

SABLE RESOURCES LTD.
MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by management of Sable Resources Ltd. (the “**Company**”) of proxies to be used at the annual and special meeting of shareholders of the Company (the “**Meeting**”) referred to in the accompanying Notice of Annual and Special Meeting of Shareholders (the “**Notice**”) to be held on June 24, 2020, at the time and place and for the purposes set forth in the Notice. **The solicitation is made by the management of the Company and will be made primarily by mail, but proxies may also be solicited personally or by telephone by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company. The information contained herein is given as of May 27, 2020, unless indicated otherwise.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Company. **Each shareholder has the right to appoint a person or company, who need not be a shareholder of the Company, other than the persons named in the enclosed form of proxy, to represent such shareholder at the Meeting or any adjournment thereof. Such right may be exercised by inserting such person’s name in the blank space provided and striking out the names of management’s nominees in the enclosed form of proxy or by completing another proper form of proxy. All proxies must be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, before 1:00 p.m. (Vancouver time) on Monday, June 22, 2020.**

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. **not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the Meeting or adjournment thereof at which the proxy is to be used, by delivering another properly executed form of proxy bearing a later date and depositing it as aforesaid;**
2. **by depositing an instrument in writing revoking the proxy executed by him or her with Computershare Investor Services Inc. at its office denoted herein at any time up to and including 1:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or**
3. **in any other manner permitted by law.**

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy **will be voted or withheld from voting in accordance with the instructions of the securityholder on any ballot that may be called for** and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, **the shares will be voted or withheld from voting in accordance with the specifications so made. Where shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters

identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of common shares in the capital of the Company (“**Common Shares**”) of record at the close of business on May 19, 2020 (the “**record date**”) will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. As of May 19, 2020, the Company had 162,141,897 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share. The outstanding Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”) under the symbol “**SAE**”.

To the knowledge of the directors and executive officers of the Company as of May 19, 2020, no person beneficially owns, controls or directs, directly or indirectly, 10% or more of the outstanding Common Shares.

NON-REGISTERED HOLDERS AND DELIVERY MATTERS

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to vote at the Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary (“**Intermediary**”) holding on your behalf.

If you have received the Company’s form of proxy, you may return it to Computershare Investor Services Inc: (i) by regular mail in the return envelope provided, or (ii) by fax at 866-249-7775.

Objecting Beneficial Owners (“**OBOs**”) 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.

The Company is not using the “notice-and-access” provisions of National Instrument 54-101 (“**NI 54-101**”) in connection with the delivery of the meeting materials in respect of the Meeting. The Company is not sending such meeting materials directly to “non-objecting beneficial owners” in accordance with NI 54-101, and intends to pay for intermediaries to deliver such meeting materials to “objecting beneficial owners” as defined in NI 54-101.

COMPENSATION OF EXECUTIVE OFFICERS

The following table provides a summary of compensation for services rendered in all capacities to the Company for the fiscal years ended December 31, 2019 and 2018 in respect of the individuals who served as (i) the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company during the fiscal year ended December 31, 2019 (the “**Named Executive Officers**”); and (ii) the directors of the Company for the fiscal year ended December 31, 2019. See also “Stock Options and Other Compensation Securities” below. The Company had no other executive officers whose total compensation during the fiscal year ended December 31, 2019 exceeded \$150,000.

Table of Compensation Excluding Compensation Securities

Name and Position	Fiscal Year	Salary, Consulting Fee, Retainer or Commission	Bonus	Committee or Meeting Fees	Value of Perquisites	Value of All Other Compensation ⁽¹⁾	Total Compensation
Ruben Padilla ⁽²⁾ <i>Director, President and CEO</i>	2019	\$185,200	Nil	Nil	Nil	\$33,200	\$218,400
	2018	\$172,800	Nil	Nil	Nil	\$73,594	\$246,394
Tom Obradovich ⁽³⁾ <i>Director and former President and CEO</i>	2019	\$198,000	Nil	Nil	Nil	\$62,260	\$260,250
	2018	\$180,000	Nil	Nil	Nil	\$73,594	\$253,594
Richard Godfrey ⁽⁴⁾ <i>Chief Financial Officer</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Malashewsky ⁽⁵⁾ <i>Former CFO</i>	2019	\$36,000	Nil	Nil	Nil	\$16,600	\$52,600
	2018	\$12,000	Nil	Nil	Nil	\$36,797	\$48,797
Brent Gilchrist ⁽⁶⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	\$33,200	\$33,200
	2018	Nil	Nil	Nil	Nil	\$36,797	\$36,797
Terry Harbort ⁽⁷⁾ <i>Director and VP, Corporate Development</i>	2019	\$149,700	Nil	Nil	Nil	\$33,200	\$182,900
	2018	\$82,680	Nil	Nil	Nil	\$75,594	\$156,274
Jonathan Rubenstein ⁽⁸⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Andres Tinajero ⁽⁹⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	\$24,900	\$24,900
	2018	Nil	Nil	Nil	Nil	\$36,797	\$36,797
Donald Njegovan ⁽¹⁰⁾ <i>Former Director</i>	2019	Nil	Nil	Nil	Nil	\$24,900	\$24,900
	2018	Nil	Nil	Nil	Nil	\$36,797	\$36,797

Notes:

- (1) The “grant date fair value” has been determined by using the Black-Scholes model. The Company has calculated the “grant date fair value” amounts for option values using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the option, the price of the underlying security on the date the option was granted and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. The grant date fair value of the Options granted in fiscal 2019 and 2018 was \$0.083 and \$0.184, per option, respectively. Calculating the value of options using this methodology is very different from a simple “in-the-money” value calculation. In fact, options that are out-of-the-money can still have a significant “grant date fair value” based on a Black-Scholes valuation, especially where, as in the case of the Company, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation.
- (2) Ruben Padilla was appointed President and CEO on February 27, 2020 and as a Director on March 11, 2020. The compensation included for the fiscal years 2019 and 2018 represent compensation paid to Dr. Padilla for the position of Vice President,

- Exploration and included in Dr. Padilla's compensation is \$33,200 and \$73,594 for 2019 and 2018, relating to the value of 400,000 options granted in each of 2019 and 2018, respectively calculated as per (1) above.
- (3) Tom Obradovich was appointed Executive Chairman on February 27, 2020. The compensation included for the fiscal years 2019 and 2018 represent compensation paid to Mr. Obradovich for the position of President and CEO, a position he held until February 27, 2020. Included in Mr. Obradovich's compensation is \$62,260 and \$73,594 for 2019 and 2018, relating to the value of 750,000 options granted in 2019 and 400,000 options granted in 2018, each calculated as per (1) above.
 - (4) Richard Godfrey resigned as CFO on September 13, 2018 and was re-appointed CFO on December 1, 2019.
 - (5) Andrew Malashewsky was appointed CFO on September 13, 2018 and resigned as CFO on December 1, 2019. Included in Mr. Malashewsky's compensation is \$16,600 and \$36,797 for 2019 and 2018, relating to the value of 200,000 options granted in each of 2019 and 2018, respectively calculated as per (1) above.
 - (6) Included in Mr. Gilchrist's compensation is \$36,797 and \$33,200 for 2019 and 2018, relating to the value of 400,000 options granted in 2019 and 200,000 options granted in 2018, each calculated as per (1) above.
 - (7) Included in Mr. Harbort's compensation is \$36,797 and \$33,200 for 2019 and 2018, relating to the value of 400,000 options granted in each of 2019 and 2018, each calculated as per (1) above.
 - (8) Jonathan Rubenstein was appointed as a director on January 15, 2020.
 - (9) Included in Mr. Tinajero's compensation is \$24,900 and \$36,797 for 2019 and 2018, relating to the value of 300,000 options granted in 2019 and 200,000 options granted in 2018, each calculated as per (1) above.
 - (10) Don Njegovn resigned as a director effective March 6, 2020. Included in Mr. Njegovan's compensation is \$24,900 and \$36,797 for 2019 and 2018, relating to the value of 300,000 options granted in 2019 and 200,000 options granted in 2018, each calculated as per (1) above.

Stock Options and Other Compensation Securities

Set forth in the table below is a summary of all compensation securities granted or issued to each Named Executive Officer and directors of the Company during the fiscal year ended December 31, 2019.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Ruben Padilla ⁽¹⁾ <i>Director, President and CEO</i>	Stock options	400,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024
Tom Obradovich ⁽²⁾ <i>Director and former President and CEO</i>	Stock options	450,000	February 26, 2019	\$0.25	\$0.135	\$0.09	February 26, 2024
		300,000	March 26, 2018	\$0.15	\$0.12	\$0.09	June 26, 2024
Richard Godfrey ⁽³⁾ <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andrew Malashewsky ⁽⁴⁾ <i>Former CFO</i>	Stock options	200,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024
Brent Gilchrist ⁽⁵⁾ <i>Director</i>	Stock options	400,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024
Terry Harbort ⁽⁶⁾ <i>Director and VP, Corporate Development</i>	Stock options	400,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024
Jonathan Rubenstein ⁽⁷⁾ <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andres Tinajero ⁽⁸⁾ <i>Director</i>	Stock options	300,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024
Donald Njegovan ⁽⁹⁾ <i>Former Director</i>	Stock options	300,000	June 26, 2019	\$0.15	\$0.12	\$0.09	June 26, 2024

Notes:

- (1) As of December 31, 2019, Mr. Padilla held an aggregate of 1,100,000 stock options.
- (2) As of December 31, 2019, Mr. Obradovich held an aggregate of 1,950,000 stock options.
- (3) As of December 31, 2019, Mr. Godfrey held an aggregate of 200,000 stock options.
- (4) As of December 31, 2019, Mr. Malashewsky held an aggregate of 800,000 stock options.
- (5) As of December 31, 2019, Mr. Gilchrist held an aggregate of 1,300,000 stock options.
- (6) As of December 31, 2019, Mr. Harbort held an aggregate of 1,500,000 stock options.
- (7) Jonathan Rubenstein was appointed as a director effective January 15, 2020. As of December 31, 2019, Mr. Rubenstein held no stock options.
- (8) As of December 31, 2019, Mr. Tinajero held an aggregate of 1,000,000 stock options.
- (9) As of December 31, 2019, Mr. Njegovan held an aggregate of 1,000,000 stock options.

Exercise of Compensation Securities by Directors and Named Executive Officers

Set forth below is a summary of all compensation securities exercised by Named Executive Officers and directors of the Company during the fiscal year ended December 31, 2019.

Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security	Date of Exercise	Closing Price per Security on Date of Exercise	Difference between Exercise Price and Closing Price on Date of Exercise	Total Value on Exercise Date
Ruben Padilla <i>Director, President and CEO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Tom Obradovich <i>Director and former President and CEO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Godfrey <i>Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andrew Malashewsky <i>Former CFO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brent Gilchrist <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Terry Harbort <i>Director and VP, Corporate Development</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jonathan Rubenstein <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andres Tinajero <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Donald Njegovan <i>Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

For further details on the stock option plan of the Company (the “**Plan**”), please refer to “Summary of Stock Option Plan” below.

Named Executive Officer Employment and Consulting Agreements

Ruben Padilla

Ruben Padilla, the Company’s Chief Executive Officer and former Vice President, Exploration, is paid an annual base salary of \$192,000 in accordance with an Employment Agreement entered into between the Company and Mr. Padilla effective March 31, 2020. For the year ended December 31, 2019, Mr. Padilla was paid an hourly consulting rate until April 2019 and from April 2019 to December 2019, Mr. Padilla was paid a monthly fee of \$12,500 for Vice President, Exploration services. Mr. Padilla’s Employment Agreement includes a non-competition clause and provides for a termination payout equal to half the sum of the annual base salary and all earned and unpaid performance bonuses paid to Mr. Padilla in the year immediately preceding termination and in the event of a change of control, a termination payout equal to

two times the sum of the annual base salary and all performance bonuses paid to Mr. Padilla in the complete fiscal year prior to the change of control.

Tom Obradovich

Tom Obradovich, the Company's current Chairman and former Chief Executive Officer, is paid \$50,000 per annum. In the year ended December 31, 2019, Mr. Obradovich was paid management services fees of \$16,500 per month in accordance with a Management Services Agreement, as amended effective January 1, 2019. In accordance with the termination of the Management Services Agreement, Mr. Obradovich was paid a severance payment of \$99,000.

Richard Godfrey

Richard Godfrey, the Company's Chief Financial Officer, is paid a salary of \$3,000 per month in accordance with an Employment Agreement effective December 1, 2019. Mr. Godfrey's Employment Agreement provides for termination notice of 30 days.

Other than outlined above, the Company has no other arrangements that provide for payments to its Named Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

The Company's approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The Company's compensation arrangements for the Named Executive Officers may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of stock options. Given the stage of development of the Company, compensation of the Named Executive Officers currently emphasizes option awards with a reduced reliance on base salaries and bonuses. This policy may be re-evaluated in the future depending upon the future development of the Company and other factors which may be considered relevant by the board of directors from time to time.

The Company's Compensation and Nominating Committee establishes and reviews the Company's overall compensation philosophy and its general compensation policies with respect to executive officers, including the corporate goals and objectives and the annual performance objectives relevant to such officers. The Compensation and Nominating Committee evaluates each officer's performance in light these goals and objectives and, based on its evaluation, determines and makes recommendations to the board of directors with respect to the salary, bonus, options and other benefits for such officers. In determining compensation matters, the Compensation and Nominating Committee and board of directors may consider a number of factors, including the Company's performance, the value of similar incentive awards to officers performing similar functions at comparable companies, the awards given in past years and other factors it considers relevant. The current overall objective of the Company's compensation strategy is to reward management for their efforts, while seeking to conserve cash given current market conditions. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Company has not currently set any objective criteria and will instead rely upon any recommendations and discussion at the board level with respect to the above-noted considerations and any other matters which the board may consider relevant on a going-forward basis, including the cash position of the Company.

Any existing options held by the Named Executive Officers at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. Options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Company. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Company's success. See "Summary of Stock Option Plan" below.

COMPENSATION OF DIRECTORS

Directors of the Company that are not also executive officers of the Company are not currently paid any fee in respect of the attendance at directors' and shareholder's meetings. Directors are eligible to participate in the Plan. Directors may also be compensated for services provided to the Company as consultants or experts on the same basis and at the same rate as would be payable if such services were provided by a third party, arm's length service provider. No such services were provided to the Company by any of its directors other than Named Executive Officers during fiscal 2019.

As of December 31, 2019, the Company had an aggregate of 12,500,000 outstanding options, of which 7,850,000 were issued to directors. See "Summary of Stock Option Plan".

AUDIT COMMITTEE

Multilateral Instrument 52-110 - *Audit Committees* ("MI 52-110") requires the Company to disclose annually in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's audit committee is comprised of Messrs. Tinajero, Harbort and Rubenstein. Each member of the audit committee is considered to be "independent", as defined in NI 52-110, other than Mr. Harbort who is not considered independent by virtue of his role as an executive officer of the Company. Each member of the audit committee is also considered to be "financially literate" which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues of the Company.

Relevant Education and Experience

Andres Tinajero (Chair)

Mr. Tinajero has over 20 years of business experience, having supported a broad range of industries, including mining, manufacturing and technology. During the same period, he has served as CFO and Vice President of Finance of several medium sized public companies across Canada. He holds a degree in Business Administration and an MBA, and also is a member of the Chartered Professional Accountants Canada, the Certified Practicing Accountants of Australia and he is a Certified member of the Institute of Corporate Directors.

Terry Harbort

Dr. Harbort is a professional economic geologist with 24 years of multi-continent experience in mineral exploration. His extensive post-graduate experience focusing on applied structural geology of ore deposits makes Dr. Harbort a specialist in mapping and interpretation of ore geometries and ore controls covering various types of geological environments with direct applications to mineral economics from target generation, target definition and evaluation, and project management. Dr. Harbort is a recognized senior member of the discovery team of the La Colosa and Gramalote deposits for AngloGold Ashanti Ltd. where over a 9-year period he held positions of Senior Geologist and Chief Structural Geologist for the Americas. In 2010, Dr. Harbort was a founder and is Vice President-Exploration of Talisker Exploration Services Inc. an exploration management company providing international exploration consulting in M & A and exploration strategy, project evaluation, target generation and exploration program design and implementation for Osisko Gold Royalties and related companies.

Jonathan Rubenstein

Mr. Rubenstein has over 38 years experience in the mining industry having served on numerous junior and senior company boards and through active engagement in the strategic, commercial, governance and government aspects affecting acquisitions, financings, exploration, permitting and development of several world class mining projects. In addition to being directly involved with asset acquisitions, joint venture agreements, and other deals involving governments, regulators, banks, contract negotiation, litigation and arbitration, and regulatory compliance management, he has also played key roles on special committees during M&A transactions that have totaled several billions of dollars in value. Mr. Rubenstein is a member of the Institute of Corporate Directors and is an Accredited Director with the ICSA, Canada. He is currently active as a professional director on the boards of MAG Silver Corp. (where he also serves as Chairman of the Board) and Roxgold Inc. Mr. Rubenstein holds a B.A. from Oakland University, Rochester, Michigan, and a LLB from University of British Columbia.

Pre-Approval Policies and Procedures

The audit committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors of the Company.

Audit Fees

The following chart summarizes the aggregate fees billed by the external auditors of the Company for professional services rendered to the Company for audit and non-audit related services for the fiscal years ended December 31, 2019 and 2018:

Type of Work	Fiscal Year Ended December 31, 2019	Fiscal Year Ended December 31, 2018
Audit fees ⁽¹⁾	\$50,000	\$40,000
Audit-related fees ⁽²⁾	\$13,000	\$25,000
Tax advisory fees ⁽³⁾	Nil	Nil
All other fees	\$2,406	\$2,960
Total	\$65,406	\$67,960

Notes:

- (1) Aggregate fees billed for the Company's annual financial statements and services normally provided by the auditor in connection with the Company's statutory and regulatory filings.
- (2) Aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported as "Audit fees", including: assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.

Exemption

The Company is relying on the exemption provided by section 6.1 of MI 52-110 which provides that the Company, as a "venture issuer", is not required to comply with Part 3 (*Composition of the Audit Committee*) or Part 5 (*Reporting Obligations*) of MI 52-110.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Company as at December 31, 2019. See also “Summary of Stock Option Plan”.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	12,500,000	\$0.19	3,714,189
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	12,500,000	\$0.19	3,714,189

SUMMARY OF STOCK OPTION PLAN

The Company has adopted the Plan to provide for stock option grants to its service providers from time to time. Up to such number of Common Shares as is equal to 10% of the aggregate number of issued and outstanding Common Shares from time to time may be reserved for issue upon the exercise of options granted pursuant to the Plan.

The purpose of the Plan is to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth.

The options are non-assignable and may be granted for a term not exceeding five years. Options may be granted under the Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Common Shares may be listed or may trade from time to time. The total number of Common Shares which may be reserved for issuance to any one individual under the Plan within any one-year period shall not exceed 5% of the outstanding issue. The maximum number of Common Shares which may be reserved for issuance to insiders under the Plan, any other employer stock option plans or options for services, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of options which may be granted to insiders under the Plan, together with any other previously established or proposed share compensation arrangements, within any one-year period shall be 10% of the outstanding issue.

The maximum number of stock options which may be granted to any one consultant under the Plan, any other employer stock options plans or options for services, within any 12-month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to any persons performing investor relations services under the Plan, any other employer stock options plans or options for services, within any 12-month period must not exceed, in the aggregate, 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis).

The exercise price of options issued may not be less than the “market price” (as defined in the Plan) of the Common Shares at the time the option is granted, less any allowable discounts in accordance with the policies of the TSXV.

At the Meeting, shareholders will be asked to consider and, if deemed fit, confirm the Plan. See “Particulars of Matters to be Acted Upon – Confirmation of Option Plan”.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 of the Canadian Securities Administrators has set out a series of guidelines for effective corporate governance (the “Guidelines”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Company’s approach to corporate governance in relation to the Guidelines.

The Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is in turn defined as a relationship which could, in the view of the board of directors, be reasonably expected to interfere with such member’s independent judgement. The board of directors is currently comprised of five members, three of whom the board of directors has determined is an “independent director” within the meaning of NI 58-101.

As at May 27, 2020, Messrs. Padilla, Harbort and Obradovich are not considered independent directors as they also serve as executive officers of the Company. Messrs. Gilchrist, Tinajero and Rubenstein are each considered independent directors since they are independent of management and free from any material relationship with the Company. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2019, none of Messrs. Gilchrist, Tinajero nor Rubenstein has worked for the Company, received material remuneration from the Company or had material contracts with or material interests in the Company which could interfere with his ability to act with a view to the best interests of the Company.

The board of directors believes that it functions independently of management. To enhance its ability to act independently of management, the board of directors may in the future meet in the absence of members of management or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Directorships

The table below sets out the Company’s directors that currently also serve as directors of other reporting issuers (or equivalent).

Director	Other Reporting Issuer(s)
Brent Gilchrist	Talisker Resources Ltd.
Terence Harbort	Talisker Resources Ltd.
Tom Obradovich	Gungnir Resources Inc. and Talisker Resources Ltd.
Ruben Padilla	Minera Alamos Inc. and Unigold Inc.
Jonathan Rubenstein	MAG Silver Corp. and Roxgold Inc.
Andres Tinajero	Talisker Resources Ltd.

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new board members, sufficient information (such as recent financial statements, prospectuses, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new board member to ensure that new directors are familiarized with the Company’s business and the procedures of the board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order

to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business

Given the small size of the board and stage of development of the Company, the board of directors has determined that the fiduciary obligations placed on directors pursuant to applicable corporate laws are effective in ensuring ethical business conduct on the part of its directors.

Nomination of Directors

The Company formed a Compensation and Nominating Committee consisting of Messrs. Gilchrist, Harbort and Tinajero who are all independent directors with the exception of Mr. Harbort who is an executive officer of the Company. The Compensation and Nominating Committee is responsible for identifying individuals qualified to become new directors and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

While there are no specific criteria for board membership, the Company attempts to attract and maintain directors with business knowledge and a particular knowledge of mineral exploration and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Company. As such, nominations tend to be the result of recruitment efforts by management of the Company and discussions among the directors prior to the consideration of the board of directors as a whole.

Compensation

The Compensation and Nominating Committee is responsible for reviewing the compensation paid for executive officers of companies of similar business, size and stage of development and determining an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. See also "Compensation Discussion and Analysis".

The Compensation and Nominating Committee also reviews the adequacy and form of compensation of the Company's directors, with a view to ensuring it realistically reflects the responsibilities and risks involved in being a director of the Company.

Assessments

The Compensation and Nominating Committee monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Other Board Committees

In addition to the Audit Committee and the Compensation and Nominating Committee described above, the board of directors currently has the following committees: Corporate Governance Committee; and Environmental, Health and Safety Committee. The Corporate Governance Committee is responsible for assisting the Company and the Board in fulfilling their respective corporate governance responsibilities under applicable securities laws, instruments, rules and mandatory policies and regulatory requirements and to promote a culture of integrity throughout the Company and reviewing any financing proposals brought to the Company. The Environmental Health and Safety Committee is responsible for reviewing reports from management of the Company concerning the Company's compliance with applicable laws, rules, regulations and standards of corporate conduct with respect to health, safety and environmental matters.

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

Except as otherwise disclosed in this Information Circular, none of the directors or executive officers of the Company, no nominee for election as a director of the Company ("**Nominee**"), none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of business to be acted upon at the Meeting, other than the confirmation of the existing stock option plan for the Company in connection with which the directors and executive officers of the Company may continue to hold stock options and/or may be entitled to receive stock option grants in the future, all in accordance with the terms thereof. See "Particulars of Matters to be Acted Upon – Confirmation of Option Plan".

CEASE TRADE ORDERS OR BANKRUPTCIES

No director or officer of the Company:

1. is, as at the date hereof, or has been, within 10 years before the date hereof, a director or executive officer of any company that,
 - a. while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation (each, an "**Order**"), for a period of more than 30 consecutive days; or
 - b. was subject to an Order that was issued, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of such Order, that resulted from an event that occurred while that person was acting as director or executive officer of that company;
2. 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 proposed director;
3. is, as at the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
4. has been subject to:
 - a. any 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. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS TO THE COMPANY

No individual who is, or at any time during the most recently completed financial year of the Company was, a director, executive officer, employee or former director, executive officer or employee of the Company, a Nominee, or any of their associates, is indebted to the Company or any subsidiary of the Company as of May 27, 2020 or was so indebted at any time during the last completed fiscal year of the Company, nor have any such individuals been or are they currently indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company or any subsidiary of the Company.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company maintains liability insurance for the directors and officers of the Company. The Company's policy of insurance is currently in effect until March 2, 2021. An annual premium of \$11,000 has been paid by the Company. No portion of the premium is directly paid by any of the directors or officers of the Company. The aggregate insurance coverage under the policy for both directors and officers is limited to \$5,000,000 with a \$15,000 deductible (which is paid by the Company). No claims have been made or paid to date under such policy.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below, no director, executive officer, shareholder beneficially owning or exercising control or direction over (directly or indirectly) more than 10% of the Common Shares, or Nominee, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Company's last completed fiscal year or in any proposed transaction which, in either such case, has materially affected or will materially affect the Company.

Effective April 18, 2019, the Company completed the disposition (the "**Transaction**") of its mineral properties located in the Province of British Columbia and certain related assets (the "**B.C. Properties**") to Talisker Resources Ltd. ("**Talisker**", formerly "Eurocontrol Technics Group Inc.").

Pursuant to the terms of the Transaction, the Company received from Talisker as consideration for the sale of the B.C. Properties (i) the sum of \$500,000, (ii) 30,000,000 common shares of Talisker (the "**Consideration Shares**"), and (iii) a 1.0% net smelter return royalty on each of the B.C. Properties, with Talisker assuming certain liabilities relating to the B.C. Properties, all in accordance with the terms and conditions of the Transaction. The Transaction was a "non-arm's length" transaction between the parties within the meaning of the policies of the TSXV due to the fact that Mr. Andres Tinajero served as Chief Financial Officer of Talisker and as an independent director of the Company. Mr. Tinajero owns 2,947,789 common shares of Talisker representing 1.75% of all issued and outstanding common shares of Talisker as of the date hereof, and owns 900,000 Common Shares representing 0.56% of all issued and outstanding Common Shares as of the date hereof. For further details on the Transaction, please refer to the joint press releases of the Company and Talisker dated January 25 and March 22, 2019 available on SEDAR at www.sedar.com. The Consideration Shares were distributed pro rata to shareholders pursuant to a special resolution approving the reduction in stated capital of the Company passed by the Shareholders of the Company at the Annual and Special Meeting held June 26, 2019.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The shareholders will receive and consider the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2019 together with the auditor's report thereon.

2. Election of Directors

The Board currently consists of six directors. At the Meeting, shareholders will be invited to elect six directors. Each director holds office until the next annual meeting or until his or her successor is duly elected or appointed unless his or her office is earlier vacated in accordance with the Company's by-laws. On any ballot that may be called for in the election of directors, the persons named in the enclosed form of proxy intend to cast the votes to which the Common Shares represented by such proxy are entitled for each of the proposed Nominees whose names are set forth below, unless the shareholder who has given such proxy has directed that the Common Shares be otherwise voted or withheld from voting in respect of the election of any such Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for other Nominees at their discretion.

The following table sets out the name of each of the Nominees, all positions and offices in the Company held by each of them, the principal occupation or employment of each of them for the past five years, the year in which each was first elected a director of the Company and the approximate number of Common Shares that each has advised are beneficially owned or subject to his or her control or direction (directly or indirectly):

Name and Province of Residence	Position	Principal Occupation	Director Since	Number of Common Shares Held or Controlled ⁽¹⁾
Tom Obradovich ⁽⁴⁾⁽⁵⁾ Ontario, Canada	Chairman	Former President and CEO, Sable Resources Ltd. since 2016; Director, Talisker Resources Ltd. since April 2019; Director, President and Chief Executive Officer, Canadian Continental Exploration Corp. since 2007; Director, Gungnir Resources Inc. since November 2009; and former Director, Dalradian Resources Inc. (May 2011 to September 2018), Sandy Lake Gold (November 2010 to January 2015) and Barkerville Gold Mines Ltd. (April 2015 to November 2019).	2016	3,986,000
Brent Gilchrist ⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada	Director	President, JDS Resources Inc. and JDS Group of Companies, a venture capital and private equity company responsible for investment management, acquisitions and project financing since 2012; President and Co-founder, JDS Silver Inc., the owner and operator of the Silvertip Mine located in Northern British Columbia; Director, Talisker Resources Ltd. since April 2019.	2016	5,640,000
Terry Harbort ⁽²⁾ Ontario, Canada	Director and VP, Corporate Development	Vice President, Corporate Development of the Company since March 2017; President and CEO, Talisker Resources Ltd. since April 2019; Co-Founder and Vice President, Exploration, Talisker Exploration Services Inc., a private exploration management company providing international exploration consulting in M&A and exploration strategy, project evaluation, target generation and exploration program design since December 2010; former	2017	5,800,667

Name and Province of Residence	Position	Principal Occupation	Director Since	Number of Common Shares Held or Controlled ⁽¹⁾
		Chief Geoscientist, Barkerville Gold Mines Ltd. (September 2015 to November 2019); and former Director, IDM Mining Ltd. (October 2017 to March 2019).		
Ruben Padilla ⁽⁵⁾ Arizona, USA	Director, President & CEO	President & CEO of the Company since February 2020; former Vice President, Exploration of the Company from July 2017 to February 2020); Chief Geologist, Talisker Exploration Services Inc., a private exploration management company providing international exploration consulting in M&A and exploration strategy, project evaluation, target generation and exploration program design since January 2010; Director, Unigold Inc. since September 2015 and Minera Alamos Inc. since June 2017; former Vice President, Exploration, Talisker Resources Ltd. (April 2019 to February 2020).	2020	4,201,667
Jonathan Rubenstein ⁽²⁾⁽³⁾⁽⁴⁾ Vancouver, Canada	Director	Chairman, MAG Silver Corp. since February 2007; Director, Roxgold Inc. since September 2012; former Director, Eldorado Gold Corporation (2009 to 2018); Dalradian Resources Inc. (2013 to 2018) and Detour Gold Corporation (2009 to 2018).	2020	50,000
Andres Tinajero ⁽²⁾⁽³⁾ Ontario, Canada	Director	Chief Financial Officer, Talisker Resources Ltd. (formerly Eurocontrol Technics Group Inc.) since August 2012; former Director, Nutritional High International Inc. (April 2017 to November 2019); and former CFO, Barkerville Gold Mines Ltd. (July 2015 to November 2019) and Kerr Mines Inc. (December 2013 to August 2015).	2017	900,000

Notes:

- (1) The information as to Common Shares beneficially owned (directly or indirectly) or over which the Nominees exercise control or direction not being within the knowledge of the Company has been furnished by the respective Nominees individually.
- (2) Member of the Audit Committee of the Company.
- (3) Member of the Compensation and Nominating Committee of the Company.
- (4) Member of the Corporate Governance Committee of the Company
- (5) Member of the Environmental, Health and Safety Committee of the Company.

The management representatives named in the attached form of proxy intend to vote the Common Shares represented by such proxy in favour of the election of the Nominees set forth in this Information Circular unless a shareholder specifies in the proxy that his or her Common Shares are to be withheld from voting in respect of such resolution.

3. Appointment of Auditors

The directors propose to nominate BDO Canada LLP, the present auditors, as the auditors of the Company to hold office until the close of the next annual meeting of shareholders. BDO Canada LLP were first appointed auditors effective December 12, 2017, prior to which Sam S. Mah Inc. had served as auditors of the Company since February 15, 2005.

In the past, the directors have negotiated with the auditors of the Company on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based on the complexity of the matters in question and the time incurred by the auditors. The directors believe that the fees negotiated in the past with the auditors of the Company were reasonable and, in the circumstances, would be comparable to fees charged by other auditors providing similar services.

In order to appoint BDO Canada LLP as auditors of the Company to hold office until the close of the next annual meeting, and authorize the directors to fix the remuneration thereof, a majority of the votes cast at the Meeting must be voted in favour thereof.

The management representatives named in the attached form of proxy intend to vote in favour of the appointment of BDO Canada LLP as auditors of the Company and in favour of authorizing the directors to fix the remuneration of the auditors, unless a shareholder specifies in the proxy that his or her Common Shares are to be withheld from voting in respect of the appointment of auditors and the fixing of their remuneration.

4. Confirmation of Option Plan

The shareholders of the Company most recently approved the Plan on June 26, 2019. Options may be granted in respect of authorized and unissued Common Shares, provided that the aggregate number of Common Shares reserved for issuance upon the exercise of all options granted under the Plan shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time. Underlying Common Shares in respect of which options are not exercised because the relevant options expire or are cancelled, shall be available for issue upon the exercise of subsequent grants of options. An aggregate of 14,400,000 Common Shares (representing approximately 8.9% of the issued and outstanding Common Shares as of May 27, 2020) are currently reserved for issuance pursuant to options granted under the Plan and the Company may grant an additional 1,814,189 options under the Plan (representing approximately 1.1% of the issued and outstanding Common Shares as of May 27, 2020). See also "Summary of Stock Option Plan" above.

Due to the fact that the Plan is a "rolling" stock option plan, the regulations of the TSXV mandate that the Company seek shareholder confirmation of the Plan annually. Accordingly, at the Meeting, shareholders will be asked to consider, and if thought fit, approve the resolutions substantially in the form set forth in Schedule "B" hereto (the "**Stock Option Plan Resolutions**") to confirm the Plan as the stock option plan of the Company.

The Stock Option Plan Resolutions will be approved upon the affirmative vote of a majority of the votes cast at the Meeting, excluding votes attaching to Common Shares held by any insiders of the Company entitled to receive a benefit under the Plan. As of May 27, 2020, to the knowledge of the Company, such insiders hold an aggregate of approximately 20,752,167 Common Shares.

If the Stock Option Plan Resolutions are approved, (i) the 14,400,000 options currently outstanding under the Plan will remain outstanding, without amendment to their terms; and (ii) the Company will be able to issue up to an additional 1,814,189 options (representing approximately 1.1% of the issued and outstanding Common Shares as of the date hereof) under the Plan (as calculated based upon 10% of the 162,141,897 Common Shares issued and outstanding as of the date hereof, less the number of options previously granted which are to remain outstanding under the Plan). If the Stock Option Plan Resolutions are not approved, (i) the 14,400,000 options currently outstanding under the Plan will remain outstanding under the Plan, without amendment to their terms; (ii) the Plan will convert to a fixed plan based upon 10% of the number of issued and outstanding Common Shares as of the date of the Meeting; and (iii) the Company will be able to issue an additional 1,814,189 options under the Plan.

The Board has concluded that the Plan is in the best interest of the Company and its shareholders. Accordingly, the Board recommends that shareholders vote in favour of the Stock Option Plan Resolutions. **Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote IN FAVOUR OF the approval of the Stock Option Plan Resolutions.**

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2019 and in the related management discussion and analysis and filed at www.sedar.com.

Additional information relating to the Company is available on SEDAR at www.sedar.com and is available upon request from the Company's Secretary, Charlotte May at 416-471-3366 or via email at charlotte.may@sableresources.com. To request copies of the Company's financial statements and management's discussion and analysis, Shareholders may also contact the Company at its principal office address at 999 West Hastings Street, Suite 900, Vancouver, British Columbia V6C 2W2. Copies of documents will be provided free of charge to security holders of the Company.

APPROVAL

The contents and the sending of this Information Circular have been approved by the directors of the Company.

DATED: May 27, 2020.

(Signed) "Ruben Padilla"

Ruben Padilla
Chief Executive Officer

SCHEDULE A
SABLE RESOURCES LIMITED
CHARTER OF THE AUDIT COMMITTEE

This Charter has been adopted by the Board in order to comply with the Multilateral Instrument 52-110 and to more properly define the role of the Audit Committee (the "Committee") in the oversight of the financial reporting process of Sable Resources Limited (the "Corporation"). Nothing in this Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART 1

Purpose

The purpose of the Committee is to:

- a) significantly improve the quality of the Corporation's financial reporting;
- b) assist the Board to properly and fully discharge its responsibilities;
- c) provide an avenue of enhanced communication between the Board and external auditors;
- d) enhance the external auditor's independence;
- e) increase the credibility and objectivity of financial reports; and
- f) strengthen the role of the outside members of the Board by facilitating in depth discussions between Members, management and external auditors.

1.1 Definitions

"accounting principles" has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

"Affiliate" shall have the meaning ascribed thereto in the Instrument;

"audit services" means the professional services rendered by the Corporation's external auditor for the audit and review of the Corporation's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"Board" means the board of directors of the Corporation;

"Charter" means this audit committee charter;

"Corporation" means Sable Resources Limited;

"Committee" means the audit committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;

"Control Person" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation, except where there is evidence showing that the holder of those securities does not materially affect control of the Corporation;

“executive officer” means an individual who is:

- a) a chair of the Corporation;
- b) a vice-chair of the Corporation;
- c) a president of the Corporation;
- d) a vice-president in charge of a principal business unit, division or function including sales, finance or production;
- e) an officer of the Corporation or any of its subsidiary entities who performs a policy-making function in respect of the Corporation; or
- f) any other individual who performs a policy-making function in respect of the Corporation;

“financially literate” has the meaning set forth in Section 1.3;

“immediate family member” means a person’s spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person’s immediate family member) who shares the individual's home;

“independent” has the meaning set forth in Section 1.2;

“Instrument” means Multilateral Instrument 52-110;

“MD&A” has the meaning ascribed to it in the National Instrument;

“Member” means a member of the Committee;

“National Instrument 51-102” means National Instrument 51-102 *Continuous Disclosure Obligations*;

“non-audit services” means services other than audit services;

1.2 Meaning of Independence

1. A Member is independent if the Member has no direct or indirect material relationship with the Corporation, all as determined in accordance with the Instrument.
2. For the purposes of subsection 1, a material relationship means a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a Member's independent judgement.

1.3 Meaning of Financial Literacy - For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

PART 2

2.1 Audit Committee – The Board has hereby established the Committee for, among other purposes, compliance with the Instrument.

2.2 Relationship with External Auditors – The Corporation will henceforth require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

2.3 Committee Responsibilities

1. The Committee shall be responsible for making the following recommendations to the Board:
 - a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and
 - b) the compensation of the external auditor.
2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.

This responsibility shall include:

- a) reviewing the audit plan with management and the external auditor;
 - b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
 - c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
 - f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
 - g) reviewing interim unaudited financial statements before release to the public;
 - h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
 - i) reviewing any evaluation of internal controls by the external auditor, together with management's response;
 - j) reviewing the terms of reference of the internal auditor, if any;
 - k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
 - l) reviewing the appointments of the Chief Financial Officer and any key financial executives involved in the financial reporting process, as applicable.
3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.

4. The Committee shall review the Corporation's financial statements, MD&A and annual and interim earnings press releases before the Corporation publicly discloses this information.
5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and shall periodically assess the adequacy of those procedures.
6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31, and the planned steps for an orderly transition.
7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in the National Instrument, on a routine basis, whether or not there is to be a change of auditor.
8. The Committee shall, as applicable, establish procedures for:
 - a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
9. The Committee shall establish, periodically review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.
10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

2.4 De Minimis Non-Audit Services – The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

- a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;
- b) the Corporation or the subsidiary entity of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. The majority of Members shall be independent.
4. Every audit committee member shall be financially literate.

PART 4

4.1 Authority – Until the replacement of this Charter, the Committee shall have the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties,
- b) set and pay the compensation for any advisors employed by the Committee,
- c) communicate directly with the internal and external auditors; and
- d) recommend the amendment or approval of audited and interim financial statements to the Board.

PART 5

5.1 Disclosure in Information Circular -- If management of the Corporation solicits proxies from the security holders of the Corporation for the purpose of electing directors to the Board, the Corporation shall include in its management information circular the disclosure required by Form 52-110F2 (*Disclosure by Venture Issuers*). If the Corporation is not required to send a management information circular to its security holders, it must provide the disclosure required by Form 52-110F2 in its annual information form or annual MD&A.

PART 6

6.1 Meetings

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
2. Opportunities shall be afforded periodically to the external auditor, the internal auditor, if any, and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.

Approved: October 24, 2018

SCHEDULE B

STOCK OPTION PLAN RESOLUTIONS

BE IT RESOLVED THAT:

1. the stock option plan of the Company (the "**Plan**") most recently approved by the shareholders of the Company on June 26, 2019, and the reservation for issuance thereunder of up to 10% of the aggregate number of Common Shares of the Company as are issued and outstanding from time to time, is hereby approved, ratified and confirmed;
2. the Plan be authorized and approved as the stock option plan of the Company, subject to any limitations imposed by applicable regulations, laws, rules and policies; and
3. any officer or director of the Company is authorized and directed to execute and deliver, under corporate seal or otherwise, all such documents and instruments and to do all such acts as in the opinion of such officer or director may be necessary or desirable to give effect to this resolution.