



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the annual general and special meeting of shareholders of Highland Copper Company Inc. (the “**Company**”) will be held on Thursday, December 16, 2021, at 1111 St-Charles St. West, East Tower, Suite 1155, Longueuil, QC J4K 5G4 at 10:30 a.m. (local time) (the “**Meeting**”) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended June 30, 2021, together with the auditors’ report thereon;
2. to elect eight directors of the Company for the ensuing year;
3. to re-appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution re-approving and confirming the Company’s 10% rolling stock option plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

DATED this 15th day of November 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“*Carole Plante*”
Corporate Secretary

Your Vote is important

The accompanying management information circular (“Circular”) and form of proxy provides information with respect to the matters to be considered at the Meeting and voting instructions. In the context of the efforts to mitigate potential risks to the health and safety associated with COVID-19, Shareholders are encouraged to vote by proxy, by mail, by telephone or on the Internet, in advance of the deadline set forth herein, in order to avoid physical attendance.

Registered shareholders who are not attending the Meeting are requested to complete, date, sign, and return the accompanying form of proxy in accordance with the instructions on the form. If you receive more than one proxy form because you own shares registered in different names or addresses, each proxy form should be completed and returned. To be valid, all proxies must be deposited no later than 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the chair of the Meeting in his discretion, and the chair is under no obligation to accept or reject any particular late proxy.

If you are not a *registered shareholder* (as defined in the Circular) of the Company and receive these materials through your broker or another intermediary, please complete and sign the proxy or voting information form in accordance with the instructions provided to you by your broker or other intermediary.

The board of directors of the Company has fixed the close of business on **November 9, 2021** as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof.



INFORMATION CIRCULAR FOR THE ANNUAL GENERAL AND SPECIAL MEETING TO BE HELD ON DECEMBER 22, 2020

This management information circular is furnished in connection with the solicitation of proxies by the management of Highland Copper Company Inc. for use at the annual general and special meeting of the shareholders (the “**Meeting**”) to be held at 10:30 a.m. (local time) on Thursday, December 16, 2021 at 1111 St-Charles St. West, East Tower, Suite 1155, Longueuil, QC J4K 5G4 for the purposes set forth in the notice of meeting.

In this information circular, references to “**Highland**”, “**the Company**”, “**we**” and “**our**” refer to Highland Copper Company Inc. and “**Board**” or “**Board of Directors**” means the board of directors of the Company. “**Shares**” means common shares in the capital of the Company and “**Shareholders**” means persons who hold Shares. “**Registered Shareholders**” means Shareholders whose names appear in the records of the Company as registered holders of Shares and “**Non-registered Shareholders**” means shareholders whose names do not appear in the records of the Company and whose Shares are held in the name of an Intermediary, as described under the heading *Voting by Non-registered shareholders* below. “**TSXV**” refers to the TSX Venture Exchange. “**CEO**” means chief executive officer and “**CFO**” means chief financial officer.

Information contained in this information circular is given as at **November 10, 2021** unless otherwise indicated. All dollar figures are in Canadian dollars unless otherwise specified.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail but proxies may also be solicited personally or by telephone by directors, officers or regular employees of the Company, none of whom will receive extra compensation for these activities. The cost of this solicitation will be borne by the Company.

If you are a Registered Shareholder, you can vote in person at the Meeting or by proxy as explained below. If you are a Non-registered Shareholder, follow the instructions provided by your Intermediary – see the heading *Non-registered Shareholders* below.

Appointment of Proxies

As a Registered Shareholder, you may wish to vote by proxy whether or not you are able to attend the Meeting in person.

The individuals named in the form of proxy provided by the Company are directors or officers of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the form of proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the form of proxy or by completing and delivering another suitable form of proxy.**

Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the accompanying form of proxy or some other suitable form of proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), by fax within North America at 1.866.249.7775, outside North America at 416.263.9524, or by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to the toll-free number given on the form of proxy. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed form of proxy for the toll free number, the holder’s account number and the form of proxy access number; or
- (c) using the Internet through the website of the Company’s transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the form of proxy for the Shareholder’s account number and the form of proxy access number;

in all cases ensuring that the form of proxy or some other suitable form of proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or the adjournment thereof at which it is to be used.

Voting by Proxy – Exercise of Discretion

The persons named in the form of proxy will vote the Shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. **In the absence of such direction, such Shares will be voted in favour of the passing of all the resolutions**

described herein. The form of proxy also confers discretionary authority upon the persons named in the form of proxy with respect to amendments or variations to matters identified in the Notice of Annual General and Special Meeting and with respect to other matters which may properly come before the Meeting. As at the date hereof, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the Shares will be voted on such matters in accordance with the best judgment of the person(s) named in the Proxies.

Voting by Non-registered Shareholders

Only Registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. The information set forth in this section is of importance to many Shareholders as a substantial number of Shareholders are Non-registered Shareholders because the Shares they own are registered in the name of (a) an intermediary such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (b) a clearing agency (such as The Canadian Depository for Securities Limited in Canada or Cede & Co. in the United States) of which the intermediary is a participant, all of which are referred to as "Intermediaries" in this information circular.

Shares held for Non-registered Shareholders by Intermediaries can only be voted at the Meeting upon the instructions of the Non-registered Shareholder. **Therefore, if you are a Non-registered Shareholder, you should ensure that your voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Non-registered Shareholders may have been sent a request for voting instructions (a "VIF") instead of a form of proxy. By returning the VIF in accordance with the instructions noted on it, a Non-registered Shareholder is able to instruct its Intermediary how to vote on behalf of the Non-registered Shareholder. VIFs should be completed and returned in accordance with the specific instructions noted on the VIF.

If you are a Non-registered Shareholder who received a VIF and you wish to attend the Meeting or have someone else attend on your behalf, you may complete the appointment section of the VIF, inserting the name of the person (yourself or someone else) whom you wish to appoint to attend and vote your Shares at the Meeting.

Non-registered Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Revocation of Proxies

Any Registered Shareholder who has returned a form of proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder or its attorney authorized in writing may revoke a form of proxy by an instrument in writing, including a form of proxy bearing a later date. The instrument revoking the form of proxy must be deposited with Computershare within the time period and in the manner set out under the heading *Appointment of Proxies* above, or by mail or delivery at the attention of the Company's corporate secretary at 1111 St-Charles St. West, East Tower, Suite 1155, Longueuil QC J4K 5G4, at any time up to and including the last business day preceding the date of the Meeting or any adjournment thereof, or with the chair of the Meeting on the day of the Meeting. A revocation of a form of proxy will not affect a matter on which a vote is taken before the revocation.

Only Registered Shareholders have the right to revoke a form of proxy. A Non-registered Shareholder who wishes to change his or her vote must provide instructions in advance of the cut-off date specified by the Intermediary, so that the Intermediary can change the voting instructions on the Non-registered Shareholder's behalf.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The voting securities of the Company consist of an unlimited number of Shares. As at the date of this information circular, 736,363,619 Shares were issued and outstanding, with each Share carrying the right to one vote at the Meeting. November 9, 2021 has been fixed by the Board of Directors as the record date for the purpose of determining those Shareholders entitled to receive notice of, and to vote at the Meeting. To the knowledge of the directors and senior officers of the Company, the only persons beneficially owning, directly or indirectly, or exercising control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company are as follows:

| Name | Common Shares | % of all Outstanding Shares |
|---------------------------------------|---------------|-----------------------------|
| Orion Mine Finance Management III LLC | 203,980,434 | 27.7% |
| Condire Investors, LLC | 119,092,360 | 16.2% |
| Greenstone Resources II LP | 117,335,620 | 15.9% |

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. With respect to the election of directors, there are eight director positions to be filled. If there are more nominees for election as directors than there are vacancies to fill, the

eight nominees receiving the greatest number of votes will be elected. If the number of nominees for election is equal to the number of vacancies to be filled, all such nominees will be declared elected by acclamation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this information circular, no (a) director or executive officer of the Company who has held his or her position at any time since July 1, 2020; (b) proposed nominee for election as a director of the Company; or (c) associate or affiliate of a person in (a) or (b) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED ON AT THE MEETING

1. FINANCIAL STATEMENTS

The annual consolidated financial statements of the Company for the financial year ended June 30, 2021 together with the report of the auditors thereon, and the related management discussion and analysis will be placed before the Shareholders at the Meeting. The annual consolidated financial statements of the Company were filed under the Company’s profile at www.sedar.com and mailed to Shareholders in accordance with applicable laws and written instructions received from Shareholders or Intermediaries. Additional copies may be obtained from the secretary of the Company upon request and will be available at the Meeting. No action is required to be taken at the Meeting with respect to the financial statements.

2. ELECTION OF DIRECTORS

The Board of Directors is currently composed of five directors. The term of office of the five directors will expire at the Meeting or when their successors are duly elected or appointed. The Board of Directors has determined to fix the number of directors at eight and nominate each of the following individuals for election as directors at the Meeting: Denis Miville-Deschênes, Jonathan Cherry, Caroline Donally, Iain Farmer, Stephen J. Hicks, Melanie R. Miller, David B. Tennant, and Jo Mark Zurel. Two of the nominees are current members of the Board, Denis Miville-Deschênes and Jo Mark Zurel, and six nominees are proposed as new directors, Jonathan Cherry, Caroline Donally, Iain Farmer, Stephen J. Hicks, Melanie R. Miller and David B. Tennant.

Management does not contemplate that any of the nominees will be unable to serve as director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying form of proxy to vote the form of proxy for election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual general meeting of Shareholders unless their office is earlier vacated in accordance with the articles of the Company or the provisions of the British Columbia *Business Corporations Act* (“BCBCA”).

The table below provides information about each nominees for election as directors, all offices and positions with the Company and any of its significant affiliates each nominee now holds, each nominee’s principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this information circular.

The Board and management recommend voting FOR each of the eight nominees. **Unless authority to do so is withheld, the persons named in the form of proxy intend to vote FOR the election of the eight management nominees named in the table below.**

| Name, Residence and Position with Company | Director since | Principal occupation and, if not a previously elected Director, occupation during the past five years | Shares beneficially owned or controlled ⁽¹⁾ |
|--|----------------|--|--|
| Jonathan Cherry Minnesota, United States <i>Nominee</i> | - | Mr. Cherry has served as the president and chief executive Officer PolyMet Mining Corp. (“ PolyMet ”) and as a member of PolyMet’s board of directors since July 2012. Mr. Cherry has been involved in the mining industry since 1990 and prior to joining PolyMet, Mr. Cherry’s career spanned more than 20 years with Rio Tinto where he worked in a number of positions, including general manager, where he was responsible for permitting and the initial development of the Eagle Mine in Michigan’s Upper Peninsula. His last position with Rio Tinto was Vice President, responsible for strategic direction in environmental permitting and compliance, legal matters and external relations related to mine development of the Resolution Copper project in Arizona. Mr. Cherry is a licensed Professional Engineer with a degree in Environmental Engineering from Montana Tech. | nil |

| Name, Residence and Position with Company | Director since | Principal occupation and, if not a previously elected Director, occupation during the past five years | Shares beneficially owned or controlled ⁽¹⁾ |
|--|----------------|---|--|
| Denis Miville-Deschênes Quebec, Canada <i>President, CEO and Director</i> | February 2017 | Mr. Miville-Deschênes has been President and CEO of the Company since February 2017. Prior to that, he served as Senior Vice President at IAMGOLD, responsible for project development and construction from 2006 to 2014. He is a mining engineer with over 30 years of experience in the design, development and construction of mines. Mr. Miville-Deschênes has a bachelor's degree in mining engineering from Laval University in Quebec. | 5,527,170 |
| Caroline Donally Texas, United States <i>Nominee</i> | - | Caroline Donally has been Managing Director at Sprott Inc. and Managing Partner at Sprott Resource Streaming and Royalty since October 2020. Prior to joining Sprott, Ms. Donally spent nine years at Denham Capital and held the position of Managing Director. She was responsible for sourcing mining investment opportunities and managing all aspects of a \$1 billion mining investment portfolio across North and South America and Africa. Before Denham, she was a Project and Structured Finance banker with Rand Merchant Bank and Investec Limited (South Africa), where she was involved in multiple structured cross-border financings and investments in mining, predominantly across Africa between 2000 and 2010. Ms. Donally is a Chartered Accountant with a Bachelor of Commerce (Accounting) degree from the University of the Witwatersrand and a Bachelor of Accounting Science (Honours) from the University of South Africa. | nil |
| Iain Farmer Quebec, Canada <i>Nominee</i> | - | Iain Farmer has been Vice President, Corporate Development of Osisko Gold Royalties Ltd (“ Osisko ”) since February 2020; from March 2016 to February 2020, he was Osisko’s Director of Evaluations where his responsibilities included financial and technical evaluation of investments as well as origination and execution of transactions. Prior to joining Osisko, Mr. Farmer worked in equity research covering the mining sector. Mr. Farmer holds a Bachelor’s and a Master’s degree in Mining Engineering from McGill University as well as an MBA from Concordia University’s Goodman School of Investment Management, and he has been a CFA Charterholder since 2016. | nil |
| Stephen J. Hicks Michigan, United States <i>Nominee</i> | - | Mr. Hicks has served as President and Chief Executive Officer of JM Longyear, LLC, a privately held Michigan-based asset management company, since 2000. He has extensive expertise in development and execution of long-term business strategies and operations and has been involved in mining and resource projects in the State of Michigan and Minnesota. He has served on the board of several profit and non-profit organizations in Michigan. Mr. Hicks has obtained a BS Accounting from the Michigan Technological University, and he has successfully completed the Illinois CPA Exam in 1989 and the University of Michigan Business School Executive Program in 1999. | nil |
| Melanie R. Miller Colorado, United States <i>Nominee</i> | - | Ms. Miller is an executive with over 20 years of experience in the mining industry focusing on supply chain innovation, strategic planning and analysis, and organizational management. She served as General Manager, Hemlo Operations at Barrick Gold Corporation (“ Barrick ”) from 2017 to 2018, Vice President, Supply Chain Management at Barrick from 2014 to 2018, and Vice President, Global Supply Chain at Newmont Corporation from 2011 to 2014. Ms. Miller currently provides executive coaching and consulting services for an organization she founded in March 2020. Ms. Miller has two undergraduate degrees (finance and political science) from Miami University of Ohio as well as graduate-level studies at the University of Chicago. | nil |

| Name, Residence and Position with Company | Director since | Principal occupation and, if not a previously elected Director, occupation during the past five years | Shares beneficially owned or controlled ⁽¹⁾ |
|---|----------------|---|--|
| David B. Tennant Ontario, Canada <i>Nominee</i> | - | Mr. Tennant practices corporate law, advising clients on acquisitions and divestitures, securities laws and general corporate and commercial matters. From 1990 to 2019, Mr. Tennant was a partner at McCarthy Tétrault LLP, one of Canada’s largest law firms and has been a board member of many corporations and charitable organizations. Mr. Tennant holds a B. Mathematics from the University of Waterloo and a joint Law degree and MBA from the University of Western Ontario. | 345,000 |
| Jo Mark Zurel Newfoundland and Labrador, Canada <i>Director and chair of the audit committee</i> | October 2012 | Mr. Zurel is corporate director and investor. He serves on the boards of Fortis Inc., Major Drilling Group International Group Inc., Sustainable Development Technology Canada, and the Institute of Corporate Directors. He recently completed a 9-year term on the board of the Canada Pension Plan Investment Board. From 1998 to 2006, Mr. Zurel was Senior Vice-President and Chief Financial Officer of CHC Helicopter Corporation. Mr. Zurel has a Bachelor of Commerce from Dalhousie University, is a Fellow of the Association of the Chartered Professional Accountants of Newfoundland and Labrador and has been granted the ICD.D designation by the Institute of Corporate Directors. | 2,166,650 |

(1) Information as to voting shares beneficially owned, not being within the knowledge of the Company, has been verified by the respective nominees individually.

Except as described below, to the knowledge of the Company, no proposed director:

- (a) is, as at the date of this information circular, or has been, within 10 years before the date of this information circular, a director, CEO or chief financial officer of any company (including the Company) that,
 - (i) 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, for a period of more than 30 consecutive days; or
 - (ii) after that person had ceased to act in that capacity, but in respect of an event that occurred while the proposed director was so acting, resulted in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
 - (iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Additional Information about the Board

For additional information about the Board, including compensation, corporate governance practices, independence and directorships, please see *Director and Named Executive Compensation* and *Corporate Governance Practices – Composition of the Board of Directors*.

3. APPOINTMENT OF AUDITORS

KPMG LLP have been the auditors of the Company since October 11, 2012. The Board of Directors recommends that KPMG LLP be re-appointed as auditors of the Company, with their remuneration to be fixed by the Board.

Unless otherwise directed, the directors or officers named in the form of proxy intend to vote FOR the re-appointment of KPMG LLP as auditors for the year ending June 30, 2022.

4. APPROVAL OF 10% ROLLING STOCK OPTION PLAN

Under TSXV’s policies, all incentive option plans that are “rolling” plans are subject to annual shareholder approval. The Company’s stock option plan is a 10% “rolling” plan (the “**Highland Plan**”). The purpose of the Highland Plan is to attract and retain directors, officers, employees, and consultants and to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Shares. The Highland Plan is subject to the requirements of TSXV Policy 4.4 and was most recently approved by Shareholders at the annual general meeting held on December 22, 2020. No changes have been made to the Highland Plan since it was last approved.

Material terms of the Highland Plan

The maximum number of Shares issuable under the Highland Plan is 10% of the total number of Shares issued and outstanding from time to time. Persons who are directors, officers, employees (including management company employees) of or consultants to the Company or its affiliates are eligible to receive options under the Highland Plan. Options are not assignable or transferable and may be granted for a term of up to ten years.

Disinterested Shareholder Approval (approval by majority vote, exclusive of votes cast by insiders and their associates) is required where: (a) any optionee is granted options exceeding 5% of the outstanding Shares in a 12-month period; (b) insiders are granted options exceeding 10% of Shares in a 12-month period; or (c) the Company reduces the exercise price of an outstanding option.

Without prior TSXV consent, (a) options over no more than 2% of Shares in the aggregate can be granted to persons conducting 'Investor Relations Activities' in any 12-month period, and (b) options over no more than 2% of Shares can be granted to any one consultant in any 12 month period.

Options will expire 90 days after the optionee ceases to provide services to the Company or an affiliate, except in the case of death or dismissal for cause. In the case of death, an optionee's vested options will remain exercisable by the optionee's estate until the earlier of one year after the optionee's death and the original expiry date of the option. Where an optionee is dismissed for cause, all options, vested and un-vested, will terminate immediately on the date of dismissal without any right of exercise. Where the expiry date of an option would otherwise fall during or within nine business days after a black-out period when trading in the Company's securities is prohibited, the date of expiry will be extended to the tenth business day following the end of the black-out period.

Subject to TSXV requirements, the Board has the authority in its discretion to set terms of vesting, if any (which may be time-based vesting terms or performance-based vesting terms) and the exercise price of each option, which must be no less than 100% of fair market value, based upon the closing price of the Shares on the TSXV on the last trading day prior to the date of grant. In the event of a change of control (as defined in the Highland Plan) or a takeover bid for the Company, the Highland Plan provides for accelerated vesting of unvested options, subject to any approval requirements under TSXV's policies.

Subject to TSXV's policies and the rights of holders of existing options, the Board has the discretion to amend, suspend, terminate or discontinue the Highland Plan.

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Highland Plan as follows: **"Be it resolved as an ordinary resolution that the Company's stock option plan, as described in the management information circular dated November 10, 2021, be and hereby is re-approved and confirmed."**

Unless otherwise directed, the directors or officers named in the form of proxy intend to vote FOR the re-approval of the Highland Plan.

5. OTHER MATTERS TO BE ACTED ON

Management knows of no amendment, variation or other matter to come before the Meeting. However, if any other matter properly comes before the Meeting, the form of proxy and VIF furnished by the Company confer discretion on the persons authorized in the form of proxy or VIF to vote on the matter as they see fit.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

In this section "**named executive officer**" or "**NEO**" means each CEO, each CFO, and the most highly-compensated executive officers, other than each CEO and CFO, who was serving as executive officers at June 30, 2021 and whose total salary and bonus exceeded \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as a NEO of the Company at June 30, 2021. Denis Miville-Deschênes, President and CEO, Alain Krushnisky, CFO, and David A. Fennell, Chairman, were the Company's NEOs for the year ended June 30, 2021.

Director and Named Executive Officer compensation, Excluding Compensation Securities

The following table discloses all compensation for each of the two most recently completed financial years, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

Table of Compensation excluding Compensation Securities

| Name and Position | Financial Year ended June 30 | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
|---|-------------------------------------|--|-------------------|---------------------------------------|----------------------------------|---|--------------------------------|
| David A. Fennell Executive Chair ⁽¹⁾ | 2021 | 256,400 ⁽²⁾ | Nil | Nil | 18,000 ⁽³⁾ | Nil | 256,400 |
| | 2020 | 268,690 ⁽²⁾ | Nil | Nil | 18,000 ⁽³⁾ | Nil | 268,690 |
| Denis Miville-Deschênes President, CEO and Director | 2021 | 250,000 | Nil | Nil | Nil | Nil | 250,000 |
| | 2020 | 250,000 | Nil | Nil | Nil | Nil | 250,000 |
| Alain Krushnisky CFO | 2021 | 90,000 | Nil | Nil | Nil | Nil | 90,000 |
| | 2020 | 90,000 | Nil | Nil | Nil | Nil | 90,000 |
| Jean Desrosiers Director | 2021 | 15,000 | Nil | Nil | Nil | Nil | 15,000 |
| | 2020 | 35,000 | Nil | Nil | Nil | Nil | 35,000 |
| John L. Johnson Director | 2021 | 10,000 | Nil | Nil | Nil | Nil | 10,000 |
| | 2020 | 30,000 | Nil | Nil | Nil | Nil | 30,000 |
| Jo Mark Zurel Director | 2021 | 15,000 | Nil | Nil | Nil | Nil | 15,000 |
| | 2020 | 40,000 | Nil | Nil | Nil | Nil | 40,000 |

(1) David Fennell was Executive Chair until August 31, 2021.

(2) These amounts represent the equivalent in Canadian dollars calculated on a monthly basis, based on the Bank of Canada monthly exchange rate. The average of the monthly exchange rates used is C\$1.28:US\$1.00 in 2021 and C\$1.34:US\$1.00 in 2020.

(3) Represents a living allowance.

Stock Options and Other Compensation Securities

There were no compensation securities granted or issued during the financial year ended June 30, 2021. At June 30, 2021, the total number of stock options held by each of the NEOs and directors as well as the percentage relative to the total number of options outstanding on June 30, 2021 (7,525,000) were as follows: Denis Miville-Deschênes 3,000,000 (39.9%), David A. Fennell 1,500,000 (19.9%), Alain Krushnisky 750,000 (10%), John L. Johnson 250,000 (3.3%), Jo Mark Zurel 250,000 (3.3%) and Jean Desrosiers 250,000 (3.3%). These percentages are based on a total of 7,525,000 options issued and outstanding on June 30, 2021.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by any director or NEO during the year ended June 30, 2021.

Stock Option Plans and Other Incentive Plans

The Company has one stock option plan, the Highland Plan, which is described above under *Approval of 10% Rolling Stock Option Plan - Material Terms of the Highland Plan*. The Highland Plan was most recently approved by Shareholders at the meeting on December 22, 2020. Highland has no stock options outstanding other than under the Highland Plan and has no other incentive plans of any type. As at the record date, there were a total of 7,525,000 stock options issued and outstanding under the Highland Plan, exercisable to acquire 7,525,000 Shares.

Employment, Consulting and Management Agreements

Denis Miville-Deschênes, the Company’s President and CEO, provides his services to the Company under an employment agreement the terms of which were approved by the Board upon recommendation of the compensation and corporate governance committee (the “**Compensation Committee**”). Mr. Miville-Deschênes’ annual base salary is \$250,000. He is entitled to receive a performance bonus of up to \$250,000 based on the achievement of corporate and individual objectives which may be determined by the Board, in its sole discretion. Should the employment of Mr. Miville-Deschênes be terminated without cause or as a result of a change of control, he would be entitled to receive a lump sum payment of \$500,000.

Alain Krushnisky, the Company’s CFO, provides his services under a consulting agreement with the Company. Mr. Krushnisky invoices the Company a flat monthly fee for his services. Should the Company terminate Mr. Krushnisky’s consulting agreement, he would be entitled to receive a termination payment of \$150,000. Mr. Krushnisky would also be entitled to receive \$150,000 if his consulting agreement is terminated following a change of control of the Company.

David A. Fennell was providing his services as executive chair of Highland under an employment agreement the terms of which were approved by the Board upon recommendation of the Compensation Committee. During the financial year ended June 30, 2021, Mr. Fennell’s annual base salary was US\$200,000. The Company and Mr. Fennell agreed to terminate Mr. Fennell’s employment agreement effective August 31, 2021 and in accordance with the terms of his employment agreement, Mr. Fennell received a lump sum payment of US\$300,000.

Oversight and Description of Director and NEO Compensation

As set out under the *Corporate Governance Practices* section below, the Company has a Compensation Committee which, among other matters, is responsible for assisting and making recommendations to the Board with respect to executive compensation and overall compensation strategy for the NEOs in line with the responsibilities and risks of public companies. The Compensation Committee is composed of three directors, Jean Desrosiers (chair), Jo Mark Zurel and John L. Johnson, all of whom are independent, as defined in applicable securities laws (see *Corporate Governance Practices – Composition of the Board of Directors* below). The Compensation Committee has not retained the services of a compensation consultant or advisor during the most recently completed financial year.

Compensation Objectives and Elements of NEOs Compensation

The Company's approach is to compensate its NEOs appropriately and to provide long-term incentive compensation in line with the interest of the Company's shareholders and the best interests of the Company taking into account a variety of considerations, including the Company's performance and its financial circumstances, the executive's scope of responsibilities, competencies and contribution to the Company's performance, risks associated with the Company's compensation policies and practices, and any other relevant factors. Due to the small size of the Company and its current management, the Company has not yet engaged in a formal benchmarking process by comparing compensation across a designated peer group of companies.

Executive compensation may be comprised of three elements: salary or fees, bonuses, and stock options. Salaries, fees and bonuses are intended to provide base compensation and a short-term incentive to meet the Company's goals, as well as to remain competitive within the industry. The Board, on recommendation of the Compensation Committee, has discretion to grant bonuses to executive officers from time to time, but the Company currently has no formal bonus plan or arrangement in place.

Given the Company's current size and stage of development, stock options form an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time. Option grants are intended to reinforce the recipients' commitment to the long-term development and success of the Company, and to reward overall corporate performance, as measured through the price of the Company's shares. The Company considers the grant of stock options to its executive officers to be a method of compensation that helps to attract and retain qualified personnel. In determining the size and vesting conditions of option grants to executive officers, the Compensation Committee considers several factors, including prior grants, the expected contributions of the executive officers to the Company's future success, the number of Shares issued and outstanding as well as the trading price of the Shares. Generally, stock options granted by the Company will vest over two years: one third on the grant date and one third on the first and second anniversary of the grant date. The Company's senior management usually presents recommendations to the Compensation Committee on the grant of options. The Company did not grant any stock options nor bonuses to NEOs during the last two completed financial years.

Due to the Company's difficult financial situation, the Company's executive officers had agreed to defer the payment of their compensation from May 1, 2020. All amounts payable have been accrued and are reflected in the Table of Compensation above. The amounts due were paid in September 2021. In October 2021, a cash bonus of \$100,000 was paid to the President and CEO and \$50,000 was paid to the CFO.

Director compensation

Non-executive director compensation is set by the full Board. It currently consists of quarterly fees of \$2,500 plus an additional \$1,250 per quarter for directors who chair committees of the Board. Due to the Company's difficult financial situation, the payment of fees to the non-executive directors were deferred from January 2020. The amounts of fees accrued were paid in September 2021.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth details of all equity compensation plans of the Company as at June 30, 2021. The only equity compensation plan that the Company has adopted, is the Highland Plan.

| Plan Category | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾ |
|---|--|--|---|
| Equity compensation plans approved by securityholders | 7,525,000 Shares | \$0.115 | 39,768,368 Shares |
| Equity compensation plans not approved by securityholders | Nil | Nil | Nil |
| Total | 7,525,000 Shares | \$0.115 | 39,768,368 Shares |

(1) The maximum number of Shares issuable under the Highland Plan is limited to 10% of the total number of Shares outstanding from time to time. The figures in this column are based upon 472,933,689 Shares issued and outstanding at June 30, 2021.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this information circular, no current or former director, executive officer or employee of the Company or any of its subsidiaries is indebted to the Company or any of its subsidiaries in relation to a purchase of securities or otherwise, or to another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described in this information circular, no informed person (as defined in National Instrument 51-102) or proposed director of the Company, and, to the knowledge of the Company, no associate or affiliate of the foregoing persons, has or had a material interest, direct or indirect, in any transaction since July 1, 2020, or in any proposed transaction, which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are to any substantial degree performed other than by the directors or executive officers of the Company or its subsidiary.

CORPORATE GOVERNANCE PRACTICES

Canadian securities regulatory policy as reflected in National Instrument 58-101 - Disclosure of Corporate Governance Practices (“**NI 58-101**”) requires that TSXV-listed companies must disclose on an annual basis their approach to corporate governance. National Policy 58-201 - Corporate Governance Guidelines (“**NP 58-201**”) provides regulatory staff guidance on preferred governance practices, although the guidelines are not prescriptive, other than for audit committees. The Company’s approach to corporate governance in the context of NI 58-101 and NP 58-201 (together the “**Policies**”) as well as its compliance with the mandatory rules relating to audit committees is set out below.

Composition of the Board of Directors

The Policies require that the board of directors of a listed issuer determine and disclose the status of each director as independent or not, based on each director’s interest in or other relationship with the issuer. Under the Policies, the applicable definition of independence is that contained in National Instrument 52-110 – Audit Committees (“**NI 51-110**”), under which a director is “independent” where he or she “has no direct or indirect material relationship” with the issuer. A “material relationship” is a relationship which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgement.

The Board is currently composed of five directors of whom three can be considered “independent” directors. These are John L. Johnson, Jo Mark Zurel and Jean Desrosiers. The non-independent directors are David A. Fennell (who was executive chair until August 31, 2021) and Denis Miville-Deschênes (President and CEO). However, the independent directors met regularly without the presence of non-independent Directors and management and can otherwise communicate as they deem necessary. Over the last year, Mr. Zurel has led the *in camera* sessions and has reported to the executive chair.

Following the completion of a private placement financing in August/September 2021 and the settling of all its debts, the Company has initiated a Board rejuvenation process. The Company has retained an external professional search firm to identify individuals with the qualifications, skills and experience to meet the characteristics the Company was seeking to support the near to mid-term needs and business strategy of the Company.

It was determined that the Board size would be increased to eight including six new nominees. David A. Fennell, Jean Desrosiers and John L. Johnson’s term as Director will expire at the Meeting. Denis Miville-Deschênes and Jo Mark Zurel are both standing for re-election. Osisko have elected to exercise their right to nominate one individual to stand for election as Directors, and their nominee is Iain Farmer. The other new nominees are Jonathan Cherry, Caroline Donally, Stephen J. Hicks, Melanie R. Miller and David B. Tennant. If the eight Director nominees are elected at the Meeting, six of the eight (75%) will be considered independent Directors. Denis Miville-Deschênes, President and CEO of the Company, is not considered independent and Iain Farmer will not be considered independent due to the material relationship between the Company and Osisko. Following the Meeting, the Board will appoint a new independent chair.

The following table sets forth the current directors and director nominees who are presently a director of any other issuer that is a reporting issuer (or the equivalent) in a Canadian or a foreign jurisdiction.

| Directors | Other Reporting Issuers |
|--------------------------------------|---|
| Jonathan Cherry (<i>nominee</i>) | PolyMet Mining Corp. |
| David A. Fennell | Reunion Gold Corporation, Sabina Gold & Silver Corp., and G Mining Ventures Corp. |
| Melanie R. Miller (<i>nominee</i>) | Seabridge Gold Inc. |
| David B. Tennant (<i>nominee</i>) | Major Drilling Group International Inc. |
| Jo Mark Zurel | Major Drilling Group International Inc. and Fortis Inc. |

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new directors will be provided with information designed to familiarize them with the Company's projects, strategic plans, significant financial, accounting and risk management issues, its compliance programs, its principal officers, independent auditors and outside legal advisors.

Members of the Board are encouraged: to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations, when they are able. Members of the Board have full access to the Company's records.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics and a whistleblower policy for its directors, officers, employees, and contractors (the "Code"), which can be viewed on the Company's website at www.highlandcopper.com and on SEDAR at www.sedar.com. The Board is responsible for monitoring compliance with the Code. There are also potential conflicts of interest to which some of the directors and officers will be subject with respect to the operations of the Company. Certain of the directors and/or officers have significant shareholdings in other companies and serve as directors and/or officers of other reporting and non-reporting issuers. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures prescribed by the *Business Corporations Act* (British Columbia) and the Company's Code.

Nomination of Directors

The Board has not established a nominating committee. In circumstances where the Company needs to nominate new directors, current directors will present candidates to the Board for consideration and potential nomination as a director.

Compensation Committee

The Compensation Committee is currently comprised of Jean Desrosiers (chair), Jo Mark Zurel and John L. Johnson, all of whom are independent. Part of the committee's mandate is to assist and make recommendations to the Board with respect to executive compensation and overall compensation strategy for the officers. The Compensation Committee is responsible for reviewing and recommending senior executive officers' corporate goals and objectives, assessing their performance against those goals and objectives, and based on that, making recommendations for executive's compensation taking into consideration what is being paid by companies of similar size and stage of development, as well as the Company's financial resources and performance. The Compensation Committee is also responsible to oversee corporate governance matters, succession planning and for administering and interpreting the Highland Plan and reviewing directors' compensation. New members will be appointed following the Meeting based on the skills and experience of the directors elected.

Other Board Committees

Currently the Board has the responsibility for environment, health, and safety matters. As part of the Board rejuvenation process, the Company envisage forming a committee responsible for health, safety, environmental and social responsibility matters. Members will be appointed following the Meeting based on the skills and experience of the directors elected.

Record of Attendance

During the financial year ended June 30, 2021, there were eight meetings of the Board of Directors, and all members were present in person, by telephone or by videoconference at each meeting. The audit committee held five meetings during the same period and all members were in attendance.

Assessments

The Compensation Committee is responsible for developing and instituting a plan to measure the effectiveness of the Board as a whole, the committees of the Board, and individual Board members. The Company believes that an appropriate size is between five and nine directors. The Board is proposing to elect eight directors with skills and experience in the mining industry, corporate finance, and capital markets.

AUDIT COMMITTEE

NI 52-110 requires the Company as a 'venture issuer' to disclose annually in its information circular the following information concerning the audit committee and its relationship with its independent auditors.

Audit Committee Charter

The audit committee is governed by its charter, which is attached to this information circular as Exhibit A.

Composition of the Audit Committee

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of an issuer's board of directors, reasonably interfere with the exercise of a member's

independent judgment, or is one of the relationships that is deemed material, as set out above under *Composition of the Board of Directors*. A member of the audit committee is considered 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 Company's financial statements.

The current members of the audit committee are Jo Mark Zurel (chair), Jean Desrosiers and John L. Johnson. All members of the audit committee are financially literate and independent. New members will be appointed following the Meeting based on the skills and experience of the directors elected.

Relevant Education and Experience

Jo Mark Zurel is a chartered professional accountant and holds a Bachelor of Commerce from Dalhousie University. He is a Fellow of the Association of Chartered Professional Accountants of Newfoundland and Labrador. Mr. Zurel has been President of Stonebridge Capital, a private investment company since 2006. From 1998 to 2006, he was senior vice-president and Chief Financial Officer of CHC Helicopter Corporation. Mr. Zurel previously served as Chair of the board of Newfoundland Power Inc. and is a board member of Major Drilling Group International Inc. and Fortis Inc., both reporting issuers. Mr. Zurel recently retired from the board of the Canada Pension Plan Investment Board, and serves on the board of private companies and non-profit organizations.

Mr. Zurel is Chair of the audit committee and a member of the Compensation Committee. He has been a director of the Company since October 2012.

Jean Desrosiers is retired from the position of Vice President – Mining Operations for Glencore Xstrata, where he was responsible for mining operations and exploration, having held that position since the acquisition of Falconbridge Ltd. by Xstrata Plc. in 2006. Prior to that, Mr. Desrosiers was Vice President Zinc for Falconbridge and Noranda, responsible for zinc mining operations since 1998. From 2010 to September 2019, Mr. Desrosiers was a Board member of Major Drilling International Group Inc., a reporting issuer. Mr. Desrosiers graduated as a mining engineer in 1971 from École Polytechnique de Montréal and has over 40 years of experience in the mining business.

Mr. Desrosiers is currently the Chair of the Compensation Committee and is a member of the audit committee. He has been a director of the Company since October 2017.

John L. Johnson, B.A. (finance), MLA, CFA, has over four decades of diverse experience in the investment industry, with a special focus on investment research in the natural resource sectors. He founded and was a managing director of his own investment management firm, NFJ Investment Group, now a subsidiary of Allianz Global Investors of Munich, Germany. Mr. Johnson has a good understanding of the mining industry in general.

Mr. Johnson has been a director of the Company since October 2012. He is a member of the audit committee and the Compensation Committee.

Audit Committee Oversight

Since the commencement of the most recently completed financial year, the audit committee has not made any recommendation to the Board of Directors to nominate or compensate any external auditor that has not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the most recently completed financial year has the Company relied on an exemption under section 2.4 of NI 52-110 (*De Minimis* Non-audit Services) or from the application of NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

Pre-Approval Policies and Procedures

The audit committee charter requires the Committee to pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors.

External Auditor Service Fees (by category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years are as follows:

| Financial Year Ending June 30 | Audit Fees ⁽¹⁾ | Audit Related Fees ⁽²⁾ | Tax Fees ⁽³⁾ | All Other Fees ⁽⁴⁾ |
|-------------------------------|---------------------------|-----------------------------------|-------------------------|-------------------------------|
| 2021 | \$42,500 | \$10,000 | \$33,900 | - |
| 2020 | \$40,000 | Nil | \$39,375 | - |

(1) Audit fees are fees billed by the Company's external auditor for services provided in auditing the annual financial statements.

(2) Audit-related fees are fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.

- (3) Tax fees are fees billed by the external auditor for tax compliance, tax advice and planning.
- (4) All other fees are fees billed by the external auditor for products and services not included in the categories described above.

Venture Issuers Exemption

The Company is relying on the exemptions in section 6.1 of NI 52-110, which provide that the Company, as a venture issuer, is not required to comply with Part 5 (reporting obligations).

APPROVAL OF DIRECTORS

This information circular has been approved by the Board of Directors of the Company.

ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com. Financial information is provided in the Company's audited consolidated financial statements, the report of the auditor, and management's discussion and analysis for the year ended June 30, 2021 (the "**Financial Statements**"). Shareholders may obtain copies of the Financial Statements upon request to the Company's corporate secretary at 1111 St-Charles St. West, East Tower, Suite 1155, Longueuil, QC J4K 5G4, telephone number 450.677.2455 or by email at info@highlandcopper.com or on the Company's website at www.highlandcopper.com.

BY ORDER OF THE BOARD

"Denis Miville-Deschênes"
President and CEO

CHARTER OF THE AUDIT COMMITTEE

This charter shall govern the activities of the audit committee (the “**Committee**”) of the board of directors (the “**Board**”) of Highland Copper Company Inc. (the “**Corporation**”).

Mandate

The purpose of the Committee is to provide assistance to the Board in fulfilling its stewardship responsibility for the Corporation with respect to the quality and the integrity of the Corporation’s financial reporting practices, the qualifications and independence of the independent auditors of the Corporation (the “**Independent Auditors**”) and the audit process. In so doing, it is the responsibility of the Committee to facilitate and promote free and open communication between the directors of the Corporation, the Independent Auditors and the financial management of the Corporation.

The function of the Committee is one of oversight. Management is responsible for the preparation, presentation and integrity of the Corporation’s financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Corporation. The Independent Auditors are responsible for auditing the Corporation’s annual financial statements.

Composition

1. The Committee must be composed of a minimum of three directors of the Corporation, the majority of whom are independent (as defined by applicable laws, regulations, rules and policies).
2. Each member of the Committee shall be financially literate and at least one member shall have expertise in financial reporting.
3. The members of the Committee will be appointed by the Board annually at the first meeting of the Board following the annual meeting of the shareholders to serve until the next annual meeting of shareholders or until their successors are duly appointed.
4. The Board shall designate one member to act as chair of the Committee (the “**Chair**”) or, if it fails to do so, the members of the Committee shall appoint the Chair among its members.

Meetings

5. The Committee shall meet at least quarterly, with the authority to convene additional meetings as circumstances require. A majority of the members of the Committee shall constitute a quorum.
6. The Committee shall, when appropriate, hold *in camera* sessions without management present.
7. The Committee shall keep minutes of its meetings which shall be available for review by the Board. The Committee may appoint any person who need not be a member, to act as the secretary at any meeting. The Committee may invite such officers, directors and employees of the Corporation and such other advisors and persons as it may see fit, from time to time, to attend at meetings of the Committee.
8. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier if the Committee deems necessary.

Responsibilities

Financial Accounting, Internal Controls and Reporting Process

9. The Committee is responsible for:
 - (a) oversight of internal controls over financial reporting of the Corporation;
 - (b) reviewing and reporting to the Board on the quarterly and annual financial statements and management's discussion and analysis (“**MD&A**”);
 - (c) satisfying itself that the audit function has been effectively carried out;
 - (d) discussing and meeting with, when it deems appropriate to do so and no less frequently than annually, the Independent Auditors, the Chief Financial Officer (“**CFO**”) and any other member of management it wishes to, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee deems appropriate;
 - (e) reviewing any post-audit or management letter containing the recommendations of the Independent Auditors and management’s response and subsequent follow-up to any identified weaknesses; and
 - (f) reviewing accounting and financial human resources succession planning within the Corporation.

Public Disclosure

10. The Committee shall:
 - (a) review the annual and interim financial statements and related MD&A, news releases that contain significant financial information that has not previously been released to the public, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws and satisfy itself that the documents do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made before the Corporation publicly discloses this information; and
 - (b) satisfy itself that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements and periodically assess the adequacy of these procedures.

Risk Management

11. The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks. In conjunction with the Compensation and Corporate Governance Committee of the Board, annually review the directors' and officers' third-party liability insurance of the Corporation.

Independent Auditors

12. The Committee shall be responsible for recommending to the Board, for appointment by shareholders, a firm of external auditors to act as Independent Auditors and for monitoring the independence and performance of the Independent Auditors, including attending at private meetings with the Independent Auditors and reviewing and approving their remuneration.
13. The Committee shall be responsible for resolving disagreements between management and the Independent Auditors regarding financial reporting.
14. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors.
15. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.
16. The Committee shall review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit.
17. The Committee shall obtain reports from the Independent Auditors (either orally or in writing) describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.
18. The Committee shall review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.
19. The Committee shall monitor and assess the relationship between management and the Independent Auditors and monitor the independence and objectivity of the Independent Auditors.

Corporate Conduct

20. The Committee shall ensure that there is an appropriate standard of corporate conduct including a corporate code of ethics.
21. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or control related matters.
22. The Committee shall oversee the Company's compliance and reporting process under the *Extractive Sector Transparency Measures Act*.

Other Responsibilities

23. The Committee shall review and assess the adequacy of this mandate from time to time and at least annually and submit any proposed revisions to the Board for approval.
24. The Committee shall perform any other activities consistent with this mandate and applicable law, as the Committee or the Board deems necessary or appropriate.

Authority

25. The Committee has the authority to:
 - (a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as it determines necessary to carry out its duties;
 - (b) set and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
 - (c) communicate directly with the independent auditors of the Corporation (the "Independent Auditors");
 - (d) conduct any investigation appropriate to its responsibilities, and request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee; and
 - (e) have unrestricted access to the books and records of the Corporation.