



**Notice of Annual and
Special Meeting of
Shareholders to be Held
on June 26, 2019**

- and -

**Management Information
Circular as at May 15,
2019**

To be held at 4:00 p.m.
Wednesday, June 26, 2019
WeirFoulds LLP
4100-66 Wellington St.,
TD Bank Tower
Toronto, Ontario



NUINSCO RESOURCES LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting of the shareholders (the “**Meeting**”) of Nuinsco Resources Limited (the “**Corporation**”) will be held on Wednesday, June 26, 2019, at 4:00 p.m. (Toronto time), at WeirFoulds LLP, 4100-66 Wellington St., TD Bank Tower, Toronto, Ontario, for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the auditors thereon;
- (2) to appoint auditors and to authorize the directors to fix their remuneration;
- (3) to elect directors;
- (4) to consider and, if thought appropriate, pass a special resolution authorizing the board of directors of the Corporation, in its sole discretion, to consolidate the common shares of the Corporation at a ratio of up to ten (10) pre-consolidation common shares for one (1) post-consolidation common share, and to amend the Corporation’s articles accordingly, as described in further detail under the heading “Business to be Conducted at the Meeting – Special Business – Consolidation of Common Shares” in the accompanying Management Information Circular;
- (5) to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Reference is made to the attached Management Information Circular which sets forth a description of the matters referred to in items (2) to (4) above.

Only holders of Common Shares of the Corporation of record on May 17, 2019 are entitled to notice of, and to vote at, the Meeting.

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery (“**Notice-and-Access**”) of Meeting Materials (as defined below) for the Meeting. Notice-and-Access allows the Corporation to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the Notice-and-Access system, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Corporation’s meeting. However, instead of a paper copy of the Management Information Circular, the annual financial statements and related management’s discussion and analysis and other information (the “**Meeting Materials**”), Shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website at <http://nuinsco.ca/investors/financial-reporting/>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer

using Notice-and-Access provides a paper copy of the Management Information Circular to some shareholders with this notice.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or beneficial owners may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1-833-363-8527.

Requests should be received by June 14, 2019 in order to receive the Meeting Materials in advance of the meeting date.

As a substantial representation of the Corporation's shareholders is desired, shareholders who are unable to attend the Meeting in person, are requested to date, sign and return the form of proxy in accordance with the instructions provided therein and in the Management Information Circular.

A proxy will not be valid unless it is deposited at the offices of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, facsimile within North America 1-866-249-7775 and outside North America (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. If you are able to attend the Meeting or any adjournment thereof, sending your proxy will not prevent you from voting in person.

DATED at Toronto, Ontario this 15th day of May, 2019.

By Order of the Board of Directors

(Signed) "René R. Galipeau"

René R. Galipeau
Chair



NUINSCO RESOURCES LIMITED

80 Richmond St. W., Suite 1802, Toronto, Ontario, Canada M5H 2A4

telephone: (416) 626-0470 fax: (416) 626-0890

MANAGEMENT INFORMATION CIRCULAR AS AT MAY 15, 2019

SOLICITATION OF PROXIES

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Nuinsco Resources Limited (“Nuinsco” or the “Corporation”) for use at the annual and special meeting of shareholders of the Corporation (the “Meeting”), and any adjournment thereof, to be held at the time and place and for the purposes set forth in the attached notice of annual and special meeting (the “Notice”). Management of the Corporation is soliciting proxies to be used at the Meeting. It is anticipated that the solicitation will be by mail primarily, but proxies may also be solicited personally by directors, officers and regular employees of the Corporation. The cost of such solicitation will be borne by the Corporation.

This Management Information Circular is dated May 15, 2019, and the information contained herein is current as of May 15, 2019, unless a different date is otherwise indicated.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy are directors and/or officers of the Corporation and will represent management of the Corporation at the Meeting. **A shareholder desiring to appoint some other person, who need not be a shareholder, to represent him, her or it at the Meeting, may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the Corporation’s transfer agent indicated on the enclosed envelope not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment thereof at which the proxy is to be used or delivering the completed proxy to the Chair of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A proxy should be executed by a shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.**

A shareholder forwarding the proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business then the space opposite the item is to be left blank. The Common Shares of the Corporation (the “Common Shares”) represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the proxy. A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the proxy executed by him, her or it with, or by transmitting by telephonic or electronic means, a revocation bearing a reliable electronic signature to:

- a) the Corporation at Suite 1802, 80 Richmond Street West, Toronto, Ontario, M5H 2A4, at any time prior to the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
- b) the Chair of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof, as applicable; or

3. in any other manner permitted by law.

Only a Registered Shareholder (defined below) has the right to revoke a proxy. A Non-Registered Shareholder (defined below) who wishes to change his, her or its vote must arrange for the Intermediary (defined below) to revoke the proxy on his, her or its behalf in accordance with the instructions of such Intermediary set out in the voting instructions form.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

A shareholder attending the Meeting has the right to vote in person and, if such shareholder does so, such shareholder's proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if a shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE ELECTION OF DIRECTORS, FOR THE APPOINTMENT OF AUDITORS AND AUTHORIZATION OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS AND FOR THE CONSOLIDATION RESOLUTION, AS STATED ELSEWHERE IN THIS MANAGEMENT INFORMATION CIRCULAR. THE FORM OF PROXY ALSO CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING IN SUCH MANNER AS SUCH NOMINEE IN HIS OR HER JUDGMENT MAY DETERMINE.** At the time of printing this Management Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO HOLDERS OF SECURITIES

Registered Shareholders

A registered holder of Common Shares (a "**Registered Shareholder**") is a holder of Common Shares who holds Common Shares in his, her or its own name (that is, not in the name of, or through, an intermediary (an "**Intermediary**") with whom the Non-Registered Shareholder deals with in respect of their Common Shares, such as a bank, a trust company, a stockbroker, or a trustee or manager of a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered education savings plan ("**RESP**") or other similar self-administered plan). A Registered Shareholder may attend the Meeting and cast one vote for each Common Share registered in the name of such Registered Shareholder on any and all resolutions put before the Meeting. If such Registered Shareholder does not wish to vote for any matter proposed at the Meeting, he, she or it may withhold their vote from, or vote their Common Shares against, as applicable, any resolution at the Meeting. A Registered Shareholder who is unable to attend the Meeting, or does not wish to personally cast his, her or its votes, may authorize another person at the Meeting to vote on his, her or its behalf.

Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxyholders are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**non-registered shareholder**”) are registered either:

- a) in the name of an Intermediary that the non-registered holder deals with in respect of the Common Shares such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or
- b) in the name of a clearing agency (such as The Canadian Depository of Securities Limited (“**CDS**”)) of which the Intermediary is a participant.

In accordance with the requirement of National Instrument 54-101 *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation is distributing copies of the Notice of the Meeting together with a Voting Instruction Form: (i) directly to non-registered owners who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to issuers whose securities they beneficially own (“**NOBOs**”), and (ii) to the clearing agencies and Intermediaries for onward distribution to non-registered holders of Common Shares who have advised their Intermediary that they object to the Intermediary providing their ownership information (“**OBOs**”).

This Information Circular, annual financial statements for the 2018 financial year end and management’s discussion and analysis thereon (“**MD&A**”) are available electronically on the Corporation’s website.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting materials to non-registered holders. Generally, a non-registered holder who has not waived the right to receive Meeting materials will receive one of two Forms of Proxy:

1. the non-registered holder may be given a Form of Proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered holder but which is not otherwise completed. Because the Intermediary has already signed the Form of Proxy, this Form of Proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should simply complete the balance of the Form of Proxy and deliver it as specified above.
2. more typically, the non-registered holder may be given a Voting Instruction Form which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**Voting Instruction Form**”) which the Intermediary must follow. Often, the non-registered holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either a Form of Proxy or Voting Instruction Form wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the form and insert the non-registered holder’s name in the blank space provided. **NON-REGISTERED HOLDERS SHOULD CAREFULLY FOLLOW THE INSTRUCTIONS OF THEIR INTERMEDIARY INCLUDING THOSE REGARDING WHEN AND WHERE THE FORM OF PROXY OR VOTING INSTRUCTION FORM IS TO BE DELIVERED.**

Adoption of Notice and Access System

In accordance with the notice-and-access rules adopted by the Ontario Securities Commission under NI 54-101, the Corporation has sent its proxy-related materials directly to registered holders and non-objecting beneficial owners using notice-and-access. Therefore, although Shareholders still receive a proxy or Voting Instruction Form (as applicable) in paper copy, this Information Circular, annual consolidated financial statements and related MD&A are not physically delivered. Instead, Shareholders may access these materials on the Corporation's website at <http://nuinsco.ca/investors/financial-reporting/> or under the Corporation's profile page on SEDAR at www.sedar.com.

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Corporation's website. In order to receive a paper copy of the Meeting materials or if you have questions concerning Notice-and-Access, please call 1-833-363-8527. **Requests for paper materials should be received by June 14, 2019 in order to receive the Meeting materials in advance of the Meeting.**

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As at the date hereof, 424,313,323 Common Shares are issued and outstanding. Each Common Share entitles the holder thereof to one vote in respect of each matter to be voted upon at a meeting of shareholders.

The Corporation has fixed May 17, 2019 as the record date (the "**Record Date**") for the purpose of determining shareholders entitled to receive the Notice. In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "**OBCA**"), the Corporation will prepare a list of holders of Common Shares at the close of business on the Record Date. Holders of Common Shares named in the list will be entitled to vote the Common Shares shown opposite their name on the list at the Meeting.

As at the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation.

BUSINESS TO BE CONDUCTED AT THE MEETING

Audited Financial Statements

The audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018 and the auditor's report thereon will be placed before the shareholders at the Meeting.

Appointment of Auditor

MNP LLP, Toronto, Ontario is the auditors of the Corporation.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MNP LLP AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Election of Directors

The articles of the Corporation provide for a minimum of three and a maximum of 15 directors. At the present time, the board of directors of the Corporation (the "**Board**" or the "**Board of Directors**") consists of five directors. The shareholders will be asked to elect five directors for the ensuing year. Each director elected will hold office until the

close of business of the first annual meeting of shareholders following his or her election unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The names of all of the nominees, their position with the Corporation, their principal occupation or employment during the last five years, the dates upon which they became directors of the Corporation, if applicable, and the number of Common Shares beneficially owned or controlled or directed by them, directly or indirectly, as of the date hereof, are as follows:

Name and Residence	Principal Occupation	Period Served as Director	Shares Held or Over Which Control or Direction is Exercised⁽⁴⁾
René R. Galipeau ^{(1)(2)*(3)} Ontario, Canada Chair and director	Vice-Chair and director of Victory Nickel Inc.; Chair and director of the Corporation.	June 1993-present	21,636,591
Dr. Raymond Goldie ⁽¹⁾⁽²⁾⁽³⁾ Ontario, Canada Director	Currently a director of several public companies and the Prospectors and Developers Association of Canada. Until December 2015, Dr. Goldie was Vice-President, Commodities Economics and Senior Mining Analyst with Salman Partners Inc.	February 2015-present	Nil
Paul Jones Ontario, Canada Chief Executive Officer and Director	CEO and director of the Corporation; Vice-President, Exploration of Victory Nickel Inc.	September 2013-present	29,940,493
Dr. James M. Franklin ^{(2)(3)*} Ontario, Canada Director	Consulting Geologist, director of Aura Silver Resource Inc. from December 2015 to present, Anconia Resource Corp. from June 2012 to present and Ur-Energy Inc. from March 2004.	January 2011-April 2016, June 2018-present	4,818,670
Robert G. Wardell ^{(1)*(3)} Ontario, Canada Director	Director of Allied Nevada Gold Corp. from 2007 to October 22, 2015; Director of Nuinsco Resources Limited from 2009 to April 27, 2016, Director of Katanga Mining Limited from 2006 to present.	June 2009-April 2016, June 2018-present	949,760

Notes:

* Committee Chair

1. Member of the Audit Committee.
2. Member of the Corporate Governance and Nominating Committee.
3. Member of the Compensation Committee.
4. The information in the foregoing table as to Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by each respective nominee.

Corporate Cease Trade Orders

Other than as disclosed herein, no proposed director of the Corporation is, or within the ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the relevant corporation access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days.

On May 5, 2016, the Ontario Securities Commission issued a cease trade order (“CTO”) for failure by the Corporation to file its audited financial statements for the year ended December 31, 2015; management’s discussion and analysis relating to the audited financial statements for the year ended December 31, 2015; and, certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*. On August 5, 2016, the Corporation announced that it had filed on SEDAR its audited financial statements for the year ended December 31, 2015 and management’s discussion and analysis relating to the audited financial statements for the year ended December 31, 2015, its unaudited interim financial statements relating to the first quarter of 2016 ended March 31, 2016 and management’s discussion and analysis relating to the first quarter of 2016 ended March 31, 2016, and certification of these filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*. As a result of completing these filings the CTO was revoked. Each of the nominated directors was either a director of the Corporation or had been a director of the Corporation at the time the CTO was issued.

Katanga Mining Limited is presently the subject of a MCTO issued by the OSC on behalf of the securities regulatory authorities in each of the provinces and territories of Canada in which Katanga is a "reporting issuer" under applicable Canadian securities laws. The MCTO was issued on August 16, 2017 in connection with the late filing of Katanga's unaudited interim financial statements for the three and six months ended June 30, 2017 (and accompanying management's discussion and analysis) as well as other matters related to the Restatement. Mr. Wardell was, and remains, a director of Katanga Mining Limited at the time the MCTO was issued. The MCTO restricts all trading in Katanga's securities by the applicable management or other insiders. The Corporation continues to work towards the satisfaction of all of the OSC's requirements to lift the MCTO.

Corporate Bankruptcies

No proposed director is, or within ten years prior to the date hereof has been, a director or executive officer of any corporation, that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except for the following:

Mr. Wardell was a director of Allied Nevada Gold Corp. until October 22, 2015. On March 10, 2015, Allied Nevada Gold Corp. announced that it had filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware.

Personal Bankruptcies

No proposed director of the Corporation has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Penalties or Sanctions

No proposed director of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities

regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF ANY NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES AND MAY BE VOTED FOR ANY SUBSTITUTE NOMINEE(S) PROPOSED BY MANAGEMENT.

Special Business – Consolidation of Common Shares

The Meeting has been called, in part, to consider and, if deemed appropriate approve, a special resolution (the “**Consolidation Resolution**”) authorizing the Board, in its sole discretion, to consolidate the Common Shares at a ratio of up to ten (10) to one (1) (the “**Consolidation**”), and to amend the Corporation’s articles accordingly, whereby every ten (10) Common Shares, or such lesser number of Common Shares as is determined by the Board, outstanding at the time of the Consolidation would be changed into one (1) Common Share (the “**Consolidation Ratio**”). Shareholders are specifically advised that the proposed Consolidation Resolution grants the Board the discretion to revoke the Consolidation Resolution and not proceed with the Consolidation without further approval of the shareholders. In connection with any determination to implement the Consolidation, the Board will set the timing for the Consolidation and select the specific ratio within the range set forth in the Consolidation Resolution.

The Board believes that shareholder approval of a range of potential Consolidation Ratios (rather than a single consolidation ratio) provides the Board with maximum flexibility to achieve the desired results of the Consolidation. The Board believes that it is in the interest of shareholders of the Corporation for the Board to have the authority to implement the Consolidation for the following reasons:

- *Raising the price of Common Shares to more attractive levels:* The Consolidation is expected to result in the trading price of the Common Shares increasing to reflect the Consolidation Ratio.
- *Reduction of shareholder transaction costs:* The Corporation’s shareholders may benefit from relatively lower trading costs associated with a higher price per Common Share. It is likely that many investors pay commissions based on the number of Common Shares traded when they buy or sell the Common Shares. If the price per Common Share were higher, investors may pay lower commissions to trade a fixed dollar amount than they would if the price per Common Share is lower.
- *Improved trading liquidity:* The potentially lower transaction costs and higher trading price of the Common Shares could ultimately improve the trading liquidity of the Common Shares.

There can be no assurance that the total market capitalization of the Common Shares (i.e. the aggregate value of all Common Shares at the then market price) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per share market price of the Common Shares following the Consolidation will be higher than the per share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of the Consolidation, and the liquidity of the Common Shares

could be adversely affected. In addition, the Consolidation may result in some shareholder owning “odd lots” of less than 1,000 Common Shares on a post-Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than Common Shares in “board lots” of even multiples of 1,000 Common Shares. Brokerage commissions and other costs of transactions in odd lots are often higher than the costs of transactions in “round lots” of even multiples of 1,000 Common Shares.

As of May 15, 2019, the Corporation had 424,313,323 Common Shares issued and outstanding. Upon the proposed Consolidation being implemented, the number of Common Shares issued and outstanding will depend on the specific ratio selected by the Board. The following table sets out the approximate number of Common Shares that would be outstanding as a result of the Consolidation at the ratios indicated.

Consolidation Ratio	Approximate Number of Outstanding Common Shares (post -Consolidation)*
1 for 10	41,431,332
1 for 5	82,862,665
1 for 2	207,156,662

** Based on the number of Common Shares outstanding on May 15, 2019.*

Upon the Consolidation becoming effective, a letter of transmittal will be sent to all Registered Shareholders then issued and outstanding for use in transmitting their share certificates to the Corporation’s registrar and transfer agent in exchange for new certificates representing the number of Common Shares to which such shareholder is entitled as a result of the Consolidation. No delivery of a new certificate to a shareholder will be made until the shareholder has surrendered his current issued certificates. Beneficial holders of Common Shares (“**Beneficial Shareholders**”) holding their Common Shares through an Intermediary should note that such Intermediary may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for Registered Shareholders. Beneficial Shareholders that hold Common Shares with an Intermediary are encouraged to contact such Intermediary with respect to any questions in this regard.

No fractional Common Shares shall be issued pursuant to the Consolidation. In the event that the Consolidation would result in a holder of Common Shares being entitled to a fractional Common Share, then such fractional Common Share shall be rounded up to the next whole number of Common Shares. In calculating such fractional interest, all Common Shares registered in the name of a holder of Common Shares or an Intermediary shall be aggregated.

Assuming shareholder approval is received at the Meeting, the implementation of the Consolidation Resolution is conditional upon the Corporation obtaining the necessary regulatory consents. There is no guarantee that such consents will be given. The Consolidation Resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation, without further approval of the Corporation’s shareholders. Additionally, if the Consolidation Resolution is approved by shareholders, the Consolidation may be affected at any time within one year from the date of such approval. If the Corporation does not proceed with the Consolidation within one year from the date of shareholder approval, it will again seek shareholder approval before affecting a share consolidation.

If approved by the shareholders at the Meeting and implemented by the Board, the Consolidation will not change a shareholder’s proportionate interest in the Corporation.

The Consolidation Resolution, substantially in the form set forth below, requires the approval of not less than two-thirds of the total votes cast in respect thereof by the holders of Common Shares present in person or represented by proxy at the Meeting. **The Board unanimously recommends that shareholders vote in favour of the Consolidation Resolution.**

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the issued and outstanding common shares in the capital of Nuinsco Resources Limited (the “**Corporation**”) be changed by the consolidation of the issued and outstanding common shares at a ratio of up to ten (10) pre-consolidation common shares for one (1) post-consolidation common share, such ratio to be determined by

the Board of Directors of the Corporation in its sole discretion (the “**Consolidation**”), provided that such Consolidation is affected within one year following the date of passage of this special resolution;

2. no fractional shares shall be issued upon the Consolidation and in the case where the Consolidation results in a shareholder otherwise becoming entitled to a fraction of a common share, an upward adjustment shall be made to the next whole common share;
3. notwithstanding the approval of shareholders of the Corporation to the above resolutions, the Board may revoke the foregoing resolutions before they are acted on without any further approval by the shareholders of the Corporation;
4. the Articles of the Corporation be amended to provide for the Consolidation and the effective date of such Consolidation shall be the date shown in the certificate of amendment issued by the Director appointed under the Business Corporations Act (Ontario) (the “**OBCA**”) or such other date indicated in the Articles of Amendment; and
5. any of the officers or directors of the Corporation be and is hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver Articles of Amendment to effect the foregoing resolutions in accordance with the OBCA and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action.”

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE CONSOLIDATION RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

INDICATION OF DIRECTORS AND EXECUTIVE OFFICERS

All of the directors and executive officers of the Corporation have indicated that they intend to vote their Common Shares in favour of each of the above resolutions on which they are entitled to vote. **In addition, unless authority to do so is indicated otherwise, the persons named in the enclosed form of proxy intend to vote the Common Shares represented by such proxies in favour of each of the above resolutions.**

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation’s executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation’s senior officers, being the two identified named executive officers (the “**NEOs**”) in 2018. During 2018, the Corporation had the following NEOs: Mr. Paul Jones, director and CEO and Mr. Kyle Appleby, Chief Financial Officer. Mr. Appleby is not an employee of the Corporation, but instead provides his services through CFO Advantage Inc., a firm owned and operated by Mr. Appleby.

In order to assist the Board in fulfilling its oversight responsibilities with respect to human resources matters, the Board has established the compensation committee (the “**Compensation Committee**”). Since the last annual meeting of shareholders, the Compensation Committee has been comprised of three directors, namely Jim Franklin (Chair), Raymond Goldie and Robert Wardell, all of whom are independent within the meaning of section 1.4 of National Instrument 52-110 - Audit Committees (“**NI 52-110**”).

The Compensation Committee’s purpose is to: (i) establish the philosophy and objectives that will govern the Corporation’s compensation program; (ii) oversee and approve the compensation and benefits paid to the senior officers; (iii) recommend to the Board for approval executive and other compensation and benefits plans and

arrangements; (iv) oversee the Corporation's stock option plan and Share Incentive Plan; and (v) promote the clear and complete disclosure to shareholders of material information regarding executive compensation. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

Principles and Objectives of the Compensation Program

The primary goal of the Compensation Committee and the Corporation's compensation program is to ensure that the compensation provided to the Corporation's senior officers is determined with regard to the Corporation's business strategies and objectives, such that the financial interest of the senior officers is matched with the financial interest of the shareholders. The Compensation Committee and Board of Directors strive to ensure that the Corporation's senior officers are compensated fairly and commensurably with their contributions to furthering the Corporation's strategic direction and objectives and that the compensation program is structured to attract, motivate and retain top quality employees and officers.

Generally, the Corporation places emphasis on annual cash compensation (i.e. salary) in order to attract, retain and motivate senior officers, as opposed to options, stock appreciation rights plans, securities purchase programs and other incentive type compensation. However, in order to ensure the alignment of employees' interests with the Corporation's long-term interests, the Corporation maintains a stock option plan and the Share Incentive Plan.

Compensation Process

The Compensation Committee relies on the knowledge and experience of the members of the Compensation Committee. As a whole, the Compensation Committee is comprised of directors who have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to making informed decisions on the suitability of the Corporation's compensation policies and practices.

Set out below is a brief summary of each director's relevant skills and experience:

- Dr. James M. Franklin (Chair) has over 40 years' experience as a geologist. He joined the Compensation Committee upon the passing of George Archibald. He is a Fellow of the Royal Society of Canada. Since January 1998, he has been an Adjunct Professor at Queen's University, since 2001, at Laurentian University and since 2006 at the University of Ottawa. He is a past President of the Geological Association of Canada and of the Society of Economic Geologists. He retired as Chief Geoscientist, Earth Sciences Sector, the Geological Survey of Canada in 1998. Since that time, he has been a consulting geologist and is currently a director of Aura Silver Resources Inc.; of Anconia Resources Corp.; and of Ur-Energy Inc., where he is a member of that company's compensation committee. In 2019, Mr. Franklin was inducted into the Canadian Mining Hall of Fame.
- Robert Wardell currently serves as a member of the Compensation Committees of Katanga Mining Limited. As a result of Mr. Wardell's experience as a Chartered Accountant and service on other public company Boards in the mining sectors he brings a wide range of skills to the Compensation Committee and the Board of Directors in areas including industry knowledge, experience in finance and accounting, strategic planning, talent management, and international business.
- In addition to being a geologist, Dr. Raymond Goldie has been a securities analyst and economist with a number of firms over more than a quarter century, including Richardson Greenshields of Canada Ltd., Deutsche Morgan Grenfell, St. James Securities, First Associates Investments and Salman Partners Inc. where he was Vice-President, Commodities Economics and Senior Mining Analyst with Salman Partners Inc. Dr. Goldie also serves as a director of the Prospectors and Developers Association of Canada.

The Corporation's Board of Directors is responsible for the compensation policies and guidelines for the Corporation and for implementing and overseeing compensation policies. The Corporation does not currently have any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation.

The Board reviews on a periodic basis the cash compensation, performance and overall compensation package of the

directors and each executive officer, including the NEOs. The Board makes decisions with respect to basic salary and participation in stock option compensation arrangements for each director and executive officer. In considering executive officers other than the CEO, the Board shall take into account the recommendation of the CEO. The Corporation does not currently pay its directors a cash fee for acting as such; any director fees are accrued as incurred. Directors are also eligible to receive stock option grants.

The Corporation does not have a formal compensation program with set benchmarks, however the Corporation does have an informal compensation program which seeks to reward an NEO's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all NEOs.

Elements of Executive Compensation Program

The Corporation's compensation program consists of the following elements:

- (a) base salary or consulting fees; and
- (b) equity participation through the Corporation's stock option plan and share incentive plan.

Base Salary or Consulting Fees

Since early 2015, the environment for funding the Corporation's operations has been challenging. As a result, Mr. Jones' salary is not paid in cash but rather is accrued on a monthly basis. As the principal of an external management company, Mr. Appleby invoices the Corporation on a monthly basis for fees incurred.

Generally, in determining the base salary of a NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mining industry which were similar in size and stage of development as the Corporation;
- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Corporation; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

The Corporation's Insider Trading and Blackout Policy specifically prohibits NEOs, directors and other insiders from speculating in the Corporation's securities. The Insider Trading and Blackout Policy defines "speculating" as the purchase or sale of securities with the intention of reselling or buying back in a relatively short period of time in the expectation of a rise or fall in the market price of such securities. Speculating in such securities for a short term profit is distinguished from purchasing and selling securities as part of a long term investment program. Insiders are prohibited at any time from selling securities of the Corporation short or buying or selling a call or put option other than call or put options distributed by the Corporation in respect of securities of the Corporation or any of its affiliates.

The Compensation Committee, has not specifically identified any significant changes to its compensation policies and practices for the next financial year, however part of the Compensation Committee's mandate is to review and assess the design and competitiveness of the Corporation's compensation and benefit programs generally, and it intends to do this going forward.

Stock Option Plan and Share Incentive Plan

The Compensation Committee, periodically grants/issues employees, directors and other eligible participants' stock

options under the stock option plan and Common Shares under the Stock Option Plan and the Share Incentive Plan. In determining whether and how many new options or Common Shares will be granted, the Corporation does not use any formal objectives, criteria or analyses in reaching such determinations; however consideration is given to the amount and terms of outstanding options.

Long-term Incentives – Stock Option Plan. The Board believes that stock options encourage the Corporation’s directors, senior officers, employees and consultants to own and hold shares in the Corporation and tie their long-term interests directly to those of the shareholders. Under the terms of the Corporation’s existing Stock Option Plan, the Board of Directors may designate employees, including directors and senior officers, and consultants eligible to receive options to acquire such numbers of Common Shares as the Board of Directors determines. When awarding options, consideration is given to the exercise price of the aggregate options that would be held by an individual after the award under consideration is made. In determining the individual grants, the Board, as a proxy for the Compensation Committee, considers the following factors: the individual’s performance and contribution to the Corporation’s success; relative position; years of service; and, past equity grants. See “Securities Authorized for Issuance under Equity Compensation Plans – Long-Term Incentives – Stock Option Plan” for a detailed description of the Stock Option Plan.

Long-term Incentives - Share Incentive Plan. The Corporation has a Share Incentive Plan which includes both a share purchase plan (the “**Share Purchase Plan**”) and a share bonus plan (the “**Share Bonus Plan**”).

The purpose of the Share Incentive Plan is to encourage ownership of the Common Shares by directors, senior officers and employees of the Corporation and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of its business, and to advance the interests of the Corporation by providing additional incentive for superior performance by such persons and to enable the Corporation and its designated affiliates to attract and retain valued directors, officers, employees and consultants.

When awarding Common Shares under the Share Incentive Plan, consideration is given to the number of options under the Stock Option Plan and the number of Common Shares that would be held by an individual after the award under consideration is made. In determining the individual awards, consideration is given to the following factors: the individual’s performance and contribution to the Corporation’s success, relative position, years of service and past equity grants.

The Share Bonus Plan permits Common Shares to be issued as a discretionary bonus to eligible directors, senior officers and employees of the Corporation and its designated affiliates, and consultants designated from time to time. The Corporation granted no Common Shares pursuant to the Share Bonus Plan during 2018. Under the Share Purchase Plan, eligible directors, senior officers and employees of the Corporation and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase Common Shares. The Corporation matches each participant’s contribution. The Corporation granted no Common Shares pursuant to the Share Purchase Plan during 2018.

Summary

The Board will continue to evaluate the Corporation’s executive compensation programs on an ongoing basis to ensure that the Corporation’s compensation practices and philosophies are consistent with the objective of enhancing shareholder value over the long term.

Executive Compensation Tables

Summary Compensation Table

The following table sets out the compensation paid to each NEO for the financial years of the Corporation ended December 31, 2018 and 2017.

Name and Principal Position	Year	Salary	Share-based Awards	Option-based Awards	Non-equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Annual Incentive Plans	Long-term Incentive Plans			
Paul L. Jones ⁽¹⁾ CEO and Director	2018	\$ 150,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 150,000
	2017	\$ 150,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 150,000
Kyle Appleby ⁽²⁾ CFO	2018	\$ 36,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 36,000
	2017	\$ 36,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 36,000

Notes:

(1) The Company accrues a monthly fee of \$12,500 with respect to his services as CEO. As at the date of this circular \$525,000 of these fees remain payable to Mr. Jones.

(2) On May 4, 2015, Mr. Appleby was appointed Chief Financial Officer of the Corporation. Compensation to Mr. Appleby has been charged as consulting fees pursuant to a consulting agreement with CFO Advantage Inc. (a Corporation owned by Mr. Appleby).

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the share-based awards and option-based awards held by each NEO as at December 31, 2018.

Name and principal position	Option-based Awards					Share-based Awards		
	Grant Date	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 (\$)
Paul Jones, CEO	April 28, 2021	6,075,000	0.01	April 18, 2021	Nil	Nil	Nil	Nil
Kyle Appleby, CFO	April 18, 2016	1,500,000	0.01	April 18, 2021	Nil	Nil	Nil	Nil

Note:

(1) Based on the OTC closing price for the Common Shares on December 31, 2018 of USD\$0.0011.

Incentive Plan Awards—Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year. The aggregate value of the option-based awards vested during the year is based on the difference between the Corporation share price on the vesting day of any options that vested during the financial year ended December 31, 2018 and the exercise price of the options.

Name and principal position	Option based awards – Value vested during the year (\$)	Share based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year
Paul Jones, CEO	Nil	Nil	Nil
Kyle Appleby, CFO	Nil	Nil	Nil

Pension Plan Benefits

The Corporation does not maintain any defined benefit or defined contribution plans or any other retirement plans.

Deferred Compensation Plans

The Corporation does not maintain any deferred compensation plans.

Termination and Change of Control Benefits

The Corporation has no termination and change of control benefits in place.

Director Compensation

Directors may also receive options to purchase Common Shares as recommended by the Compensation Committee and determined by the Board. The exercise price of such options is determined by the Board, but shall in no event be less than the market price of the Common Shares at the time of grant of the options. Please see “Securities Authorized for Issuance under Equity Compensation Plans- Long-Term Incentives – Stock Option Plan” (below) for a description of the stock option plan.

Director Compensation Table

The Corporation currently has five directors, one of which was an NEO for the recently completed fiscal year ended December 31, 2018. For a description of the compensation paid to the Corporation’s NEO who also acts as a director, see “Summary Compensation Table” above.

The following table sets forth the compensation awarded, paid to or earned by the directors of the Corporation during the most recently completed fiscal year ended December 31, 2018. Directors of the Corporation that are also officers or employees of the Corporation are not compensated for service on the Board of Directors.

Name	Fees Earned	Share-based Awards	Option-based Awards	Non-equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
René R. Galipeau	\$ 57,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 57,000
Bob Wardell	\$ 14,500	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$14,500
Jim Franklin	\$ 11,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$11,000
Ray Goldie	\$ 23,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 23,000

All “Fees Earned” have been accrued. No “Fees Earned” have been paid in cash to directors for the past four fiscal years. In addition to these fees, the directors are typically compensated through the granting of stock options to encourage retention and more closely align the interests of the directors with the interests of shareholders while at

the same time not drawing on the limited cash resources of the Corporation. The Compensation Committee expects to review the director fees this fiscal year.

Incentive Plan Awards

The table below shows the number of stock options outstanding for each director and their value at December 31, 2018 based on the last trade of the Common Shares on the OTC prior to the close of business on December 31, 2018 of USD\$0.0011.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the outstanding option and share based awards of directors of the Corporation as of December 31, 2018.

Incentive Plan Awards – Value vested or earned during the year

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
Paul Jones	6,075,000	0.01	4/18/2021	Nil	Nil	Nil	Nil
René R. Galipeau	3,500,000	0.01	4/18/2021	Nil	Nil	Nil	Nil
Bob Wardell	3,400,000	0.01	4/18/2021	Nil	Nil	Nil	Nil
Jim Franklin	3,400,000	0.01	4/18/2021	Nil	Nil	Nil	Nil
Ray Goldie	350,000 3,400,000	0.01 0.01	2/5/2020 4/18/2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Note:

- (1) Calculated based on the difference between the market value of the Common Shares on the applicable date of vesting and the applicable exercise price of the Options which vested.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested of option and share based awards of the directors of the Corporation during the year ended December 31, 2018.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Paul Jones	Nil	N/A	N/A
René R. Galipeau	Nil	N/A	N/A
Bob Wardell	Nil	N/A	N/A
Jim Franklin	Nil	N/A	N/A
Ray Goldie	Nil	N/A	N/A

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2018 with respect to Common Shares authorized for issuance under equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	34,525,000	\$0.01	27,621,998 ⁽¹⁾
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	34,525,000	\$0.01	27,621,998

Notes:

- (1) The Stock Option Plan provides for the issuance of options to purchase up to an aggregate of 15% of the issued and outstanding Common Shares.

Long-term Incentives – Stock Option Plan. The Compensation Committee, believes that stock options encourage the Corporation’s (or its subsidiaries’) directors, senior officers, employees and consultants (together with any personal holding corporation controlled by an officer or director of the Corporation or any of its subsidiaries, collectively “**Eligible Persons**”) to own and hold shares in the Corporation and tie their long-term interests directly to those of the shareholders. Under the terms of the Stock Option Plan, the Board of Directors, acting on the recommendations of the Compensation Committee may designate employees, including directors and senior officers, and consultants eligible to receive options to acquire such numbers of Common Shares as the Board of Directors determines, at the then current trading price, being the closing price of the Common Shares on the trading day immediately preceding the date of the grant. When awarding options, consideration is given to the exercise price of the aggregate options that would be held by an individual after the award under consideration is made. In determining the individual grants, the Board considers the following factors: the employee’s, consultant’s or senior officer’s performance and contribution to the Corporation’s success; relative position; years of service; and, past equity grants.

The maximum number of Common Shares issuable under the Stock Option Plan shall not exceed 15% of Common Shares issued and outstanding (calculated on a non-diluted basis) from time to time. As at the date hereof, 34,525,000 options to acquire Common Shares were outstanding, representing 8.33% of the Corporation's issued and outstanding Common Shares as of the date hereof, leaving an additional 27,621,998 Common Shares, representing 6.67% of the Corporation's issued and outstanding Common Shares as at the date hereof, available for issuance pursuant to grants of options under the Stock Option Plan. The maximum number of Common Shares which may be reserved for issuance to any one person under the Stock Option Plan is 5% of the Common Shares outstanding at the time of the grant (calculated on a non-diluted basis) less the number of shares reserved for issuance to such person under any other option to purchase Common Shares from treasury granted as a compensation or incentive mechanism. Any Common Shares subject to an option granted under the Stock Option Plan, which for any reason is exercised or surrendered, cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan, effectively resulting in a re-loading of the number of Common Shares available for grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the closing price of the shares on the trading day immediately preceding the day upon which the option is granted.

Options granted under the Stock Option Plan may be exercised during a period not exceeding ten (10) years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, senior officer, director or consultant of the Corporation or any of its subsidiaries, as applicable, or upon the optionee retiring, becoming permanently disabled or upon death. Any option granted pursuant to the Stock Option Plan, to the extent not validly exercised, will terminate on the earlier of the following dates:

- (i) the date of expiration specified in the option agreement or in the resolution of the Board granting such option, as the case may be, provided that if the termination date of an option falls during or within three business days of a blackout period, during which the policies of the Corporation prevent persons in a "special relationship" with the Corporation from trading in the securities of the Corporation, the expiry date for the option will be extended for an additional period expiring on the tenth (10th) business day following the end of the blackout period;
- (ii) ninety (90) days after the participant ceases to be an Eligible Person, other than by reason of retirement, permanent disability or death, regardless of whether the participant was dismissed with or without cause and regardless of whether the participant received compensation in respect of dismissal or was entitled to a period of notice of termination which would otherwise have permitted a greater portion of the option to vest with the participant;
- (iii) one hundred and eighty (180) days after the date of the death of the participant during which period the option may be exercised by the participant's legal representative or the person or persons to whom the deceased participant's rights under the option shall pass by will or the applicable laws of descent and distribution, and only to the extent the participant would have been entitled to exercise the option on the date of death; and
- (iv) ninety (90) days after termination of the participant's employment by reason of permanent disability or retirement under any retirement plan of the Corporation or any of its subsidiaries, during which ninety (90) day period the participant may exercise the option to the extent he was entitled to exercise it at the time of such termination, provided that if the participant shall die within such ninety (90) day period, then such right shall be extended to ninety (90) days following the date of death of the participant and shall be exercisable only by the persons described in paragraph (iii) above and only to the extent described therein.

The Board of Directors may determine that the date or dates of the vesting of any options issued under the Stock Option Plan shall be a future date or dates determined in the manner specified in such resolution. The options are non-transferable, other than pursuant to a will or by the laws of descent and distribution.

The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a reorganization, a merger or other relevant changes in the Corporation's capitalization. The Board of Directors may terminate the Stock Option Plan at any time.

By its terms, the Stock Option Plan may be amended by the Board without the consent of the shareholders, to the extent that such amendments relate to: (a) complying with the requirements of any applicable regulatory authority; (b) complying with the rules, policies and notices of any stock exchange on which the Corporation's securities are

listed; (c) altering, extending or accelerating the terms and conditions of vesting of any options; (d) extending the term of options held by a person other than a person who, at the time of the extension, is an insider of the Corporation; (e) determining, subject to all applicable regulatory requirements, that the provisions of the Stock Option Plan concerning the effect of termination of a participant's status as an Eligible Person under the Stock Option Plan shall not apply to a participant for any reason acceptable to the Board; (f) accelerating the expiry date of any options; (g) amending the definitions contained within the Stock Option Plan; (h) amending the categories of persons who are Eligible Persons and entitled to be granted options pursuant to the Stock Option Plan; (i) allowing the grant of short-term financial assistance to participants for the purpose of exercising options granted under the Stock Option Plan, subject to compliance with all applicable regulatory requirements; (j) authorizing the addition or modification of a cashless exercise feature, payable in cash or Common Shares, which provides for a full deduction of the number of underlying securities from the Stock Option Plan reserve; (k) the assignability or transferability of options, with respect to Eligible Persons generally and/or with respect to any participant; (l) amending or modifying the mechanics of exercise of options; and (m) amendments of a "housekeeping" nature, including, without limitation, amending the wording of any provisions of the Stock Option Plan for the purpose of clarifying the meaning of existing provisions or to correct or supplement any provision of the Stock Option Plan that is inconsistent with any other provision of the Stock Option Plan.

The Stock Option Plan provides that the Corporation may provide financial assistance in respect of options granted under the Stock Option Plan by means of loans to optionees. Under the terms of the Stock Option Plan the Corporation may, but is not obligated to, loan an optionee the funds required to exercise any particular option. The Stock Option Plan provides any such loan will be for a term not exceeding ten years and will be non-interest bearing. Any such loan will be repayable at maturity or upon earlier termination of the option, including the death or retirement of the optionee. Any loans made under the Stock Option Plan are to be secured by a pledge of the shares acquired upon the exercise of the option exercised being lodged with a trustee for such purposes.

In the event that any loan amount is not fully repaid when due the trustee holding the pledged shares is entitled to realize on the shares being held by it as security for the loan.

Loans made under the Stock Option Plan are "non-recourse loans" and, as a result, the sole remedy of the Corporation in the event of a default is to realize on the shares being held as security as described above. Thus, in the event there is a shortfall between the loan amount and any such proceeds of realization, the optionee will not be liable for any such shortfall. The Stock Option Plan provides that any shares issued pursuant to loans made under the Stock Option Plan may be sold by the optionee from time to time provided that an amount equal to the aggregate option exercise price or the balance of the loan is applied in repayment of the loan. Any financial assistance so provided under the Stock Option Plan will be subject to and made in accordance with all applicable laws and regulatory policies at the time of making the loan. At present, no loans are outstanding under these provisions.

Long-term Incentives - Share Incentive Plan. The Share Incentive Plan includes both the Share Purchase Plan and the Share Bonus Plan.

The purpose of the Share Incentive Plan is to encourage ownership of the Common Shares by directors, senior officers and employees of the Corporation and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of its business, and to advance the interests of the Corporation by providing additional incentive for superior performance by such persons and to enable the Corporation and its designated affiliates to attract and retain valued directors, officers, employees and consultants.

When awarding Common Shares under the Share Incentive Plan, consideration is given to the number of options, under the Stock Option Plan, and the number of Common Shares that would be held by an individual after the award under consideration is made. In determining the individual awards, consideration is given to the following factors: the employee's, consultant's or senior officer's performance and contribution to the Corporation's success, relative position, years of service and past equity grants.

Under the Share Purchase Plan, eligible directors, senior officers and employees of the Corporation and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase Common Shares. The Corporation matches each participant's contribution. The purchase price per Common Share is the volume weighted-average of the trading prices of the Common Shares on an exchange for the calendar quarter in respect of which the Common Shares are issued. Common shares acquired are held in safekeeping and delivered to employees as soon as practicable following March 31, June 30, September 30 and

December 31 in each calendar year. The maximum number of Common Shares issuable under the Share Purchase Plan is the lesser of: (i) that number of Common Shares that can be purchased with a dollar amount equal to 20% of the annual gross annual salary of the Participants (as defined in the Share Incentive Plan); and (ii) 1% of the aggregate number of issued and outstanding Common Shares (calculated on a non-diluted basis) from time to time.

Participation in the Share Purchase Plan is subject to earlier termination upon the termination of the participant's employment, upon the participant ceasing to be an employee, senior officer or consultant of the Corporation or any of its designated affiliates, as applicable, or upon the participant retiring, becoming permanently disabled or upon death. The right to participate in the Share Incentive Plan is non-assignable and non-transferable, other than pursuant to a will or by the laws of descent and distribution.

The Corporation's Share Bonus Plan permits Common Shares to be issued as a discretionary bonus to eligible directors, senior officers and employees of the Corporation and its designated affiliates, and consultants designated from time to time. For the year ended December 31, 2018, the Corporation issued no Common Shares under the Share Bonus Plan.

The Share Incentive Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a reorganization, a merger or other relevant changes in the Corporation's capitalization. Any amendments to the Share Incentive Plan are subject to the approval of shareholders and applicable stock exchanges and regulatory authorities, including amendments to increase the maximum number of securities issuable under the Share Incentive Plan and amendments to the amending provisions of the Share Incentive Plan. The Board of Directors may terminate the Share Incentive Plan at any time. 3,415,889 Common Shares have been issued since the inception of the Share Incentive Plan (of which 3,415,889 Common Shares have been issued pursuant to the Share Bonus Plan and none of have been issued pursuant to the Share Purchase Plan).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the Corporation's most recently completed financial year there is no, and there has not been any, outstanding indebtedness owing to the Corporation or any subsidiary of the Corporation or any other entity where such indebtedness has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise by: (i) any director, executive officer or employee of the Corporation or any of its subsidiaries; (ii) any former director, executive officer or employee of the Corporation or any of its subsidiaries; (iii) any proposed nominee for election as a director of the Corporation; (iv) any associate of any individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation; or (v) any associate of any proposed nominee for election as a director of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the insiders of the Corporation or the associates or affiliates of those persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last completed financial year, and no proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any such director, executive officer or proposed nominee 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, except as disclosed herein.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation or its subsidiaries which are to any substantial degree

performed by a person or company other than the directors or executive officers of the Corporation or its subsidiaries (or private companies controlled by them, either directly or indirectly).

CORPORATE GOVERNANCE PRACTICES

Board of Directors

Pursuant to National Instrument (“NI 58-101”), a director is independent if the director has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation’s Board of Directors, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board of Directors is currently comprised of three members, a majority of whom the Board has determined are “independent” directors within the meaning of NI 58-101. Assuming management’s proposed slate of directors is elected at the Meeting, the Board will be comprised of five members, a majority of whom will be independent within the meaning of NI 58-101.

In particular, four of the five current members are considered independent directors for the purposes of NI 58-101. Mr. Jones is not an independent director, as he is also an executive officer of the Corporation.

The following table sets out details of directorships held by each current director or nominee in other public issuers:

Name of Director	Name of Issuer
René R. Galipeau	Victory Nickel Inc.
Raymond Goldie	Garibaldi Resources Inc.
Robert Wardell	Katanga Mining Limited
James Franklin	UR-Energy Ltd., Aura Silver Ltd.

The business and affairs of the Corporation are managed by the Board. The Board holds regular meetings to review the business and affairs of the Corporation and to make any decisions relating thereto. The Board believes that it functions independently of management. Mr. Galipeau serves as Chair.

When conflicts do arise, interested parties are precluded from voting on matters in which they may have an interest. As may be deemed necessary by the Chair and/or the independent directors, the independent directors of the Board convene meetings of the independent directors, at which non-independent directors and members of management are not in attendance. To enhance its ability to act independently of management, the Board may meet in the absence of members of management and the non-independent director(s) or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The Board held no meetings of the independent directors in the absence of members of management and the non-independent directors from January 1, 2018 to the date hereof, however when deemed appropriate during Board meetings, members of management and non-independent directors were excused to facilitate discussion by Board members and/or committees of the Board independent of management.

The primary functions of the Chair are to facilitate the operations and deliberations of the Board and the fulfilment of the Board's role and responsibilities under its mandate (discussed below). The Chair is accountable to the Board and acts as a direct liaison between the Board and management of the Corporation through the Chief Executive Officer.

The Board and its committees met as follows from January 1, 2018, the beginning of the Corporation’s most recently completed financial year, until the date hereof:

Type of Meeting	Total Meetings
Board Meeting	7
Audit Committee	5
Corporate Governance Committee	0
Compensation Committee	0

The following is the record of attendance for each director at Board meetings since the beginning of the Corporation's financial year ended December 31, 2018 until the date hereof:

René R. Galipeau – 7/7

Ray Goldie – 7/7

Paul Jones – 7/7

Robert Wardell⁽¹⁾ – 4/7

James Franklin⁽¹⁾ – 3/7

Note:

- (1) Mr. Wardell and Mr. Franklin were elected to the Board of Directors at the Corporation's annual and Special meeting of June 15, 2018.

Board Mandate

The Board has a mandate to set the strategic direction of the Corporation and to oversee its implementation by management of the Corporation. The Board Charter is as follows:

- (a) to the extent feasible, the Board must satisfy itself as to the integrity of the CEO and other executive officers of the Corporation and that the CEO and other executive officers create a culture of integrity throughout the organization as articulated in the Corporation's Code of Business Conduct and Ethics;
- (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
- (c) identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
- (d) succession planning including the appointment, training and monitoring of senior management;
- (e) adoption of a disclosure policy which policy will be in compliance with National Policy 51-201 and updated to remain in compliance as a result of any amendments thereto;
- (f) the periodic review and approval of internal control and management information systems;
- (g) participation in the development of the Corporation's approach to corporate governance, including the development of and on-going monitoring of a set of corporate governance principles and guidelines in compliance with NI 58-101 and any amendments thereto;
- (h) ensuring that measures for receiving feedback from stakeholders are in place; and
- (i) ensuring that the responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials, are fully understood and that individual directors are able to make the requisite time commitment and have the requisite skills and experience to attend to their duties and responsibilities as members of the Board of Directors.

The items listed above serve as the framework for the Mandate of the Board of Directors and will be amended to reflect any amendments made to applicable law and other rules that govern the Corporation's operations.

At a minimum, the Board of Directors meets once in each fiscal quarter. In addition, the Board of Directors meets at other times when matters requiring its approval are raised and the timing is such that it is not prudent or possible to wait for a regularly scheduled quarterly meeting.

Position Descriptions

The Corporation has developed a written position description for the CEO, but not for the Chair and the Chair of each Board committee. The Board has enlisted the CEO to manage the day-to-day strategic and operational affairs of the Corporation. The Board delineates the roles of the Chairmen of each of the Board's committees under the auspices of the respective committee charters. Members of all Board committees are approved by the Board and the Chairmen of those committees are approved by the individual committees.

The CEO reports to the Board, and the Board of Directors responds to and, if it considers appropriate, approves, with such revisions as it may require, corporate objectives and recommended courses of action, which have been brought forward by the CEO and management. The Board of Directors and the CEO review, on a regular basis, the scope and limits of management's responsibilities and powers. In addition to those matters which must be approved by the Board of Directors by law, significant business activities and actions proposed to be taken by the Corporation are subject to Board approval.

Annual capital and operating budgets and significant changes thereto, long range plans, major changes in the organizational structure of the Corporation, annual financial statements, major acquisition and disposal transactions, major financing transactions involving the issuance of shares, debt securities and the like, major banking transactions, long-term contracts with significant cumulative financial commitments, appointment of senior executive officers, benefit plans, stock option plans, issuance of stock options and succession plans are all subject to Board approval or, where appropriate, a duly authorized committee of the directors.

In addition, the Board of Directors is responsible for overseeing the strategic direction of the Corporation, monitoring the performance of the Corporation's assets and assessing opportunities for and risks affecting the Corporation's business and assessing means to effectively deal with the same.

Orientation and Continuing Education

The Corporation currently has an informal orientation and education program for new Board members in order to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board of Directors. In addition, a corporate policies manual and all available information about the Corporation's projects is available to Board members, who are also encouraged to visit the Corporation's project sites as appropriate.

Ethical Business Conduct

The Board has adopted a formal Code of Business Conduct and Ethics for directors, officers and employees, which can be obtained from the Corporation's website at www.nuinsco.ca.

The Board does not formally monitor compliance with the Code. Management is expected to report any breaches of the Code to the Board. Additionally, the Code also provides a process by which actual or potential violations of its provisions are to be reported to the President or CFO and confirms that there will not be any reprisals against an individual who does so in good faith.

There has been no material change reports filed pertaining to conduct of a director or executive officer that constitutes a departure from the Code.

Nomination of Directors

The Board of Directors has a Corporate Governance and Nominating Committee composed entirely of independent directors, which identifies and recommends new potential directors to the Board of Directors. The current members of the Corporate Governance and Nominating Committee are Mr. Galipeau (Chair), Mr. Franklin and Mr. Goldie.

Corporate Governance and Nominating Committee

In respect of the nomination of directors, the independent directors on the Board are responsible for: (i) establishing competencies and skills that the Board should possess; (ii) assessing competencies and skills of each of the existing directors as well as of the Board as a whole, recognizing the personality and other qualities of each director; (iii) considering the appropriate size of the Board with a view to facilitating effective decision-making; (iv) establishing procedures for identifying possible nominees who are likely to bring the competencies and skills the Corporation needs as a whole; (v) establishing an appropriate review selection process for new nominees for election as directors; (vi) analyzing the needs of the Corporation when vacancies arise and identifying and recommending nominees who meet the needs of the Corporation for election as directors at annual meetings of shareholders; and (vii) establishing procedures for filling in vacancies among the directors.

Compensation

See “Executive Compensation – Compensation Committee” and “Executive Compensation – Compensation Process” (above) for a discussion of senior officer and director compensation and details regarding the oversight of compensation matters and role in compensation determinations.

Audit Committee

The Audit Committee currently consists of Mr. Wardell (Chair), Mr. Galipeau and Mr. Goldie, all of whom are independent directors and financially literate. Mr. Wardell is a CPA, was a Senior Partner from 1986 to May 2006, Deloitte & Touche LLP, and was Vice-President, Finance and Chief Financial Officer of Victory Nickel Inc. from February 2007 to December 2008. Mr. Galipeau is a Certified General Accountant and a graduate of Niagara College of Applied Arts and Technology with a major in Finance. Mr. Galipeau has 40 years of management experience as CFO or CEO of large and small mining companies. Dr. Raymond Goldie has been a securities analyst and economist with a number of firms over more than a quarter decade, including Richardson Greenshields of Canada Ltd., Deutsche Morgan Grenfell, St. James Securities, First Associates Investments and Salman Partners Inc. where he was Vice-President, Commodities Economics and Senior Mining Analyst with Salman Partners Inc. Dr. Goldie also serves as a director of the Prospectors and Developers Association of Canada.

The Audit Committee operates under guidelines established by NI 52-110. In addition to carrying out its statutory legal responsibilities (including review of the Corporation’s annual financial statements), the Audit Committee reviews accounting policies and issues and all financial reporting, including interim financial statements and management’s discussion and analysis in the Corporation’s annual report. The Audit Committee meets with the Corporation’s external auditors (with and without management) as necessary to assist it in the effective discharge of its duties. The Audit Committee also recommends to the Board the firm to be appointed as the Corporation’s auditors and the terms of their remuneration.

A copy of the Corporation's Audit Committee charter is attached as Schedule "A" to this Management Information Circular."

Assessments

The Board of Directors reviews, on an ongoing basis, the effectiveness of the Board as a whole and each of the Board Committees, and the contribution and effectiveness of individual directors. The Chair provides leadership and direction in the workings and effective performance of the Board of Directors. With input from the other directors, the Chair is responsible for reviewing the performance of the Board of Directors for the prior year and setting objectives for the current year.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the Internet at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation’s comparative financial statements and related management’s discussion and analysis (“**MD&A**”) for the year ended December 31, 2018. To request copies of the

Corporation's financial statements and related MD&A, please contact the Corporation at:

Nuinsco Resources Limited
80 Richmond St. W., Suite 1802
Toronto, Ontario, Canada M5H 2A4
Tel.: (416) 626-0470
Fax: (416) 626-0890
admin@nuinsco.ca

APPROVAL

The undersigned hereby certifies that the contents of this Management Information Circular and the sending thereof to the shareholders have been approved by the Board of Directors of the Corporation.

DATED May 15, 2019

By Order of the Board of Directors
(Signed) "René R. Galipeau"
René R. Galipeau
Chair

SCHEDULE “A”

PURPOSE OF THE AUDIT COMMITTEE

The purpose of the Audit Committee is to fulfill the applicable public company audit committee legal and regulatory obligations and to provide assistance to the Board of Directors (“the Board”) to enable it to fulfill its oversight responsibilities in relation to the financial reporting process, the system of internal controls and the audit process and management of significant risks to Nuinsco Resources Limited (“the “Corporation”), as they relate to financial reporting.

Audit Committee Mandate

The Audit Committee (the "Committee") is appointed by the Board to assist the Board in fulfilling its oversight responsibilities of the Corporation. In so doing, the Committee provides an avenue of communication among the external auditors, management and the Board.

The Committee's purpose is to ensure the integrity of financial reporting and the audit process, and that sound risk management and internal control systems are developed and maintained. In pursuing these objectives the Audit Committee oversees relations with the external auditors, and reviews the effectiveness of the internal audit function.

STRUCTURE OF THE COMMITTEE

Composition

The Audit Committee is a standing committee of the Board and will be composed of not less than three directors, none of whom will be a Corporate Officer, related party or employee of the Corporation.

Quorum

A quorum of the Committee will be a majority of members present in person, by telephone or any combination thereof.

Appointment of Members and Chair

Members of the Committee shall be appointed by the Board annually on the recommendation of the Corporate Governance & Nominating Committee to hold office at the pleasure of the Board. No more than two members of the Committee will resign from the Committee in any given year.

Chair

The Board shall appoint one of the members as the Committee Chair. In the absence of the Chair from any meeting, the Committee shall appoint a member to be the Chair for the purposes of the conduct of that meeting.

Qualification of Members

Members of the Committee shall meet applicable requirements and guidelines for audit committee service, including requirements and guidelines with respect to being independent and unrelated to the Corporation and to having accounting or related financial management expertise and financial literacy.

The determination as to whether a particular Director satisfies the requirements for membership on the Audit Committee shall be made by the full Board.

Vacancy

A vacancy occurring in the membership of the Committee may be filled by the Board at its discretion, but in any event, the Board shall fill any vacancy to ensure a minimum of three members on the Committee at all times.

Compensation for Committee Members

No Committee member shall receive any non-expense compensation for services from the Corporation other than what that member is entitled to as a member of the Board or as a Committee member.

Number and Timing of Meetings

The Audit Committee meets at least four times a year, with meetings being scheduled to permit timely review of quarterly and annual financial statements. Additional meetings may be held at the discretion of the Chair or at the request of a member, external auditors or management.

Secretary

A secretary shall be designated and that person shall act as recording secretary for the Committee and produce Minutes of the meetings.

Meetings with Management and External Auditors

The Committee shall meet separately with management at least once per quarter and shall meet with external auditors at such other times as the Committee deems appropriate.

Notice and Place of Meetings

Notice of time and place of meetings shall be communicated to members of the Committee no less than 24 hours prior to the time set for the meeting, provided that any member may waive such notice.

A member of the Committee who attends a meeting for the purpose of objecting to whether the meeting was lawfully called shall not be considered to have waived required notice.

Invitees

By invitation of the Chair, individuals who are not members of the Committee may attend meetings from time to time and may participate in discussions related to issues before the Committee.

Minutes and Procedures of Meetings

Subject to statutory requirements and by-laws of the Corporation, the Committee may set its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee considers it appropriate, but in any event not later than the next Board meeting. Minutes of the Committee meeting shall be tabled at the next Board of Directors meeting.

Delegation of Responsibilities

The Committee may delegate to any person or committee of persons any of the Committee's responsibilities that may be lawfully delegated.

External Auditors

External auditors are ultimately accountable to the Board and shall report directly to the Audit Committee. The external auditors are accountable to the Board and the Audit Committee as representatives of the shareholders

Mandate

The Committee will review and reassess the adequacy of the Audit Committee Mandate on an annual basis to ensure that it accurately specifies the scope of the Committee's responsibilities and adequately sets out how it carries out those responsibilities.

PRIMARY RESPONSIBILITIES OF THE COMMITTEE

The Committee's primary duties and responsibilities are as follows:

- Review and recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and the compensation to be paid to the external auditor.
- Assume direct responsibility for overseeing the work of the external auditors engaged to prepare or issue an audit report or perform other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting.
- Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors.
- Review the Corporation's financial statements, Management Discussion and Analysis and annual and interim earnings press releases before such documents are publicly disclosed by the Corporation.
- To satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assess the adequacy of those procedures.
- Establish procedures for a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

Authority of the Committee

The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it. The Committee shall also have the authority to communicate directly with the external auditors.

DUTIES OF THE COMMITTEE

Compliance

The Committee is ultimately responsible for ensuring the Corporation's compliance with legal and regulatory requirements in respect to financial reporting and disclosure.

The Committee, on behalf of the Board, is responsible for monitoring management's actions in this regard to ensure that the Corporation has implemented appropriate systems to identify and monitor the response by Management and the Board of Directors to such issues as:

- Significant business risks.

- Legal, ethical and regulatory compliance.
- Internal systems of control and the effectiveness of such internal controls to ensure compliance with policies and procedures.

Meetings

Preparing minutes of all of its meetings and submitting same to the Board of Directors for approval and having the Chair of the Audit Committee report to the Board of Directors on all significant issues addressed at the Audit Committee meeting.

Reviewing the interim and annual financial statements as well as the Corporation's financial disclosures and related party transactions.

Internal Controls

The Committee is responsible for maintaining the integrity and quality of the Corporation's financial reporting and systems of internal control by overseeing management's system of internal control and reporting process in respect to those controls.

External Auditors

- Reviewing and ensuring the qualifications and independence of the Corporation's external auditors.
- Making recommendations to the Board in respect of appointment or re-appointment of external auditors for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and making recommendations to the Board of Directors on the compensation for the external auditor.
- Overseeing and evaluating the performance of the external auditors.
- Reviewing the annual audit plan prepared by outside auditors and Management (CFO and CEO) in addition to proposed audit fees.
- Reviewing the external audit process and determining whether it has been effectively carried out and whether any matters that the external auditors wish to bring to the attention of the Board have been afforded adequate attention.
- Assessing the external audit function with a view to whether external auditors should be appointed or re-appointed. Such responsibility of the Committee shall include the appointment, retention, termination, compensation and oversight of the external audit function.
- Pre-approving all auditing services and non-audit services to be performed for the Corporation by the external auditors.
- Meeting separately with internal audit and management at least quarterly, and external audit as appropriate, to assess issues and make determinations on whether issues need to be taken to the Board for review and assessment.
- Evaluating independence of the external auditor in accordance with Canadian professional requirements, and determining whether disclosed relationships or services may impact the objectivity and independence of the auditors and whether such independence has been documented in written correspondence to the Committee.

- Overseeing any work of the external auditor that includes the resolution of disagreements regarding financial reporting between management and the external auditors.
- Evaluating the external audit process and determining whether the external audit has been completed in accordance with applicable law.

Financial Reporting

- Reviewing annual and interim financial statements of the Corporation.
- Reviewing changes in significant accounting policies and evaluates impact on the current and future financial statements of the Corporation.
- Preparing, if required, an Audit Committee report for inclusion in the Corporation's annual management proxy circular in accordance with applicable rules and regulations.
- Ensuring the effectiveness of disclosure controls and procedures to ensure material information potentially requiring public disclosure is made known in a timely fashion to senior officers of the Corporation.
- Being satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assessing the adequacy of those procedures.
- Reviewing and recommending to the Board of Directors for approval the public release and filing of any annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation, including news releases and management's discussion and analysis (MD&A).
- Reviewing the information contained in the Corporation's quarterly reports, annual report to shareholders, MD&A, Annual Information Form (AIF), prospectuses and other disclosures determining if such information is complete and fairly presented.
- Reviewing material litigation and tax assessments in order to determine if any such matters may have a material impact on the financial position of the Corporation.
- Considering the Corporation's annual financial statements and ascertaining after a review with external auditors and management whether they are presented fairly in all material respects in accordance with generally accepted accounting principles, whether the selection of accounting policies is appropriate and whether the annual financial statements are recommended to the Board of Directors.

Reviewing Terms of Reference and Committee's Performance

The Committee should routinely assess its effectiveness against the mandate and shall report regularly to the Corporate Governance & Nominating Committee and Board of Directors on that assessment.

Reviewing Reports to Shareholders

When required by applicable statute or regulation, the Committee shall prepare reports to shareholders regarding the activities undertaken in the discharge of its responsibilities. A report will be prepared by the Audit Committee for inclusion in the annual report as required.

MEETINGS AND OPERATING PROCEDURES

- In the absence of the Chair of the Committee, the members shall appoint an acting Chair.

- A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee and to each Director of the Corporation in a timely fashion.
- The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- The Committee, in consultation with management and the external auditors, shall develop and participate in a process for review of important financial topics that have the potential to impact the Corporation's financial policies and disclosures.
- The Committee shall communicate its expectations to management and the external auditors with respect to the nature, timing and extent of its information needs. The Committee expects that written materials will be received from management and the external auditors in advance of meeting dates.
- The Committee should meet privately in executive session at least quarterly with management, with the external auditors as appropriate and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed.
- In addition, the Committee or at least its Chair should communicate with management quarterly and with the external auditors as appropriate to review the Corporation's financial statements and significant findings based upon the auditor's limited review procedures.
- The Committee shall annually review, discuss and assess its own performance. In addition, the Committee shall periodically review its role and responsibilities.
- The Committee expects that, in discharging their responsibilities to the shareholders, the external auditors shall be accountable to the Board through the Committee. The external auditors shall report all material issues or potentially material issues to the Committee.

The Committee shall review and reassess the adequacy of this Charter at least annually, submit it to the Board for approval and ensure that it is in compliance with the exchange and OSC regulations.

GENERAL

In addition to the responsibilities and duties of the Committee stated above, the Committee shall attend to the following items;

- Review the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation. Review business practices undertaken by senior management to assess appropriateness with corporate policies.
- Review complaints procedures and whether they adequately track and record complaints to the Corporation regarding accounting, internal accounting or auditing matters.
- Engage and pay independent counsel and other special advisors as it deems necessary from time to time in order to carry out Audit Committee duties.
- Investigate any activity of the Corporation as it deems appropriate. All employees of the Corporation are required to cooperate with the efforts or enquiries of the Committee.
- Retain persons having special expertise to assist it in the performance of its duties.
- Communicate with the Board to ensure sufficient funding for the Audit Committee to permit it to fulfill its responsibilities.

- Make provision for confidential, anonymous submission by employees of the Corporation of concerns regarding accounting, internal accounting controls or auditing matters, ensuring that the existing processes adequately provide for such submission and establishing a process whereby the external auditor will receive timely notice of any such submission.
- Review at least annually the risk management and insurance programs
- Review any issues referred to the Committee by the Board of Directors.

The procedures set forth herein have been set out as guidelines only as opposed to inflexible rules and the Committee may alter these procedures as it deems necessary in order to perform its responsibilities.