

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 7, 2022**

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**May 11, 2022**

**STRATEGIC MINERALS EUROPE CORP.**  
**365 Bay Street - Suite 800**  
**Toronto, Ontario M5H 2V1**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual Meeting (the “Meeting”) of the Shareholders of **STRATEGIC MINERALS EUROPE CORP.** (“Strategic” or the “Corporation”) will be held on June 7, 2022 at 10:00 a.m. (Toronto time) virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/1316> for the following purposes:

- **TO RECEIVE** the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the report of the auditors thereon;
- **TO FIX** the number of directors of the Corporation at five (5);
- **TO ELECT** directors of the Corporation until the next Annual Meeting of Shareholders;
- **TO APPOINT** McGovern Hurley LLP as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
- **TO CONSIDER** and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the text of which is set forth in the accompanying management information circular (the “Circular”) dated May 11, 2022, to repeal the current by-laws of the Corporation and adopt new by-laws for the Corporation, as authorized by the board of directors on May 11, 2022;
- **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The accompanying Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this notice of meeting (the “Notice of Meeting”).

The Board of the Corporation has fixed the close of business on April 28, 2022 as the record date for the purpose of determining Shareholders entitled to receive notice of and vote at the Meeting.

Each common share will entitle the holder to one vote at the Meeting. Each resolution must be approved by a majority of the votes cast by the shareholders present in person or by proxy at the Meeting.

The Corporation has determined to hold the Meeting virtually via a live audio webcast. All shareholders, regardless of their geographic location and equity ownership, will have an equal opportunity to participate in the Meeting and engage with directors and management of the Corporation as well as with other shareholders.

Registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholders, will be able to attend, participate, vote and submit questions at the Meeting online at <https://virtual-meetings.tsxtrust.com/1316>. Non-registered shareholders (being shareholders who hold their shares through a securities dealer or broker, bank, trust company or trustee, custodian, nominee or other intermediary) who have not duly appointed themselves as their proxy will be able to attend the Meeting only as guests. Guests will be able to listen to the Meeting but will not be able to vote or ask questions. Inside this document, you will find important information and detailed instructions about how to participate in the Meeting.

Shareholders who are unable to attend the Meeting virtually are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting. Non-registered shareholders must seek instruction on

how to complete their form of proxy and vote their shares from their broker, trustee, financial institution or other nominee.

Following the conclusion of the formal business to be conducted at the Meeting, the Corporation will invite questions and comments from shareholders participating through the TSX Trust Company meeting platform who may submit their questions or comments by clicking on the "Ask a question" icon within the TSX Trust Company meeting platform to type their message or question. Messages or questions can be submitted at any time during the Q&A session and until such time as the Chair ends the session. Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting. Non-registered shareholders must seek instruction on how to complete their form of proxy and vote their shares from their broker, trustee, financial institution or other nominee. Please advise the Corporation of any change in your mailing address.

The Meeting Materials will be available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) as of May 17, 2022.

DATED at Toronto, Ontario, this 11<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD**

*"Jaime Perez Branger"*

**Jaime Perez Branger  
Chief Executive Officer**

**STRATEGIC MINERALS EUROPE CORP.  
365 Bay Street - Suite 800  
Toronto, Ontario M5H 2V1**

**MANAGEMENT INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Strategic Minerals Europe Corp. ("Strategic" or the "Corporation") for use at the Annual Meeting (the "Meeting") of the holders (the "Shareholders") of Strategic common shares (the "Common Shares") to be held on June 7, 2022 at 10:00 a.m. (Toronto time) virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/1316>, and at all adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be made primarily by mail but proxies may also be solicited personally by directors, officers or employees of Strategic. Directors, officers and employees of the Corporation will not receive any extra compensation for such activities. The costs of solicitation will be borne by the Corporation.

**MEETING ATTENDANCE AND PARTICIPATION INFORMATION**

**VIRTUAL ONLY MEETING**

The Corporation will hold the Meeting in a virtual only format, which will be conducted via live audio webcast. All Shareholders, regardless of their geographic location and equity ownership, will have an equal opportunity to participate in the Meeting and engage with management of the Corporation.

*Attending and Participating at the Meeting*

The Meeting will be hosted online by way of live audio webcast. It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is each Shareholder's responsibility to ensure connectivity for the duration of the Meeting. In order to participate online, shareholders must have a valid 12-digit username/control number and duly appointed proxyholders must have received an email from TSX Trust Company containing a username/control number. A summary of the information Shareholders will need in order to attend and participate in the Meeting is provided below.

*Attending the Meeting*

Shareholders and duly appointed proxyholders can attend the meeting online by going to <https://virtual-meetings.tsxtrust.com/1316> It is recommended that Shareholders access the meeting using the latest version of their preferred web browser other than Internet Explorer in order to avoid technical issues.

- Registered Shareholders and duly appointed proxyholders can participate in the meeting by clicking "I have a control number" and entering a control number and Password before the start of the meeting.
  - Registered shareholders – The 12-digit control number located on the form of proxy or in the email notification you received is the username, and the password is "strategic2022".
  - Duly appointed proxyholders – TSX Trust Company will provide the proxyholder with a control number. The password to the meeting is "strategic2022".
- Voting at the meeting will only be available for registered Shareholders and duly appointed proxyholders. Non-Registered Holders (as defined below) who have not appointed themselves as proxyholder may attend the meeting by clicking "I am a guest" and completing the online form.

### *Participating in the Meeting*

Registered Shareholders that have a 12-digit control number, along with duly appointed proxyholders who were assigned a control number by TSX Trust Company (please see the information under the heading “Appointment of a Proxy and Proxy Registration” below) will be able to vote and submit questions during the Meeting. To do so, please go to <https://virtual-meetings.tsxtrust.com/1316> 15-20 minutes prior to the start of the meeting to login. Click on “I have a control number” and enter your 12-digit username/control number along with the password “strategic2022”. Non-Registered Holders who have not appointed themselves to vote at the Meeting may login as a guest, by clicking on “I am a Guest” and completing the online form.

The following guidelines will be followed with respect to Shareholder participation at the Meeting:

- Voting at the Meeting will be conducted by virtual ballot.
- Registered shareholders and duly appointed proxyholders attending electronically may ask questions by typing and submitting their question in writing. To do so, select the “Ask a question” icon from within the navigation bar and type your question in the chat feature. To submit your question, click “Ask Now”.
- Questions that relate to a specific motion must indicate which motion they relate to at the start of the question (e.g., “Directors”) and must be submitted prior to voting on the motion so they can be addressed at the appropriate time during the Meeting.
- If questions do not indicate which motion they relate to or are received after voting on the motion, they will be addressed during the general question and answer session, after the formal business of the Meeting.
- Written questions or comments submitted through the text box of the webcast platform will be read or summarized by a representative of Strategic, after which the Chair will respond or direct the question to the appropriate person to respond.
- If several questions relate to the same or very similar topic, we will group the questions and state that we have received similar questions.

Non-Registered Holders who do not have a 12-digit username/control number will only be able to attend as a guest to allow them listen to the Meeting; however, they will not be able to vote or submit questions. Please see the information under the heading “Voting By Non-Registered Holders” for an explanation of why certain shareholders may not receive a form of proxy.

Please see the information under the headings “Appointment and Revocation of Proxies”, “Voting of Proxies” and “Voting by Non-Registered Holders” below for important details regarding voting at the Meeting.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. **A Shareholder wishing to appoint some other person or entity (who need not be a Shareholder) to represent him or her at the Meeting has the right to do so, either by striking out the names of those persons named in the accompanying form of proxy and inserting the desired person or entity’s name in the blank space provided in the form of proxy or by completing another form of proxy.** A proxy will not be valid unless the completed form of proxy is received by TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by facsimile to (416) 595-9593 on or before 10:00 a.m. (Toronto time) on June 3, 2022, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at their discretion, without notice.

As noted in the Notice of Meeting accompanying this Circular, Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, interested Shareholders are asked to go to the website shown on the form of proxy and follow the instructions provided. Please note that each Shareholder exercising the electronic voting option will

need to refer to the control number indicated on their proxy form to identify themselves in the electronic voting system. Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically. Shareholders who vote electronically are also asked to not return the paper form of proxy by mail.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by their attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation. Such notice may be delivered to the registered office of the Corporation, 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1, at any time up to 5:00 p.m. (Toronto time) on June 6, 2022, the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chair of the Meeting on the day of the Meeting, prior to the hour of commencement. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **VOTING OF PROXIES**

**The persons named in the enclosed form of proxy will vote the Common Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions thereon. In the absence of such specifications, such Common Shares will be voted in favour of each of the matters referred to herein.**

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting. If amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgement on such matters.

### **VOTING BY NON-REGISTERED SHAREHOLDERS**

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to vote at the Meeting. These Shareholder materials are being sent to both registered and non-registered owners of Common Shares. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

These Meeting Materials are being sent to both registered and non-registered holders ("Non-Registered Holders"). Non-objecting beneficial owners are Non-Registered Holders who have advised their intermediary that they do not object to their intermediary disclosing ownership information to the Corporation. If you are a Non-Registered Shareholder, and the Corporation or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these Meeting Materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for: (i) delivering these Meeting Materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the Voting Instruction Form ("VIF") delivered to you. The Corporation does not intend to pay for intermediaries to forward Meeting Materials to objecting beneficial owners and an objecting beneficial owner will not receive Meeting Materials unless such objecting beneficial owner's intermediary assumes the cost of delivery. An objecting beneficial owner is a Non-Registered Shareholder that objects to their intermediary disclosing their ownership information.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

If you have received the Corporation's form of proxy, you may return it to TSX Trust Company:

1. by regular mail to the address provided;
2. by hand or by courier to the address provided;
3. by fax at (416) 595-9593; or

4. by internet at [www.voteproxyonline.com](http://www.voteproxyonline.com).

Objecting Beneficial Owners and other beneficial holders receive a Voting Instruction Form (“VIF”) from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

**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 form of proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the form of proxy 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 VIF is to be delivered.

If you have any questions or require further information with regard to voting your shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tmxinvestorservices@tmx.com](mailto:tmxinvestorservices@tmx.com).

### **RECORD DATE, VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As of May 11, 2022, the date of this Circular, the Corporation has 236,471,333 Common Shares outstanding, each carrying one vote. The Common Shares trade on the Neo Exchange Inc. (the “NEO”). Only Shareholders of record as of the close of business on the record date of April 28, 2022, who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have their Common Shares voted at the Meeting.

To the knowledge of the directors and officers of the Corporation, as at the date of this Circular, save as disclosed, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over Common Shares carrying more than 10% of the voting rights attached to all the outstanding Common Shares.

| <b>Name of Shareholder</b>        | <b>Number of Common Shares</b> | <b>Percentage of Issued and Outstanding Common Shares</b> |
|-----------------------------------|--------------------------------|---|
| Miguel de la Campa <sup>(1)</sup> | 68,510,874                     | 29%   |
| Serafino Iacono <sup>(2)</sup>    | 44,096,053                     | 18.6%   |
| Jaime Perez Branger               | 25,038,564                     | 10.6%   |

Notes:

- (1) 23,879,998 held indirectly by Highgrade Recursos - Servicios e Investimentos Unipessoal Lda., of which Mr. de la Campa is the sole shareholder.
- (2) 2,000,000 held indirectly through Fundación Angelitos de Luz, over which Mr. Iacono exercises trading discretion.

### **BUSINESS OF THE MEETING**

A simple majority of votes cast, in person or by proxy, will constitute approval of matters voted on at the Meeting. A quorum for the Meeting shall be two Shareholders present in person or represented by proxy. No business, other than the election of a chair of the Meeting and the adjournment of the Meeting, shall be transacted at the Meeting unless the requisite quorum is present at the commencement of the Meeting, in which case a quorum shall be deemed to be present during the remainder of the Meeting. If a quorum is not present within one-half hour from the time set for holding the Meeting, the Shareholders present or represented by proxy may adjourn the Meeting to the same day in the next week at the same time and place.

## Receipt of Financial Statements

The audited consolidated financial statements of the Corporation as at and for the fiscal year ended December 31, 2021 and the accompanying auditors' report will be presented to Shareholders at the Meeting. The financial statements, together with the auditors' report for the fiscal year ended December 31, 2021, were mailed to those Shareholders who requested a copy and are available on the Corporation's website at [www.strategicminerals.com](http://www.strategicminerals.com) and on its SEDAR profile at [www.sedar.com](http://www.sedar.com). Shareholders of the Corporation may request copies of the Corporation's financial statements and management discussion and analysis free of charge by contacting the Corporation at its office at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1 or by phone at (416) 361-3121.

## Fixing Number of Directors

The board of directors of the Corporation (the "Board") currently consists of five (5) directors and it is proposed to fix the number of directors of the Corporation for the ensuing year at five (5) directors. This requires the approval of the Shareholders by an ordinary resolution, which approval will be sought at the Meeting. **Unless the Shareholder directs that their Common Shares be voted otherwise, the persons named in the enclosed form of proxy will vote FOR the number of directors of the Corporation to be fixed at five (5).**

## Election of Directors

In connection with the Corporation's reverse takeover transaction completed on December 6, 2021 (the "Reverse Takeover"), as further described in the Corporation's filing statement dated December 6, 2021, the following five individuals were elected to serve as directors of the Corporation. The following table and notes thereto state the name, city, province or state and country of residence of each person proposed to be nominated by management for election as a director, all offices of the Corporation now held, principal occupation, the period of time for which he has been a director of the Corporation, and the number of Common Shares beneficially owned, directly or indirectly or over which such person exercises control or direction, as at the date hereof. The information as to principal occupation, securities currently held and directorships with other public issuers, not being within the knowledge of the Corporation, has been furnished individually by the respective directors. **Unless the Shareholder directs that their Common Shares be voted otherwise, the persons named in the enclosed form of proxy will vote FOR the election of each of the nominees below.**



| <b>Miguel de la Campa   Non-Independent</b>  |   |   |            |  |
|--|---|---|------------|--|
| Chairman, Director<br><br>Lisbon, Portugal<br>Age: 76<br><br>Director Since:<br>December 6, 2021 | <p>Mr. de la Campa has served as the Chairman of the Board since December 7, 2021. Mr. de la Campa has served as the Vice Chairman of the board of Directors of GCM Mining Corp. (the "GCM Board") since March 27, 2019 and was the Executive Co-Chairman of the GCM Board from August 20, 2010 to March 27, 2019. Mr. de la Campa is also on the board of directors of Western Atlas Resources Inc. and was the Executive Co-Chairman of the board of directors of Pacific Exploration &amp; Production Corporation from January 23, 2008 to November 2, 2016. Previously, Mr. de la Campa was the President and co-founder of Bolivar Gold Corp., a director of Petromagdalena Energy Corp. and a co-founder of Pacific Stratus Energy.</p> <p>Mr. de la Campa is currently a member of the Corporation's Compensation, Environment, Social, Governance and Nomination Committee (the "CESGN Committee") and the Corporation's executive Committee (the "Executive Committee").</p> |   |            |  |
| <b>2021 Board Attendance</b>   |   | <b>Securities Held as of May 11, 2022<sup>(1)</sup></b> |            | <b>Directorships with Other Public Issuers</b> |
| Board  | 1 of 1  | Shares  | 68,510,874 | • GCM Mining Corp.                             |
| Committee  | 0 of 0  | Warrants  | 2,392,510  |  |
| Overall  | 100%  | Options   | 3,000,000  |  |

| <b>Jaime Perez Branger   Non-Independent</b>                                       |  |   |            |  |
|--|--|---|------------|--|
| Director<br><br>Madrid Spain<br>Age: 61<br><br>Director Since:<br>December 6, 2021 | <p>Mr. Perez Branger has over 35 years of experience in management, finance and capital markets. He was a founder and director of SMS from 2012 to December 6, 2021, when it was acquired by the Corporation and has been the CEO and a director since then. He has been a director and Chair of the audit committee of GCM Mining Corp. since 2011, was Executive Chairman of PetroMagdalena Energy Corp., and founder and managing director of Andino Capital Markets and NextVentures Corp., and President of Agropecuaria San Francisco from 2003 to 2011. He has served on a number of boards of private and public companies and business organizations over the years. Mr. Perez Branger holds a masters degree in economics from the London School of Economics ( MSc. 1984).</p> <p>Mr. Perez Branger is currently a member of the Corporation's Executive Committee.</p> |   |            |  |
| <b>2021 Board Attendance</b>   |  | <b>Securities Held as of May 11, 2022<sup>(1)</sup></b> |            | <b>Directorships with Other Public Issuers</b> |
| Board  | 1 of 1   | Shares  | 25,038,564 | • GCM Mining Corp.                             |
| Overall  | 100%   | Warrants  | 775,256    |  |
|  |  | Options   | 3,000,000  |  |

| <b>Francisco Garcia Polonio</b>   Independent  |   |   |            |  |
|--|---|---|------------|--|
| Director<br><br>Salamanca, Spain<br>Age: 56<br><br>Director Since:<br>December 6, 2021 | Francisco Garcia Polonio is the co-founder of SMS and was its executive director from January 2011 to December 6, 2021. In line with his search for projects related mainly to mining, he is also the chief executive officer and founder of Salamanca Ingenieros. Mr. Polonio has a PhD in mine engineering from the Polytechnic University of Madrid (“UPM”) and a master’s degree in storing radioactive waste from UPM, and a master’s degree in corporate finance from the IE Business School.<br><br>Mr. Garcia Polonio is currently a member of the Corporation’s Audit Committee and the Corporation’s Executive Committee. |   |            |  |
| <b>2021 Board Attendance</b>   |   | <b>Securities Held as of May 11, 2022<sup>(1)</sup></b> |            | <b>Directorships with Other Public Issuers</b> |
| Board  | 1 of 1  | Shares  | 17,320,000 | • None   |
| Committee  | 0 of 0  | Warrants  | 26,801     |  |
| Overall  | 100%  | Options   | 2,300,000  |  |

| <b>Gabriela Kogan</b>   Independent  |  |   |         |  |
|--|--|---|---------|--|
| Director<br><br>Toronto, Ontario<br>Age: 35<br><br>Director Since:<br>December 6, 2021 | Gabriela Kogan has extensive experience in the capital markets industry working as an investment banker. She was an investment banker at BMO Capital Markets, Global Metals and Mining from March 2015 to September 2020, most recently as a Vice President. Since November 2020, Gabriela has been the president and founder of Haume Inc. Mrs. Kogan holds a Bachelor of Commerce with a major in Finance from McGill University and has completed all three levels of the CFA.<br><br>Ms. Kogan is currently a member of the Corporation’s Audit Committee and the Corporation’s CESGN Committee. |   |         |  |
| <b>2021 Board Attendance</b>   |  | <b>Securities Held as of May 11, 2022<sup>(1)</sup></b> |         | <b>Directorships with Other Public Issuers</b> |
| Board  | 1 of 1   | Shares  | Nil     | • None   |
| Committee  | 0 of 0   | Warrants  | Nil     |  |
| Overall  | 100%   | Options   | 600,000 |  |

| <b>Campbell Becher</b>   Independent   |  |   |           |   |
|--|--|---|-----------|---|
| Director<br><br>Toronto, Ontario<br>Age: 49<br><br>Director Since:<br>December 6, 2021 | Campbell Becher has extensive experience in the capital markets industry. He was the Chief Executive Officer of Bryon Capital Markets for over five years and has been President of Orchid Capital Partners Corp. since 2014. Since February 2021, Mr. Becher has also held the position of President at Becher Family Holdings.<br><br>Mr. Becher is currently a member of the Corporation’s Audit Committee and the Corporation’s CESGN Committee. |   |           |   |
| <b>2021 Board Attendance</b>   |  | <b>Securities Held as of May 11, 2022<sup>(1)</sup></b> |           | <b>Directorships with Other Public Issuers</b>  |
| Board  | 1 of 1   | Shares  | 930,000   | • Royal Helium Ltd.<br>• Centre Brands Corp.<br>• Draxos Capital Corp.<br>• Imperial Helium Corp. |
| Committees   | 0 of 0   | Warrants  | 930,000   |   |
| Overall  | 100%   | Options   | 1,100,000 |   |

Except as described below, no proposed director of the Corporation is, or within 10 years before the date hereof, has been: (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (b) a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

Mr. Perez Branger was a director of Caribbean Resources Corporation (formerly Pacific Coal Resources Ltd.) in which he was subject to a management cease trade order (since lifted) due to that company's default in filing its annual financial statements, management's discussion and analysis, and certifications for the period ending December 31, 2014, which were due to be filed on April 30, 2015, as required under National Instrument 51-102 Continuous Disclosure Obligations. Such documents were subsequently filed with the applicable securities regulators on June 15, 2015. However, that company continued to be under a management cease trade order due to its default in filing its interim financial statements and management's discussion and analysis, and certifications for the period ending March 31, 2015, which were due to be filed on June 15, 2015 and were subsequently filed on June 29, 2015. Caribbean Resources Corporation has since ceased to be a reporting issuer.

Mr. de la Campa was a director and Executive Co-Chairman of Pacific Exploration & Production Corporation, which undertook a comprehensive recapitalization and financing transaction that was implemented pursuant to a proceeding under the Companies Creditors' Arrangement Act, together with appropriate proceedings in Colombia under Ley 1116 of 2006 and in the United States under chapter 15 of title 11 of the United States Code, ultimately implemented by way of a plan of arrangement and compromise on November 2, 2016. Effective November 2, 2016, Mr. de la Campa resigned from the board and effective October 31, 2016, Mr. de la Campa retired from his position as Executive Co-Chairman.

No director proposed for election has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

No director proposed for election has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

### **Appointment of Auditors**

Management of the Corporation proposes that McGovern Hurley LLP be reappointed as Strategic's auditors until the close of the next annual meeting of the Shareholders and that the remuneration of McGovern Hurley LLP be fixed by the Board.

**Unless the Shareholder directs that their Common Shares are to be otherwise voted or withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the appointment of McGovern Hurley LLP, Chartered Accountants, to serve as auditors of the Corporation until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration.**

## **Confirmation of By-Law No. 2. Being a New General By-Law of the Corporation**

In connection with the Corporation's Reverse Takeover of Buccaneer Gold Corp., the Corporation has undertaken a review its by-law ("By-Law No. 1A"), particularly in light of evolving corporate governance practices, and determined that it would be in the best interests of the Corporation to implement a new by-law no. 2 (the "By-Law No. 2") in order to incorporate current corporate governance practices and implement certain other desirable changes to update By-Law No. 1A.

On May 11, 2022, the Board approved a resolution which, among other things, authorized the adoption of By-Law No. 2 to repeal and replace By-Law No. 1A.

By-Law No. 2 governs all aspects of the business and affairs of the Corporation, such as the establishment of a quorum for meetings of directors and shareholders, the conduct of such meetings, signing authorities, the appointment of officers, the description of the officers' duties, the establishment of committees of the Board, the authority of persons to contract on behalf of the Corporation, advance notice provisions and similar matters.

Pursuant to By-Law No. 2, at each meeting of shareholders, the holders of not less than 10% of the shares entitled to vote at a meeting of shareholders, present in person or represented by proxy, shall constitute a quorum. The Corporation's previous quorum requirement for Shareholder meetings under By-Law No. 1A was two (2) individuals present in person, each of whom is a shareholder or a proxyholder entitled to vote at a meeting.

By-Law No. 2 also provides for meetings by electronic means. Pursuant to By-Law No. 2, directors or shareholders who call a meeting of shareholders may determine that the meeting shall be held by means of a telephonic, electronic or other communication facility that permits all participants to communicate instantaneously and simultaneously with each other during the meeting, provided the Corporation makes provision for electronic voting at such meeting. Any person who participates in a meeting through those means shall be deemed to be present in person at such meeting.

The foregoing is only a summary of certain principal differences of By-Law No. 2 as against By-Law No. 1A and is qualified by reference to the full text of By-Law No. 2 set forth in Schedule "A" to this Circular. Shareholders are urged to review By-Law No. 2 in its entirety.

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to confirm, with or without variation, an ordinary resolution to repeal the current By-Law No. 1A and adopt new By-Law No. 2 (the "By-Law Resolution").

The following is the text of the ordinary resolution, which will be put forward for approval by the Shareholders at the Meeting:

"NOW THEREFORE BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The adoption by the Corporation of By-Law No. 2, in the form attached to this Circular as Schedule "A", is hereby ratified, approved and confirmed without amendment; and
2. any one director or officer of the Corporation, for and on behalf of the Corporation, is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise By-Law No. 2 and all other documents and instruments and take all such other actions as may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents and instruments and the taking of any such actions."

The Board unanimously recommends that Shareholders vote FOR the By-Law Resolution.

**UNLESS THE SHAREHOLDER HAS SPECIFICALLY INSTRUCTED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE WITHHELD OR VOTED**

**OTHERWISE, THE PERSONS NAMED IN THE ACCOMPANYING PROXY WILL VOTE FOR THE BY-LAW RESOLUTION.**

### **STATEMENT OF EXECUTIVE COMPENSATION**

All dollar amounts in this Circular are expressed in Canadian dollars unless otherwise indicated.

#### **Compensation Discussion & 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 executives, being the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), regardless of the amount of compensation of those individuals, and each of the Corporation's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recent fiscal year and whose total compensation during the most recent fiscal year exceeded \$150,000 (the "Named Executive Officers").

The Corporation's policies on compensation for its Named Executive Officers are intended to provide appropriate compensation for executives that is internally equitable, externally competitive and reflects individual achievements in the context of the Corporation. The overriding principles in establishing executive compensation provide that compensation should:

- (a) reflect fair and competitive compensation commensurate with an individual's experience and expertise in order to attract and retain highly qualified executives;
- (b) reflect recognition and encouragement of leadership, entrepreneurial spirit and teamwork;
- (c) reflect an alignment of the financial interests of the executives with the financial interest of the Shareholders;
- (d) include Options and, in certain circumstances, bonuses to reward individual performance and contribution to the achievement of corporate performance and objectives;
- (e) reflect a contribution to enhancement of Shareholder value; and
- (f) provide incentive to the executives to continuously improve operations and execute on corporate strategy.

The Corporation's executive compensation program encompasses three elements as follows:

- base salary;
- short-term compensation incentives for management through the Management Bonus Program; and
- long-term compensation incentives (primarily Options) related to long-term increases in share value.

#### *Compensation, Environmental, Social and Corporate Governance & Nomination Committee*

On December 7, 2021, the Board established the CESGN Committee, which currently comprises Campbell Becher (independent), Gabriela Kogan (independent) and Miguel de la Campa (not independent), a majority of whom are considered to be independent for the purposes of National Policy 58-201 - *Corporate Governance Guidelines* ("NP 58-201"). In order to ensure that the process for determining executive compensation remains objective, the Board has satisfied itself that the members of the CESGN Committee understand and consider the broad objectives of the Corporation with regard to compensation. Each member of the CESGN Committee possesses the skills and experience necessary to make decisions on the suitability of the Corporation's compensation policies and practices.

The CESGN Committee's mandate is to carry out the Board's overall responsibility for: (a) executive compensation (including philosophy and programs); (b) environmental social and corporate governance practices; (c) compensation of the members of the Board; and (d) broadly applicable compensation and benefit programs.

**The Corporation is at an early stage of development of its new business as Strategic and therefore the Board and the CESGN Committee are still developing their philosophy regarding, and approach to,**

**compensation. As a result, much of the foregoing discussion is prospective in nature as throughout the fiscal year the CESGN Committee intends to develop its philosophy on compensation and work on defining and implementing the many components of that philosophy.**

#### *Managing Compensation-Related Risk*

Although the Corporation does not currently have a formal policy relating to the management of compensation-related risk, the Board and, as applicable, the CESGN Committee, consider and assess, as necessary, risks relating to compensation prior to entering into or amending employment contracts with Named Executive Officers and when setting the compensation of directors. The Board and the CESGN Committee believe that the Corporation's compensation policies and practices are appropriate for its industry and stage of business and that such policies and practices do not have associated with them any risks that are reasonably likely to have a material adverse effect on the Corporation or which would encourage a Named Executive Officer to take any inappropriate or excessive risks. The CESGN Committee will continue to review the Corporation's compensation policies, including its compensation-related risk profile, as necessary, to ensure its compensation policies and practices are not reasonably likely to have a material adverse effect on the Corporation or encourage a Named Executive Officer to take any inappropriate or excessive risks, and may consider adopting a formal policy in this regard in the future, if necessary.

#### *Restrictions on Financial Instruments*

The Corporation currently does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive Officer or director purchasing such an instrument.

#### *Research and Benchmarking - Directors*

While the CESGN Committee has not yet engaged in formal benchmarking with an independent advisory firm for the purpose of establishing the executive compensation program relative to any predetermined level or specified peer group of companies when considering the design of its program, it may do so eventually.

#### *Base Salary*

Base salary represents a key component of an executive officer's compensation package as it is the first step in ensuring a competitive structure based on a number of factors, including peer group comparison.

The CESGN Committee intends that the base salary for each of the executive officers of the Corporation will be reviewed and established annually, typically during the first quarter of the fiscal year. Base salaries will be determined according to the particular executive officer's personal performance and seniority, contribution to the business of the Corporation and the size and stage of development of the Corporation. Base salaries will also be reviewed from time to time to ensure comparability with industry norms. The Corporation hires qualified management from around the world and therefore looks to compensation paid by Canadian and international competitors, as well as compensation paid within Spain.

#### *Short-Term Compensation Incentives*

The Corporation's compensation program will include a management bonus program for executives and certain managers within the organization, including the Executive Chairman, CEO and CFO. The management bonus program will be designed to provide motivation to all participants to achieve near-term objectives aligned with the corporate strategy and to reward them when such objectives are met or exceeded.

#### *Long-Term Compensation Incentives*

Option grants to executive officers are made periodically as the Board determines appropriate. The number of Options granted is based on each individual's position, responsibility and performance and takes into

account the number and terms of Options that have been previously granted to that individual. The Board believes that the grant of Options to the executive officers and share ownership by such executive officers serves to motivate achievement of the Corporation's long-term strategic objectives and helps align the financial interests of the executive officers with the financial interest of Shareholders.

The purpose of the Stock Option Plan is to advance the interests of the Corporation, through the grant of Options, by: (i) providing an incentive mechanism to foster the interests of eligible participants under the plan (which includes directors, officers, employees and service providers of the Corporation and its subsidiaries) in the success of the Corporation, its affiliates and its subsidiaries, if any; (ii) encouraging such eligible participants to remain with the Corporation, its affiliates or its subsidiaries, if any; and (iii) attracting new directors, officers, employees and service providers. The Stock Option Plan provides that the maximum number of Common Shares that may be reserved for issuance upon the exercise of all Options granted under the Stock Option Plan shall not exceed, on a rolling basis, 10% of the aggregate number of Common Shares issued and outstanding from time to time. A copy of the Stock Option Plan is available on the Corporation's website at [www.strategicminerals.com](http://www.strategicminerals.com) and, under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

As of the date of this Circular, the Corporation has 13,815,000 Options outstanding. The average exercise price of all Options is \$0.25 and, if fully exercised, represent approximately 5.58% of the currently issued and outstanding Common Shares. The Stock Option Plan provides for the "rolling" grant of Options to purchase up to 10% of the issued and outstanding Common Shares; this is equal to 23,647,133 Options as of the date of this Circular. Since the inception of the Stock Option Plan, the Corporation has issued a total of nil Common Shares as a result of exercise of Options.

During the year ended December 31, 2021, the Corporation granted to certain executives, employees and consultants, 13,715,000 Options on December 7, 2021, 500,000 expiring on December 7, 2023 and 13,215,000 expiring on December 7, 2026, with an exercise price of \$0.25 per Common Share, as determined and approved by the Board. As of the date of this Circular, subsequent to December 31, 2021, a total of 100,000 Options were granted to consultants on January 20, 2022, with an exercise price of \$0.27 per Common Share, each expiring on January 20, 2027 Pursuant to Section 10.12 – Security Based Compensation of the NEO Listing Manual, the Corporation is required to obtain approval from its shareholders to any stock option plan that is an "evergreen plan" every three years. The Stock Option Plan was last approved by shareholders at a meeting of shareholders held on December 2, 2021. Therefore, the Corporation would next be required to seek Shareholder approval by December 2, 2023, being three years following the date the Stock Option Plan was last approved by Shareholders. The following is a summary of the Option Plan, which is qualified in its entirety by the full text of the Option Plan.

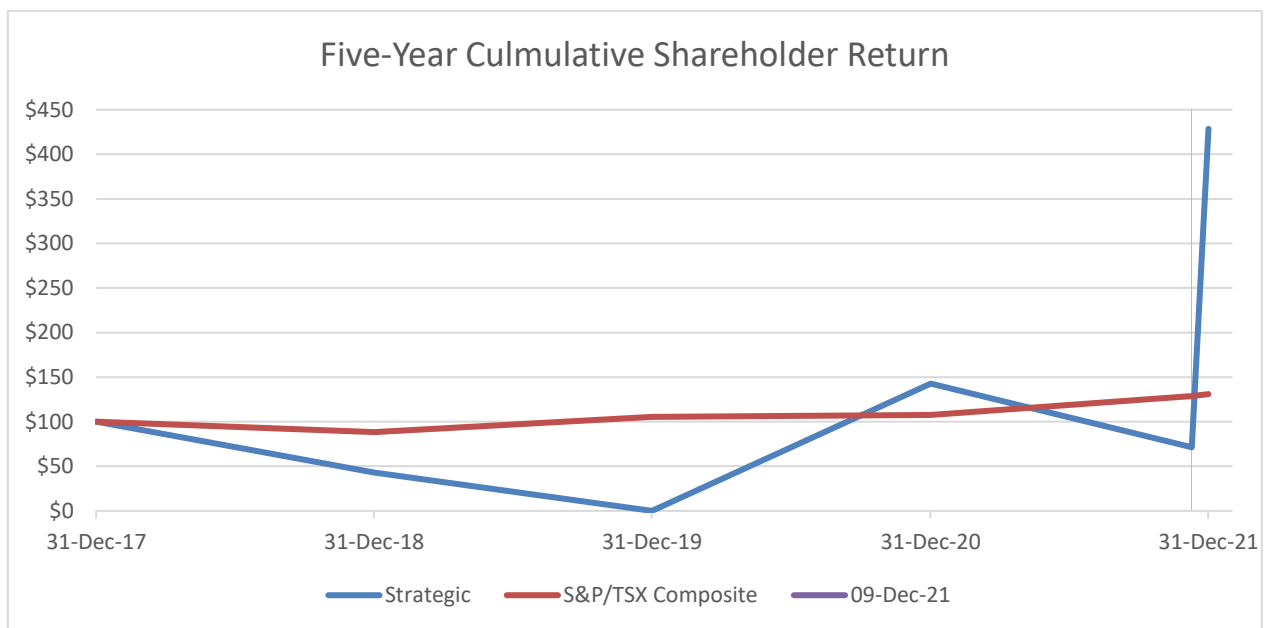
- (a) Number of Common Shares Reserved. The aggregate number of Common Shares reserved for issuance under the Stock Option Plan, on a rolling basis, is 10% of the number of Common Shares outstanding less any Common Shares reserved pursuant to the Corporation's other share compensation arrangements, if any, at the time of reservation. Any Common Shares subject to a Stock Option which has been granted under the Stock Option Plan and which has been surrendered, expired or terminated in accordance with the terms of the Stock Option Plan without having been exercised will again be available under the Stock Option Plan.
- (b) Administration. The Stock Option Plan is administered by the Board, or any duly authorized committee thereof.
- (c) Eligible Persons. Stock Options under the Stock Option Plan may only be issued to directors, officers, employees and consultants of the Corporation and its affiliates and its subsidiaries (for purposes of the Stock Option Plan, "Eligible Persons").
- (d) Terms of Stock Options. The Stock Option Plan provides that the exercise price, vesting provisions, the extent to which such Stock Option is exercisable, acceleration of vesting in connection with a take-over bid or other specified event and other terms and conditions relating to such Stock Options shall be determined by the Board or applicable committee thereof, as applicable, and subject to compliance with the policies of the NEO.

- (e) Maximum Term of Stock Options. Stock Options granted under the Stock Option Plan will be for a term not exceeding 10 years from the date of grant.
- (f) Blackout Periods. Stock Options may not be exercised during any blackout period imposed by the Corporation with respect to trading in securities of the Corporation by Eligible Persons. Where the expiry date for a Stock Option occurs during a blackout period or within two (2) Business Days of a blackout period, the expiry date will be extended to the date that is ten (10) days following the end of such blackout period.
- (g) Termination Prior to Expiry. If an optionee ceases to be an Eligible Person, the Stock Options held by that person and that were exercisable on the date upon which that person ceased to be an Eligible Person (for purposes of the Stock Option Plan, the "Termination Date") will expire on the earlier of the 90th day following the Termination Date (or for whatever period after the Eligible Person ceases to serve in such capacity, as determined by the Corporation) and the expiry date of the applicable Stock Options.
- (h) Death of an Optionee. If an optionee dies, Stock Options held by the deceased optionee will be exercisable by the deceased optionee's personal representative, and will expire on the earlier of the one-year anniversary of the date of death of the optionee and the expiry date of the applicable Stock Options.
- (i) Conditions of Exercise of Stock Options. The Corporation will not issue Common Shares pursuant to the exercise of Stock Options unless and until written notice of exercise addressed to the Corporate Secretary of the Corporation has been received, the Common Shares have been fully paid for, all applicable regulatory approvals have been received and any applicable withholding tax obligations have been satisfied.
- (j) Reduction of Exercise Price. Subject to any required regulatory and shareholder approvals and the consent of the optionee affected thereby, the Board may amend or modify any outstanding Stock Option. The exercise price of Stock Options granted to Insiders may not be decreased, and the term of Stock Options granted to Insiders may not be extended, without shareholder approval.
- (k) No Assignment. Stock Options may not be assigned or transferred, except in limited circumstances including the transfer of Stock Options to a wholly-owned personal holding company or to a registered retirement savings plan established for the sole benefit of such participant, and for estate planning or estate settlement purposes.
- (l) Amendments. Generally, the Board may amend the Stock Option Plan, subject to any necessary regulatory approval.
- (m) Termination of Stock Option Plan. The Stock Option Plan may be discontinued by the Board, provided that such termination will not alter the terms or conditions of any Stock Option or impair any right of any optionee pursuant to any Stock Option granted prior to the date of such termination, which will continue to be governed by the provisions of the Stock Option Plan.

## **Performance Graph**

The following graph compares the total cumulative shareholder return for a \$100 investment in the Strategic Common Shares of the Corporation with the cumulative shareholder return of the S&P/TSX Composite for the five-year period commencing on December 31, 2017 and ending on December 31, 2021. From January 1, 2017 to December 6, 2021, the performance reflects that of Buccaneer Gold Corp., the Corporation's predecessor business and name. On December 9, 2021, the Common Shares of the Corporation were listed on the NEO. The values for the Corporation take into consideration the 1-for-5 share consolidation effective December 6, 2021.





As described above, the CESGN Committee considers various factors in determining the compensation of the Named Executive Officers and Share performance is one measure that will be reviewed and taken into consideration with respect to executive compensation.

The Corporation's compensation policies currently provide a significant portion of each senior executive's compensation package will be in the form of stock option compensation. The Options are intended to be competitive and forward looking; they are not granted to reflect or reward prior year performance.

The Corporation operates in a commodity business and the Common Share price can be directly impacted by the market prices of the metals that it produces, which fluctuate widely and are affected by numerous factors that are difficult to predict and beyond the Corporation's control. The Common Share price is also affected by other factors beyond the Corporation's control, including general and industry-specific economic and market conditions. The CESGN Committee evaluates financial performance by reference to the Corporation's operating performance rather than short-term changes in Common Share price based on its view that the Corporation's long-term operating performance will be reflected by stock price performance over the long-term, which is especially important when the current stock price may be temporarily depressed by short-term factors, such as recessionary economies and operating markets or temporarily increased due to market conditions or events. The movement in Common Share price of the Corporation is not considered wholly representative of actions taken with respect to executive compensation.

### Summary Compensation Table

In this Management Information Circular, a Named Executive Officer means: (a) the Corporation's CEO; (b) the Corporation's CFO; (c) the Corporation's three other most highly compensated executive officers at the end of the financial year ended December 31, 2021 whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a Named Executive Officer but for the fact that the individual was neither an executive officer of Strategic, nor serving in a similar capacity, at the end of the fiscal year ended December 31, 2021.

The following table sets out information concerning the compensation earned by each Named Executive Officer from Strategic and any of Strategic's subsidiaries during each of the last three fiscal years ended December 31:

| Name and principal position   | Year | Salary (\$)            | Share-based awards (\$) | Option-based awards (\$) <sup>(5)</sup> | Non-equity incentive plan compensation (\$) |                           | Pension value (\$) | All other compensation (\$) | Total (\$) |
|---|------|------------------------|-------------------------|---|---|---------------------------|--------------------|-----------------------------|------------|
|   |      |                        |                         |   | Annual incentive plans                      | Long-term incentive plans |                    |                             |            |
| <b>Jaime Perez Branger</b> <sup>(1)</sup><br>Chief Executive Officer    | 2021 | 106,897 <sup>(3)</sup> | Nil                     | 750,000                                 | Nil   | Nil                       | Nil                | Nil                         | 856,897    |
|   | 2020 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2019 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
| <b>Jose Alfonso Granda</b> <sup>(2)</sup><br>Chief Financial Officer    | 2021 | 15,047 <sup>(4)</sup>  | Nil                     | 20,000                                  | Nil   | Nil                       | Nil                | Nil                         | 35,047     |
|   | 2020 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2019 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
| <b>Richard Smith</b> <sup>(6)</sup><br>Former Chief Executive Officer   | 2021 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2020 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2019 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
| <b>John Ross</b> <sup>(7)</sup><br>Former Chief Financial Officer       | 2021 | 4,000                  | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | 4,000      |
|   | 2020 | 17,500                 | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | 17,500     |
|   | 2019 | 17,500                 | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | 17,500     |
| <b>James Longshore</b> <sup>(8)</sup><br>Former Chief Executive Officer | 2021 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2020 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2019 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
| <b>Ashley Nadon</b> <sup>(9)</sup><br>Former Chief Financial Officer    | 2021 | 9,000                  | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | 9,000      |
|   | 2020 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |
|   | 2019 | Nil                    | Nil                     | Nil                                     | Nil   | Nil                       | Nil                | Nil                         | Nil        |

Notes:

- (1) Mr. Jaime Perez Branger was appointed Chief Executive Officer of the Corporation on December 7, 2021 and to the board of directors on December 6, 2021 to fill the vacancy left by the resignation of Mr. James Longshore.
- (2) Mr Jose Alfonso Granda was appointed Chief Financial Officer of the Corporation on December 7, 2021 to fill the vacancy left by the resignation of Ms. Ashley Nadon.
- (3) Paid in Euros and converted to Canadian dollars using the closing European Central Bank exchange rate on December 31, 2021 of €1.0000/\$1.4393).
- (4) Paid in Euros and converted to Canadian dollars using the closing European Central Bank exchange rate on December 31, 2021 of €1.0000/\$1.4393).
- (5) The option-based award sets out the Black-Scholes value of the Options granted in the respective year. The values have been calculated using the same basis as those disclosed in the financial statements for the years ended December 31, 2021. The option-based awards vested immediately on the date of grant.
- (6) Mr. Richard Smith resigned as Chief Executive Officer and a director of the Corporation effective April 12, 2021, following completion of the financial year. Mr. James Longshore was appointed Chief Executive Officer of the Corporation and to the board of directors to fill the vacancy left by the resignation of Mr. Smith.
- (7) Mr. John Ross resigned as Chief Financial Officer of the Corporation effective April 12, 2021, following completion of the financial year. Ms. Ashley Nadon was the Chief Financial Officer of the Corporation to fill the vacancy left by the resignation of Mr. Ross.
- (8) Mr. James Longshore was the Chief Executive Officer from April 12, 2021 to December 6, 2021.
- (9) Ms. Ashley Nadon was Chief Financial Officer from April 12, 2021 to December 6, 2021.

In addition to a base salary, the Named Executive Officers are reimbursed by Strategic for reasonable out-of-pocket expenses incurred in connection with their employment with Strategic.

The Named Executive Officers are eligible to receive grants of Options pursuant to the Stock Option Plan. For additional information on the Stock Option Plan, see “Statement of Executive Compensation – Long-Term Compensation Initiatives” above.

## Incentive Plan Awards

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

The following table sets out, for each Named Executive Officer, information concerning all option-based and share-based awards outstanding as of December 31, 2021.

| Name  | Option-based Awards  |                            |                   |                        |   | Share-based Awards   |  |
|---|--|----------------------------|-------------------|------------------------|---|--|--|
|   | Number of securities underlying unexercised options <sup>(1)</sup> (#) | Option exercise price (\$) | Option grant date | Option expiration date | Value of unexercised in-the-money options (\$) <sup>(2)</sup> | Number of shares or units of shares that have not vested (#) | Market or payout value of vested share-based awards not paid out or distributed (\$) |
| <b>Jaime Perez Branger</b><br>Chief Executive Officer | 3,000,000  | 0.25                       | December 7, 2021  | December 7, 2026       | 750,000   | Nil  | Nil  |
| <b>Jose Alfonso Granda</b><br>Chief Financial Officer | 80,000   | 0.25                       | December 7, 2021  | December 7, 2026       | 20,000  | Nil  | Nil  |

Notes:

(1) All Options vest immediately upon the date of grant.

(2) The closing price of the Common Shares on the NEO on December 31, 2021 was \$0.30 per Share.

During Strategic's fiscal year ended December 31, 2021, the Corporation granted a total of 13,715,000 Options, expiring December 7, 2026 with an exercise price of \$0.25. No Options were exercised by such persons. As of the date of this Circular, 100,000 Options were granted subsequent to December 31, 2021.

### *Value Vested or Earned During the Year*

The following table sets out, for each Named Executive Officer the value vested or earned during the year ended December 31, 2021 for incentive plan awards.

| Name  | Option-based awards – Value vested during the year (\$)¹ | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|---|--|--|--|
| <b>Jaime Perez Branger</b><br>Chief Executive Officer | Nil  | N/A  | N/A  |
| <b>Jose Alfonso Granda</b><br>Chief Financial Officer | Nil  | N/A  | N/A  |

Notes:

(1) During the year, the Corporation granted Options expiring December 7, 2026 with an exercise price of \$0.25 to its Named Executive Officers and all such awards vested upon granting. On the vesting date of December 7, 2021, the Market Price (as defined by the NEO) of the Common Shares on the NEO was \$0.25 per Share.

## Equity Compensation Plan Information

The following table sets out information concerning compensation plans under which equity securities of the Corporation are authorized for issuance as of December 31, 2021:

| Plan Category  | Number of securities to be issued upon exercise of outstanding Options, warrants and rights | Weighted-average exercise price of outstanding Options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans |
|--|---|---|--|
| Equity compensation plans approved by shareholders     | 13,715,000  | \$0.25  | 9,932,133  |
| Equity compensation plans not approved by shareholders | N/A   | N/A   | N/A  |
| <b>Total</b>   | <b>13,715,000</b>   | <b>\$0.25</b>   | <b>9,932,133</b>   |

## Pension Plan Benefits

Strategic does not currently provide retirement or pension benefits for directors and executive officers.

## Termination and Change of Control Benefits

No employment agreements with the Named Executive Officers for the fiscal year 2021 provide for payments in the event of a change of control or termination.

## Management Contracts

Management functions of Strategic and its subsidiaries are performed by the directors and senior officers of Strategic and its subsidiaries.

## Director Compensation

During the fiscal year ended December 31, 2021 no retainers were paid to directors of Strategic. Consulting fees of approximately \$2,000 were paid to certain directors of the Corporation.

During Strategic's most recently completed fiscal year, no directors received compensation for services provided to Strategic in their capacities as directors, consultants or experts, except as disclosed below. Mr. Jaime Perez Branger who is chief executive officer of Strategic, did not receive additional compensation for his service as directors of Strategic.

*Director Compensation Table*

| <b>Name</b>                             | <b>Fees earned (\$)</b> | <b>Share-based awards (\$)</b> | <b>Option-based awards (\$)<sup>(1)</sup></b> | <b>Non-equity incentive plan compensation (\$)</b> | <b>Pension value (\$)</b> | <b>All other compensation (\$)</b> | <b>Total (\$)</b> |
|---|-------------------------|--------------------------------|---|--|---------------------------|------------------------------------|-------------------|
| Miguel de la Campa <sup>(2)</sup>       | Nil                     | Nil                            | 1,020,000                                     | Nil  | Nil                       | 50,376                             | 1,070,376         |
| Francisco Polonio Garcia <sup>(2)</sup> | Nil                     | Nil                            | 782,000                                       | Nil  | Nil                       | 124,768                            | 906,768           |
| Gabriela Kogan <sup>(2)</sup>           | Nil                     | Nil                            | 600,000                                       | Nil  | Nil                       | Nil                                | 600,000           |
| Campbell Becher <sup>(2)</sup>          | Nil                     | Nil                            | 1,100,000                                     | Nil  | Nil                       | Nil                                | 1,100,000         |
| Richard Smith <sup>(4)</sup>            | Nil                     | Nil                            | Nil   | Nil  | Nil                       | Nil                                | Nil               |
| Peter M. Clausi <sup>(8)</sup>          | 1,000                   | Nil                            | Nil   | Nil  | Nil                       | Nil                                | 1,000             |
| J. Birks Bovaird <sup>(8)</sup>         | 1,000                   | Nil                            | Nil   | Nil  | Nil                       | Nil                                | 1,000             |
| D. Barry Lee <sup>(5)</sup>             | Nil                     | Nil                            | Nil   | Nil  | Nil                       | Nil                                | Nil               |
| James Longshore <sup>(6)(8)</sup>       | Nil                     | Nil                            | Nil   | Nil  | Nil                       | Nil                                | Nil               |
| Bill Kanters <sup>(7)(8)</sup>          | Nil                     | Nil                            | Nil   | Nil  | Nil                       | Nil                                | Nil               |
| Blaine Schmidt <sup>(8)</sup>           | Nil                     | Nil                            | Nil   | Nil  | Nil                       | Nil                                | Nil               |

Notes:

- (1) The option-based award sets out the Black-Scholes value of the Options granted in the respective year. The values have been calculated using the same basis as those disclosed in the financial statements for the year ended December 31, 2021. The option-based awards vest immediately on the date of grant.
- (2) Elected to the Board effective December 6, 2021 in connection with the Reverse Takeover.
- (3) Mr. de la Campa and Mr. Polonio were paid a monthly fee in Euros for their services as strategic advisors to the Corporation's subsidiary, Strategic Minerals Spain S.L. converted to Canadian dollars using the closing European Central Bank exchange rate on December 31, 2021 of €1.0000/\$1.4393).
- (4) Mr. Richard Smith resigned as Chief Executive Officer and a director of the Corporation effective April 12, 2021, following completion of the financial year. Mr. James Longshore was appointed Chief Executive Officer of the Corporation and to the board of directors to fill the vacancy left by the resignation of Mr. Smith.
- (5) Mr. Barry Lee resigned as a director of the Corporation effective April 12, 2021, following completion of the financial year. Mr. Bill Kanter was appointed to the board of directors to fill the vacancy left by the resignation of Mr. Lee.
- (6) Mr. James Longshore was appointed on April 12, 2021 and resigned on December 6, 2021 in connection with the Reverse Takeover.
- (7) Mr Bill Kanter was appointed on April 12, 2021 and resigned on December 6, 2021 in connection with the Reverse Takeover.
- (8) Resigned from the Board on December 6, 2021 in connection with the Reverse Takeover.

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

The following table sets out for each director (who was not a Named Executive Officer), information concerning all option-based and share-based awards outstanding as of December 31, 2021.

| 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 (\$) <sup>(1)</sup> | 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 (\$) |
| <i>Directors as of December 31, 2021</i> |   |                            |                        |   |  |  |  |
| Miguel de la Campa                       | 3,000,000   | 0.25                       | December 7, 2026       | 150,000   | Nil  | Nil  | Nil  |
| Francisco Polonio Garcia                 | 2,300,000   | 0.25                       | December 7, 2026       | 115,000   | Nil  | Nil  | Nil  |
| Gabriela Kogan                           | 600,000   | 0.25                       | December 7, 2026       | 30,000  | Nil  | Nil  | Nil  |
| Campbell Becher                          | 1,100,000   | 0.25                       | December 7, 2026       | 55,000  | Nil  | Nil  | Nil  |

Notes:

(1) The closing price of the Common Shares on the NEO on December 31, 2021 was \$0.30 per Share.

### Value Vested or Earned During the Year

The following table sets out, for each director the value vested or earned during the year ended December 31, 2021 for incentive plan awards.

| Name                     | Option-based awards – Value vested during the year (\$) <sup>1</sup> | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|--------------------------|--|--|--|
| Miguel de la Campa       | Nil  | N/A  | N/A  |
| Francisco Polonio Garcia | Nil  | N/A  | N/A  |
| Gabriela Kogan           | Nil  | N/A  | N/A  |
| Campbell Becher          | Nil  | N/A  | N/A  |

Notes:

(1) During the year, the Corporation granted Options expiring December 7, 2026 with an exercise price of \$0.25 to its directors and all such awards vested upon granting. On the grant date of December 7, 2021, the Market Price (as defined by the NEO) of the Common Shares was \$0.25 per share.

### **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) of the Canadian Securities Administrators (the “CSA”) requires the Corporation to disclose, on an annual basis, its approach to corporate governance with reference to the corporate governance guidelines provided in NP 58-201 of the CSA. NI 58-101 and NP 58-201 came into force on June 30, 2005. They operate in conjunction with National Instrument 52-110 *Audit Committees* (“NI 52-110”) of the CSA. The Corporation’s disclosure pursuant to NI 58-101, not otherwise disclosed herein, is set out in this section.

## Board

The Board currently comprises five (5) directors, a majority of whom are “independent” under NI 58-101, as set forth under “Business of the Meeting – Election of Directors”. As executives of the Corporation, Mr. Perez Branger and Mr. de la Campa are the Corporation’s non-independent directors. Management is nominating five (5) directors for election at the Meeting, of which three (3) would be independent.

The Board is responsible for the stewardship of the Corporation and for the supervision of the management of the business and affairs of the Corporation. The Board does not have a written mandate. The responsibilities of the Board and management to act with due care in the best interests of Strategic are well defined by law and both management and the Board recognize their respective duties and obligations. The independent directors occasionally meet in the absence of non-independent directors and members of management, and at each Board meeting there is the possibility to do so. The Board anticipates that such meetings can and will continue to be held in the future, either formally or informally.

Corporate objectives are reviewed by the Board from time to time throughout the year. The Board has the mandate to set the strategic direction of Strategic and to oversee its implementation by management of Strategic. To assist it in fulfilling this responsibility, the Board has specifically recognized its responsibility for several areas, including:

- (a) reviewing and approving Strategic’s strategic, business and capital plans;
- (b) reviewing and approving material proposed expenditures;
- (c) reviewing and approving significant operational and financial matters; and
- (d) providing direction to management on these matters.

Decisions regarding the ongoing day-to-day management are made by management of Strategic. The Board meets regularly to review the business operations and financial statements of Strategic and also discharges, in part, its responsibility through the Audit Committee and the CESGN Committee. The frequency of the meetings of the Board, as well as the nature of agenda items, change depending upon the state of Strategic’s affairs and in light of opportunities that arise or risks which Strategic faces. Strategic holds a minimum of four meetings of the Board in each fiscal year. The Board has appointed an ad hoc committee, called the Executive Committee, to exercise the powers and authority of the Board to direct the business and affairs of the Corporation in intervals between meetings of the Board, subject to deferring material decisions of the Board to resolution in writing, or at a meeting, of the full Board.

The Board participates fully in assessing and approving strategic plans and prospective decisions proposed by management. In order to ensure that the principal business risks borne by Strategic are appropriate, the directors receive and comment on periodic reports from management as to Strategic’s assessment and management of such risks. The Board regularly monitors the financial performance of Strategic, including receiving and reviewing periodic management reports. The Board, directly and through its Audit Committee, assesses the integrity of Strategic’s internal control and management information systems.

All directorships with other public entities for each of the members of the Board are set forth under “Business of the Meeting – Election of Directors.”

The independent directors of Strategic do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance; however, at each meeting of the Board, the independent members are afforded the opportunity to meet separately. In order to facilitate open and candid discussion among the independent directors, members are encouraged to meet and discuss matters outside of the board meeting forum. The Board anticipates that such meetings can and will continue to be held in the future, either formally or informally.

Currently, the Chair of the Board is not an independent director. By using the corporate policies and guidelines of various committees, the Board seeks to foster an environment of strength and integrity in order to oversee and lead Strategic's strategic direction with specific assistance from its independent members. Strategic is committed to providing education and training to its independent directors to ensure that independent director possesses the capabilities, expertise, availability and knowledge required to take on leadership roles on the Board.

During the financial year ended December 31, 2021, the Board held one (1) meeting. The attendance record for all meetings held since the beginning of the Corporation's most recently completed financial year for each director nominated for re-election is set forth under "Business of the Meeting – Election of Directors." Other decisions of the Board were executed through written resolutions, as and when required. The attendance record for all meetings held since the beginning of the Corporation's most recently completed financial year for each director nominated for re-election is set forth under "Business of the Meeting – Election of Directors."

### **Position Descriptions**

In order to delineate the roles and responsibilities of the Chairman of the Board and the Chief Executive Officer, the Board has adopted written position descriptions for each of these positions. The responsibilities of the Chairman of the Board include, but are not limited to, providing leadership to the Board to enhance the Board's effectiveness, managing the Board and acting as liaison between the Board and management to ensure that relations between the board and management are conducted in a professional and constructive manner. The responsibilities of the Chief Executive Officer include, among other things, subject to the oversight of the Board, general supervision of the business of the Corporation, providing leadership and vision to the Corporation, and developing and recommending significant corporate strategies and objectives for approval by the Board.

The Board has also adopted a written position description of the chair of a committee of the Corporation. The primary functions of a Board committee chair are to provide effective leadership of the committee for which they are appointed as chair, facilitate the operations and deliberations of that committee, and oversee the satisfaction of that committee's functions and responsibilities under its mandate.

### **Orientation and Continuing Education**

While Strategic has not established a formal orientation and education program for new members of the Board, Strategic is committed to providing such information so as to ensure that the new directors are familiar with Strategic's business and the procedures of the Board. Information may include Strategic's corporate and organizational structure, recent filings and financial information, governance documents and important policies and procedures. The CESGN Committee ensures that every director possesses the capabilities, expertise, availability and knowledge required to fill their position adequately. From time to time, Strategic arranges on-site tours of its operations.

The CESGN Committee ensures that all new directors receive a comprehensive orientation. All new directors should fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that Strategic expects from its directors). All new directors are expected to understand the nature and operation of the business.

The CESGN Committee provides continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of Strategic's business remains current.

### **Ethical Business Conduct**

As a responsible business and corporate citizen, Strategic is committed to conducting its affairs with integrity, honesty, fairness and professionalism. In order to encourage and promote a culture of ethical business conduct, the Board has developed a Code of Business Conduct and Ethics (the "Code"), which all employees, officers and directors are expected to meet in the performance of their responsibilities. The Code provides a framework for ethical behaviour based on Strategic's mandate, and on applicable laws and regulations.



The Board monitors compliance with the Code. Each director, officer and employee of the Corporation is provided with a copy of the Code and is required to periodically review the Code and sign an acknowledgement in the form of a Statement of Compliance.

The Code applies at all levels of the organization, from major decisions to day-to-day transactions. The Code delineates the standards governing the relations between Strategic and shareholders, customers, suppliers and competitors respectively. Within this framework, employees, directors and officers are expected to exercise good judgment and be accountable for their actions.

The Board receives reports on compliance with the Code. The Board has not granted any waiver of the Code in favour of any directors, officers or employees since the Code was adopted by the Board. Accordingly, no material change report has been required or filed.

From time to time, matters may be put before the Board where a member has a conflict of interest. When such matters arise, that Director declares themselves as having a conflict of interest and will abstain from participating in the discussions and any vote on that matter. Transactions and agreements in respect of which a director or executive officer has a material interest must be reviewed and approved by the Board in accordance with the Code. Since the beginning of Strategic's most recently completed financial year, there has been no such transaction.

A copy of the Code can be obtained upon request to the Secretary of Strategic, at the Corporation's head office at Calle Núñez de Balboa 116, 3º, Oficina 2B, 28006, Madrid, Spain or by phone at 34 988-34-5496.

### **Nomination of Directors**

The Board has the ultimate responsibility for the appointment, nomination and assessment of directors, but it performs this function with the assistance of the CESGN Committee. The Board believes that this is a practical approach at this stage of Strategic's development. While there are no specific criteria for Board membership, Strategic attempts to attract and maintain directors with a wealth of business knowledge and particular knowledge of Strategic's industry, jurisdiction of operations, or other industries which provide knowledge or which would assist in guiding the officers of Strategic. Therefore, and in order to encourage an objective nomination process, nominations tend to be the result of recruitment efforts by management of Strategic and members of the CESGN Committee, but are subject to informal discussions among the directors prior to the consideration by the Board as a whole of the nominated director.

The CESGN Committee is a committee of the Board which assists the Board by providing it with recommendations relating to corporate governance in general, including, without limitation: (a) all matters relating to the stewardship role of the Board in respect of the management of Strategic, (b) Board' size and composition, including the candidate selection process and the orientation of new members, (c) Board' compensation, and (d) such procedures as may be necessary to allow the Board to function independently of management. The CESGN Committee also oversees compliance with policies associated with an efficient system of corporate governance.

The CESGN Committee is responsible for reviewing periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and, in light thereof, to make recommendations for changes to the composition of the Board.

The CESGN Committee currently comprises Miguel de la Campa, Campbell Becher and Gabriela Kogan, the majority of whom are "independent" as defined in NI 52-110.

### **Compensation**

The CESGN Committee also reviews and approves salary and benefits for the executives of Strategic and compensation for the directors of Strategic. Strategic has developed policies for the compensation of its executives and directors. For specific disclosure regarding the compensation of executive officers, including the Chief Executive Officer and directors and the CESGN Committee, please see the heading entitled "Statement of Executive Compensation" in the Circular. The responsibilities, powers and operations of the

CESGN Committee are set out in the Charter of the CESGN Committee, a copy of which can be found on Strategic's website at [www.strategicminerals.com](http://www.strategicminerals.com).

### **Term Limits and Renewal**

The term of the Corporation's directors expires at the end of the next annual general meeting or when a successor is elected or appointed to the Board. Strategic does not impose term limits or mandatory retirement on its directors. The Corporation believes that term limits or mandatory retirement based on age alone may create arbitrary and technical impediments to the selection of the most qualified persons. The Board and CESGN Committee continually review a director's effectiveness and the mix of skills and expertise.

It has been the Board's experience that some of the longer-serving directors provide the most value to Strategic. This approach enables Strategic to make decisions regarding the composition of its Board and senior management team based on what is in the best interests of the Corporation and its Shareholders.

### **Audit Committee**

The Audit Committee currently comprises three directors of the Corporation: Campbell Becher (Chair), Gabriela Kogan and Francisco Garcia Polonio, all of whom are financially literate and independent for purposes of NI 52-110. Each has extensive business experience and each has held or currently holds executive positions that required oversight and understanding of the accounting principles underlying the preparation of the Corporation's financial statements.

The Audit Committee is mandated to monitor audit functions, the preparation of financial statements, review press releases on financial results, review other regulatory documents as required and meet with outside auditors independently of management. The Audit Committee Charter is available on the Corporation's website at [www.strategicminerals.com](http://www.strategicminerals.com) and is provided in the Corporation's Annual Information Form dated March 29, 2021, filed on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

The Audit Committee meets periodically with management and the independent auditors to ensure that each is discharging its respective responsibilities, to review the consolidated financial statements and the independent auditors' report and to discuss significant financial reporting issues and auditing matters. The external auditors have full and unrestricted access to the Audit Committee to discuss audit findings, financial reporting and other related matters. The Audit Committee reports its findings to the Board for consideration when approving the consolidated financial statements for issuance to the Shareholders.

The Audit Committee has discussed with the Corporation's auditors issues concerning independence of the auditors and has received written disclosures confirming such. Based on the review and discussions above, the Audit Committee has recommended to the Board to include the audited consolidated financial statements in the annual report to the Shareholders.

### **Diversity**

Strategic values diversity of experience, perspective, education, background, race, gender and national origin. At this time, the Corporation has adopted a written policy specifically relating to the identification and nomination of women directors. The Board does not formally consider the level of representation of women when making executive officer appointments. The Corporation has set targets regarding women and visible minorities on the Board but has not set a target for women in executive officer positions. However, informally, in identifying and selecting executive officer nominees, the Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin, as one among the many factors taken into consideration during the search process. The Corporation also considers, among other things, the qualifications, personal qualities, business background and relevant experience of individual candidates as well as the overall composition of the Board or executive officers with a view to identifying and selecting the most ideal and complementary candidates. At this time, there is one woman, and are no visible minorities, aboriginal peoples or persons with disabilities, sitting as a director on the Board.

## **Assessments**

The Board assesses, on an annual basis, the contributions of the Board as a whole, any committees of the Board and each of the directors, in order to determine whether each is functioning effectively. In making such assessments, the Board considers the industry in which Strategic functions, as well as the practices of comparable corporate bodies.

The CESGN Committee annually reviews and makes recommendations to the Board for changes to the mandate for the Board. The CESGN Committee also annually assesses the effectiveness of the Board as a whole and each committee of the Board, and makes recommendations to the Board.

## **AUDIT COMMITTEE INFORMATION**

### **Audit Committee Information and Charter**

The text of the Audit Committee Charter and other disclosure pursuant to Form 52-110F1 is provided in the Corporation's latest Annual Information Form dated March 29, 2022, filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Audit Committee Charter and Annual Information Form are also available on the Corporation's website at [www.strategicminerals.com](http://www.strategicminerals.com). Additional information on the Audit Committee can be found in the Statement of Corporate Governance Practices set out above.

## **INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

As of the date hereof and during the fiscal period ended December 31, 2021, there was no indebtedness owing to the Corporation or to its subsidiary by any current or former executive officers, directors, or employees of the Corporation.

### **Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs**

As of the date hereof and during the fiscal period ended December 31, 2021, there was no indebtedness owing to the Corporation in connection with the purchase of securities or other programs by any current or former officers, directors, or employees of the Corporation.

Since the beginning of the Corporation's last completed fiscal year, no director or officer of the Corporation, proposed management nominee for election as a director of the Corporation or any associate or affiliate of any such director, officer or proposed nominee is or has been indebted to the Corporation or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or was 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, other than routine indebtedness.

## **INTERESTS OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed in this Circular, no director or executive officer of the Corporation at any time since the beginning of the Corporation's most recently completed financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except for any interest arising from the ownership of Common Shares where the Shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of Common Shares.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed in the Corporation's Annual Information Form dated March 29, 2022 and filed on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com), no informed person (as such term is defined under applicable securities laws), proposed nominee for election as a director of the Corporation or any associate or

affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of the Corporation's last financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

### **AVAILABLE INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Corporation is provided in the Corporation's comparative financial statements and management discussion and analysis for its most recently completed financial year ended December 31, 2021. Shareholders of the Corporation may request copies of the Corporation's financial statements and management discussion and analysis by contacting the Secretary of the Corporation at the Corporation's head office at Calle Núñez de Balboa 116, 3º, Oficina 2B, 28006, Madrid, Spain or by phone at 34 988-34-5496.

### **DIRECTORS' APPROVAL**

The directors of the Corporation have approved the contents and the sending of this Circular.

DATED at Toronto, Ontario, this 11<sup>th</sup> day of May, 2022.

“Jaime Perez Branger”

**Jaime Perez Branger**  
**Chief Executive Officer**

**SCHEDULE "A"**  
**STRATEGIC MINERALS EUROPE CORP.**

(the "**Corporation**")

**BY-LAW NO. 2**

A by-law relating generally to the transaction of the business and affairs of the Corporation, which replaces any pre-existing by-laws (amended or otherwise) of the Corporation.

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BE IT ENACTED as a by-law of the Corporation as follows:

## **ARTICLE 1 INTERPRETATION**

**1.1 Definitions.** In the by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Business Corporations Act* (Ontario) and any statute that may be substituted therefor, as from time to time amended;

“**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory in Canada, as from time to time amended, the written rules, regulations and forms made or promulgated under any such legislation and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province or territory of Canada;

“**appoint**” includes “**elect**” and vice versa;

“**articles**” means the articles of incorporation of the Corporation, as from time to time amended or restated;

“**board**” means the board of directors of the Corporation and “**director**” means a member of the board;

“**by-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**cheque**” includes a bank draft;

“**day**” means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or a holiday;

“**meeting of shareholders**” includes an annual meeting of shareholders, a special meeting of shareholders and an annual and special meeting of shareholders;

“**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in the *Legislation Act* (Ontario), as from time to time amended;

“**ordinary resolution**” means a resolution that is: (i) submitted to a meeting of the shareholders of a corporation and passed, with or without amendment, at the meeting by at least a majority of the votes cast; or (ii) signed by at all of the shareholders entitled to vote on that resolution;

“**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;

“**recorded address**” means: (i) in the case of a shareholder, the address of the shareholder as recorded in the securities register; (ii) in the case of joint shareholders, the address

appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; (iii) in the case of an officer, auditor or member of a committee of the board, the latest address as recorded in the records of the Corporation; and (iv) in the case of a director, the latest address as recorded in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act* (Ontario), whichever is more current;

“**signing officer**” means, in relation to any instrument, any person authorized to sign the instrument on behalf of the Corporation by or pursuant to section 2.5;

“**special meeting of shareholders**” includes a meeting of any class, classes or series of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;

“**special resolution**” means a resolution: (i) passed by a majority of not less than two-thirds of the votes cast by the shareholders who voted in respect of that resolution; or (ii) signed by all the shareholders entitled to vote on that resolution; and

**1.2 Interpretation.** Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

**1.3 Number.** Words importing the singular number include the plural and vice versa.

**1.4 Gender.** Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms.

**1.5 Headings.** Headings are inserted in this by-law for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 2 BUSINESS OF THE CORPORATION**

**2.1 Registered Office.** Until changed in accordance with the Act, the registered office of the Corporation shall be within the municipality or geographic township within Ontario initially specified in the articles and thereafter as the shareholders may, from time to time, determine by special resolution, and at such location therein as the board may, from time to time, determine by resolution.

**2.2 Books and Records.** Any records administered by or on behalf of the Corporation in the regular course of its business, including its securities register, books of account and minute books, and which may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases). The Corporation shall make such records available for inspection pursuant to applicable law.

**2.3 Corporate Seal.** The corporate seal of the Corporation, if adopted, shall be in such form as the board may by resolution, from time to time, adopt. An instrument or agreement executed

on behalf of the Corporation by a director, an officer or an agent of the Corporation is not invalid merely because the corporate seal, if adopted, is not affixed to it.

**2.4 Financial Year.** The financial year of the Corporation shall end on such date in each year as shall be determined, from time to time, by resolution of the board.

**2.5 Execution of Contracts, Etc.** Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by any one director or officer of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have the power, from time to time, by resolution to appoint any one or more officers or other persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Corporation, if adopted, may be affixed to contracts, documents or instruments in writing signed by an officer or person appointed by resolution of the board.

The term "contracts, documents or instruments in writing" as used in this by-law shall include, without limitation, agreements, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, powers of attorney, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, notes or other securities, instruments of proxy and all paper writings.

Without limiting the generality of the foregoing, any one director or officer is authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal, if adopted, of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveyancing any such securities.

Subject to the Act and applicable electronic commerce legislation, any contracts, documents or instruments required to be created or provided in writing and required or permitted to be executed by one or more persons on behalf of the Corporation may be: (i) created in electronic document form and provided by electronic means; (ii) signed by mechanically reproduced signature or electronic signature, which signature or signatures shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the person or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of delivery or issue of such contract, document or instrument in writing; and (iii) executed in separate counterparts, each of which when duly executed by one or more of such persons shall be an original and all such counterparts together shall constitute one and the same such contract, document or instrument in writing. Notwithstanding the foregoing, the board may, from time to time, direct the manner in which and the person or persons by whom any particular contract, document or instrument in writing, or class of contracts, documents or instruments in writing, may or shall be signed.

**2.6 Banking Arrangements.** The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor shall be transacted with such banks, trust companies or other persons as may, from time to time, be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under

such agreements, instructions and delegations of powers as the board may, from time to time, prescribe or authorize.

**2.7 Voting Securities in Other Issuers.** The person or persons authorized under section 2.5 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the person executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may, from time to time, direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

**2.8 Divisions.** The board may cause the business and operations of the Corporation, or any part thereof, to be divided or segregated into one or more divisions having regard to, without limitation, the character or type of businesses or operations, geographical territories, product lines or goods or services as the board may consider appropriate in each case. From time to time, the board, or any officer authorized by the board, may authorize, upon such basis as may be considered appropriate in each case:

- (a) Sub-Division and Consolidation - the further division of the business and operations of any such division into sub-units and the consolidation of the business and operations of any such divisions and sub-units;
- (b) Name - the designation of any such division or sub-unit by, and the carrying on of the business and operations of any such division or sub-unit under, a name other than the legal name of the Corporation; provided that the Corporation shall set out its legal name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation; and
- (c) Officers - the appointment of officers for any such division or other sub-unit, the determination of their powers and duties, and the removal of any such officer so appointed, without prejudice to such officer's rights under any employment contract or in law, provided that any such officers shall not, as such, be officers of the Corporation, unless expressly designated as such.

### **ARTICLE 3 BORROWING AND DEBT OBLIGATIONS**

**3.1 Borrowing Power.** Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may, from time to time, on behalf of the Corporation, without authorization of the shareholders:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

- (d) charge, mortgage, hypothecate, pledge, or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

**3.2 Delegation.** The board may, from time to time, delegate to a committee of the board, one or more directors or officers of the Corporation or any other person as may be designated by the board all or any of the powers conferred on the board by section 3.1 or by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

## **ARTICLE 4 DIRECTORS**

**4.1 Number of Directors and Quorum.** Until changed in accordance with the Act, the board shall consist of the number of directors, within the minimum and maximum number of directors provided for in the articles, as is determined by special resolution or, if such special resolution empowers the board to determine the number, by a resolution of the board; provided, however, that in the latter case, the directors may not, between meetings of shareholders, increase the number of directors on the board to a total number greater than one and one-third times the number of directors required to have been elected at the last annual meeting of shareholders. Except as provided under section 4.17, the quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors determined in the manner set forth above; provided that where the board consists of fewer than three directors, all directors shall constitute a quorum at any meeting of the board.

**4.2 Qualification.** The following persons are disqualified from being a director of the Corporation: (i) a person who is less than 18 years of age; (ii) a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; (iii) a person who is not an individual; or (iv) a person who has the status of bankrupt. A director need not be a shareholder.

**4.3 Election and Term.** The election of directors shall take place at the first meeting and thereafter at each annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

**4.4 Removal of Directors.** Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at an annual meeting or special meeting called for such purpose remove any director or directors from office and the vacancy created by such removal may be filled at the same meeting failing which, provided a quorum remains in office, it may be filled by the board. Where the holders of any class or series of shares of the Corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series.

**4.5 Termination of Office.** A director ceases to hold office when the director: (i) dies; (ii) is removed from office by the shareholders; (iii) ceases to be qualified for election as a director; or (iv) sends or delivers to the Corporation a written resignation or, if a time is specified in such resignation, at the time so specified, whichever is later.

**4.6 Vacancies.** Subject to the provisions of the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or, except as set out hereunder, in the maximum number of directors, as the case may be, or a failure to elect the number of directors required to be elected at any meeting of shareholders. Where the articles provide for a minimum and maximum number of directors and a special resolution has been passed empowering the directors to determine the number of directors, the directors may not, between meetings of shareholders, appoint an additional director if, after such appointment, the total number of directors would be greater than one and one-third times the number of directors required to have been elected at the last annual meeting of shareholders. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required by section 4.1, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors fail to call a meeting or if there are no directors then in office, any shareholder may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of that director's predecessor.

**4.7 Action by the Board.** The board shall manage, or supervise the management of, the business and affairs of the Corporation. Subject to section 4.8, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

**4.8 Participation.** If all the directors of the Corporation present at or participating in a meeting consent, a director may participate in a meeting of the board or of a committee of the board by means of telephonic, electronic or other communication facility that permits all participants to communicate simultaneously and instantaneously with each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting for the purposes of the Act. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

**4.9 Place of Meetings.** Meetings of the board may be held at any place within or outside Ontario and, in any financial year of the Corporation, any or all of the meetings of the board may be held at any place outside Canada.

**4.10 Calling of Meetings.** Meetings of the board shall be held, from time to time, at such place, at such time and on such day as the board, the chairperson of the board, the president (if the president is a director) or any two directors may determine.

**4.11 Notice of Meeting.** Notice of the time and place of each meeting of the board shall be given in the manner provided in section 11.1 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. A director may, in any manner and at any time, waive a notice of or otherwise consent to a meeting of the board and, subject to the Act, attendance of a director at a meeting of the board is a waiver of notice of the meeting.

**4.12 First Meeting of New Board.** Provided a quorum of directors is present, each newly elected board may hold its first meeting, without notice, immediately following the meeting of shareholders at which such board is elected.

**4.13 Adjourned Meeting.** Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**4.14 Regular Meetings.** The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

**4.15 Chairperson.** The chairperson of any meeting of the board shall be the first mentioned of the following officers as have been appointed and who is a director and is present at the meeting: chairperson of the board; president; chief executive officer; or a vice-president. If no such officer is present, the directors present shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a director, to act as secretary of the meeting.

**4.16 Votes to Govern.** At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote.

**4.17 Conflict of Interest.** A director or officer of the Corporation who is a party to, or who is a director or an officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or the shareholders. Such director shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve such contract or transaction or proposed contract or proposed transaction unless the contract or transaction is:

- (a) one relating primarily to his or her remuneration as a director of the Corporation or an affiliate;
- (b) one for indemnity or insurance as specified under the Act; or
- (c) one with an affiliate.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of such director's interest in such contract or transaction, the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution. Where all the directors are required to make disclosure under this section, the contract or transaction may be approved only by the shareholders.

**4.18 Remuneration and Expenses.** The directors shall be paid such remuneration for their services as the board may, from time to time, determine and such remuneration shall be in

addition to the salary paid to any officer or employee of the Corporation who is also a director. The directors may also by resolution award special remuneration to any director in undertaking any special services on behalf of the Corporation other than the normal work ordinarily required of a director. The confirmation of any such resolution or resolutions by the shareholders shall not be required, except as required by law or regulation. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

**4.19 Resolution in Writing by Directors.** A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting is as valid as if it had been passed at a meeting of the directors unless a written statement or written representation with respect to the subject matter of the resolution is submitted by a director or the auditor, respectively, in accordance with the Act. A resolution in writing may be signed by the directors in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same resolution in writing, and by a director using a facsimile or other electronic signature, in which case the other directors, the Corporation and the shareholders are entitled to rely on such electronic signature as conclusive evidence that such resolution in writing has been duly executed by such director.

**4.20 Only One Director.** Where the Corporation has only one director, that director may constitute a meeting.

## **ARTICLE 5 COMMITTEES**

**5.1 Committees of the Board.** The board may, from time to time, establish (or dissolve) one or more committees of directors, however designated, and delegate to any such committee any of the powers and duties of the board, subject to the limitations on such delegation contained in the Act. The board may appoint and remove the members of each committee subject to the requirements of the Act.

**5.2 Audit Committee.** If the Corporation is an offering corporation within the meaning of the Act, the board shall, and the board otherwise may, appoint annually from among its number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates and all of whom must otherwise meet the requirements of applicable law. Each member of the audit committee shall hold office, at the pleasure of the board, until the next annual meeting of shareholders and, in any event, only so long as the director shall be a director. In addition to the powers and duties delegated by the board pursuant to section 5.1, the audit committee shall have the powers and duties provided in the Act and other applicable laws. The audit committee shall review the financial statements of the Corporation prior to approval thereof by the board. The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard thereat; and, if so requested by a member of the audit committee, shall attend every meeting of the audit committee held during the term of office of the auditor. The auditor of the Corporation or any member of the audit committee may call a meeting of the audit committee.

**5.3 Transaction of Business.** Subject to the provisions of section 4.8, the powers of a committee of directors appointed by the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have



been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at such place or places designated in section 4.9.

**5.4 Advisory Committees.** The board may, from time to time, appoint such advisory bodies as it may deem advisable.

**5.5 Procedure.** Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum (provided a quorum is not less than a majority of its members), to elect its chairperson, and to regulate its procedure.

**5.6 Limits on Authority.** Despite any other provision of this by-law, no managing director and no committee of directors appointed by the board has authority to:

- (a) submit to the shareholders any question or matter requiring the approval of the shareholders;
- (b) fill a vacancy among the directors or in the office of auditor or appoint or remove any of the chief executive officers, however designated, the chief financial officer, however designated, the chairperson or the president of the Corporation;
- (c) subject to the Act, issue securities except in the manner and on the terms authorized by the directors;
- (d) declare dividends;
- (e) purchase, redeem or otherwise acquire shares issued by the Corporation;
- (f) pay a commission referred to in the Act;
- (g) approve a management proxy circular referred to in the Act;
- (h) approve a take-over bid circular, directors' circular or issuer bid circular referred to in the Applicable Securities Laws;
- (i) approve any financial statements referred to in the Act (unless otherwise permitted under the Act and Applicable Securities Laws);
- (j) approve an amalgamation between the Corporation and: (i) its holding body corporate; (ii) any one or more of its subsidiaries; and (iii) any one or more corporations where the Corporation and any such corporations are subsidiaries of the same holding body corporate;
- (k) approve an amendment to the Corporation's articles to: (i) divide any class of unissued shares into series and determine the designation, rights, privileges, restrictions and conditions thereof, where the articles authorize the directors to approve such amendment; and (ii) change a Corporation's name that is a numbered name to a name that is not a numbered name; or
- (l) adopt, amend or repeal by-laws.

## ARTICLE 6 OFFICERS

**6.1 Positions and Appointment.** The board may, from time to time, designate such offices of the Corporation and appoint such officers as the board may consider advisable, including, without limitation, a president, a secretary and a treasurer. None of such officers, other than a chairperson of the board, need be a director of the Corporation. Any two or more offices may be held by the same individual.

**6.2 President.** If appointed, the president shall, subject to the control of the board, have general supervision over the business and affairs of the Corporation, and he or she shall have such other powers and duties as the board may specify.

**6.3 Secretary.** If appointed, the secretary shall give or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he or she shall attend and be the secretary of all meetings of the board, shareholders and committees of the board; he or she shall enter or cause to be entered in the minute book of the Corporation minutes of all proceedings at such meetings and shall be custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he or she shall have such other powers and duties as the board may specify.

**6.4 Treasurer.** If appointed, the treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the custody of the funds and securities of the Corporation; he or she shall render to the board whenever required an account of all his or her transactions as treasurer and of the financial position of the Corporation, except when some other officer or agent has been appointed for that purpose; and he or she shall have such other powers and duties as the board may specify.

**6.5 Powers and Duties.** Subject to the articles, and unless otherwise provided in this Article Six, the powers and duties of each officer of the Corporation shall be such as the terms of their engagement call for or as provided, from time to time, by resolution of the board. In the absence of such terms of engagement or resolution, the respective officers shall have the powers and duties and shall discharge the duties customarily and usually held and performed by like offices of corporations similar in organization and business purposes to the Corporation subject to the control of the board. Any such officer may, from time to time, delegate any of his or her powers and duties to another officer or employee of the Corporation, and such delegate may exercise and perform such powers and duties, unless the board otherwise directs.

**6.6 Term of Office.** The board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until his or her successor is appointed or until the earlier of his or her resignation or death. The board may appoint a person to an office to replace an officer who has been removed or who has ceased to be an officer for any other reason.

**6.7 Terms of Employment and Remuneration.** The terms of employment and the remuneration of an officer appointed by the board shall be settled by the board, from time to time.

**6.8 Disclosure of Interest.** An officer shall disclose to the Corporation any interest in a material contract or material transaction, whether made or proposed, with the Corporation in accordance with section 4.17 and the Act.

**6.9 Agents and Attorneys.** Subject to the provisions of the Act, the Corporation, by or under the authority of the board, shall have power, from time to time, to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management, administration or otherwise (including the power to sub-delegate) as may be thought fit.

**6.10 Fidelity Bonds.** The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may, from time to time, determine.

## **ARTICLE 7 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**7.1 Limitation of Liability.** Every director and officer of the Corporation shall, in exercising the powers and discharging the duties of office, act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such director or officer, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such director's or officer's office or in relation thereto; unless the same are occasioned by such director's or officer's own willful neglect or fault; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**7.2 Indemnity.** Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation shall also indemnify such individual in such other circumstances as the Act permits or requires. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

**7.3 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any individual referred to in section 7.2 against such liabilities and in such amounts as the board may, from time to time, determine and as permitted by the Act.

## **ARTICLE 8 SHARES**

**8.1 Allotment of Shares.** Subject to the Act or the articles, the board may, from time to time, allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

**8.2 Commissions.** The board may, from time to time, authorize the Corporation to pay a reasonable commission to any person in consideration of the person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

**8.3 Transfer Agents and Registrars.** The board may, from time to time, appoint, for each class of securities issued by the Corporation: (a) a trustee, transfer agent or other agent to keep the securities register and the register of transfers and one or more persons to keep branch registers; and (b) a registrar, trustee or agent to maintain a record of issued security certificates and, subject to the Act, one person may be appointed for the purposes of clauses (a) and (b) in respect of all securities of the Corporation or any class or classes thereof. The board may at any time terminate such appointment.

**8.4 Registration of a Share Transfer.** Subject to the provisions of the Act, no transfer of a share in respect of which a certificate has been issued shall be registered in a securities register except upon surrender of the certificate representing such share with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the board may, from time to time, prescribe upon payment of all applicable taxes and a reasonable fee (not to exceed the amount permitted by the Act) prescribed by the board upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien referred to in section 8.5.

**8.5 Lien for Indebtedness.** Unless the Corporation is an offering corporation within the meaning of the Act, the Corporation has a lien on the shares registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder owed to the Corporation, to the extent of such debt; and the directors may enforce such lien, subject to any other provision of the articles: (i) by applying any dividends or other distributions paid or payable on or in respect of the shares thereby affected in repayment of the debt of that shareholder to the Corporation; (ii) by the sale of the shares thereby affected; and/or (iii) by any other action, suit, remedy or proceeding authorized or permitted by law or by equity, and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

**8.6 Non-Recognition of Trusts.** Subject to the provisions of the Act, the Corporation may treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

**8.7 Share Certificates.** The shares of the Corporation may be represented by certificates. Share certificates shall be in the form approved by the board. Certificates representing shares of each class or series shall be signed in accordance with section 2.5 and need not be under corporate seal. Any or all such signatures may be electronic signatures. Although any officer, transfer agent or registrar whose manual or electronic signature is affixed to such a certificate ceases to be such officer, transfer agent or registrar before such certificate has been issued, it may nevertheless be issued by the Corporation with the same effect as if such officer, transfer agent or registrar were still such at the date of its issue.

**8.8 Replacement of Share Certificates.** The board or any officer or agent designated by the board may direct the issue of a new share or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee (not to exceed the amount permitted by the Act) and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may, from time to time, prescribe, whether generally or in any particular case.

**8.9 Joint Holders.** If two or more persons are registered as joint holders of any share, the Corporation shall not be required to issue more than one certificate in respect thereof, and delivery of a certificate to one of several joint holders shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

**8.10 Deceased Shareholders.** In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make any dividend or other payments in respect thereof; except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agent.

## **ARTICLE 9 DIVIDENDS AND RIGHTS**

**9.1 Dividends.** Subject to the provisions of the Act and the articles, the board may, from time to time, declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation.

**9.2 Dividend Cheques.** A dividend payable in money shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which the dividend has been declared and mailed by prepaid ordinary mail to such registered holder at the recorded address of such holder, unless such holder otherwise directs. In the case of joint holders, the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address, or to the first recorded address if there are more than one. The mailing of a cheque in

accordance with this section, unless not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

**9.3 Non-Receipt of Cheques.** In the event of non-receipt of any dividend cheque by the person to whom it is sent in accordance with section 9.2, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses, and evidence of non-receipt and of title as the board may, from time to time, prescribe, whether generally or in any particular case.

**9.4 Record Date for Dividends and Rights.** The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities; and notice of any such record date, unless waived in accordance with the Act, shall be given not less than seven days before such record date in the manner provided for by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

**9.5 Unclaimed Dividends.** Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

## **ARTICLE 10 MEETINGS OF SHAREHOLDERS**

**10.1 Annual Meetings.** The annual meeting of shareholders shall be held at such time and on such day in each year and, subject to section 10.3, at such place as the board may, from time to time, determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors (unless the Corporation is exempted under the Act from appointing an auditor) and for the transaction of such other business as may properly be brought before the meeting.

**10.2 Special Meetings.** The board shall have power to call a special meeting of shareholders at any time.

**10.3 Place of Meetings.** Meetings of shareholders shall be held at: (i) the registered office of the Corporation; (ii) elsewhere in the municipality in which the head office is situate; or (iii) if the board shall so determine, at some other place within or outside Ontario.

**10.4 Meetings Held by Electronic Means.** The directors or shareholders who call a meeting of shareholders pursuant to the Act, may determine that the meeting shall be held, in accordance with the Act and the regulations thereto, by means of a telephonic, electronic or other communication facility that permits all participants to communicate instantaneously and simultaneously with each other during the meeting, provided the Corporation makes provision for electronic voting at such meeting in accordance with the Act and section 10.20. Any person who participates in a meeting through those means shall be deemed for the purposes of the Act to be present in person at such meeting.

**10.5 Notice of Meetings.** Notice of the time and place of each meeting of shareholders shall be given in the manner provided in Article Eleven not less than 10 days, unless the Corporation is an offering Corporation, in which case not less than 21 days, and in each case no more than 50 days before the date of the meeting to each director, to the auditor, and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than the consideration of minutes of an earlier meeting, consideration of the financial statements and auditor's report thereon (if any), election of directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasonable judgment thereon and shall state the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders, and, subject to the Act, attendance of any such shareholder or any such other person is a waiver of notice of the meeting.

**10.6 List of Shareholders Entitled to Notice.** For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting in accordance with the Act. If a record date for the meeting is fixed pursuant to section 10.7, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained and at the meeting for which the list was prepared. Where a separate list of shareholders has not been prepared, the names of persons appearing in the securities register at the requisite time as the holder of one or more shares carrying the right to vote at such meeting shall be deemed to be a list of shareholders.

**10.7 Record Date for Notice.** The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 60 days and not less than 30 days, as the record date for the determination of the shareholders entitled to notice of the meeting, and notice of any such record date shall, unless waived in accordance with the Act, be given not less than seven days before such record date, by newspaper advertisement in the manner provided in the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

**10.8 Meetings Without Notice.** A meeting of shareholders may be held without notice at any time and place permitted by the Act: (a) if all the shareholders entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and (b) if the auditors and the directors are present or waive notice of, or otherwise consent to, such meeting being held; so long as such shareholders, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such meeting, any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Ontario, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

**10.9 Chairperson, Secretary and Scrutineers.** The chairperson of any meeting of shareholders shall be the first mentioned of the following officers as have been appointed and who is present at the meeting: chairperson of the board, president or a vice-president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson of the meeting shall appoint a person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairperson of the meeting with the consent of the meeting.

**10.10 Persons Entitled to be Present.** The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation, if any, and others who, although not entitled to vote, are entitled or required under any provision of the Act, the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

**10.11 Participation in Meeting by Electronic Means.** Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act and the by-laws, by means of telephonic, electronic or other communications facilities that permits all participants to communicate instantaneously and simultaneously with each other during the meeting, provided the Corporation makes available such telephonic, electronic or other communications facility. A person participating in such a meeting is deemed to be present in person at the meeting and a shareholder or proxy holder entitled to vote at such a meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communications facility that the Corporation has made available for that purpose, whether such meeting is to be held at a designated place or solely by means of a telephonic, electronic or other communications facility.

**10.12 (a) Quorum.** Subject to the Act, at each meeting of shareholders, holders of a majority of shares entitled to vote at a meeting of shareholders, present in person or represented by proxy, shall constitute a quorum. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

In the event that the Corporation is a reporting issuer, subject to any minimum quorum requirement for a shareholder meeting of any securities exchange upon which the Corporation's shares are listed, at each meeting of the shareholders, the holders of not less than 10% of the shares entitled to vote at a meeting of shareholders, present in person or represented by proxy, shall constitute a quorum. For the purposes of this section, "reporting issuer" includes:

- (i) a corporation that is a 'reporting issuer' under Applicable Securities Laws;
- (ii) in the case of a corporation that is not a 'reporting issuer' for the purpose of Applicable Securities Laws, a corporation:
  - (1) that has filed a prospectus, registration statement or similar document under any securities legislation in any jurisdiction within Canada or under the laws of a jurisdiction outside Canada;



- (2) any of the securities of which are listed and posted for trading by the Corporation on a stock exchange or quotation system in or outside Canada; or
- (3) that is involved in, formed for, resulting from or continued after an amalgamation, a reorganization, an arrangement or a statutory procedure, if one of the participating bodies corporate is a corporation to which subparagraph (1) or (2) applies.

(b) **Separate Class Vote.** Subject to the Act, where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to vote on that matter and, in all matters other than the election of directors, the affirmative vote of the majority of shares of such class or series or classes or series present in person or represented by proxy at the meeting shall be the act of such class or series or classes or series.

**10.13 Right to Vote.** Subject to the provisions of the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders for which the Corporation has prepared the list referred to in section 10.6, every person who is named in such list shall be entitled to vote the shares shown thereon opposite that person's name at the meeting to which such list relates except to the extent that, where the Corporation has fixed a record date in respect of such meeting pursuant to section 10.7, such person has transferred any shares after such record date and the transferee, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, has demanded not later than 10 days before the meeting that the transferee's name be included in such list. In any such case, the transferee shall be entitled to vote the transferred shares at the meeting. At any meeting of shareholders for which the Corporation has not prepared the list referred to in section 10.6, every person shall be entitled to vote at the meeting who at the time of the commencement of the meeting is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

**10.14 Proxyholders and Representatives.** Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be a shareholder, to attend and act as the shareholder's representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the shareholder's attorney or, if the shareholder is a body corporate, by an officer or attorney of such shareholder duly authorized, and shall conform to the requirements of the Act. Alternatively, a shareholder which is a body corporate or association may authorize by resolution of its directors or governing body an individual to represent it at a meeting of shareholders and such individual may exercise on the shareholder's behalf all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chairperson of the meeting. Any such proxyholder or representative need not be a shareholder.

**10.15 Time for Deposit of Proxies.** The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than 48 hours (excluding non-business days) before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have

been deposited with the Corporation or an agent thereof specified in the notice or, if no time is specified in the notice, it has been received by the secretary of the Corporation or by the chairperson of the meeting or any adjournment thereof prior to the time of voting.

**10.16 Joint Shareholders.** If two or more persons hold shares jointly, any one of them present in person or duly represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

**10.17 Votes to Govern.** At any meeting of shareholders, every question shall, unless otherwise required by the articles, the by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which the chairperson is entitled as a shareholder or proxy nominee.

**10.18 Show of Hands.** Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried, carried by a particular majority or defeated and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the shareholders upon the question.

**10.19 Ballots.** On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, the chairperson of the meeting or any person who is present and entitled to vote, whether as shareholder, proxyholder or representative, on such questions at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

**10.20 Electronic Voting.** Any vote referred to in sections 10.18 and 10.19 may be held entirely by means of a telephonic, electronic or other communication facility if the Corporation makes available such a communication facility; provided the facility enables the votes to be gathered in a manner that permits their subsequent verification.

**10.21 Adjournment.** The chairperson at a meeting of shareholders may, with the consent of the meeting, adjourn the meeting, from time to time, and place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that it has been adjourned. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as if for an original meeting.

In addition, the chairperson at a meeting of shareholders may, without the consent of the meeting, if the electronic platform at a meeting of shareholders held in part or entirely by means

of a telephonic, electronic or other communication facility has become inadequate for the purposes referred to in sections 10.4 and 10.20, interrupt or adjourn the meeting. All business conducted at that meeting of shareholders up to the time of that adjournment shall be valid.

**10.22 Resolution in Writing by Shareholders.** A resolution in writing signed by all shareholders, or their attorney authorized in writing, entitled to vote on that resolution at a meeting is as valid as if it had been passed at a meeting of the shareholders, unless a written statement or written representation with respect to the subject matter of the resolution is submitted by a director or the auditor, respectively, in accordance with the Act.

A resolution in writing may be signed by the shareholders in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same resolution in writing, and by a shareholder using a facsimile or other electronic signature, in which case the other shareholders, the Corporation and the directors are entitled to rely on such electronic signature as conclusive evidence that such resolution in writing has been duly executed by such shareholder.

**10.23 Only One Shareholder.** Where the Corporation has only one shareholder or only one holder of any class or series of shares, the shareholder present in person or duly represented by proxy constitutes a meeting.

## **ARTICLE 11 NOTICES**

**11.1 Method of Giving Notices.** Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer, or auditor of the Corporation under any provision of the articles or by-laws shall be sufficiently given if: (i) delivered personally to the person to whom it is to be given; or (ii) delivered to such person's last address as shown on the records of the Corporation; or (iii) mailed by prepaid post in a sealed envelope addressed to such person at the last address shown on the records of the Corporation; or (iv) sent by electronic document in accordance with the *Electronic Commerce Act, 2000* (Ontario) or electronic transmission, including the use of, or participation in, one or more electronic networks or databases (including one or more distributed electronic networks or databases). A notice, communication or document so delivered shall be deemed to have been given when: (i) delivered personally, when it is delivered; (ii) delivered to such person's last address shown on the records of the Corporation, when delivered at the address aforesaid; (iii) mailed by prepaid post, on the fifth day after mailing, unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all; and (iv) sent by way of electronic document, when it is sent through an information system used to generate, send, receive, store, or otherwise process an electronic document. The secretary may change the address on the records of the Corporation of any shareholder, director, officer, or auditor of the Corporation in accordance with any information believed by the secretary to be reliable.

**11.2 Notice to Joint Holders.** If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

**11.3 Computation of Time.** In computing the date when notice must be given under any provision of the articles or the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**11.4 Undelivered Notices.** If any notice given or document sent to a shareholder pursuant to section 11.1 is returned on three consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices or send further documents to the shareholder until the shareholder informs the Corporation in writing of the shareholder's new address.

**11.5 Omissions and Errors.** The accidental omission to give any notice to any shareholder, director, officer, auditor, or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**11.6 Persons Entitled by Death or Operation of Law.** Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom that person derives title to such share prior to the name and address of that person being entered on the securities register (whether such notice was given before or after the happening of the event upon which the person became so entitled) and prior to the person furnishing to the Corporation the proof of authority or evidence of entitlement prescribed by the Act.

**11.7 Waiver of Notice.** Any shareholder, proxyholder, other person entitled to attend a meeting of shareholders, director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the Act, the articles, the by-laws or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or of a committee of the board which may be given in any manner.

## **ARTICLE 12 FORUM SELECTION**

**12.1 Forum for Adjudication of Certain Disputes.** Unless the Corporation consents in writing to the selection of an alternative forum, the Superior Court of Justice of the Province of Ontario, Canada and the appellate Courts therefrom (or, failing such court, any other "court" as defined in the Act) having jurisdiction and the appellate Courts therefrom), shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the Act or the articles or the by-laws of the Corporation (as either may be amended, from time to time); or (iv) any action or proceeding asserting a claim otherwise related to the "affairs" (as defined in the Act) of the Corporation. If any action or proceeding, the subject matter of which is within the scope of the preceding sentence, is filed in a Court other than a Court located within the Province of Ontario (a "Foreign Action") in the name of any securityholder, such securityholder shall be deemed to have consented to: (a) the personal jurisdiction of the provincial and federal Courts located within the Province of Ontario in connection with any action or proceeding brought in any such Court to enforce the forum set out in the preceding sentence; and (b) having service of process made upon such securityholder in any such action or proceeding by service upon such securityholder's counsel in the Foreign Action as agent for such securityholder.

**ARTICLE 13  
EFFECTIVE DATE**

**13.1 Effective Date.** This by-law shall come into force when made by the board in accordance with the Act.

**13.2 Repeal.** All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

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The foregoing is the complete text of By-law No. 2 of the Corporation, as adopted by the board of the Corporation on May 11, 2022.

DATED May 11, 2022.

(Signed) *“Jaime Perez Branger”*

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Chief Executive Officer

(Signed) *“Elena Terron”*

\_\_\_\_\_  
Secretary

Any questions and requests for assistance may be directed to  
the Corporation's Transfer Agent:

**TSX Trust Company**

**100 Adelaide Street West, Suite 301  
Toronto, Ontario  
M5H 4H1**

**North American Toll Free Phone: 1-866-600-5869**

**Email: [tmxeinvestorservices@tmx.com](mailto:tmxeinvestorservices@tmx.com)**

**Facsimile: (416) 595-9593**