



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Mason Graphite Inc. (the “**Corporation**”) will be held virtually at 10:00 a.m. (Montreal time), on Wednesday, December 15, 2021, for the following purposes:

1. to receive the audited financial statements of the Corporation as at and for the fiscal year ended June 30, 2021, together with the report of the auditors thereon (the “**Financial Statements**”);
2. to elect the directors of the Corporation who will serve for the ensuing year or until their successors are appointed;
3. to appoint PricewaterhouseCoopers LLP as auditors of the Corporation for the ensuing fiscal year and authorize the directors to set their remuneration; and
4. to consider such other business that may properly come before the Meeting or any adjournment or postponement thereof.

You are entitled to receive notice of and vote at the Meeting or any adjournment thereof if you were a Shareholder on the record date, which the Board of Directors of the Corporation has set as at the close of business on November 5, 2021.

Due to the public health impact of the coronavirus (COVID-19) pandemic and to support the health and well-being of Shareholders, employees and other Meeting attendees, the Meeting will be held in a virtual-only format. You will not be able to attend the Meeting physically. A virtual-only meeting format is being adopted to enfranchise and give all Shareholders an equal opportunity to attend, participate and vote at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19. The Meeting can be accessed by logging in online at <https://virtual-meetings.tsxtrust.com/1230>, at least 15 minutes before the start of the meeting, and by entering the following password: mason2021.

The management information circular (the “**Circular**”) and a form of proxy (the “**Form of Proxy**”, and together with the Circular, the “**Meeting Materials**”) accompany this notice. A copy of the Financial Statements has been filed and is available, under the Corporation’s profile on SEDAR at www.sedar.com. The Circular contains details of the matters to be considered at the Meeting.

Electronic versions of the Financial Statements and of our management’s discussion and analysis for the fiscal year ended June 30, 2021 (collectively, the “**Financial Materials**”) and the Meeting Materials may be accessed on our website at www.masongraphite.com or on the Corporation’s profile on SEDAR at www.sedar.com.

Should you wish to receive free paper copies of the Financial Materials prior to the Meeting, please contact TSX Trust Company (“**TSX Trust**”) at 1-866-600-5869 or the Corporation at 1-514-289-3580 or send an email to pchoquet@masongraphite.com and we will send them by postal delivery at no cost within three (3) business days of your request.

DATED at Laval, Québec as of the 5th day of November 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Fahad Al-Tamimi*”
Fahad Al-Tamimi, Chairman of the Board of Directors

IMPORTANT

Registered Shareholders eligible to vote but unable to attend the Meeting are requested to complete, sign and forthwith return to TSX Trust the enclosed Form of Proxy in the envelope provided for that purpose. Your instrument of proxy will not be valid unless it is deposited at the offices of TSX Trust at 100 Adelaide West, Suite 301, Toronto, Ontario M5H 4H1, or faxed at 1-416-595-9593, or scanned and emailed to TMXInvestorServices@tmx.com, before 10:00 a.m. (Montreal time) on December 13, 2021 or no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting, unless it is delivered to the Chairman of the Meeting at the Meeting, or any adjournment thereof.

Non-registered Shareholders (“**Non-Registered Shareholders**”) whose shares are registered in the name of an intermediary (securities broker, trustee or other financial institution) should carefully follow voting instructions provided by the intermediary or as described elsewhere in the Circular. You may vote your shares by completing and signing the voting instruction form as directed on the form and returning it in the business reply envelope provided for receipt before 10:00 a.m. (Montreal time) on December 13, 2021. A more detailed description on returning voting instruction forms by Non-Registered Shareholders can be found in the Circular.

The Corporation urges Shareholders to review the Meeting Materials before voting.



MANAGEMENT INFORMATION CIRCULAR

You have received this management information circular (the “**Circular**”) because you owned common shares of Mason Graphite Inc. (the “**Corporation**”) as of November 5, 2021. You are therefore entitled to vote at the annual meeting (the “**Meeting**”) of shareholders of the Corporation (the “**Shareholders**”), allowing participation online by live audio webcast, to be held on Wednesday, December 15, 2021 at 10:00 a.m. (Montreal time) at <https://virtual-meetings.tsxtrust.com/1230>, at least 15 minutes before the start of the meeting, and by entering the following password: mason2021, or any adjournment or postponement thereof for the purposes set forth in the notice of Meeting sent to Shareholders, a copy of which is attached hereto (the “**Notice**”). Due to the public health impact of the coronavirus (COVID-19) pandemic and to support the health and well-being of Shareholders, employees and other Meeting attendees, the Meeting will be held in a virtual-only format. You will not be able to attend the Meeting physically.

A virtual-only meeting format is being adopted to enfranchise and give all Shareholders an equal opportunity to attend, participate and vote at the Meeting regardless of their geographic location or the constraints, circumstances or risks they may be facing as a result of COVID-19. The Meeting can be accessed by logging in online at <https://virtual-meetings.tsxtrust.com/1230>, at least 15 minutes before the start of the meeting, and by entering the following password: mason2021.

Unless otherwise stated, the information contained in this Circular is as of November 2, 2021. All dollar amount references in this Circular, unless otherwise indicated, are expressed in Canadian dollars.

REGISTERED SHAREHOLDERS

You will have received a form of proxy (“**Form of Proxy**”), and together with the Circular, the “**Meeting Materials**”) from the Corporation’s transfer agent, TSX Trust Company. (“**TSX Trust**”). Complete, sign and return your Form of Proxy following the instructions indicated on the form.

NON-REGISTERED SHAREHOLDERS

Your shares are held in the name of an intermediary (securities broker, trustee, or other financial institution). You will have received a request for voting instructions from your broker. Follow the instructions on your Voting Instruction Form to vote by telephone, Internet, or fax, or complete, sign and mail the form in the envelope provided.

PROXY VOTING

Who is soliciting my proxy?

The enclosed Form of Proxy is being solicited by the management of the Corporation in connection with the Meeting and at every adjournment or postponement thereof, and the associated costs will be borne by the Corporation. The solicitation of proxies will be made by mail and by posting the Meeting Materials on the Corporation’s website at www.masongraphite.com and on our profile on SEDAR at www.sedar.com. The solicitation of proxies may also be made by telephone or other personal contact by directors of the Corporation, such directors receiving no compensation, therefore. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to Shareholders.

The Board of Directors of the Corporation (the “**Board**”) has set the record date for the Meeting as at the close of business on November 5, 2021 (the “**Record Date**”).

How do I vote?

If you are a registered Shareholder (a “**Registered Shareholder**”), you may vote in person at the Meeting or you may sign the enclosed Form of Proxy appointing the named persons or some other person you choose, **who need not to be a Shareholder**, to represent you as proxyholder and vote your shares at the Meeting. If you are a non-registered Shareholder (a “**Non-Registered Shareholder**”) and your shares are held in the name of an intermediary (securities broker, trustee, or other financial institution), please see the box on page 4 for voting instructions.

What if I plan to attend the Meeting virtually and vote online?

If you are a Registered Shareholder and plan to attend the Meeting on December 15, 2021, and you wish to vote your shares online at the Meeting, do not complete or return the Form of Proxy. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, TSX Trust. If you are a Non-Registered Shareholder, please see the box on page 4 for voting instructions.

What am I voting on?

Shareholders will be asked to vote on the following matters:

1. the election of the directors of the Corporation for the ensuing year;
2. the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation for the ensuing fiscal year and the authorization for the directors to set their remuneration; and
3. any such other business as may properly be brought before the Meeting or at any adjournment or postponement thereof.

What if I sign the Form of Proxy enclosed with this Circular?

Signing the enclosed Form of Proxy gives authority to the officers and/or directors of the Corporation whose names are indicated on the Form of proxy, or to another person you have appointed, to vote your shares at the Meeting.

Can I appoint someone other than these officers and/or directors to vote my shares?

Yes. Write the name of this person, who needs not to be a Shareholder, in the blank space provided in the Form of Proxy. It is important to ensure that any other person you appoint is attending the Meeting virtually and is aware that he or she has been appointed to vote your shares. Proxyholders should register online to a representative of TSX Trust.

What do I do with my completed Form of Proxy?

Return it to the Corporation’s transfer agent, TSX Trust, by mail at 100 Adelaide West, Suite 301, Toronto, Ontario M5H 4H1, or faxed at 1-416-595-9593, or scanned and emailed to TMXInvestorServices@tmx.com, **no later than 10:00 a.m. (Montreal time) on December 13, 2021**. This will ensure that your vote is recorded.

Where can I access the Financial Materials of the Corporation?

Shareholders have the ability to access electronic versions of the Financial Materials (as defined in the Notice) on the Corporation's website at www.masongraphite.com or on the Corporation's profile on SEDAR at www.sedar.com. Shareholders may also request a paper copy of the Financial Materials by calling TSX Trust at 1-866-600-5869 or the Corporation at 1-514-289-3580, or send an email to pchoquet@masongraphite.com, and we will send them by postal delivery at no cost within three (3) business days of your request.

This is in line with the Corporation's commitment to environmental stewardship as it will reduce the cost and environmental impact of producing and distributing paper copies of documents in very large quantities. It also provides Shareholders with faster access to information about the Corporation.

If I change my mind, can I take back my proxy once I have given it?

Yes. If you change your mind and wish to revoke your proxy, prepare a written statement to this effect. The statement must be signed by you, or your attorney as authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered at the above-mentioned registered office of TSX Trust, at any time up to 5:00 p.m. (Montreal time) on December 14, 2021 or the last business day preceding the day of any adjournment or postponement of the Meeting, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof, and upon either of such deposits the proxy is revoked.

How will my shares be voted if I give my proxy?

The persons named on the Form of Proxy must vote for or withhold from voting your shares in accordance with your directions, or you can let your proxyholder decide for you. **In the absence of such directions, proxies received by management will be voted in favour of the candidates nominated for election as directors of the Corporation, the appointment of the auditors and for the adoption of the other items on the agenda, as the case may be**, as detailed below under the heading "Business of the Meeting".

What if amendments are made to these matters or if other matters are brought before the Meeting?

The persons named in the Form of Proxy will have discretionary authority with respect to amendments or variations to matters identified in the enclosed Form of Proxy and with respect to other matters which may properly come before the Meeting. As of the time of printing of this Circular, management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the Form of Proxy will vote on them in accordance with their best judgment.

How many shares are entitled to vote?

As of the Record Date, there are 136,292,585 common shares of the Corporation (the "**Common Shares**") issued and outstanding, each of which is entitled to one (1) vote at the Meeting. Only Shareholders registered at the close of business on the Record Date are entitled to receive the Notice and to vote at the Meeting unless after that date a Registered Shareholder transfers his, her or its Common Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he, she or it owns the shares, requests no later than ten (10) days before the Meeting that the transferee's name be included on the list of Shareholders entitled to vote, in which case such transferee is entitled to vote such shares at the Meeting.

Who counts the votes?

The Corporation's transfer agent, TSX Trust, counts and tabulates the proxies. This is done independently of the Corporation to preserve the confidentiality of individual Shareholder votes. Proxies are referred to the Corporation only in cases where a Shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

For general Shareholder enquiries, you can contact the transfer agent:

by mail:
TSX Trust Company
100 Adelaide West, Suite 301
Toronto ON M5H 4H1

by telephone: within Canada and the United States at 1 -866-600-5869

by fax: 416-361-0470

If my shares are not registered in my name but are held in the name of an intermediary (a bank, trust corporation, securities broker, trustee or other), how do I vote my shares?

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (in Québec, *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*) (“**NI 54-101**”), the Corporation has elected to send the Notice, this Circular and the Form of Proxy directly to those Non-Registered Shareholders who do not object to their name being made known to the issuers of the securities which they own (“**NOBOs**”). The intermediaries are responsible for forwarding these documents to each Non-Registered Shareholder who has objected to his intermediary disclosing ownership information about himself, herself, or itself (“**OBO**”), unless that OBO has waived the right to receive them.

There are two ways you can vote your Common Shares held by your intermediary. As required by Canadian securities legislation, you will have received from your intermediary either a request for voting instructions or a form of proxy for the number of Common Shares you hold. For your Common Shares to be voted for you, please follow the voting instructions provided by your intermediary. Since the Corporation has limited access to the names of its Non-Registered Shareholders, if you attend the Meeting, the Corporation may have no record of your shareholdings or your entitlement to vote unless your intermediary has appointed you as proxyholder. Therefore, if you wish to vote at the Meeting, insert your own name in the space provided on the request for voting instructions or form of proxy and return same by following the instructions provided. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the transfer agent, TSX Trust.

SHAREHOLDER PROPOSALS

Shareholder proposals intended to be presented at the Corporation's next annual meeting of Shareholders must be submitted for inclusion in the Corporation's meeting materials prior to September 16, 2022, in accordance with the *Canada Business Corporations Act* (the “**CBCA**”).

VOTING SECURITIES AND PRINCIPAL HOLDERS

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As of the Record Date, the Corporation had 136,292,585 Common Shares issued and outstanding, each carrying the right to one (1) vote at the Meeting. Two Shareholders present in person or represented by proxy, holding, or representing in the aggregate not less than 5% of the issued and outstanding Common Shares, will constitute quorum.

To the knowledge of the directors and officers of the Corporation, as at the Record Date, the following person beneficially owns or exercises control or direction over, directly, or indirectly, more than 10% of the issued and outstanding Common Shares:

Name of Shareholder	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Common Shares
Investissement Québec	17,021,211	12.49%

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

Other than as disclosed in this Circular, no director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors of the Corporation.

BUSINESS OF THE MEETING

1. Financial Statements

The audited financial statements of the Corporation as at and for the fiscal year ended June 30, 2021, and the report of the auditors thereon (the “**Financial Statements**”) will be placed before the Meeting. Receipt at the Meeting of the Financials Statements will not constitute approval or disapproval of any matters referred to therein.

The Financials Statements and the management’s discussion and analysis of the Corporation for the year ended June 30, 2021 are available upon request to the Corporation or on the Corporation’s website at www.masongraphite.com or under the Corporation’s profile on SEDAR at www.sedar.com.

2. Election of Directors

The articles of the Corporation provide that the Board shall consist of a minimum of three (3) and a maximum of ten (10) directors. The Board currently consists of six (6) directors. Each director of the Corporation is elected to hold such office until the next annual meeting of Shareholders or until his or her successor is duly elected, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The six (6) persons (each, a “**Nominee**”) listed below are nominated for election as directors of the Corporation. All such Nominees are currently directors of the Corporation and have been since the dates indicated in the table below.

Unless authority to do so is withheld, proxies given pursuant to this solicitation by the management of the Corporation will be voted FOR the election of the Nominees listed below. If any of the Nominees should for any reason be unable to serve as a director of the Corporation, the persons named in the enclosed Form of Proxy reserve the right to nominate and vote for another nominee in their discretion.

As the Corporation has adopted a Majority Voting Policy (the “**Majority Voting Policy**”), the process for voting for the election of each director of the Corporation will be by individual voting and not by slate. The Shareholders can vote for or withhold from voting on the election of each director on an individual basis. See “About the Board” for more information on the Majority Voting Policy.

Other than as set out below, there are no contracts, arrangements or understandings between any director, any executive officer, or any other person pursuant to which any of the Nominees has been nominated.

Director Profiles

The table below indicates, for each Nominee, his name, province (or city) and country of residence, the period during which he has served as a director of the Corporation and the committees of the Board of which he is a member. The table below also indicates whether the candidate is independent, the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, by the Nominee, and the number of options held by such Nominee (see section below under the heading “**Stock Option Plan**”).

Name, Residence, Year First Became Director, Committee(s) and Attendance	Biography and Directorships
<p>FAHAD AL-TAMIMI ⁽²⁾ Riyad, Saudi Arabia</p> <p>Director since June 11, 2020 Chairman of the Board since December 29, 2020 Independent</p> <p>Common Shares: 13,517,337 Options: 1,600,000</p>	<p>Fahad Al Tamimi is a Saudi-based businessman with global investment activities. He is President and CEO of SaudConsult, an engineering firm in Saudi Arabia responsible for many large infrastructure and construction projects in the country. Previously, he was a 50% partner of Worley Parsons Arabia, which undertook major projects in the mining, oil & gas and energy sectors, in Saudi Arabia, in the U.A.E and in Bahrain.</p> <p>Mr. Al Tamimi has a BSc in Chemical Engineering and Master of Science in Petroleum & Civil Engineering from University of Houston, Texas.</p>
<p>PETER DAMOUNI ⁽¹⁾⁽²⁾ London, United Kingdom</p> <p>Director since February 24, 2020 Executive Director since December 29, 2020 Non-Independent</p> <p>Common Shares: None Options: 1,600,000</p>	<p>Peter Damouni is an entrepreneur and financier with over 18 years of experience in investment banking and capital markets, including more than ten years as a director or officer of a number of private and public companies listed on the Toronto Stock Exchange (the “TSX”), the TSX Venture Exchange (the “TSX-V”) and the London Stock Exchange. Throughout his career, Mr. Damouni has taken a lead role in equity and debt financings. His expertise in financing, restructuring, strategy development and execution, mergers & acquisitions have been instrumental in creating significant value for shareholders.</p> <p>Mr. Damouni is a graduate of McGill University. He is a Canadian and British citizen, residing in the United Kingdom.</p>
<p>TAYFUN ELDEM ⁽¹⁾ Québec, Canada</p> <p>Director since December 29, 2020 Independent</p> <p>Common Shares: 18,333 Options: 400,000</p>	<p>Tayfun Eldem brings over 30 years of operations, business development and strategic leadership experience in the mining and minerals industry. Mr. Eldem is currently the Group Executive Vice President Operations & Growth of Baffinland Iron Mines Corporation. He was a director of the Corporation from November 2012 to February 2016, including as</p>

Name, Residence, Year First Became Director, Committee(s) and Attendance	Biography and Directorships
	<p>Chairman of the Board from February 2013 until his resignation from the Board in February 2016 to pursue other interests.</p> <p>Mr. Eldem was President and Chief Executive Officer of Alderon Iron Ore Corp. and Managing Director of Iron Ore & Coal for Hatch Ltd., where he was responsible for business development across five regions of the world.</p> <p>Mr. Eldem is a professional engineer and holds a Bachelor of Electrical Engineering degree from Dalhousie University along with Operations Management and Strategic Leadership certificates from the Richard Ivey School of Business and the London Business School, respectively.</p>
<p>NAV DHALIWAL British-Colombia, Canada</p> <p>Director since December 29, 2020 Independent</p> <p>Common Shares: None Options: 400,000</p>	<p>Nav Dhaliwal is a high-profile mining executive and capital markets expert with a long-running track record of success. Mr. Dhaliwal was the founding Chief Executive Officer of Québec-based Bonterra Resources Inc., which made the award-winning Gladiator discovery in Québec. Mr. Dhaliwal raised over \$140 million for Bonterra and played a key role in the company's market capitalization growth from \$10 million to over \$150 million.</p> <p>Mr. Dhaliwal is also the founder of the highly successful RSD Capital Corp., which invests in, and provides management and technical expertise to, public and pre-IPO companies.</p>
<p>ROY MCDOWALL ⁽²⁾ Québec, Canada</p> <p>Director since December 29, 2020 Independent</p> <p>Common Shares: None Options: 400,000</p>	<p>Roy McDowall is a capital markets professional with over 25 years of experience with Canadian-based boutique and bank owned investment firms, and most recently served as Managing Director, Head of Equity Sales for Macquarie.</p> <p>Mr. McDowall is currently a senior officer of Turquoise Hill Resources Inc., a Montreal-based mining company with a market capitalization of approximately \$2 billion listed on both the TSX and the New York Stock Exchange.</p> <p>Mr. McDowall holds a Bachelor of Commerce degree from the Simon Fraser University in British Columbia.</p>
<p>FRANÇOIS PERRON ⁽¹⁾ Toronto, Canada</p> <p>Director since July 26, 2021 Independent</p> <p>Common Shares: None Options: 400,000</p>	<p>François Perron is currently President and Chief Executive Officer of Lucky Minerals Inc., a company listed on the TSX-V, since 2020, as well as Chairman of Northern Superior Resources Inc. since 2016 and President & Director of Goldstar Minerals Inc. since 2016, and each of which is a TSX-V-listed company advancing assets in the Province of Québec. Prior to his corporate involvement, Mr. Perron was managing resource-focused portfolios for National Bank Alternative Investments and various resource funds for the Caisse de dépôt et placement du Québec from 2001 to 2007. In 2006, he was recognized by Brendan Woods International as a "Top Gun Asset Manager" in Mining.</p> <p>Mr. Perron holds a Bachelor of Science, Computer Science, from McMaster University (1986) and an MBA from the École des Hautes Études Commerciales in Montréal (1992).</p>

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.

Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the election of the Nominees as directors of the Corporation.

As of the date hereof, the directors of the Corporation, as a group, beneficially own, or exercise control or direction over, directly, or indirectly, 13,535,670 Common Shares, or approximately 9.9% of the issued and outstanding Common Shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as otherwise indicated herein below, to the best of the Corporation's knowledge, after having made due inquiry, the Corporation confirms that no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation (each an "order") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, 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;
- (c) has, within the 10 years before the date of this 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; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

3. Appointment of Auditors

PricewaterhouseCoopers LLP have been the auditors of the Corporation since November 12, 2013. The following table sets out the fees billed (or estimated) by the Corporation's auditors for the years ended June 30, 2020, and 2021.

Services	2020	2021
Audit Fees	\$52,500	\$69,000
Audit-Related Fees	\$11,000	\$0
Fees for non-audit services	\$10,650	\$7,400
Total:	\$74,150	\$76,400

For additional information about the Corporation's auditors and the Audit Committee, please refer to the section under the heading "Audit Committee" below.

Unless authority to do so is withheld, the persons named in the accompanying Form of Proxy intend to vote FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation until the next annual meeting of Shareholders and the authorization for the directors of the Corporation to set their remuneration. The proposal requires the approval of a majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting.

4. Other Matters

The Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice. However, if any other matters which are not known to the management should properly come before the Meeting, **the accompanying Form of Proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.**

CORPORATE GOVERNANCE

The Corporation and the Board recognize the importance of corporate governance in effectively managing the Corporation, protecting employees and shareholders, and enhancing shareholder value. The Corporation believes that its corporate governance practices are in compliance with applicable Canadian requirements for TSX-V-listed issuers. The Corporation is committed to monitoring governance developments to ensure its practices remain current and appropriate.

The Corporation's disclosure of corporate governance practices pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (in Québec, *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*) ("**NI 58-101**") is set out in Schedule "A" to this Circular in the form required by Form 58-101F2.

ABOUT THE BOARD

The Board fulfils its mandate directly at regularly scheduled meetings or as required. The directors of the Corporation are kept informed regarding the Corporation's operations at regular meetings and through reports and discussions with management on matters within their particular areas of expertise. Frequency of meetings may be increased, and the nature of the agenda items may vary depending upon the state of the Corporation's affairs and in light of opportunities or risks that the Corporation faces.

Majority Voting Policy

The Corporation has adopted a Majority Voting Policy to provide a meaningful way for the Shareholders to hold individual directors accountable and to require the Corporation to closely examine directors that do not have the support of a majority of Shareholders. The policy provides that forms of proxy for the election of directors will permit a Shareholder to vote in favour of, or to withhold from voting, separately for each director nominee and that where a director nominee has more votes withheld than votes in his/her favour, the nominee will be considered not to have received the support of the Shareholders, even though duly elected as a matter of corporate law. Pursuant to the Majority Voting Policy, such a nominee will forthwith submit his or her resignation to the Board, such resignation to be effective on acceptance by the Board. The Board will then establish an advisory committee to which it shall refer the resignation for consideration. In such circumstances, the advisory committee will make a recommendation to the Board as to the director's suitability to continue to serve as a director after reviewing, among other things, the results of the voting for the nominee, and the Board will consider such recommendation. The Majority Voting Policy does not apply where an election involves a proxy battle (i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).

AUDIT COMMITTEE

The purposes of the Audit Committee are to assist the Board's oversight of: the integrity of the Corporation's financial statements; the Corporation's compliance with legal and regulatory requirements; the qualifications and independence of the Corporation's independent auditors; and the performance of the independent auditors. Please see Schedule "B" hereto for the Audit Committee Charter.

The Corporation's Audit Committee is currently comprised of three (3) directors: François Perron (Chair), Tayfun Eldem and Peter Damouni. All of the members of the Audit Committee are considered financially literate and two (2) of the members of the Audit Committee are considered independent, in each case within the meaning of National Instrument 52-110 – *Audit Committees* (in Québec, *Regulation 52-110 respecting Audit Committees*) ("**NI 52-110**"). Mr. Damouni is not considered independent within the meaning of NI 52-110 as he serves as Executive Director of the Corporation. Please refer to the section titled "Business of the Meeting – Election of Directors – Director Profiles", for the relevant education and experience of each of the members of the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year has there been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on either (a) an exemption in section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110; or (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110. As the Corporation is listed on the TSX-V, it is relying on the exemptions provided in section 6.1 (*Venture Issuers*) of NI 52-110 from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

External Auditors

The Audit Committee pre-approves all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditors. Please see page 8 for the fees paid to the Corporation's auditors for the financial years ended June 30, 2020, and 2021.

COMPENSATION COMMITTEE

The Compensation Committee is comprised of three (3) directors of the Corporation: Peter Damouni (Chair), Fahad Al-Tamimi and Roy McDowall. Two (2) of the members of the Compensation Committee are considered independent within the meaning of NI 58-101. The Compensation Committee is established by the Board to assist the Board in fulfilling its responsibilities relating to human resources and compensation matters.

EXECUTIVE COMPENSATION

Oversight and Description of Director and Named Executive Officer Compensation

Named Executive Officers

For the financial year ended June 30, 2021, the objectives of the Corporation's compensation strategy was to ensure that compensation for its Named Executive Officers (as defined below) is sufficiently attractive to recruit, retain and motivate high performing individuals to assist the Corporation in achieving its goals.

The process for determining executive compensation is relatively informal, in view of the size and stage of the Corporation and its operations. Executive officers are involved in the process and make recommendations to the Compensation Committee, which considers and recommends to the Board for approval the discretionary components (e.g. cash bonuses) of the annual compensation of senior management. Except as otherwise described below, the Corporation does not maintain specific performance goals or use benchmarks in determining the compensation of executive officers. Upon the recommendation of the Compensation Committee, the Board may at its discretion award either a cash bonus or stock options for high achievement or for accomplishments that the Board deems as worthy of recognition.

Compensation of the Named Executive Officers is composed primarily of three components: base salary or fee, performance bonus and stock-based compensation. In establishing the levels of base salary or fee, performance bonus and the award of stock options, the Compensation Committee takes into consideration a variety of factors, including the financial and operating performance of the Corporation, and each Named Executive Officer's individual performance and contribution towards meeting corporate objectives, responsibilities and length of service.

Salary or Fee

Amounts paid to Named Executive Officers as base salary or fee, including merit salary or fee increases, are determined in accordance with an individual's performance and salaries in the marketplace for comparable positions. There is no mandatory framework that determines which of these factors may be more or less important and the emphasis placed on any of these factors may vary among the executive officers. The determination of base salaries or fees relies principally on discussions between the respective Named Executive Officer and the Corporation and is therefore heavily discretionary.

Performance Bonus

The Corporation's cash bonus awards are designed to reward an executive officer for the direct contribution which he or she can make to the Corporation. Named Executive Officers are entitled to receive discretionary bonuses from time to time as determined or approved by the Board, upon the recommendation of the Compensation Committee, or the Chief Executive Officer, as applicable. The Corporation does not currently prescribe a set of formal objective measures to determine discretionary bonus entitlements. Rather, the Corporation uses informal goals which may include an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Corporation. Precise goals or milestones are not pre-set by the Board.

Stock Option Plan

The Board adopted a fixed number stock Option Plan under which the Corporation is authorized to grant stock options for a maximum of 13,500,000 Common Shares, which is less than 10% of its issued and outstanding Common Shares, with or without vesting provisions (the "**Stock Option Plan**"). As of the date of this Circular, there is an aggregate of 8,460,000 options outstanding under the Stock Option Plan, which represents approximately 6.2% of the total issued and outstanding Common Shares.

The Stock Option Plan is designed to advance the interests of the Corporation by encouraging employees, officers, and consultants to have equity participation in the Corporation through the acquisition of Common Shares. The following is a summary of the terms of the Stock Option Plan, which is qualified in its entirety by the provisions of the Stock Option Plan.

Options are granted pursuant to the Stock Option Plan and in accordance with the rules of the TSX-V. The Stock Option Plan is administered by the Board, upon the recommendations of the Compensation Committee.

Directors, officers, employees, and certain consultants are eligible to receive stock options under the Stock Option Plan. Upon the termination of an optionholder's engagement with the Corporation,

the stock options held by such optionholder will be cancelled 90 days following such optionholder's termination from the Corporation. Stock options granted under the Stock Option Plan are not assignable.

The terms and conditions of each option granted under the Stock Option Plan will be determined by the Board upon the recommendation of the Compensation Committee. Options will be priced in the context of the market and in compliance with applicable securities laws and TSX-V guidelines. Vesting terms will be determined at the discretion of the Board on the recommendation of the Compensation Committee. The Board shall also determine the term of stock options granted under the Stock Option Plan, provided that no stock option shall be outstanding for a period greater than ten (10) years.

The Board believes that, except for material changes, it is important for the Board to have the flexibility to make changes to the Stock Option Plan without requiring the Shareholders' approval. Such changes include making appropriate adjustments to outstanding options in the event of certain corporate transactions, adding provisions which require the forfeiture of options in certain circumstances, specifying practices with respect to applicable tax withholdings and making other changes to enhance clarity or correct ambiguous provisions.

The Corporation will not provide financial assistance to any optionholder to facilitate the exercise of options under the Stock Option Plan.

The table below sets out the outstanding options under the Stock Option Plan, being the Corporation's only compensation plan under which Common Shares are authorized for issuance, as of June 30, 2021.

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available under equity compensation plans (excluding securities reflected in column (a)) as of June 30, 2019
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	8,060,000	\$0.62	4,997,200
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	8,060,000	\$0.62	4,997,200

Directors

Compensation of directors for the financial year ended June 30, 2021, is determined according to policy in place.

The Chairman of the Board is paid an annual fee of \$50,000 and each director of the Corporation other than the Chairman receives an annual director fee of \$30,000.

Directors are entitled to participate in the Stock Option Plan, which is designed to give each optionholder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Corporation. For the year ended June 30, 2021, 6,400,000 options have been granted to the current and former directors of the Corporation.

During the financial year ended June 30, 2021, directors of the Corporation were paid fees in such capacity as is set out in the table below under the heading “Director and Named Executive Officer Compensation”.

Director and Named Executive Officer Compensation

The following table summarizes the compensation paid during the two (2) financial years ended June 30, 2021 and 2020 in respect of the individuals who were carrying out the role of the Chief Executive Officer and Chief Financial Officer of the Corporation (or performing functions similar to a chief executive officer or chief financial officer), and the most highly compensated executive officer other than the Chief Executive Officer and Chief Financial Officer at the end of the most recently completed financial year whose total compensation was individually more than \$150,000 for that financial year (collectively, the “**Named Executive Officers**”) and each director of the Corporation who is not a Named Executive Officer.

For the financial year ended June 30, 2021, the Corporation had five (5) Named Executive Officers, namely Paul Carmel, who was Interim President and Chief Executive Officer of the Corporation from April 1, 2020 to August 31, 2020, Pascale Choquet, Interim Chief Financial Officer of the Corporation, Jean L’Heureux, Chief Operating Officer of the Corporation, Yves Perron, who was Executive Vice President, Engineering and Construction until December 18, 2020, and Peter Damouni, Executive Director of the Corporation since December 29, 2020.

Name and Position	Year Ended June 30	Salary, consulting fee, retainer or commission ⁽¹⁾ (\$)	Bonus ⁽²⁾ (\$)	Committee or meeting fees (\$)	Perquisites ⁽³⁾ (\$)	All other compensation (\$)	Total compensation (\$)
Pascale Choquet Interim Chief Financial Officer	2021	170,000	30,000	—	—	—	200,000
	2020	165,000	—	—	—	—	165,000
Jean L'Heureux Chef Operating Officer	2021	235,000	35,000	—	—	—	270,000
	2020	217,500	—	—	—	—	217,500
Yves Perron ⁽⁴⁾ Former Executive Vice President, Engineering and Construction	2021	131,500	—	—	—	167,400	298,900
	2020	287,000	—	—	—	—	287,000
Paul R. Carmel ⁽⁵⁾ Former Chairman of the Board	2021	—	—	17,000	—	—	17,000
	2020	—	—	89,500	—	—	89,500
François Laurin ⁽⁶⁾ Former Director	2021	—	—	27,000	—	—	27,000
	2020	—	—	53,000	—	—	53,000
Guy Chamard ⁽⁶⁾ Former Director	2021	—	—	19,500	—	—	19,500
	2020	—	—	31,900	—	—	31,900
Gilles Gingras ⁽⁶⁾ Former Director	2021	—	—	35,500	—	—	35,500
	2020	—	—	34,000	—	—	34,000
Gaston Morin ⁽⁶⁾ Former Director	2021	—	—	17,500	—	—	17,500
	2020	—	—	18,000	—	—	18,000
Peter Damouni ⁽⁷⁾ Executive Director and director	2021	125,000	—	—	—	100,000 ⁽⁸⁾	225,000
	2020	—	—	9,500	—	—	9,500
Fahad Al-Tamimi ⁽⁹⁾ Chairman of the Board	2021	—	—	41,500	—	100,000 ⁽⁸⁾	141,500
	2020	—	—	—	—	—	—
Simon Marcotte ⁽¹⁰⁾ Executive Director and director	2021	125,000	—	—	—	100,000 ⁽⁸⁾	225,000
Tayfun Eldem ⁽¹¹⁾ Director	2021	—	—	15,000	—	—	15,000
Nav Dhaliwal ⁽¹¹⁾ Director	2021	—	—	15,000	—	—	15,000
Roy McDowall ⁽¹¹⁾ Director	2021	—	—	15,000	—	—	15,000

Notes:

- (1) Executive officers who also act as directors do not receive any additional compensation for services rendered in their capacity as director.
- (2) [Note to Draft: Bonus to be described if applicable]
- (3) "Perquisites" means benefits that are provided to a Named Executive Officer or director that are not generally available to all the employees and that, in aggregate, are greater than the following amounts for the financial year: (a) \$15,000, if the Named Executive

- Officer's or director's total salary is \$150,000 or less; (b) 10% of the Named Executive Officer's or director's salary, if the Named Executive Officer's or director's total salary is greater than \$150,000 but less than \$500,000; or (c) \$50,000, if the Named Executive Officer's or director's total salary is \$500,000 or greater.
- (4) Yves Perron's employment with the Corporation terminated on December 18, 2020.
 - (5) Paul R. Carmel was appointed as Interim President and Chief Executive Officer on April 1, 2020, until August 30, 2020.
 - (6) Director until December 29, 2020.
 - (7) Peter Damouni was appointed as a director of the Corporation on February 25, 2020, and as Executive Director of the Corporation on December 29, 2020.
 - (8) Lump sum payment received for services provided to the Corporation in connection with the dissident shareholder campaign which was completed at the last annual meeting of Shareholders held on December 29, 2020.
 - (9) Fahad Al-Tamimi was appointed as director of the Corporation on June 11, 2020, and as Chairman of the Board on December 29, 2020.
 - (10) Simon Marcotte was elected as a director of the Corporation and was appointed as Executive Director of the Corporation on December 29, 2020. Mr. Marcotte stepped down as director and Executive Director on July 26, 2021, and remains a consultant of the Corporation for various strategic mandates.
 - (11) Director since December 29, 2020.

Stock Options and Other Compensation Securities

Options are granted pursuant to the Stock Option Plan and in accordance with the policies of the TSX-V. See "*Stock Option Plan*" for a description of the material terms of the Stock Option Plan. The Corporation does not have any other incentive plan under which compensation securities are awarded.

For the financial year ended June 30, 2021, 6,450,000 options were granted to directors and Named Executive Officers. The following table summarizes the options granted to Named Executive Officer and directors of the Corporation during the financial year ended June 30, 2021, for services provided or to be provided, directly or indirectly, to the Corporation.

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
Fahad Al-Tamimi Chairman of the Board	Option	1,600,000 (20%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Peter Damouni Executive Director and director	Option	1,600,000 (20%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Simon Marcotte Executive Director and director	Option	1,600,000 (20%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Tayfun Eldem Director	Option	400,000 (5%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Nav Dhaliwal Director	Option	400,000 (5%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Roy McDowall Director	Option	400,000 (5%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Pascale Choquet Interim Chief Financial Officer	Option	150,000 (2%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026
Jean L'Heureux Chef Operating Officer	Option	300,000 (4%)	January 12, 2021	0.46	0.46	0.69	January 11, 2026

No options were exercised by the directors and Named Executive Officers during the financial year ended June 30, 2021.

Long Term Incentive Plan

The Corporation does not currently have a long-term incentive plan, other than the Stock Option Plan.

Defined Benefit or Actuarial Plan

The Corporation does not currently have a defined benefit or actuarial plan under which benefits are determined primarily by final compensation (or average final compensation) and years of services.

Employment, Consulting and Management Agreements

Summary of Material Terms

The following describes the material terms of each agreement or arrangement under which compensation was provided during the financial year ended June 30, 2021 or is payable as of the date of this Circular in respect of services provided to the Corporation by a director of the Corporation and a Named Executive Officer.

Name	Monthly Fees	Severance on Termination	Severance on Change of Control ⁽¹⁾
Peter Damouni Executive Director	\$20,833	12 months' fees	24 months base fees plus aggregate cash bonuses paid in the 24 months prior to the Change in Control in the event that the Change of Control is approved by the Board. Otherwise, 36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.
Jean L'Heureux Chef Operating Officer	\$19,583	12 months' fees	24 months base fees plus aggregate cash bonuses paid in the 24 months prior to the Change in Control in the event that the Change of Control is approved by the Board. Otherwise, 36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.
Pascale Choquet Interim Chief Financial Officer	\$14,166	6 months' fees	—
Yves Perron Former Executive Vice President, Engineering and Construction	\$23,917	12 months' fees	24 months base fees plus aggregate cash bonuses paid in the 24 months prior to the Change in Control in the event that the Change of Control is approved by the Board. Otherwise, 36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.
Simon Marcotte Former Executive Director	\$20,833	12 months' fees	24 months base fees plus aggregate cash bonuses paid in the 24 months prior to the Change in Control in the event that the Change of Control is approved by the Board. Otherwise, 36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.

(1) Becomes payable within one year following the date of a Change of Control when the Corporation either terminates the individual's appointment or alters his/her position and/or responsibilities in a materially adverse manner.

For the purpose of the agreements set forth above, "Change of Control" is defined as the acquisition by any person (person being defined as an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the CBCA of: (1) shares or rights or options to acquire shares of the Corporation or securities which are convertible into shares of

the Corporation or any combination thereof such that after the completion of such acquisition such person would be entitled to exercise 30% or more of the votes entitled to be cast at a meeting of the shareholders of the Corporation; (2) shares or rights or options to acquire shares of any material subsidiary of the Corporation or securities which are convertible into shares of the material subsidiary or any combination thereof such that after the completion of such acquisition such person would be entitled to exercise 30% or more of the votes entitled to be cast a meeting of the shareholders of the material subsidiary; or (3) more than 50% of the material assets of the Corporation, including the acquisition of more than 50% of the material assets of any material subsidiary of the Corporation.¹

Summary of Termination Payments

The estimated incremental payments, payables and benefits that might be paid to the directors of the Corporation or Named Executive Officers pursuant to the above noted agreements in the event of termination without cause or after a Change of Control (assuming such termination or Change of Control is effective as of the Record Date) are detailed below:

Named Executive Officer		Termination not for Cause (\$)	Change of Control Approved by Board (\$)	Change of Control Not Approved by Board (\$)
Peter Damouni	Salary and Quantified Benefits	250,000	500,000	750,000
	Bonus	N/A	N/A	N/A
	Total	250,000	500,000	750,000
Jean L'Heureux	Salary and Quantified Benefits	235,000	470,000	705,000
	Bonus	N/A	N/A	N/A
	Total	235,000	470,000	705,000
Pascale Choquet	Salary and Quantified Benefits	85,000	N/A	N/A
	Bonus	N/A	N/A	N/A
	Total	85,000	N/A	N/A
Simon Marcotte	Salary and Quantified Benefits	250,000	500,000	750,000
	Bonus	N/A	N/A	N/A
	Total	250,000	500,000	750,000
Yves Perron	Salary and Quantified Benefits	287,000	574,000	861,000
	Bonus	N/A	N/A	N/A
	Total	287,000	574,000	861,000

The Corporation has not, as yet, adopted a policy restricting its directors or Named Executive Officers from purchasing instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the directors or Named Executive Officers.

In light of the Corporation's size, the Board does not deem it necessary to consider at this time the implications of the risks associated with its compensation policies and practices.

Management Contracts

As of the date of this Circular, the Company has a management contract with Mr. Peter Damouni.

Diversity

Effective January 1, 2020, corporations governed by the CBCA with publicly traded securities, such as the Corporation, are required to provide shareholders with information on the corporation's policies and practices related to diversity on the board of directors and within senior management and the number and percentage of members of the board and of senior management who are women, Indigenous peoples (First Nations, Inuit and Métis) ("**Indigenous peoples**"), members of visible minorities and persons with disabilities (collectively, the "**Designated Groups**").

The Corporation recognizes the benefits of diversity within its Board, at the senior management level and all levels of the organization. Due to its size, industry sector and the number of members of the Board and management, the Corporation has not adopted a formal written policy on the search for and selection of members of Designated Groups as directors or members of management. The Corporation does not believe that a formal policy would enhance the representation of Designated Groups on the Board and the management beyond the current recruitment and selection process.

The Corporation evaluates the necessary competencies, skills, experience, and other qualifications of each candidate as a whole and considers the representation of Designated Groups as one of many factors in the recruitment and selection of candidates for Board and management positions.

The Corporation recognizes the value of individuals with diverse attributes on the Board and in management positions. However, the Board has not adopted formal targets regarding members of Designated Groups being represented on the Board or holding management positions. The representation of Designated Groups is one of many factors considered in the overall recruitment and selection process in respect of the Board and management positions at the Corporation. The Board does not believe that formal targets would enhance the representation of Designated Groups on the Board or in management positions beyond the current recruitment and selection process. Currently, there is one (1) member of the Designated Groups on the Board (16.7%) and one (1) member in a management position with the Corporation (25%).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The aggregate indebtedness of all executive officers, directors, employees and former executive officers, directors, and employees of the Corporation (including the Named Executive Officers) as at the date of this Circular is nil.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) (in Québec, *Regulation 51-102 respecting Continuous Disclosure Obligations*)), Nominee or any associate or affiliate of any informed person or Nominee has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNIFICATION

The Corporation maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The Corporation has purchased in respect of directors and officers an aggregate of \$10,000,000 in coverage. The approximate amount of premiums paid by the Corporation during the financial year ended June 30, 2021, in respect of such insurance was \$54,000.

ADDITIONAL INFORMATION AND CONTACT INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at www.sedar.com. Additional financial information is provided in the Corporation's audited

financial statements and related management's discussion and analysis for the financial year ended June 30, 2021, which can be found under the Corporation's profile on SEDAR. Shareholders may also request these documents from the Corporation by email at pchoquet@masongraphite.com or by telephone at 1-514-289-3580.

APPROVAL OF THE BOARD

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

Laval, Québec, November 5, 2021

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Fahad Al-Tamimi*"
Chairman of the Board of Directors



SCHEDULE “A”

**STATEMENT OF CORPORATE GOVERNANCE PRACTICES
MASON GRAPHITE INC.**

The Board, after reviewing the policies, rules and guidelines concerning disclosure, by listed corporations, of their corporate governance practices, adopted by certain Canadian stock exchanges as well as by the Canadian Securities Administrators, has undertaken the implementation of guidelines which in the Board’s opinion, are appropriate given the size of the Corporation and its current stage of development.

BOARD OF DIRECTORS

The Board is currently comprised of six (6) members, of which only Peter Damouni, Executive Director of the Corporation, is not “independent” within the meaning of NI 58-101. Conversely, Messrs. Fahad Al-Tamimi, Roy McDowall, Tayfun Eldem, Nav Dhaliwal and François Perron are considered by the Board to be “independent” within the meaning of NI 58-101.

To facilitate the functioning of the Board independently of management, the following structures and processes are in place:

- a majority of the directors are not members of the management of the Corporation and are considered independent of the Corporation;
- under the by-laws of the Corporation, any two (2) directors may call a meeting of the Board; and
- the Board’s practice is to hold in-camera meetings with the independent directors at the end of each Board or committee of the Board meeting to the extent required.

The Corporation is of the opinion that each of its directors is a person whose knowledge and experience are relevant to the business of the Corporation and makes a disinterested, high-quality contribution. For all these reasons, the Corporation believes that all of its directors are concerned with performing their duties and assuming their responsibilities in the best interests of the Corporation and all the shareholders rather than in their own interest or that of a particular group of shareholders.

DIRECTORSHIPS

The following directors of the Corporation serve on the boards of directors of other publicly-listed companies.

Director	Company
Fahad Al-Tamimi	Arizona Gold
Peter Damouni	Arizona Gold, Arena Minerals, Chesterfield Resources, Empire Metals, Gatling Exploration
Simon Marcotte	Black Swan, Arena Minerals, Freeman Gold, Royal Fox Gold
Roy McDowall	Turquoise Hill Resources, GoldStar Minerals
Tayfun Eldem	Baffinand Iron Mines, Eldem Consulting Inc.
Nav Dhaliwal	Gatling Exploration, Pacton Gold
François Perron	Goldstar Minerals, Lucky Minerals, Northern Superior Resources

ORIENTATION AND CONTINUING EDUCATION

The Board is responsible for ensuring that new directors are provided with an orientation and education program, which includes written information about the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings, and opportunities for meetings and discussion with senior management and other directors. Directors are expected to attend all meetings of the Board and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the deliberations and decisions.

The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. The Board notes that it has benefited from the experience and knowledge of individual members of the Board in respect of the evolving governance regime and principles. The Board ensures that all directors are apprised of changes in the Corporation's operations and business.

ETHICAL BUSINESS CONDUCT

The Board is apprised of the activities of the Corporation and ensures that it conducts such activities in an ethical manner. The Board has not adopted a written code of business conduct and ethics, however, the Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct. In particular, the Board ensure that directors exercise independent judgement in considering transactions and certain activities of the Corporation by holding in camera sessions of independent directors, when applicable, and by having each director declare his or her interest in a particular transaction and abstaining from voting on such matters, where applicable.

NOMINATION OF DIRECTORS

The Board is solely responsible for identifying new candidates for nomination to the Board. The process by which candidates are identified is through recommendations presented to the Board, which establishes and discusses qualifications based on corporate law and regulatory requirements as well as education and experience related to the business of the Corporation.

COMPENSATION

The Compensation Committee is responsible for recommending to the Board the compensation of the directors and senior officers of the Corporation. The process for determining executive compensation is relatively informal, in view of the size and stage of the Corporation and its operations. The Corporation does not maintain specific performance goals or use benchmarks in determining the compensation of executive officers. Upon the recommendation of the Compensation Committee, the Board may at its discretion award either a cash bonus or stock options for high achievement or for accomplishments that the Board deems as worthy of recognition. Please refer to the section titled "Executive Compensation" of the Circular for more information.

The Compensation Committee considers and discusses proposals received from its members and the Chief Executive Officer of the Corporation regarding the compensation of management and the directors of the Corporation. Please refer to the section titled "Compensation Committee" of the Circular.

OTHER BOARD COMMITTEES

The Board has no committees other than the Audit Committee and the Compensation Committee.

ASSESSMENT OF THE BOARD

The Board and the directors of the Corporation are assessed on an informal basis continually as to their effectiveness and contribution. The Chairman of the Board encourages discussion amongst the Board members as to the evaluation of the effectiveness of the Board as a whole and of each individual director. All directors are free to make suggestions for improvement of the practice of the Board at any time and are encouraged to do so.



SCHEDULE "B"

AUDIT COMMITTEE CHARTER

1. PURPOSE

1.1 The primary functions of the Audit Committee of Mason Graphite Inc. (the "Corporation") are to fulfill its responsibilities in relation to reviewing the integrity of the Corporation's financial statements, financial disclosures and internal controls over financial reporting; monitoring the system of internal control; monitoring the Corporation's compliance with legal and regulatory requirements; selecting the external auditors for shareholder approval; and reviewing the qualifications, independence and performance of the external auditors.

2. MEMBERSHIP AND ORGANIZATION

2.1 Composition - Subject to paragraph 2.6, the Audit Committee shall consist of not less than three independent members of the Board. At the invitation of the Audit Committee, members of the Corporation's management and others may attend Audit Committee meetings as the Audit Committee considers necessary or desirable.

2.2 Appointment and Removal of Audit Committee Members - Each member of the Audit Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of shareholders of the Corporation at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Audit Committee or from the Board. The Board may fill a vacancy in the membership of the Audit Committee.

2.3 Chair - At the time of the annual appointment of the members of the Audit Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee's compliance with this mandate, work with management to develop the Audit Committee's annual work-plan and provide reports of the Audit Committee to the Board. The Chair may vote on any matter requiring a vote and shall provide a second vote in the case of a tie vote.

2.4 Independence - Subject to paragraph 2.6, a majority of members of the Audit Committee are "independent" (as such term is used in National Instrument 52-110 - Audit Committees ("NI 52-110")).

2.5 Financial Literacy - Subject to paragraph 2.6, members of the Audit Committee shall be financially literate or agree to become financially literate within a reasonable period of time following the member's appointment. 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.

2.6 Venture Issuer - For so long as the Corporation is a "venture issuer" as defined in NI 52-110, it is not required to comply with the provisions of paragraph 2.1 "Composition", 2.4 "Independence" or 2.5 "Financial Literacy" above. In the event the Corporation cannot comply with all or a part of these provisions, then the Committee shall be comprised of not less than three members of the Board, a majority of whom are not officers or employees of the Corporation or a subsidiary of the Corporation.

3. MEETINGS

3.1 Meetings - The members of the Audit Committee shall hold meetings as are required to carry out this mandate, and in any case no less than four meetings annually. The external auditors are entitled to attend and be heard at each Audit Committee meeting. The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board or the President and CEO may call a meeting of the Audit

Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a Chair from their number for a meeting.

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

3.3 Quorum - A majority of the members of the Audit Committee shall constitute a quorum. If a quorum cannot be obtained for an Audit Committee meeting, members of the Board who would qualify as members of the Audit Committee may, at the request of the Chair or the Chairman of the Board, serve as members of the Audit Committee for that meeting.

3.4 Access to Management and Outside Advisors - The Audit Committee shall have unrestricted access to management and employees of the Corporation, and, from time to time may hold meetings with the external auditor, the CFO or the President and CEO. The Audit Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Audit Committee, for the services of these advisors.

3.5 Meetings Without Management - The Audit Committee shall hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management is not present.

4. FUNCTIONS AND RESPONSIBILITIES

The Audit Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Audit Committee by the Board. In addition to these functions and responsibilities, the Audit Committee shall perform the duties required of an audit committee by applicable corporate securities laws, the binding requirements of the stock exchanges on which the securities of the Corporation are listed, and all other applicable laws.

4.1 Financial Reports

- (a) **General** - The Audit Committee is responsible for reviewing the integrity of the Corporation's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Corporation's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Corporation. The external auditors are responsible for auditing the Corporation's annual consolidated financial statements and, if requested by the Corporation, for reviewing the Corporation's unaudited interim financial statements.
- (b) **Review of Annual Financial Reports** - The Audit Committee shall review the annual consolidated audited financial statements of the Corporation, the external auditors' report thereon and the related management's discussion and analysis of the Corporation's financial condition and results of operation to determine whether they present fairly, in all material respects in accordance with International Financial Reporting Standards ("IFRS") in which the financial statements of the Corporation are prepared from time to time, the financial condition, results of operations and cash flows of the Corporation. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.
- (c) **Review of Interim Financial Reports** - The Audit Committee shall review the interim consolidated financial statements of the Corporation, the external auditors review report thereon, if applicable, and the related MD&A to determine whether they present fairly, in all material respects in

accordance with IFRS, the financial condition, results of operations and cash flows of the Corporation. After completing its review, if advisable, the Audit Committee shall, if so authorized by the Board, approve the interim financial statements and the related MD&A, or if not authorized by the Board, then approve and recommend for Board approval.

- (d) **Review Considerations** - In conducting its review of the annual financial statements or the interim financial statements, the Audit Committee shall:
- (i) meet with management and the external auditors to discuss the financial statements and MD&A;
 - (ii) review the disclosures in the financial statements;
 - (iii) review the audit report or review report prepared by the external auditors;
 - (iv) discuss with management, the external auditors and legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;
 - (v) review critical accounting and other significant estimates and judgments underlying the financial statements as presented by management;
 - (vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management;
 - (vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;
 - (viii) review management's report on the effectiveness of internal controls over financial reporting;
 - (ix) review results of the Corporation's whistleblowing program; and
 - (x) review any other matters, related to the financial statements, that are brought forward by the external auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or applicable law.

4.2 Approval of Other Financial Disclosures - The Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Corporation, press releases disclosing financial results of the Corporation and any other material financial disclosure, including in Management Information Circulars and Annual Information Forms.

4.3 External Auditors

- (a) **General** -The Audit Committee shall be responsible for oversight of the work of the external auditors in auditing and reviewing the Corporation's financial statements and internal controls over financial reporting.
- (b) **Appointment and Compensation** - The Audit Committee shall review and, if advisable, select and recommend (i) for shareholder approval, the appointment of the external auditors and (ii) for shareholder or Board approval, as applicable, the compensation of the external auditors.
- (c) **Annual Review Report** - At least annually, the Audit Committee shall obtain and review a report by the external auditors describing: (i) their internal quality-control procedures and (ii) any material issues raised by their most recent internal quality-control review, peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting

one or more independent audits carried out by the external auditors and any steps taken to deal with any of these issues.

- (d) **Audit Plan** - At least annually, the Audit Committee shall review a summary of the external auditors' annual audit plan. The Audit Committee shall consider and review with the external auditors any material changes to the scope of the plan.
- (e) **Quarterly Review Report** - If the external auditors review the Corporation's unaudited interim financial statements, then the Audit Committee shall review a quarterly review report prepared by the external auditors in respect of each of the interim financial statements of the Corporation.
- (f) **Independence of External Auditors** - At least annually, and before the external auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the external auditors a formal written statement describing all relationships between the external auditors and the Corporation, discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the external auditors, and obtain written confirmation from the external auditors that they are objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which it belongs.
- (g) **Evaluation and Rotation of Lead Partner** - At least annually, the Audit Committee shall review the qualifications and performance of the lead partners of the external auditors. The Audit Committee shall obtain a report from the external auditors annually verifying that the lead partner of the external auditors has served in that capacity for no more than five fiscal years of the Corporation and that the engagement team collectively possesses the experience and competence to perform an appropriate audit.
- (h) **Pre-Approval of Non-Audit Services** - The Audit Committee shall pre-approve any retainer of the external auditors for any non-audit service to the Corporation in accordance with applicable law and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.
- (i) **Hiring Practices** - The Audit Committee shall review and approve guidelines regarding the hiring of employees or former employees of the external auditors.

4.4 Internal Controls

- (a) **General** - The Audit Committee shall monitor the system of internal control.
- (b) **Establishment, Review and Approval** - The Audit Committee shall require management to implement and maintain appropriate systems of internal control in accordance with applicable laws, regulations, and guidance, including internal control over financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the external auditors: (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Corporation's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions; (ii) any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, including those in the Corporation's periodic regulatory filings; (iii) any material issues raised by any inquiry or investigation by the Corporation's regulators; (iv) any related significant issues and recommendations of the external auditors together with management's

responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

4.5 Whistleblowing Procedures - The Audit Committee shall review and approve the establishment by management of procedures for the receipt, retention and treatment of complaints received by the Corporation from employees or others, regarding accounting, internal accounting controls, or auditing matters.

4.6 Succession Planning - In consultation with the Board, the Audit Committee shall review succession plans for the CFO and Controller of the Corporation. The Audit Committee shall review candidates for the position of CFO of the Corporation and make recommendations to the Board with respect to the appointment of a CFO.

4.7 Adverse Investments and Transactions - The Audit Committee shall review any investments and transactions that could adversely affect the well-being of the Corporation.

4.8 Audit Committee Disclosure - The Audit Committee shall review and approve any audit committee disclosures required by securities regulators in the Corporation's disclosure documents.

4.9 Assessment of Regulatory Compliance - The Audit Committee shall review management's assessment of compliance with laws and regulations as they pertain to responsibilities under this mandate, report its findings to the Board and recommend changes it considers appropriate.

4.10 Delegation - The Audit Committee may designate a sub-committee to review any matter within this mandate as the Audit Committee deems appropriate.

5. REPORTING TO THE BOARD

5.1 The Chair shall report to the Board, as required by applicable law or as deemed necessary by the Audit Committee or as requested by the Board, on matters arising at Audit Committee meetings and, where applicable, shall present the Audit Committee's recommendation to the Board for its approval.