companies with a similar business strategy and scope of operations to Fission; and
- (d) Companies based and primarily operating within North America. The table below summarizes the 2021 Peer Group:

Peer Group	
Azarga Uranium Corp.	Laramide Resources Ltd.
Cameco Corporation	NexGen Energy Ltd.
Denison Mines Corp.	UEX Corporation
Energy Fuels Inc.	Uranium Energy Corp.
GoviEx Uranium Inc.	Uranium Royalty Corp.

Performance Graph

The following graph compares the cumulative total shareholder return on \$100 invested in Shares of Fission with \$100 invested in the S&P/TSX Composite Index for the period beginning December 30, 2016 to December 31, 2021 (the Company's most recently completed financial year end), based on the closing price of the Shares on the last trading day of each year. All dollar amounts are reflected in Canadian dollars.



As discussed under "Executive Compensation - Compensation Discussion and Analysis", Fission's executive compensation consists of base salary and long-term incentives through the Stock Option Plan. The grant of stock options is intended to provide long term rewards to motivate and retain talented and capable board members and executive management. Fission does not directly tie increases or decreases in the level of executive compensation year over year, if any, to the increases or decreases in the market performance of the shares. The value of any equity component of executive compensation, including stock options, will naturally fluctuate along with any fluctuations in the market performance of the shares.

From December 2016 to December 2021, shareholder return generally declined due to disruptions in the uranium market amidst persistent risk aversion sentiment. The Company has not performed in line with the S&P/TSX Composite Index in part due to these market conditions. The Board is satisfied that the compensation offered to the Company's NEOs is consistent with the Company's continued progress in building its business and is fair and reasonable, notwithstanding the trend in the Company's performance shown in the graph above.

Option-based awards

The level of stock options awarded to an NEO is determined by his position and his potential future contributions to the Company. The exercise price of stock options is determined by the Board but shall in no event be less than the closing market price for the Shares on the trading day prior to the date of grant of the option.

The Board and the Compensation Committee believe that in order to (i) assist the Company in attracting and retaining management and key employees and providing such employees and directors with incentive to continue in the service of the Company, (ii) create a greater commonality of interests between such employees and directors and the shareholders of the Company through incentive compensation based on the value of the Shares and (iii) where appropriate, provide such employees and directors an incentive to create or realize value for shareholders of the Company through potential partnership opportunities, the compensation of directors, executive officers and other key employees should include equity-based compensation that is at least competitive with peer companies. The Company's equity-based compensation currently is made in the form of stock options granted under the Stock Option Plan and a Directors Remuneration Plan (the "DRP") whereby a portion of director fees

can be paid through the issuance of common shares in lieu of the payment of cash or other means of remuneration.

The Company makes grants of options under the Stock Option Plan on a prospective, going-forward basis. The options granted to executive officers and other key employees are typically granted by the Board, based on the recommendations of the Compensation Committee. In addition, grants of options are also made to non-management directors. In determining whether or not to make option grants, the Board and the Compensation Committee take into account previous and other awards of equity-based compensation to the grantees and others. In granting options both to executive officers and other key employees, as well as non-management directors, the Board, based on the recommendations of the Compensation Committee, decides the portion of the potential ownership of the Company to be transferred as compensation and then determines the number of the options to be granted.

Compensation Governance

The Compensation Committee is currently comprised of William Marsh (Chair), Darian Yip and Frank Estergaard all of whom are "independent" for the purposes of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation. All members of the Compensation Committee have had significant experience in the mining sector, including the junior exploration sector and on other boards of directors.

The duties and responsibilities of the Compensation Committee are as follows:

- (a) determine the salary and benefits of the President and CEO;
- (b) review and approve corporate goals and objectives relevant to the President and CEO's compensation;
- (c) evaluate the President and CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the President and CEO's compensation level based on its evaluation;
- (d) review the recommendations to the Compensation Committee of the President and CEO respecting the appointment, compensation and other terms of employment of the CFO, all senior management reporting directly to the CEO and all other officers appointed by the Board and, if advisable, approve and recommend for Board approval, with or without modifications, any such appointment, compensation and other terms of employment;
- (e) review executive compensation disclosure before the issuer publicly discloses this information;
- (f) recommend to the Board the remuneration (fees and/or retainer) to be paid to and the benefits to be provided to directors;
- (g) review and approve the disclosure in the Company's management information circular to shareholders respecting the process undertaken by the Compensation Committee in its review and preparing a recommendation in respect of the President and CEO compensation; and
- (h) review and assess the adequacy of the Compensation Committee mandate at least annually to ensure compliance with any rules of regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to the Compensation Committee Mandate as considered.

Summary Compensation Table

The following table provides a summary of the total NEO Compensation earned during the fiscal year ended December 31, 2019, the fiscal year ended December 31, 2020 and the fiscal year ended December 31, 2021.

Name and principal position	Period Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$) ⁽¹⁾		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Ross McElroy, President and CEO	December 31, 2021	510,000	N/A	547,566	360,000 ⁽²⁾	N/A	N/A	Nil	1,417,566
	December 31, 2020	510,000	N/A	327,100	Nil	N/A	N/A	6,500 ⁽³⁾	843,600
	December 31, 2019	510,000	N/A	Nil	Nil	Nil	N/A	84,000 ⁽³⁾	594,000
Ryan Cheung, Former Interim CFO and Corporate Secretary ⁽⁴⁾	December 31, 2021	7,500	N/A	Nil	Nil	N/A	N/A	N/A	7,500
	December 31, 2020	20,000	N/A	40,891	Nil	N/A	N/A	N/A	60,891
	December 31, 2019	N/A	N/A	Nil	Nil	N/A	N/A	N/A	N/A
Gary Haywood, VP Project Development	December 31, 2021	313,750	N/A	284,735	Nil	N/A	N/A	Nil	573,485
	December 31, 2020	N/A	N/A	Nil	Nil	N/A	N/A	Nil	Nil
	December 31, 2019	N/A	N/A	Nil	Nil	N/A	N/A	Nil	Nil
Raymond Ashley, VP Exploration	December 31, 2021	163,500	N/A	284,735	Nil	N/A	N/A	Nil	444,735
	December 31, 2020	160,000	N/A	228,988	Nil	N/A	N/A	Nil	388,988
	December 31, 2019	160,000	N/A	Nil	Nil	N/A	N/A	Nil	160,000
Sam Hartmann, Senior Project Manager	December 31, 2021	247,880	N/A	109,513	Nil	N/A	N/A	Nil	357,393
	December 31, 2020	136,524	N/A	54,521	Nil	N/A	N/A	Nil	191,045
	December 31, 2019	161,168	N/A	Nil	Nil	N/A	N/A	Nil	161,168
Chris Sammartino, CFO and Former Controller ⁽⁵⁾	December 31, 2021	190,423	N/A	284,735	Nil	N/A	N/A	Nil	475,158
	December 31, 2020	106,385	N/A	212,632	Nil	N/A	N/A	Nil	319,017
	December 31, 2019	74,250	N/A	Nil	Nil	N/A	N/A	Nil	74,250

(1) All amounts earned on non-equity incentive plan compensation were paid during the following financial year.

(2) Bonus earned through the Company's Short-Term Executive Incentive Cash Compensation Plan.

(3) Received for services as a director.

(4) Ryan Cheung and stepped down as Interim CFO and Corporate Secretary effective April 1, 2021.

(5) Chris Sammartino was appointed as CFO effective April 1, 2021.

The amounts included under "option-based awards" (in the Summary Compensation Table above) and "grant date fair value" (in the In-the-Money Amounts of Options Previously Granted table below) represent an estimate of the fair value, on the date of the grant, of awards granted under the Stock Option Plan. The value has been calculated using the Black-Scholes model and is consistent with the fair value determined in accordance with *IFRS 2 Share Based Payment*. The amount disclosed in the table above represents the fair value of the vested and unvested portions of the options granted during the year. The estimated fair value recognized in the financial statements is amortized over the applicable vesting periods and may differ from the amounts reported in the table above. The estimated fair values disclosed above have not been, and may never be, realized by the NEOs. The actual future value recognized by the NEOs will depend on the value of the Shares on the TSX at the time of exercise.

The Black-Scholes option pricing model incorporates the following key assumptions dealing with risk free interest rate, expected stock price volatility, expected life and expected dividend yield:

- for options granted on October 7, 2020: a risk free interest rate of 0.35%; an expected life of 5 years; an annualized volatility of 63.67%; and a dividend rate of N/A.
- for options granted on February 22, 2021: a risk free interest rate of 0.31%; an expected life of 2.92 years; an annualized volatility of 74.21%; and a dividend rate of N/A.

Outstanding Option-Based and Share-Based Awards

The following table discloses the particulars of each NEO for awards outstanding at the end of the fiscal year ended December 31, 2021.

Name and principal position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ross McElroy, <i>President and CEO</i>	2,000,000 2,500,000	0.31 0.58	Oct 7, 2025 Feb 22, 2026	940,000 500,000	N/A N/A	N/A N/A	N/A N/A
Ryan Cheung, <i>Former Interim CFO and Corporate Secretary</i> ⁽²⁾	Nil	N/A	N/A	Nil	N/A	N/A	N/A
Gary Haywood, <i>VP Project Development</i>	1,300,000	0.58	Feb 22, 2026	260,000	N/A	N/A	N/A
Raymond Ashley, <i>VP Exploration</i>	260,000 650,000	0.85 0.58	Jan 16, 2022 Feb 22, 2026	Nil 130,000	N/A N/A	N/A N/A	N/A N/A
Sam Hartmann, <i>Senior Project Manager</i>	200,000 333,333 500,000	0.85 0.31 0.58	Jan 16, 2022 Oct 7, 2025 Feb 22, 2026	Nil 156,667 100,000	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A
Chris Sammartino, <i>CFO and Former Controller</i> ⁽³⁾	650,000	0.58	Feb 22, 2026	130,000	N/A	N/A	N/A

⁽¹⁾ Values are calculated as the in-the-money value of options assuming full vesting based on the difference between the closing price of the Shares on the TSX as at December 31, 2021, which was \$0.78, and the option exercise price.

⁽²⁾ Ryan Cheung stepped down as Interim CFO and Corporate Secretary effective April 1, 2021.

⁽³⁾ Chris Sammartino was appointed as CFO effective April 1, 2021.

Value Vested or Earned During the Year

The following table sets forth, for each of the NEOs, the value of option-based awards and share-based awards which vested or were earned during the fiscal year ended December 31, 2021.

Name and principal position	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽²⁾
Ross McElroy, <i>President and CEO</i>	Nil	N/A	360,000

Name and principal position	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽²⁾
Ryan Cheung, <i>Former Interim CFO and Corporate Secretary</i> ⁽³⁾	Nil	N/A	Nil
Gary Haywood, <i>VP Project Development</i>	Nil	N/A	Nil
Raymond Ashley, <i>VP Exploration</i>	Nil	N/A	Nil
Sam Hartmann, <i>Senior Project Manager</i>	Nil	N/A	Nil
Chris Sammartino, <i>CFO and Former Controller</i> ⁽⁴⁾	Nil	N/A	Nil

(1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date.

(2) Bonus earned through the Company's Short-Term Executive Incentive Cash Compensation Plan.

(3) Ryan Cheung stepped down as Interim CFO and Corporate Secretary effective April 1, 2021.

(4) Chris Sammartino was appointed as CFO effective April 1, 2021.

Equity Compensation Plan Information

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the fiscal year ended December 31, 2021.

Plan Category	Number of Securities to be Issued upon Exercise of Options, Warrants and Rights (as at December 31, 2021) (a)	Weighted – Average Exercise Price of Outstanding Options, Warrants and Rights (as at December 31, 2021) (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in (a)) (as at December 31, 2021) (c)
Equity Compensation Plans Approved by Securityholders	27,960,001	0.537	39,509,962
Equity Compensation Plans Not Approved by Securityholders	Nil	Nil	Nil
Total	27,960,001	0.537	39,509,962

Summary of the Stock Option Plan

The Amended and Restated Stock Option Plan (the "**Stock Option Plan**") was approved by the shareholders on June 27, 2019. The Stock Option Plan is administered by the Board or by the Compensation Committee. Pursuant to the Stock Option Plan, the Company may issue a rolling number of stock options of the Company ("**Options**") equal to 10% of the issued and outstanding common

shares of the Company from time to time. The aggregate number of Options outstanding may not exceed 10% of the issued and outstanding common shares of the Company from time to time, which as at the date of this Circular is equal to 676,351,458 Shares. As of the date of this Circular, there were 39,836,667 Options outstanding, representing 5.89% of the Company's issued and outstanding common shares, leaving 27,798,478 Options, representing 4.11% of the Company's issued and outstanding common shares, available for grant. A copy of the Stock Option Plan is available for review at the offices of the Company or the registered offices of the Company, at Suite 700 – 1620 Dickson Ave., Kelowna, BC, V1Y 9Y2 during normal business hours up to and including the date of the Meeting.

The following table sets out the burn rate of the Option Plan for the three most recently completed financial years.

Year	Options Granted	Weighted Average Securities Outstanding	Burn Rate
Dec. 31, 2021	19,200,000	630,180,664	3.05%
Dec 31, 2020	13,702,935	497,634,512	2.75%
Dec 31, 2019	Nil	486,178,313	0.00%

The following is a summary of key elements of the Stock Option Plan:

- *Eligibility.* Officers, directors, consultants, and employees of the Company and its affiliates shall be eligible for grants under the Stock Option Plan, as determined by the Board or the Compensation Committee.
- *Exercise price.* The exercise price of each Option granted shall not be less than the closing market price of the Shares on the TSX on the trading day before the Option is granted.
- *Insider participation.* The number of common shares issuable to insiders (as defined in the policies of the TSX), at any time, under the Stock Option Plan, together with the aggregate number of common shares issuable to Insiders under any other share compensation arrangement of the Company, shall not exceed 10% of the Company's total issued and outstanding share capital. The number of common shares issued to insiders under the Stock Option Plan, together with the aggregate number of common shares issued to insiders under any other share compensation arrangement of the Company, within a one year period shall not exceed 10% of the Company's total issued and outstanding share capital.
- *Term.* The Board or the Compensation Committee will set the term of an Option at the time a grant is made under the Stock Option Plan but in no event shall an Option be exercisable more than five years from the date it is granted. The term may be extended by up to 10 business days if the Option expires during a blackout period imposed by the Company.
- *Assignability.* Options granted under the Stock Option Plan cannot be transferred or assigned by an option holder ("**Optionee**") thereof other than by will or the laws of descent and distribution.
- *Vesting.* At the time of a grant of an Option under the Stock Option Plan, the Board or Compensation Committee will set the time in which the option will vest. A change of control will result in all Options being vested.
- *Exercise of Options.* Options under the Stock Option Plan may be exercised by providing written notice to the Company and by payment of the exercise price in Canadian funds.

- *Termination.* In the event that an Optionee's employment is terminated for any reason other than death, disability or retirement, Options under the Stock Option Plan shall terminate at the earliest of the following dates:
 - i. the termination date specified for such Option with certain exceptions;
 - ii. where the Optionee's position as an employee, consultant, director or officer of the Company or any affiliate is terminated for just cause, the date of such termination of just cause;
 - iii. where the Optionee's position as an employee, consultant, officer or director of the Company or any affiliate terminated for a reason other than the Optionee's disability, death or termination for just cause, 90 days after such date of termination, provided that if an Optionee's position with the Company changes from one of the said categories to another category, such change shall not constitute termination under the Stock Option Plan. For greater certainty, the date of termination is the last day the Optionee provided actual services to the Company and does not include any period of additional notice at contract, common law or otherwise; and
 - iv. the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of the Stock Option Plan.

In the event that an Optionee's employment is terminated due to death or disability, the Options held by such Optionee may be exercised by the Optionee, a qualified successor or a guardian, as applicable, within one year following the date of termination, provided that the term of the Options does not exceed five years from the grant date.

In the event that an Optionee's employment is terminated due to retirement, the rights to purchase Shares under the Options held by such Optionee may be exercised by the Optionee or the Optionee's legal personal representative or representatives, as applicable, beyond the date of termination in accordance with the terms of the Options as if the Optionee had not retired.

- *Amendment.* The Compensation Committee shall have the authority, including but not limited to:
 - i. correct any defect, supply any information or reconcile any inconsistency in the Stock Option Plan;
 - ii. prescribe, amend and rescind rules and regulations relating to the administration of the Stock Option Plan; and
 - iii. make all other determinations necessary or advisable for administration of the Stock Option Plan.

The Board may without shareholder approval, subject to regulatory policies and approval:

- iv. to make any amendment of a typographical, grammatical, clerical or administrative nature or clarification correcting or rectifying any ambiguity, immaterial inconsistency, defective provision, mistake, or error or omission in the Stock Option Plan;
- v. to change the provisions relating to the manner of exercise of Options, including changing or adding any form of financial assistance provided by the Company, or adding or amending provisions relating to a cashless exercise of Options which provisions so added or amended provide for a full deduction of the underlying common shares from the maximum number reserved for issuance under the Stock Option Plan;

- vi. to change the terms, conditions and mechanics of grant, vesting, exercise and early expiry of Options, provided that no such change may extend the term of Options granted to insiders (except as otherwise provided in the Stock Option Plan);
- vii. to change the provisions for termination of Options so long as the change does not permit the Company to grant an Option with a term of more than 5 years or extend the term of an outstanding Option granted to an insider (except as otherwise provided in the Stock Option Plan);
- viii. to change the class of participants eligible to participate under the Stock Option Plan; and
- ix. to make any addition to, deletion from or alteration of the provisions of the Stock Option Plan that are necessary to comply with applicable law or the requirements of any regulatory or governmental agency or applicable stock exchange and to avoid unanticipated consequences deemed by the Board to be inconsistent with the purpose of the Stock Option Plan.

provided that the Board may not do any of the following without obtaining shareholder approval:

- x. reduce the exercise price of Options granted to insiders, if the Optionee is an insider of the Company at the time of such proposed amendment;
 - xi. modify the provisions limiting the participation of insiders;
 - xii. extend the term of the Options granted to insiders (except as otherwise provided in the Stock Option Plan), if the holder of such Options is an insider of the Company at the time of such proposed amendment;
 - xiii. increase the maximum number of common shares issuable under the Stock Option Plan to exceed 10% of the issued common shares of the Company outstanding at the time of grant, determined in accordance with the Stock Option Plan; and
 - xiv. modify the provisions for amendment of the Stock Option Plan.
- *Effect of Amalgamation, Merger or Arrangement.* If the Company amalgamates, merges or enters into a plan of arrangement with or into another corporation, any Shares receivable on the exercise of an option shall be converted into the securities, property or cash which the Optionee would have received if they had exercised their option immediately prior to the record date applicable to such amalgamation, merger or arrangement, and the exercise price shall be adjusted proportionately by the Board.
 - *Acceleration on Change of Control.* Upon a change of control, all Options will become immediately exercisable, notwithstanding any contingent vesting provisions to which such Options may have otherwise been subject.
 - *Effect of a Take-Over.* If a *bona fide* offer for Shares is made to an Optionee or to shareholders generally, which offer constitutes a take-over bid, any option held by an Optionee may be exercised in whole or in part so as to permit the Optionee to tender the Shares received upon such exercise.

Pension Plan Benefits

The Company does not have any deferred compensation plan, pension plan, profit sharing, retirement or other plan that provides for payment or benefits at, following or in connection with retirement.

Employment Agreements

Ross McElroy – Chief Executive Officer and President

The Company entered into a consulting services agreement (the "**McElroy Consultant Agreement**") with Edge Geological Consulting Inc. (the "**McElroy Consultant**"). The McElroy Consultant agreed to

provide executive management services consistent with the role of President and Chief Executive Officer which such services are to be provided by the McElroy Consultant's principal, Mr. Ross McElroy. In consideration for the McElroy Consultant's services, a consulting fee of \$510,000 per annum plus GST will be paid to the McElroy Consultant. Mr. McElroy is also eligible to participate in the Company's employee benefit plans and the McElroy Consultant is eligible to participate in executive bonus plans and the Stock Option Plan.

Ryan Cheung – Former Interim Chief Financial Officer and Corporate Secretary

Pursuant to an agreement between the Company and Midland Management Ltd. (the "**Cheung Consultant**") the Cheung Consultant agreed to provide executive management services consistent with the role of Chief Financial Officer and Corporate Secretary which such services are to be provided by the Cheung Consultant's principal, Mr. Ryan Cheung. In consideration for the Cheung Consultant's services, a consulting fee of \$2,500 per month plus GST was be paid to the Cheung Consultant. Mr. Cheung left the Company effective April 1, 2021.

Gary Haywood – VP Project Development

The Company entered into a consulting services agreement (the "**Haywood Consultant Agreement**") with High Grade Mining Consulting Ltd. (the "**Haywood Consultant**"). The Haywood Consultant agreed to provide executive management services consistent with the role of VP Project Development which such services are to be provided by the Haywood Consultant's principal, Mr. Gary Haywood. In consideration for the Haywood Consultant's services, a consulting fee of \$300,000 per annum plus GST will be paid to the Haywood Consultant. The Haywood Consultant is eligible to receive a discretionary bonus in an amount to be determined at the sole discretion of the Board.

Raymond Ashley – VP Exploration

The Company entered into a consulting services agreement (the "**Ashley Consultant Agreement**") with Ashley Exploration Ltd. (the "**Ashley Consultant**"). The Ashley Consultant agreed to provide executive management services consistent with the role of VP Exploration which such services are to be provided by the Ashley Consultant's principal, Mr. Raymond Ashley. In consideration for the Ashley Consultant's services, a consulting fee of \$160,000 per annum plus GST will be paid to the Ashley Consultant. The Ashley Consultant is eligible to receive a discretionary bonus in an amount to be determined at the sole discretion of the Board.

Sam Hartmann – Senior Project Manager

The Company entered into an employment agreement (the "**Hartmann Agreement**") with Mr. Sam Hartmann. The Company agreed to employ Mr. Hartmann in the position of Senior Project Manager. In consideration for his services, Mr. Hartmann will be paid \$700.00 per day (the "**Daily Rate**"), and is eligible to receive a discretionary bonus in an amount to be determined at the sole discretion of the Board. Effective January 1, 2022, Mr. Hartmann was appointed to the position of Chief Geologist and entered into a new employment contract.

Chris Sammartino – Chief Financial Officer

The Company entered into an employment agreement (the "**Sammartino Agreement**") with Mr. Chris Sammartino. Mr. Sammartino is currently the Chief Financial Officer of the Company. In consideration for his services, Mr. Sammartino will be paid \$185,000 per annum, and is eligible to receive a discretionary bonus in an amount to be determined at the sole discretion of the Board. Mr. Sammartino was appointed to the position of Chief Financial Officer of the Company effective April 1, 2021.

Termination and Change of Control Benefits

Pursuant to the McElroy Consultant Agreement, Haywood Consultant Agreement, Ashley Consultant Agreement and the Sammartino Agreement the Company has granted certain change of control benefits

to each of the McElroy Consultant, Haywood Consultant, Ashley Consultant, Mr. McElroy, Mr. Haywood, Mr. Ashley and Mr. Sammartino.

In the event of a change of control of the Company, the McElroy Consultant has a right to terminate the McElroy Consultant Agreement by giving written notice to the Company within 60 days of becoming aware of the change of control. In that event or if the Company terminates the McElroy Consultant Agreement without fundamental breach within 60 days of the change of control, the McElroy Consultant will be entitled to the following:

- (a) an amount equal to three times its annual fee plus an additional lump sum payment of \$250,000;
- (b) any bonuses owing to the McElroy Consultant immediately prior to such termination and all stock options held immediately prior to such termination by the McElroy Consultant or Mr. McElroy, as applicable, shall vest and such stock options shall be exercisable by the McElroy Consultant or Mr. McElroy, as applicable, in accordance with the terms of the Stock Option Plan; and
- (c) the continuation of any employee benefit plans provided to Mr. McElroy for a period of 24 months following the date of the termination of the McElroy Consultant Agreement, or, if such is not possible, the Company shall pay the McElroy Consultant the premium costs of procuring comparable benefits for a 24 month period.

In the event that Mr. Haywood is constructively dismissed following a change of control of the Company, Mr. Haywood has a right to terminate the Haywood Consulting Agreement by giving written notice to the Company within 30 days of the constructive dismissal. In that event or if the Company terminates Mr. Haywood's employment without cause within the 24 month period immediately following a change of control, Mr. Haywood will be entitled to the following:

- (a) if not already paid, his base salary and accrued vacation, if any, to the effective date of termination;
- (b) an amount equal to 24 months of his base salary; and
- (c) continuance of extended health care and life insurance for Mr. Haywood and his dependents for 24 months following the effective date of termination or, at the Company's option and sole discretion, an amount equal to all benefit contributions ordinarily paid by the Company on Mr. Haywood's behalf for those benefits for a 24 month period.

In the event that Mr. Ashley is constructively dismissed following a change of control of the Company, Mr. Ashley has a right to terminate the Ashley Consulting Agreement by giving written notice to the Company within 30 days of the constructive dismissal. In that event or if the Company terminates Mr. Ashley's employment without cause within the 24 month period immediately following a change of control, Mr. Ashley will be entitled to the following:

- (a) if not already paid, his base salary and accrued vacation, if any, to the effective date of termination;
- (b) an amount equal to 24 months of his base salary; and
- (c) continuance of extended health care and life insurance for Mr. Ashley and his dependents for 24 months following the effective date of termination or, at the Company's option and sole discretion, an amount equal to all benefit contributions ordinarily paid by the Company on Mr. Ashley's behalf for those benefits for a 24 month period.

In the event that Mr. Hartmann is constructively dismissed following a change of control of the Company, Mr. Hartmann has a right to terminate the Hartmann Agreement by giving written notice to the Company within 30 days of the constructive dismissal. In that event or if the Company terminates Mr. Hartmann's employment without cause within the 12 month period immediately following a change of control, Mr. Hartmann will be entitled to the following:

- (a) if not already paid, his base salary and accrued vacation, if any, to the effective date of termination;
- (b) an amount equal to 18 weeks of his base salary; and
- (c) continuance of extended health care and life insurance for Mr. Hartmann and his dependents for 18 weeks following the effective date of termination or, at the Company's option and sole discretion, an amount equal to all benefit contributions ordinarily paid by the Company on Mr. Hartmann's behalf for those benefits for an 18 week period.

In the event that Mr. Sammartino is constructively dismissed following a change of control of the Company, Mr. Sammartino has a right to terminate the Sammartino Agreement by giving written notice to the Company within 30 days of the constructive dismissal. In that event or if the Company terminates Mr. Sammartino's employment without cause within the 24 month period immediately following a change of control, Mr. Sammartino will be entitled to the following:

- (a) if not already paid, his annual salary to the effective date of termination;
- (b) an amount equal to the annualized average annual salary that would be payable for a 24 month period; and
- (c) continuance of extended health care and life insurance for Mr. Sammartino and his dependents for 24 months following the effective date of termination or, at the Company's option and sole discretion, an amount equal to all benefit contributions ordinarily paid by the Company on Mr. Sammartino's behalf for those benefits for a 24 month period.

For the purposes of the McElroy Consultant Agreement, Haywood Consulting Agreement, Ashley Consulting Agreement and Sammartino Agreement a "change of control" shall mean:

- (a) at least 50% in fair-market value of all assets of the Company are sold;
- (b) there is direct or indirect acquisition by a person or group of persons (excluding the employee or any persons associated with the employee) acting jointly or in concert of voting securities of the Company (as defined in the *Securities Act*, R.S.B.C 1996, c. 418 as the same may be amended from time to time and any successor legislation thereto) that when taken together with any voting securities owned directly or indirectly by such person or group of persons at the time of the acquisition, constitute 50% or more of the outstanding voting securities of the Company;
- (c) a majority of the then-incumbent Board's nominees for election to the Board of the Company are not elected at any annual or special meeting of shareholders of the Company;
- (d) a liquidation, dissolution or winding-up of the Company; or
- (e) the amalgamation, merger or arrangement of the Company with or into another where the shareholders of the Company immediately prior to the transaction will hold less than 51% of the voting securities of the resulting entity upon completion of the transaction.

The table below is a summary of the compensation that would have been paid to certain NEOs if any of them had been terminated without cause in the event of a change of control on December 31, 2021.

Name	Triggering Event	Estimated Payment (\$)
Ross McElroy, <i>President and CEO</i>	Change of Control	\$1,780,000
Ryan Cheung, <i>Former Interim CFO and Corporate Secretary</i> ⁽¹⁾	Change of Control	Nil
Gary Haywood, <i>VP Project Development</i>	Change of Control	\$600,000

Name	Triggering Event	Estimated Payment (\$)
Raymond Ashley, <i>VP Exploration</i>	Change of Control	\$320,000
Sam Hartmann, <i>Senior Project Manager</i> ⁽²⁾	Change of Control	\$77,885
Chris Sammartino, <i>CFO and Former Controller</i> ⁽³⁾	Change of Control	\$370,000

(1) Ryan Cheung stepped down as Interim CFO and Corporate Secretary effective April 1, 2021.

(2) Sam Hartmann was appointed as Chief Geologist effective January 1, 2022.

(3) Chris Sammartino was appointed as CFO effective April 1, 2021.

Director Compensation

During the fiscal year ended December 31, 2021, none of the directors of the Company were paid, awarded or granted any compensation with respect to activities performed in their capacity as directors except as noted below. Directors are eligible to participate in the Stock Option Plan and the DRP. Directors are also entitled to be reimbursed for expenses incurred by them in their capacity as directors. The following table discloses the particulars of all amounts of compensation paid or granted to the Company's directors (other than Ross McElroy whose compensation is disclosed in the Executive Compensation – Summary Compensation Table above) for the fiscal year ended December 31, 2021.

Director Compensation Table

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Frank Estergaard	50,500	N/A	240,929	Nil	N/A	Nil	291,429
William Marsh	47,000	N/A	240,929	Nil	N/A	Nil	287,929
Shiming Ma ⁽¹⁾	9,000	N/A	Nil	Nil	N/A	Nil	9,000
Robby Chang	42,000	N/A	240,929	Nil	N/A	Nil	282,929
Darian Yip	78,500	N/A	240,929	Nil	N/A	Nil	319,429
He Fei ⁽²⁾	9,000	N/A	Nil	Nil	N/A	Nil	9,000
Felix Wang ⁽³⁾	27,000	N/A	Nil	Nil	N/A	Nil	27,000
Zhou Jun ⁽⁴⁾	27,000	N/A	Nil	Nil	N/A	Nil	27,000

(1) Shiming Ma stepped down as director effective April 1, 2021.

(2) He Fei stepped down as director effective April 1, 2021.

(3) Felix Wang was elected as a director on June 29, 2021.

(4) Zhou Jun was elected as a director on June 29, 2021.

The above table sets forth the compensation the directors received which is comprised of a retainer fee and, if applicable, a participation fee for membership on Board committees.

Non-executive directors are entitled to a retainer fee of \$3,000 per month with 1/3 of such fee being paid in common shares of the Company. The Chairman of the Board is entitled to an additional \$40,000 annual retainer fee. Additional fees may also be payable for involvement in committees of the Board.

Outstanding Option-Based and Share-Based Awards to Directors

The following table sets forth all outstanding awards held by each non-NEO director of the Company as at December 31, 2021 under the Stock Option Plan and DRP, as awards under the Stock Option Plan are considered "option-based awards" under applicable securities laws and awards under the DRP are considered "share-based awards" under applicable securities laws.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Frank Estergaard	475,000 1,000,000 1,100,000	0.85 0.31 0.58	Jan 16, 2022 Oct 7, 2025 Feb 22, 2026	Nil 470,000 220,000	N/A	N/A	N/A
William Marsh	475,000 1,000,000 1,100,000	0.85 0.31 0.58	Jan 16, 2022 Oct 7, 2025 Feb 22, 2026	Nil 470,000 220,000	N/A	N/A	N/A
Shiming Ma ⁽²⁾	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Robby Chang	1,000,000 1,100,000	0.31 0.58	Oct 7, 2025 Feb 22, 2026	470,000 220,000	N/A	N/A	N/A
Darian Yip	1,000,000 1,100,000	0.31 0.58	Oct 7, 2025 Feb 22, 2026	470,000 220,000	N/A	N/A	N/A
He Fei ⁽³⁾	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Felix Wang ⁽⁴⁾	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Zhou Jun ⁽⁵⁾	Nil	N/A	N/A	N/A	N/A	N/A	N/A

(1) Values are calculated as the in-the-money value of options assuming full vesting based on the difference between the closing price of the Shares on the TSX as at December 31, 2021, which was \$0.78, and the option exercise price.

(2) Shiming Ma stepped down as director effective April 1, 2021.

(3) He Fei stepped down as director effective April 1, 2021.

(4) Felix Wang was elected as a director on June 29, 2021.

(5) Zhou Jun was elected as a director on June 29, 2021.

Value Vested or Earned During the Year

The following table sets forth, for each non-NEO director of the Company, the value of option-based awards and share-based awards which vested or were earned during the fiscal year ended December 31, 2021.

Name	Option-based awards – Value vested during the year (\$) ⁽⁵⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Frank Estergaard	Nil	N/A	N/A

Name	Option-based awards – Value vested during the year (\$)⁽⁵⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
William Marsh	Nil	N/A	N/A
Shiming Ma ⁽¹⁾	Nil	N/A	N/A
Robby Chang	Nil	N/A	N/A
Darian Yip	Nil	N/A	N/A
He Fei ⁽²⁾	Nil	N/A	N/A
Felix Wang ⁽⁴⁾	Nil	N/A	N/A
Zhou Jun ⁽⁵⁾	Nil	N/A	N/A

(1) Shiming Ma stepped down as director effective April 1, 2021.

(2) He Fei stepped down as director effective April 1, 2021.

(3) Felix Wang was elected as a director on June 29, 2021.

(4) Zhou Jun was elected as a director on June 29, 2021.

(5) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date.

Equity Compensation Plan Information

Summary of Directors Remuneration Plan

The DRP was approved by the shareholders of the Company on December 15, 2016. The DRP gives the Company the discretion to pay up to 1/3 of the fees owing to directors for their activities as directors of the Company, other than committee fees, through the issuance of Shares ("**Remuneration Shares**"), in lieu of the payment of cash or other means of remuneration. The DRP is administered by the Board or a committee of the Board duly appointed for this purpose and consisting of not less than three directors. Any director of the Company is eligible for the issuance of Remuneration Shares.

Pursuant to the DRP, the maximum number of Shares of which may be reserved for issuance for all purposes under the DRP is 2.5 million Shares, representing 0.37% of the issued and outstanding Shares as of the date of this Circular, or such greater number as may be approved from time to time by the shareholders of the Company. As of the date of this Circular, the Company has issued 1,684,382 Remuneration Shares, representing 0.25% of the Company's outstanding common shares, leaving 815,618 Remuneration Shares, representing 0.12% of the Company's outstanding common shares, available for grant. A copy of the DRP is available for review at the offices of the Company or the registered offices of the Company, at Suite 700 – 1620 Dickson Ave., Kelowna, BC, V1Y 9Y2 during normal business hours up to and including the date of the Meeting.

The following table sets out the burn rate of the DRP for the three most recently completed financial years.

Year	Remuneration Shares Granted	Weighted Average Securities Outstanding	Burn Rate
Dec 31, 2021	118,434	630,180,664	0.02%
Dec 31, 2020	243,852	497,634,512	0.05%
Dec 31, 2019	605,448	486,178,313	0.12%

The following is a summary of the key elements of the DRP:

- *Eligibility.* Directors of the Company.
- *Deemed price.* The deemed price per Remuneration Share will be equal to the volume weighted average price of the Shares on the TSX for the 5 trading day period prior to the date of the grant by the Company of the Remuneration Shares.
- *Insider participation.* The maximum number of Shares issuable to insiders (as defined in the policies of the TSX) under the DRP, at any one time, together with the aggregate number of Shares issuable to insiders under any other share compensation arrangement of the Company, including the Stock Option Plan, shall not exceed 10% of the issued and outstanding Shares of the Company. The maximum number of Shares issued to insiders under the DRP, together with the aggregate number of Shares issued to insiders under any other share compensation arrangement of the Company, including the Stock Option Plan, within a one-year period, shall not exceed 10% of the issued and outstanding Shares of the Company.
- *Amendment.* The Board shall have the authority, including but not limited to:
 - i. to make any amendment of a typographical, grammatical, clerical or administrative nature or clarification correcting or rectifying any ambiguity, immaterial inconsistency, defective provision, mistake, or error or omission in the DRP;
 - ii. to change the terms, conditions and mechanics for the issuance of Remuneration Shares; and
 - iii. to change the class of persons eligible to participate under the DRP.

The Board may without shareholder approval, subject to regulatory policies and approval:

- iv. terminate, suspend or amend the terms of the DRP;
- v. to make any addition to, deletion from or alteration of the provisions of the DRP that are necessary to comply with applicable law or the requirements of any regulatory or governmental agency or the Toronto Stock Exchange and to avoid unanticipated consequences deemed by the Board to be inconsistent with the purpose of the DRP;

provided that the Board may not do any of the following without obtaining shareholder approval:

- vi. modify the provisions with respect to the limit of Remuneration Shares issuable and issued to Insiders in the DRP;
- vii. increase the maximum number of Shares issuable under the DRP;
- viii. modify the provisions that require shareholder approval in the DRP; or
- ix. alter or impair any Shares granted previously to any participant without the consent of such participant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director or executive officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any such director, executive officer or proposed nominee, at any time during the most recently completed financial year has been indebted to the Company or any of its subsidiaries or had indebtedness to another entity that is, or has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since January 1, 2021, being the commencement of the Company's last completed financial year, none of the following persons, has any material interest, direct or indirect, in

any transaction or proposed transaction which has materially affected or will materially affect the Company:

- (a) any director or proposed director or executive officer of the Company;
- (b) any shareholder holding, directly or indirectly, more than 10% of the voting rights attached to all the shares of the Company; and
- (c) any associate or affiliate of any of the foregoing persons.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to Fission's shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of Fission. 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**"), Fission has reviewed existing guidelines in terms of NI 58-101 and hereby discloses its corporate governance practices in compliance with NI 58-101 as follows:

Board of Directors

Section 1.4 of NI 52-110 sets out the standard for director independence. Under Section 1.4 of NI 52-110, a director is independent if he or she has no direct or indirect material relationship with Fission. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Section 1.4 of NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with Fission. Applying the definition set out in Section 1.4 of NI 52-110, the following, being a majority of the members of the Board, are independent: Frank Estergaard, William Marsh, Felix Wang, Darian Yip, Zhou Jun and Robby Chang. Ross McElroy being the President and CEO is not independent.

The Board has adopted a Board Mandate (the "**Mandate**") in which it explicitly assumes responsibility for stewardship of the Company. Pursuant to the Mandate, the members of the Board have the duty to supervise the management of the business and affairs of the Company. The Board, directly and through its committees and the Chairman of the Board, shall provide direction to senior management, generally through the President and CEO, to pursue the best interests of the Company. A copy of the Mandate is attached hereto as Schedule "A".

The Board as a whole has responsibility for developing Fission's approach to: (i) strategic and financial planning and monitoring; (ii) risk management and verification of internal, financial, non-financial, and business control and management information systems; (iii) issues relating to compensation of directors, officers and employees; and (iv) corporate governance issues and matters relating to nomination of directors. Certain responsibilities are delegated to Fission's committees, including the Compensation Committee, Audit Committee, Disclosure Committee, and NCGC as set out in each committee's Board approved mandate.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. The Board's consideration and approval is also required for material contracts, business transactions, and all debt and equity financing transactions. The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on Fission's business in the ordinary course, managing Fission's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

The Board currently consists of seven directors, one of whom is not independent. The size of the Board and the experience of each of the members of the Board facilitate the exercise of independent judgment

in carrying out Board responsibilities. Each of the Audit Committee, NCGC, and Compensation Committees are comprised solely of independent directors, which the Board relies on for advice and recommendations.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Board facilitates open and candid discussion among its independent directors through collective communication among its directors and management. As required, the Board is prepared to function independently of management by referring matters to independent committees and by holding *ad hoc* meetings without directors and management present.

The current Chairman, Mr. Darian Yip, is independent for the purposes of NI 52-110. The Company has appointed an independent director, William Marsh, as the lead director of the Company. The lead director assumes responsibility for providing leadership to enhance the effectiveness and independence of the Board. The lead director acts as the effective leader of the Board and ensures that the Board's agenda will enable it to successfully carry out its duties.

Other Directorships

As at the date of this Circular, certain of the proposed director nominees are also directors of other issuers that are "reporting issuers" as that term is defined in and for the purposes of securities legislation, which positions are summarized as follows:

Name of Director	Other Reporting Issuer	Market	Position
Ross McElroy	Fission 3.0 Corp.	TSX-V	Director
	Eros Resources Corp.	TSX-V	Director
	Rockwealth Resources Corp.	TSX-V	Director
	SKRR Exploration Inc.	TSX-V	Director
Robby Chang	Shine Minerals Corp.	TSX-V	Director
	Ur-Energy Inc.	TSX, NYSE MKT	Director

Director Attendance at Board Meetings

During the most recently completed fiscal year, the directors' attendance at Board, Audit Committee, Compensation Committee, NCGC and Disclosure Committee meetings is set forth in the table below:

Director	Attendance at Board Meetings	Attendance at Audit Committee Meetings	Attendance at Compensation Committee Meetings	Attendance at Nominating and Corporate Governance Committee Meetings	Attendance at Disclosure Committee Meetings	Attendance at Interest Share Committee Meetings
Ross McElroy	7 / 7	N/A	N/A	N/A	0 / 0	0 / 0
Frank Estergaard	7 / 7	4 / 4	3 / 3	1 / 1	N/A	N/A
William Marsh	7 / 7	3 / 4	3 / 3	1 / 1	N/A	N/A

Director	Attendance at Board Meetings	Attendance at Audit Committee Meetings	Attendance at Compensation Committee Meetings	Attendance at Nominating and Corporate Governance Committee Meetings	Attendance at Disclosure Committee Meetings	Attendance at Interest Share Committee Meetings
Shiming Ma ⁽¹⁾	0 / 2	N/A	N/A	N/A	N/A	N/A
Robby Chang	7 / 7	4 / 4	N/A	1 / 1	N/A	N/A
Darian Yip	7 / 7	N/A	3 / 3	N/A	N/A	N/A
He Fei ⁽²⁾	0 / 2	N/A	N/A	N/A	N/A	N/A
Felix Wang ⁽³⁾	4 / 5	N/A	N/A	N/A	N/A	N/A
Zhou Jun ⁽⁴⁾	4 / 5	N/A	N/A	N/A	N/A	N/A

(1) Shiming Ma stepped down as director effective April 1, 2021.

(2) He Fei stepped down as director effective April 1, 2021.

(3) Felix Wang was elected as a director on June 29, 2021.

(4) Zhou Jun was elected as a director on June 29, 2021.

Position Descriptions

The Board has developed a written position description for the CEO. Also, the Mandate and the mandates for the Audit Committee, Compensation Committee, NCGC and Disclosure Committee are set out in writing, detailing the responsibilities of the Board and each committee for governance oversight of the Company.

The Board has not developed a written position description for the Chairman and the chairs of each of the committees of the Board. Given the size of the Company, the Board does not feel that it is necessary at this time to formalize such position descriptions, as it is currently the Board's view that the general mandates of committees on which such directors may sit are sufficient to delineate the role and responsibilities of the chair of each committee. Additional guidance is provided through reference to industry norms, past practice and relying upon the provisions of the by-laws of the Company and the statutory and common law. The chair of each Board committee is required to ensure the committee meets regularly and performs the duties as set forth in the committee mandate, and reports to the Board on the activities of the committee. The Chairman is principally responsible for overseeing the operations and affairs of the Board.

Orientation and Continuing Education

Fission has not yet developed an official orientation or training program for new directors, and this has not, to date, been necessary as the directors of Fission are familiar with the role of a director of a publicly listed mineral resource company. However, going forward, new directors will be provided the opportunity to become familiar with Fission by meeting with the other directors and with officers and employees and consultants. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board. Potential candidates will be provided with publicly available materials in order to acquaint themselves with Fission, including recent press releases, financial reports and other relevant materials.

The Board encourages each of the directors to stay current on developing corporate governance requirements through continuous improvement and education. Directors are routinely provided information and publications on developing regulatory issues.

Ethical Business Conduct

The Board has adopted a Code of Business Ethics and Conduct (the "**Code**"), effective June 26, 2015, applicable to all of its directors, officers, employees and consultants, including the President and CEO, the CFO and other persons performing financial reporting functions. The Code communicates to directors, officers, employees and consultants standards for business conduct in the use of Fission company time, resources and assets, and identifies and clarifies proper conduct in areas of potential conflict of interest. Each director, officer, employee and consultant will be provided with a copy of the Code and will be asked to sign an acknowledgement that the standards and principles of the Code will be maintained at all times on Fission business. The Code is designed to deter wrongdoing and promote: (a) honest and ethical conduct; (b) avoidance of conflicts of interest with the interests of the Company; (c) confidentiality of corporate information; (d) protection and proper use of corporate assets and opportunities; (e) compliance with applicable governmental laws, rules and regulations; (f) the prompt internal reporting of any violations of the Code; and (g) accountability for adherence to the Code. Violations from standards established in the Code, and specifically under internal accounting controls, are reported to the chair of Fission's Audit Committee and can be reported anonymously.

A copy of the Code may be obtained by contacting Fission and requesting a copy from its CFO by mail at the Company's address 700 - 1620 Dickson Ave., Kelowna, British Columbia V1Y 9Y2.

The Code provides guidance to directors, officers, employees and consultants on their ethical and legal responsibilities. The Company expects all directors, officers, employees and consultants worldwide to comply with the Code, and the Company is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationships. Directors, officers, employees and consultants who are aware of suspected misconduct, illegal activities, fraud, or abuse of the Company's assets or violations of the standards outlined in the Code are responsible for reporting such matters.

Pursuant to the Code, directors, officers, employees and consultants should not engage in any activity, practice or act which conflicts with the interests of the Company. If the Company determines that an employee's or consultant's outside work interferes with performance or the ability to meet the requirements of the Company, as they are modified from time to time, the employee or consultant may be asked to terminate the outside employment if he or she wishes to remain employed by the Company. To protect the interests of the employees, consultants and the Company, any such outside work or other activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the employee or consultant and review and approval by management.

Nomination of Directors

The NCGC, in consultation with the Chairman of the Board and the CEO, identifies recruits and recommends new candidates for election to the Board. The NCGC consists of three independent directors, William Marsh (Chair), Rob Chang and Frank Estergaard. In making its recommendations, the NCGC considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The NCGC also considers the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The NCGC may also recommend for Board approval the removal of a director from the Board or from a Board committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the NCGC considers appropriate.

The NCGC develops and updates a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, and reports to the Board thereon at least annually.

The NCGC also undertakes on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommends to the Board, if necessary, a reduction or increase in the size of the Board.

The Board approves all director appointments.

Compensation

The Compensation Committee is responsible for determining and making recommendations to the Board with respect to all forms of compensation to be granted to the President and CEO of Fission. The Compensation Committee is responsible for recommending, monitoring and reviewing compensation programs for senior executives. The Compensation Committee is currently comprised of the following three directors: William Marsh (Chair), Darian Yip and Frank Estergaard, all of whom are independent.

The Compensation Committee evaluates the President and CEO's performance in light of corporate goals and objectives relevant to those individuals' compensation, and makes recommendations to the Board with respect to the President and CEO's compensation level based on its evaluation. The Compensation Committee reviews the recommendations to the committee by the President and CEO respecting the appointment, compensation and other terms of employment of senior management and, if advisable, approves and recommends for Board approval any such appointment, compensation and other terms of employment. In order to meet Fission's objectives, the Compensation Committee is guided by:

- providing executives with an equity-based incentive plan, namely a stock option plan;
- aligning executive compensation with company corporate objectives; and
- attracting and retaining highly qualified individuals in key positions.

For more information see "*Executive Compensation*".

Board of Directors Tenure

The Board has not adopted policies imposing an arbitrary term or retirement age limit in connection with individuals nominated for election as directors as it does not believe that such a limit is in the best interests of the Company at this time. The NCGC annually reviews the composition of the Board, including the age and tenure of individual directors. The Board strives to achieve a balance between the desirability to have a depth of experience from its members and the need for renewal and new perspectives. The NCGC has determined that the Board is highly effective and well composed and that no appreciable benefit would be derived from the introduction of term or retirement age limits at this time.

Board and Senior Management Diversity

The *Canadian Business Corporations Act* (the "**CBCA**") defines members of designated groups ("**Designated Group Members**") to mean women, Aboriginal peoples, persons with disabilities and members of visible minorities. The Board has not adopted a written policy or targets relating to the identification and nomination of Designated Group Members as directors or members of senior management, as it does not believe that it is necessary in the case of the Company to have such measures at this time. The Board is committed to nominating the best individuals to fulfill director roles and senior management positions. The Board believes that diversity is important to ensure that Board members and senior management provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management. The Board recognizes that

Designated Group Members contribute significantly to diversity and acknowledges the important role that Designated Group Members with appropriate and relevant skills and experience can play in contributing to diversity of perspective in the boardroom and in senior management roles.

Each year, the NCGC reviews the general and specific criteria applicable to candidates to be considered for nomination to the Board. The NCGC aims to maintain the composition of the Board in a way that provides the best mix of skill and experience to guide the Company's long-term strategy and ongoing business operations. Accordingly, in searches for new directors or members of senior management, the Board considers the level of Designated Group Member representation and diversity within its leadership ranks when considering making director or officer appointments and this is just one of several factors used in such search process.

The table below show the current number and proportion (expressed as a percentage) of Designated Group Members who hold positions on the board of directors and who are members of senior management:

	Directors		Senior Management	
	#	%	#	%
Women	0 of 7	0	1 of 5	0
Aboriginal Peoples	0 of 7	0	1 of 5	0
Persons with Disabilities	0 of 7	0	1 of 5	0
Members of Visible Minorities	4 of 7	57	1 of 5	20

Board Committees

The Board committees consist of the Compensation Committee (described above), the Disclosure Committee, the Interest Share Committee, the NCGC (described above), and the Fission Audit Committee, comprised of Frank Estergaard (Chair), William Marsh (Lead Director), and Robby Chang. All of the Audit Committee members are "financially literate" (as defined in NI 52-110), meaning that they have ability to read and understand financial statements of the Company. The Audit Committee meets regularly with the CEO, the CFO and the independent auditors to review and enquire into matters affecting financial reporting, the system of internal accounting, financial and disclosure controls, and the independent auditors' procedures and audit plans. The Audit Committee recommends to the Board the accounting firm to be appointed as independent auditors.

Details regarding the Audit Committee and its mandate are disclosed in the Company's Audit Committee Charter, the text of which is included as Schedule "A" to the Company's Annual Information Form dated March 18, 2022 ("**AIF**"), a copy of which is available on SEDAR at www.sedar.com. Please refer to the section entitled "Audit Committee" in the Company's AIF for further information.

The Disclosure Committee is comprised of the following directors of the Company: Ross McElroy. The Disclosure Committee is responsible for overseeing that a reasonable investigation of the Company's information and developments is conducted on an ongoing basis for disclosure purposes (with the results of such investigation being reported to the Disclosure Committee), assessing such information and developments for materiality and determining if and when such material information requires public disclosure.

The Interest Share Committee is comprised of the following directors of the Company: Ross McElroy. The Interest Share Committee is created solely for the purpose of determining how the Company will settle future interest payment obligations due under the credit agreement the Company entered into on April 7, 2020 with Sprott Private Resource Lending II (Collector), LP and Sprott Resource Lending Corp providing for a senior secured credit facility with a principal amount of US\$10,000,000.

Assessments

It is the Board's mandate, in conjunction with the Compensation Committee, to assess the participation, contributions and effectiveness of the individual members of the Board on an annual basis. The Board, at least annually, will conduct assessments of the Board's effectiveness, the individual directors and reports from each committee representing its own effectiveness. The Board or the individual committee may review their respective mandate or charter and conduct reviews of applicable policies.

SHAREHOLDER PROPOSALS

Pursuant to the CBCA, shareholder proposals to be considered at the 2023 annual meeting of the Company must be received at the principal offices of the Company by no later than 90 days prior to the anniversary date of the notice of meeting for the prior annual meeting, in order to be included in the management proxy circular and form of proxy for the 2023 annual meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com and at the Company's website at www.fissionuranium.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis ("**MD&A**") for the most recently completed financial year.

The Company will provide to any person or company, upon request made to the CFO of the Company by mail at 700 - 1620 Dickson Ave., Kelowna, British Columbia, V1Y 9Y2, a copy of: the Company's current AIF together with a copy of any document, or the pertinent pages of any document, incorporated therein by reference; the Company's comparative annual financial statements for its most recently completed fiscal year together with the accompanying report of the auditor and MD&A; any interim financial statements of the Company subsequent to the financial statements of the Company's most recently completed fiscal year that have been filed together with the relevant MD&A; and the Company's management information circular in respect of its most recent annual meeting of shareholders. The Company may require the payment of a reasonable charge if a person who is not a shareholder of the Company makes the request for information.

CERTIFICATE

The content and sending of this information circular has been approved by the Board.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Dated this 20th day of May, 2022

"Ross McElroy"

President, CEO & Director

SCHEDULE "A"

FISSION URANIUM CORP. **BOARD OF DIRECTORS MANDATE**

Effective Date: June 26, 2015

1. Purpose

The members of the Board of Directors (the "Board") have the duty to supervise the management of the business and affairs of Fission Uranium Corp. ("Fission" or the "Corporation"). The Board, directly and through its committees and the chair of the Board (the "Chair"), shall provide direction to senior management, generally through the President and the Chief Executive Officer, to pursue the best interests of the Corporation.

2. Duties and Responsibilities

The Board shall have the specific duties and responsibilities outlined below.

Strategic Planning

(a) Strategic Plans

The Board will adopt a strategic plan for the Corporation. At least annually, the Board shall review and, if advisable, approve the Corporation's strategic planning process and the Corporation's annual strategic plan. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, the opportunities for the business of the Corporation, risk issues, and significant business practices and products.

(b) Business and Capital Plans

At least annually, the Board shall review and, if advisable, approve the Corporation's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.

(c) Monitoring

At least annually, the Board shall review management's implementation of the Corporation's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

(d) General

At least annually, the Board shall review reports or consider updates provided by management of principal risks associated with the Corporation's business and operations, review the implementation by management of appropriate systems to manage these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(e) Verification of Controls

The Board shall verify that internal, financial, non-financial and business control and management information systems have been established by management.

Human Resource Management

(f) General

The Board shall periodically review a report of the Compensation Committee concerning the Corporation's approach to human resource management and executive compensation.

(g) Succession Review

At least annually, the Board shall review the succession plans of the Corporation for the Chair, the Lead Director, the Chief Executive Officer and other executive officers, including the appointment, training and monitoring of such persons.

(h) Integrity of Senior Management

The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the Corporation and that the Chief Executive Officer and other senior officers strive to create a culture of integrity throughout the Corporation.

Corporate Governance

(i) General

At least annually, the Board shall review a report of the Nominating and Corporate Governance Committee concerning the Corporation's approach to corporate governance.

(j) Director Independence

The Board shall periodically review a report of the Nominating and Corporate Governance Committee that evaluates the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

(k) Ethics Reporting

The Board has adopted a written Code of Business Conduct and Ethics (the "Code") applicable to directors, officers, employees, consultants and contractors of the Corporation. At least annually, the Board shall review the report of the Nominating and Corporate Governance Committee relating to compliance with, or material deficiencies from, the Code and approve changes it considers appropriate. The Board shall review reports from the Nominating and Corporate Governance Committee concerning investigations and any resolutions of complaints received under the Code.

(l) Board of Directors Mandate Review

At least annually, the Board shall review and assess the adequacy of its Mandate to ensure compliance with any rules of regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Communications

(m) General

The Board has adopted a Disclosure Policy for the Corporation. At least annually, the Board, in conjunction with the President and the Chief Executive Officer, shall review the Corporation's overall Disclosure Policy, including measures for receiving feedback from the Corporation's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the Corporation's Disclosure Policy.

(n) **Shareholders**

The Corporation endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases. Directors and management meet with the Corporation's shareholders at the annual meeting and are available to respond to questions at that time. In addition, the Corporation shall maintain on its website a contact email address that will permit shareholders to provide feedback directly to the Chair of the Board.

3. Composition

General

The composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings are required by the *Canada Business Corporations Act* (the "CBCA"), the *Securities Act* (British Columbia) (the "Act") and the by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements.

Each director must have an understanding of the Corporation's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Nominating and Corporate Governance Committee.

Independence

A majority of the Board must be independent. "Independent" shall have the meaning, as the context requires, given to it in National Policy 58-201 *Corporate Governance Guidelines*, as may be amended from time to time, subject to any exemptions or relief that may be granted from such requirements.

Chair of the Board

The Chair of the Board shall be an independent director, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent directors shall select from among their number a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

4. Committees of the Board

The Board has established the following committees: the Compensation Committee, the Audit Committee, the Disclosure Committee, and the Nominating and Corporate Governance Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.

Committee Mandates

The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each mandate shall be reviewed by the Nominating and Corporate Governance Committee and any suggested amendments brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's mandate.

Consideration of Committee Recommendations

As required by applicable law, by applicable committee Mandate or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

Board/Committee Communication

To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

5. Meetings

The Board will meet at least once in each quarter, with additional meeting held as deemed advisable. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

Meetings of the Board shall be conducted in accordance with the Corporation's by-laws.

Secretary and Minutes

The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.

Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.

Directors' Responsibilities

Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

The Board shall have unrestricted access to management and employees of the Corporation. The Board shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Service on Other Boards and Audit Committee

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public company.

6. Management

Position Descriptions for Directors

The Board has approved position descriptions for the Chair, the Lead Director and the chair of each Board committee. At least annually, the Board shall review such position descriptions.

Position Description for CEO

The Board has approved a position description for the Chief Executive Officer, which includes delineating management's responsibilities. The Board has also approved the corporate goals and objectives that the Chief Executive Officer has responsibility for meeting. At least annually, the Board shall review a report of the Compensation Committee reviewing this position description and such corporate goals and objectives.

7. Director development and evaluation

Each new director shall participate in the Corporation's initial orientation program and each director shall participate in the Corporation's continuing director development programs. At least annually, the Board shall review the Corporation's initial orientation program and continuing director development programs.

8. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's By-laws, it is not intended to establish any legally binding obligations.