



# ANGEL WING METALS INC

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TO BE HELD ON JUNE 29, 2023**

## **AND MANAGEMENT AND INFORMATION CIRCULAR**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ANGEL WING METALS INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF ANGEL WING METALS INC. TO BE HELD ON THURSDAY JUNE 29, 2023.

### **VIRTUALLY AT:**

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZjRiZjFkMWItYjNmMy00NTM4LTkzMtAtZTUyNGVjM2QxNTA5%40thead.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZjRiZjFkMWItYjNmMy00NTM4LTkzMtAtZTUyNGVjM2QxNTA5%40thead.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d)

Meeting ID: 288 375 517 307

Passcode: T9xwfJ

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**At 12:00 p.m. (EST)**

Dated: May 19, 2023

**ANGEL WING METALS INC.**

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

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Angel Wing Metals Inc. (the “**Corporation**”) will be held on Thursday, June 29, 2023 at 12:00 p.m. (Toronto Time), via Microsoft Teams at the following link:

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d)

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for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2022 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation;
6. to consider, and if thought fit, approve a special resolution, to grant the Board of Directors the sole discretion to amend the Corporation’s articles of incorporation to effect a consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for every two (2) pre-consolidation common shares; and
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**DATED** this 19th day of May, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Marc Prefontaine”*

**MARC PREFONTAINE**

President and Chief Executive Officer

**NOTE:****WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Material can be viewed online under the Corporation's [SEDAR](#) profile and at the following web address: <http://alliancetrust.ca/shareholders/>.

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request that a paper copy of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following web address: <http://alliancetrust.ca/shareholders/>
- Calling 1-877-537-6111; or
- Sending an email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca).

Requests should be received at least five (5) business days in advance of the proxy return date and time set out in the proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. Additional information respecting how to obtain paper copies of the meeting materials may be found in the Information Circular.

**VOTING:**

Beneficial shareholders who have received a voting instruction form from Broadridge Financial Solutions Inc. ("Broadridge") must deposit the completed voting instruction form with Broadridge by mail or facsimile at the address or facsimile number noted thereon.

Shareholders who have received a proxy form directly from Alliance Trust Corporation are asked to return their proxies using one of the following methods at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the proxy deposit date set out in the accompanying form of proxy:

INTERNET: <http://alliancetrust.ca/shareholders/>

FACSIMILE: 403-237-6181

MAIL: ALLIANCE TRUST COMPANY  
SUITE 1010, 407 – 2ND STREET S.W.  
CALGARY, ALBERTA T2P 2Y3

Additional information with respect to voting may be found in the Information Circular

**WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE BY PROXY.**

All proxies, to be valid, must be received by Alliance Trust Company, #1010, 407-2nd Street SW, Calgary, Alberta T2P 2Y3, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

## ANGEL WING METALS INC.

### MANAGEMENT INFORMATION CIRCULAR

Containing information as at May 19, 2023 unless otherwise noted.

### SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (“MANAGEMENT INFORMATION CIRCULAR”) IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF ANGEL WING METALS INC. (THE “CORPORATION”) of proxies from the holders of common shares (the “Common Shares”) for the annual general and special meeting of the shareholders of the Corporation (the “Meeting”) to be held on Thursday June 29, 2023 at 12:00 p.m. (Toronto Time) virtually or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (“Notice of Meeting”).

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d)

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Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

### NOTICE AND ACCESS

The Corporation has elected to use the notice-and-access provisions (“Notice-and-Access Provisions”) provided for under NI 54-101 for the Meeting in respect of mailings to registered holders and beneficial holders of Common Shares. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

Registered holders and beneficial holders of Common Shares will receive a notice containing information prescribed by the Notice-and-Access Provisions and a voting instruction form. In addition, paper copies of the Notice of the Meeting, this Management Information Circular, a form of proxy and the financial information in respect of our most recently completed financial year (the “Meeting Materials”), will be mailed to those shareholders who do not hold their Common Shares in their own name but who have previously requested to receive paper copies of these materials.

The Corporation will be delivering proxy-related materials to non-objecting beneficial owners of Common Shares directly with the assistance of Broadridge Financial Solutions, Inc. (“Broadridge”). The Corporation does not intend to pay for intermediaries to deliver proxy-related materials to objecting

beneficial owners of Common Shares and therefore objecting beneficial owners will not receive the Meeting Materials unless their intermediary assumes the costs of delivery.

The Meeting Materials will be available electronically at [www.alliancetrust.ca/shareholders](http://www.alliancetrust.ca/shareholders) as of May 24, 2023 and will remain on the website for one (1) full year thereafter. The Meeting Materials will also be available on the Canadian Securities Administrators System for Electronic Document Analysis and Retrieval website (“SEDAR”) at [www.sedar.com](http://www.sedar.com).

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Corporation by calling toll-free at 1-877-537-6111 or by sending an email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca). Meeting Materials will be sent to such shareholders and to shareholders requesting paper copies of the Meeting Materials by any other means at no cost to them, within three (3) business days of the Corporation receiving their request, if such requests are made before the date of the Meeting, including any adjournment thereof, and within 10 calendar days of the Corporation receiving their request, if such requests are made on or after the date of the Meeting and within one (1) calendar year of the Meeting Materials being filed online.

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

**The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a shareholder personally attending at the Meeting and voting his shares.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation's transfer agent, Alliance Trust Company, #1010, 407-2nd Street SW, Calgary, Alberta T2P 2Y3, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Alliance Trust Company, #1010, 407-2nd Street SW, Calgary, Alberta T2P 2Y3, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. In addition, a proxy may be revoked by the shareholder personally attending the Meeting and voting his shares.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name.** Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholder's name. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

This Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting may have been sent directly by the Corporation, rather than through an intermediary, to non-objecting beneficial owners under National Instrument 54-101. These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. If applicable, by choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### **VOTING OF PROXIES**

Each shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

**The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.**

### **QUORUM**

The By-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least two holders of not less than five (5%) percent of the outstanding shares of the Corporation entitled to vote at the Meeting are present in person or by proxy.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As of the effective date of this Information Circular (the “**Effective Date**”), which is May 19, 2023, 134,505,817 Common Shares are issued and outstanding as fully paid and non-assessable. No other shares of any other class are issued or outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares of record at the close of business on May 19, 2023 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of his Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he owns the Common Shares, and demands not later than ten (10)

days before the day of the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

To the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Board of Directors of the Corporation, the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

#### **1. Report and Financial Statements**

The Board of Directors of the Corporation has approved all the information in the audited financial statements of the Corporation for the year ended December 31, 2022 and the report of the auditor thereon, copies of which are delivered herewith.

#### **2. Fix the Number of Directors to be Elected at the Meeting**

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

#### **3. Election of Directors**

The Corporation currently has five (5) directors. Mr. Mark Santarossa and Mr. Marc Sontrop are being nominated for re-election at the meeting, and Mr. Calvin Everett, Ms. Alexandria Marcotte, and Mr. Marc Prefontaine are nominated for election at the Meeting, as they were appointed as directors to fill vacancies that occurred following the last shareholders meeting. The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's municipality of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares of the Corporation that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

**Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board of Directors.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies held by Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors.** Each director elected will hold office until the next annual general meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the



by-laws of the Corporation or the provisions of the Business Corporations Act to which the Corporation is subject.

<b>Name, Municipality of Residence, Office and Date Became a Director</b>	<b>Present Occupation and Positions Held During the Last Five Years</b>	<b>Number and Percentage of Common Shares Held or Controlled as at the Date of this Management Information Circular<sup>(1)</sup></b>
<b>Calvin Everett<sup>(4)</sup></b> Vancouver, BC Chairman since March 30, 2023	Chairman of the Board of Directors of Angel Wing Metals Inc. from March 30, 2023. Director of Liberty Gold Corp. since 2016, and President and CEO of Liberty Gold Corp. from 2016 to 2023.	7,016,000 <sup>(6)</sup> (5.21%)
<b>Marc Prefontaine<sup>(5)</sup></b> Vancouver, BC Director since March 30, 2023	President and Chief Executive Officer of Angel Wing Metals Inc. from April 2023. President and CEO of Orla Mining Ltd. from 2014 to 2018, and director from 2015 to 2018.	2,625,000 (1.95%) <sup>(7)</sup>
<b>Alexandria Marcotte<sup>(2)(3)(4)(5)</sup></b> Toronto, ON Director since August 29, 2022	Vice President, Project Coordination at Osisko Mining Inc. since 2017, Board Member, Canadian Museum of Nature Foundation since June 2020. Board member, NewOrigin Gold Corp (formerly Tri Origin Exploration) from January 2021 to November 2022. Member of the Sustainability Committee and Diversity and Inclusion Working Group of the Prospectors & Developers Association of Canada.	325,000 (0.24%)
<b>Mark Santarossa<sup>(2)(3)(5)</sup></b> Toronto, ON Director since April 6, 2021	Vice President of Corporate Development for Aurion Resources Ltd. since July 2019.	400,000 (0.29%)
<b>Marc Sontrop<sup>(2)(3)(4)</sup></b> Toronto, ON Director since April 6, 2021	President and Chief Compliance Officer at Interward Asset Management Ltd since January 2016.	2,149,000 <sup>(8)</sup> (1.59%)

**Notes:**

- (1) The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors. The percentage of shares is based on 134,505,817 Common Shares issued and outstanding as of May 19, 2023.
- (2) Members of the Corporation's Audit Committee.
- (3) Members of the Corporation's Compensation Committee.
- (4) Member of the Corporation's Corporate Governance and Nominating Committee.
- (5) Members of the Corporation's Health, Safety and Environmental Committee.
- (6) Calvin Everett indirectly holds 3,025,000 Common Shares of the Corporation.
- (7) Marc Prefontaine indirectly holds 2,625,000 Common shares of the Corporation.
- (8) Marc Sontrop is a director of Interward Capital Corporation and has direction over the Common Shares held by such shareholder. 1,305,000 Common Shares are registered to and beneficially held by Interward Capital Corporation.

*Cease Trade Orders*

No proposed director, within 10 years before the date of this Management Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) 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.

#### *Bankruptcies*

No proposed director, within 10 years before the date of this Management Information Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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.

#### *Personal Bankruptcies*

No proposed director has, within 10 years before the date of this Management 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 such proposed director.

#### *Penalties and Sanctions*

No proposed director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director,

other than a settlement agreement entered into before December 31, 2000 that would likely not be important to a reasonable securityholder in deciding whether to vote for a proposed director.

#### **4. Appointment of Auditor**

The shareholders of the Corporation will be asked to vote for the re-appointment of Kenway Mack Slusharchuk Stewart LLP, Chartered Accountants (“**KMSS LLP**”), as auditor of the Corporation. **Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution appointing KMSS LLP, as auditor of the Corporation,** to hold office until the close of the next annual general meeting of shareholders or until KMSS LLP is removed from office or resigns as provided by the Corporation's by-laws, and the Management Designees also intend to vote the Common Shares represented by any such proxy in favour of a resolution authorizing the Board of Directors to fix the compensation of the auditor. KMSS LLP has been the Corporation’s auditor since February 3, 2015.

#### **5. Re-approval of Stock Option Plan**

The Corporation has a stock option plan (the “**Plan**”) previously approved by the shareholders of the Corporation on July 28, 2022. A copy of the Plan is attached as Exhibit 1 to the Corporation’s Management

Information Circular dated June 24, 2011, and filed on SEDAR at [www.sedar.com](http://www.sedar.com) on July 7, 2011. The Plan is incorporated herein by reference.

The Plan shall be administered by the Board of Directors of the Corporation, or if appointed, by a special committee of directors appointed from time to time by the Board of Directors (the “**Board**”). The aggregate number of Common Shares which may be reserved for issuance under the Plan shall not exceed 10% of the Corporation’s issued and outstanding Common Shares. The number of Common Shares subject to an option to a participant shall be determined by the Board, but no participant shall be granted an option that exceeds the maximum number of shares permitted by any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction. The exercise price of the Common Shares covered by each option shall be determined by the Board, provided however, that the exercise price shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction. The maximum length of any option shall be ten (10) years from the date the option is granted, provided that the participant’s options expire ninety (90) days after a participant ceases to act for the Corporation, subject to extension at the discretion of the Board, except upon the death of a participant, in which case the participant’s estate shall have twelve (12) months in which to exercise the outstanding options. The Plan includes a provision that should an option expiration date fall within a blackout period or immediately following a blackout period, the expiration date will automatically be extended for ten (10) business days following the end of the blackout period. The Board of Directors has the absolute discretion to amend or terminate the Plan.

Policy 4.4 of the TSX Venture Exchange Inc. (the “**Exchange**”) requires that rolling stock option plans must receive shareholder approval yearly, at an issuer’s annual general meeting. In accordance with Policy 4.4, shareholders will be asked to consider and if thought fit, approve an ordinary resolution re-approving, adopting, and ratifying the Plan as the Corporation’s stock option plan.

The text of the ordinary resolution to be considered at the Meeting will be substantially as follows:

*“Be it resolved as an ordinary resolution of the Corporation that:*

1. *the stock option plan of the Corporation be approved substantially in the form attached as Exhibit 1 to the 2011 Management Information Circular of the Corporation dated June 24, 2011 (the “Plan”) and the Plan be and is hereby ratified, approved and adopted as the stock option plan of the Corporation;*
2. *the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;*
3. *the issued and outstanding stock options previously granted shall be continued under and governed by the Plan;*
4. *the shareholders of the Corporation hereby expressly authorize the board of directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and*
5. *any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”*

Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the resolution re-approving the Plan. In order to be effective, an ordinary resolution requires approval of a majority of the votes cast by shareholders who vote in respect to the resolution.

## 5. Share Consolidation

In order to facilitate future financing and business development activities, the Corporation's Board of Directors believes that it would be in the best interests of the Corporation and its Shareholders to consolidate the common shares of the Corporation (the "**Consolidation**") on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation Common Shares. At the Meeting, Shareholders will be asked to consider and, if thought fit, approve a special resolution (the "**Share Consolidation Resolution**") authorizing the Board to elect, in its discretion to file Articles of Amendment to amend the Corporation's Articles in order to consolidate the Corporation's issued Common Shares into a lesser number of issued Common Shares on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation Common Shares held by Shareholders, pursuant to Section 173(1)(f) of the *Business Corporations Act (Alberta)* ("**ABCA**"). The full text of the Share Consolidation Resolution is set out below under "*Recommendation of the Board of Directors*".

### Effect of the Consolidation

The Consolidation will not materially affect any Shareholder's voting rights or percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of common shares. No fractional shares will be issued in connection with the consolidation. If, as a result of the consolidation, the holder becomes entitled to a fractional share, such fraction will be rounded down to the nearest whole number. The Consolidation will not affect the listing of the Common Shares on the TSX Venture Exchange and, following the Consolidation, the Common Shares will continue to be listed on the TSX Venture Exchange under the symbol "AWM".

There can be no assurance that any increase in the market price per Common Share or improved liquidity would result from the proposed Share Consolidation.

### Effect on Beneficial Shareholders

Beneficial Shareholders (i.e. non-registered Shareholders) holding Common Shares through an intermediary should be aware that the intermediary may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for registered Shareholders. If you hold your Common Shares through an intermediary and have questions in this regard, you are encouraged to contact your intermediaries to confirm their process in respect of the proposed Share Consolidation.

### Effect on Warrants

As of the date of this Information Circular, there were 26,102,966 Warrants issued and outstanding exercisable into 26,102,966 Common Shares. Upon the implementation of the Consolidation, each then outstanding Warrant will be adjusted as follows:

- the number of Common Shares deliverable by the Corporation on any exercise of Warrant thereafter will be reduced on the same proportionate basis as the reduction in the issued and outstanding Common; and
- the price for which one (1) Common Share may be purchased pursuant to the exercise of a Warrant will be increased in inverse proportion to the reduction in the number of Common Shares.

### Effect on Options

As of the date of this Information Circular, there were 8,550,000 Options (as defined herein) issued and outstanding under the Corporation's stock option plan (the "Option Plan") to acquire Common Shares. The Option Plan provides for adjustments to any outstanding Options in the event of any change in the Common Shares through a consolidation of the Common Shares. Upon the implementation of the Consolidation, each then outstanding Option will be adjusted as follows:

- the number of Common Shares deliverable by the Corporation on any exercise of Options thereafter will be reduced on the same proportionate basis as the reduction in the issued and outstanding Common Shares; and
- the price for which one (1) Common Share may be purchased pursuant to the exercise of an Option will be increased in inverse proportion to the reduction in the number of Common Shares.

### Procedure for Implementing the Share Consolidation

Assuming the Consolidation is approved by the shareholders and regulatory approval from the TSX Venture Exchange is obtained, if the Board decides to proceed with the Consolidation, it will only become effective upon the filing by the Corporation of Articles of Amendment giving effect to the Consolidation, pursuant to Section 173(1)(f) of the ABCA. Under the ABCA, Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

Notwithstanding approval of the proposed Consolidation by the Shareholders, the Board, in its sole discretion, may delay implementation of the Consolidation or revoke the Share Consolidation Resolution and abandon the Consolidation without further approval or action by or prior notice to Shareholders. If the Board does not implement the Consolidation within one year from the date of Shareholder approval of the Share Consolidation Resolution, the authority granted by the Share Consolidation Resolution to implement the Consolidation on these terms would lapse and be of no further force or effect.

Following the effective date of the Articles of Amendment giving effect to the Consolidation, the Corporation will send letters of transmittal to all holders of common shares for use in transmitting their share certificates to the Corporation's registrar and transfer agent, Alliance Trust Company, in exchange for new certificates representing the number of common shares, on a post-consolidated basis, of the Corporation to which such Shareholder is entitled as a result of the Consolidation. No delivery of a new common share certificate to a Shareholder will be made until the Shareholder has surrendered their current issued certificates for common shares. Until surrendered, each share certificate formally representing old common shares of the Corporation shall be deemed for all purposes to represent the number of new common shares to which the holder is entitled as a result of the Consolidation.

The Corporation will issue a press release announcing the filing of the Articles of Amendment giving effect to the Consolidation, and, in accordance with the rules of the TSX Venture Exchange, the Post-Consolidation Shares will be assigned a new CUSIP number.

### Recommendation of the Board of Directors

Accordingly, the Corporation requests Shareholders to consider, and if thought advisable, to approve a special resolution substantially in the form set forth below:

***"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:***

1. *The articles of the Corporation be amended such that the issued and outstanding common shares in the capital of the Corporation be consolidated on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation common shares, as determined by the Board in its sole discretion;*
2. *No fractional shares shall be issued upon the consolidation and in the case where the consolidation results in a Shareholder of the Corporation otherwise becoming entitled to a fraction of a common share, a downward adjustment shall be made to the next whole common share;*
3. *The effective date of such consolidation shall be the date shown in the certificate of amendment;*
4. *Any one director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver articles of amendment to effect the foregoing resolutions and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action; and*
5. *Notwithstanding that this resolution has been duly passed by the Shareholders, the Board is hereby authorized, at its discretion, to determine, at any time to proceed or not proceed with the consolidation and to abandon all resolutions in connection with the consolidation at any time prior to the implementation of the consolidation without further approval of the Shareholders.”*

The foregoing resolution must be approved by not less than two thirds (66 2/3%) of the votes cast by Shareholders who vote in person or by proxy in respect of the resolution at the Meeting. Unless otherwise directed, the persons set forth in the enclosed form of proxy, if named as proxy, intend to vote the Shares represented by any such proxy FOR the foregoing resolution.

#### OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

#### GENERAL

**Unless otherwise directed, it is management’s intention to vote proxies in favour of the resolutions set forth herein.** All special resolutions to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by disinterested shareholders require the approval of the shareholders not affected by, or interested in, the matter to be approved.

## **EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's corporate objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the executive officers to the overall success and strategic growth of the Corporation. The compensation program is designed to reward management performance by aligning a component of the compensation with the Corporation's business performance and share value. The philosophy of the Corporation is to pay the management a total compensation amount that is competitive with other Canadian junior resource companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long-term basis.

The compensation program provides incentives to its management and directors to achieve long term objectives through grants of stock options under the Corporation's stock option plan. Increasing the value of the Corporation's Common Shares increases the value of the stock options. This incentive closely links the interests of the Named Executive Officers and directors to shareholders of the Corporation.

The Board of Directors is satisfied that there were no identified risks arising from the Corporation's compensation plans or policies that would have had any negative or material impact on the Corporation. The Corporation does not have any policy in place to permit an executive officer or director to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

### **Compensation Governance**

The Compensation Committee develops and monitors the Corporation's approach to the compensation of officers of the Corporation. The following are the current members of the Compensation Committee:

Alexandria Marcotte (Chair)	Independent
Mark Santarossa	Independent
Marc Sontrop	Independent

All members of the Compensation Committee are knowledgeable about the Corporation's compensation programs and possess an understanding of compensation theory and practice, personnel management and development, succession planning and executive development. In addition, all members are "financially literate" within the meaning of National Instrument 52-110 and have accounting or related financial management experience or expertise.

The responsibilities of the Compensation Committee in respect of compensation matters include advising the board or any committee of the board on compensation issues, undertaking an annual review of compensation issues and practices as they affect the Corporation, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other senior officers, and periodically reviewing the adequacy and form of compensation of the directors of the Corporation with a view to ensuring that such compensation realistically reflects the responsibilities and risks of being a director.

The Compensation Committee has unrestricted access to the Corporation's personnel and documents and is provided with the resources necessary, including, as required, the engagement and compensation of outside advisors, to carry out its responsibilities.

### **Summary Compensation Table**

The following table sets forth all annual and long-term compensation for the most recently completed financial year for services in all capacities to the Corporation and its subsidiaries, if any, in respect of individual(s) who were acting as, or were acting in a capacity similar to, a chief executive officer or chief financial officer and the three most highly compensated executive officers whose total compensation exceeded \$150,000 per annum (the "Named Executive Officers").

<b>Table Of Compensation Excluding Compensation Securities</b>							
<b>Name and Position</b>	<b>Year Ended December 31</b>	<b>Consulting Fees/Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total Compensation (\$)</b>
<b>Bryan Wilson</b> Former President and Chief Executive Officer <sup>(1)(6)</sup>	2022	62,900	Nil	Nil	Nil	Nil	62,900
	2021	Nil	Nil	Nil	Nil	Nil	Nil
<b>Remantra Sheopaul</b> Chief Financial Officer <sup>(2)</sup>	2022	2,500	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
<b>Sameer Uplenchwar</b> Former Chief Financial Officer <sup>(3)(6)</sup>	2022	85,455	108,500	Nil	Nil	Nil	193,955
	2021	108,500	71,000	Nil	Nil	Nil	179,500
<b>Christopher Brown</b> Former President and Chief Executive Officer <sup>(4)(6)</sup>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	17,000	71,000	Nil	Nil	Nil	88,000
<b>Robert Verhelst</b> Former President and Chief Executive Officer <sup>(5)(6)</sup>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	60,000	Nil	Nil	Nil	Nil	60,000
<b>Sharon Evans</b> Former Chief Financial Officer <sup>(5)</sup>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	49,710	Nil	Nil	Nil	Nil	49,710

#### **Notes:**

- (1) On April 6, 2021, Bryan Wilson was appointed President, Chief Executive Officer and Director of the Corporation. Mr. Wilson resigned as a director of the Corporation on March 30, 2023 and as President and CEO on April 15, 2023.
- (2) Mr. Sheopaul works for Marrelli Support Services which provides accounting services to the Company. Mr. Sheopaul was appointed Chief Financial Officer effective October 3, 2022.
- (3) On January 8, 2021, Sameer Uplenchwar was appointed Chief Financial Officer and Director of the Corporation. On April 6, 2021, Mr. Uplenchwar resigned as a Director of the Corporation. Mr. Uplenchwar resigned as Chief Financial Officer effective October 3, 2022.
- (4) On January 8, 2021, Christopher Brown was appointed Chief Executive Officer and Director of the Corporation. On April 6, 2021, Christopher Brown resigned as President, Chief Executive Officer and Director of the Corporation.
- (5) On January 8, 2021, Robert Verhelst resigned as President, Chief Executive Officer and Director of the Corporation, and Sharon Evans resigned as Chief Financial Officer of the Corporation.
- (6) Messrs. Wilson, Uplenchwar, Brown and Verhelst did not receive any additional compensation for serving as a director of the Corporation.



## DIRECTOR COMPENSATION

During the year ended December 31, 2022, the Corporation had five (5) directors, one (1) of which was also a Named Executive Officer. For a description of the compensation paid to the Named Executive Officer of the Corporation who also acts as a director of the Corporation, see “*Executive Compensation*”.

### Director Compensation Table

The following table sets forth all compensation provided to directors who are not also Named Executive Officers (“**Outside Directors**”) of the Corporation for the most recently completed financial year.

Table Of Compensation Excluding Compensation Securities							
Name <sup>(1)</sup>	Year Ended December 31	Consulting Fees/Salary (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
<b>Frank Busch</b> <sup>(4)</sup>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	10,000	Nil	Nil	Nil	Nil	10,000
<b>Joseph E. Mullin III</b> <sup>(2)</sup>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
<b>Mark Santarossa</b> <sup>(3)</sup>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marc Sontrop</b> <sup>(3)</sup>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
<b>Alexandria Marcotte</b> <sup>(5)</sup>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A

#### **Notes:**

- (1) During the financial year ended December 31, 2022, Mr. Wilson, was an NEO and also a director of the Corporation. The relevant disclosure of his compensation for services rendered in his capacity as an NEO has been included under “Summary of Compensation of Executive Officers” above. During the financial year ended December 31, 2022, Mr. Wilson, did not receive any additional compensation for services rendered in his capacity as director of the Corporation.
- (2) Mr. Mullin was appointed director of the Corporation on April 6, 2021. He resigned as a director on August 24, 2022.
- (3) Mr. Santarossa and Mr. Sontrop were appointed directors of the Corporation on April 6, 2021.
- (4) Mr. Busch was appointed as director of the Corporation on January 8, 2021. He resigned as a director on March 30, 2023.
- (5) Ms. Marcotte was appointed director of the Corporation on August 29, 2022.

### Incentive Plan Awards

The Corporation has a stock option plan (the “**Plan**”) previously approved by the shareholders of the Corporation on July 28, 2022. The significant terms of the Plan are disclosed in this Management Information Circular under “*PARTICULARS OF MATTERS TO BE ACTED UPON - Re-approval of Stock Option Plan*”.

### Outstanding Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer and director of the Corporation as of the most recent financial year end.

Compensation Securities							
Name and position	Type of compensation security <sup>(1)</sup>	Number of compensation securities, number of underlying securities, and percentage of class <sup>(2)</sup>	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
<b>Bryan Wilson</b> Former President and Chief Executive Officer	Options	400,000	April 7, 2021	0.24	0.24	0.24	April 7, 2031
	Options	350,000	June 29, 2021	0.31	0.31	0.24	June 29, 2031
	Options	250,000	May 6, 2022	0.20	0.16	0.09	May 6, 2032
		Total (15.26%)					
<b>Frank Busch</b> Former Director	Options	150,000	April 7, 2021	0.24	0.24	0.24	April 7, 2031
	Options	150,000	June 29, 2021	0.31	0.31	0.24	June 29, 2031
	Options	200,000	May 6, 2022	0.20	0.16	0.09	May 6, 2032
		Total (7.63%)					
<b>Joseph E. Mullin III</b> Former Director	Options	250,000	April 7, 2021	0.24	0.24	0.24	April 7, 2031
	Options	250,000	June 29, 2021	0.31	0.31	0.24	June 29, 2031
	Options	200,000	May 6, 2022	0.20	0.16	0.09	May 6, 2032
		Total (10.68%)					
<b>Mark Santarossa</b> Director	Options	250,000	April 7, 2021	0.24	0.24	0.24	April 7, 2031
	Options	200,000	June 29, 2021	0.31	0.31	0.24	June 29, 2031
	Options	200,000	May 6, 2022	0.20	0.16	0.09	May 6, 2032
		Total (9.92%)					
<b>Marc Sontrop</b> Director	Options	250,000	April 7, 2021	0.24	0.24	0.24	April 7, 2031
	Options	350,000	June 29, 2021	0.31	0.31	0.24	June 29, 2031
	Options	200,000	May 6, 2022	0.20	0.16	0.09	May 6, 2032
		Total (12.21%)					

**Notes:**

- (1) Options issued under the Corporation's Stock Option Plan are for one (1) Common Share of the Corporation per Option.
- (2) Percentage of the class of shares is based on 6,550,000 Options being the total issued and outstanding Options of the Corporation as at December 31, 2022.

None of the awards disclosed in the table above have been transferred at other than fair market value.

**Option-Based Awards – Amount Exercised**

The following table sets forth each exercise by a director or named executive officer of compensation securities during the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
<b>Bryan Wilson</b> Former President and Chief Executive Officer	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Frank Busch</b> Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Joseph E. Mullin III</b> Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

<b>Mark Santarossa</b> Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Marc Sontrop</b> Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

### **Pension Plan Benefits**

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following, or in connection with retirement.

### **Termination and Change of Control Benefits**

The Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following, or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in a Named Executive Officer's responsibilities.

### **Other Compensation**

Other than as set forth herein, the Corporation did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full time employees) during the last completed financial year other than benefits and perquisites which did not amount to \$10,000 or greater per individual.

### **Employment Contracts**

Effective October 3, 2022, the Corporation engaged Marelli Support Services Inc. ("Marelli"), an external management contract of which Remantra Sheopaul is providing Chief Financial Officer services. Marelli retains the right, from time to time upon 90 days' written notice, to replace Mr. Sheopaul with another service provider. The contract further describes the Termination provisions. The parties may terminate the Agreement at any time by providing 30 days' written notice.

On January 8, 2021, the Corporation entered into an independent contractor agreement with Sameer Uplenchwar (the "**Contractor Agreement**") pursuant to which the Corporation engages Mr. Uplenchwar to occupy the position of Chief Financial Officer of the Corporation. The Contractor Agreement sets out the terms and conditions in the event that there is a change of control or in other circumstances where Mr. Uplenchwar is terminated without cause. The Corporation may terminate the Contractor Agreement at any time by providing six-month notice of termination. If the Corporation terminates the Contractor Agreement and Mr. Uplenchwar's employment thereunder without cause, or in the event that a change of control event occurs, in addition to any other amounts that may be payable to Mr. Uplenchwar under the Contractor Agreement up to the date of termination, the Corporation shall pay to Mr. Uplenchwar an amount equal to the fees that would have been payable to Mr. Uplenchwar had the retainer with the Corporation continued for the a period of twelve months from the date of termination. Mr. Uplenchwar resigned effective October 3, 2022.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)<sup>(1)</sup></b>
Equity compensation plans approved by securityholders	6,550,000	\$0.24	4,537,082
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
<b>Total</b>	<b>Nil</b>	<b>N/A</b>	<b>4,537,082</b>

**Note:**

- (1) The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed 10% of the Corporation's issued and outstanding shares. As at December 31, 2022, the number of Common Shares issued and outstanding was 110,870,817.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director, executive officer, employee or former director, executive officer or employee of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

**INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein, or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

**MANAGEMENT CONTRACTS**

Other than as set forth herein, during the most recently completed financial year, no management functions of the Corporation were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation 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 matters to be acted upon at the Meeting.

## AUDIT COMMITTEE

### Audit Committee Terms of Reference

The text of the Corporation’s Audit Committee charter is set out under the heading “Audit Committee Terms of Reference” in the Corporation’s Management Information Circular dated June 22, 2012 and filed on SEDAR at [www.sedar.com](http://www.sedar.com) on July 16, 2012, which is incorporated by reference herein.

### Audit Committee Composition

The following are the members of the Audit Committee, as at May 19, 2023:

Mark Santarossa (Chair)	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Marc Sontrop	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Alexandria Marcotte	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

#### Notes:

- (1) As defined by National Instrument 52-110 (“NI 52-110”)

### Relevant Education and Experience

All of the members of the Audit Committee have been directly or indirectly involved in the preparation of the financial statements, filing of quarterly and annual financial statements, dealing with auditors, or as a member of the Audit Committee. All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements.

**Mark Santarossa** - Mr. Santarossa holds an MBA from the Schulich School of Business, a Chartered Professional Accountant designation and a B.Comm from the University of Toronto majoring in Finance and Economics. Mr. Santarossa brings almost 20 years of mining experience in various corporate, capital markets and investment banking roles. Mr. Santarossa worked as an auditor for KPMG. He is currently the Vice President of Corporate Development for Aurion Resources Ltd. Prior to joining Aurion, he was a Director at Origin Merchant Partners, Canada’s largest independent Mergers and Acquisitions advisory firm based in Toronto. He has deep capital markets experience, with an extensive list of institutional buy-side and corporate relationships, having worked at both bank-owned and independent Canadian investment dealers, devoting much of his career to the resource sector. He has also been the President of NewOrigin Gold Corp. as well as the former Chief Financial Officer and Vice President of Corporate Development for GT Gold Corp.

**Marc Sontrop** – Mr. Sontrop is a CFA Charterholder and holds both B.Comm and MBA degrees from McMaster University. Mr. Sontrop is the President and CCO of Interward Asset Management Ltd, a Toronto-based investment firm. He brings over 25 years of diverse capital markets experience dealing with private and public investments across multiple sectors. As a Portfolio Manager, Mr. Sontrop has particular expertise in researching and investing in small- to mid-cap mining opportunities. These investments have been global in reach and cover multiple commodities. Previous experience includes sell-side equity research at BMO Capital Markets and investment banking at Scotia Capital.

**Alexandria Marcotte** - Ms. Marcotte received an Honours Bachelor of Science degree from the University of Toronto and an MBA from the Schulich School of Business at York University. Ms. Marcotte is the Vice President, Project Coordination for Osisko Mining Inc. having started at Osisko as a Senior Geologist in March 2017. Prior to joining Osisko, Ms. Marcotte held increasingly senior roles in junior exploration companies internationally and across Canada. Ms. Marcotte is also a member of the Professional

Geoscientists of Ontario and the Prospectors & Developers Association of Canada's Sustainability Committee.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (securities regulatory authority exemption).

### **Pre-Approval Policies and Procedures**

The Audit Committee had adopted specific policies and procedures for the engagement of non-audit services as described in the Terms of Reference under the heading "*Audit Committee Terms of Reference - External Auditors*".

### **External Auditor Service Fees**

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit and other fees are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
2022	\$33,000	Nil	\$650	Nil
2021	\$23,500	Nil	Nil	Nil

## **CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Corporation. The Board of Directors is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making. To achieve this goal, the Corporation has implemented an Audit Committee Charter, an Insider Trading Policy, a Compensation Committee Charter, a Corporate Governance and Nominating Committee Charter, a Health, Safety and Environmental Committee Charter, Environmental & Social Responsibility Policies, and an Anti-corruption and Anti-bribery Policy.

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**"), the Corporation is required to disclose its corporate governance practices as summarized below.

## **Board of Directors**

The Board of Directors is currently comprised of five members. Mr. Mark Santarossa, and Mr. Marc Sontrop are being nominated for re-election at the Meeting and Mr. Calvin Everett, Mr. Marc Prefontaine, and Ms. Alexandria Marcotte are nominated for election at the Meeting, as they were appointed as directors to fill vacancies left following the last shareholders meeting. Messrs. Santarossa, Sontrop, and Everett and Ms. Marcotte are independent directors of the Corporation. Mr. Prefontaine, as a member of the management of the Corporation, is not an independent director.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a director’s independent judgment. The independent judgment of the Board of Directors in carrying out its responsibilities is the responsibility of all directors. The Board of Directors of the Corporation facilitates independent supervision of management through meetings of the Board of Directors and through frequent informal discussions among independent members of the Board of Directors and management. In addition, the Board of Directors have free access to the Corporation’s external auditors, legal counsel and to any of the Corporation’s officers.

## **Directorships**

The following directors of the Corporation are presently directors of other reporting issuers:

<u>Name</u>	<u>Name of Reporting Issuer</u>
Marc Sontrop	AIM5 Ventures Corp, AIM6 Ventures Corp, Aardvark 2 Capital Corp
Calvin Everett	Liberty Gold Corp.
Marc Prefontaine	Prime Mining Corp.

## **Orientation and Continuing Education**

Each new director is given an outline of the nature of the Corporation’s business, its corporate strategy, and current issues with the Corporation. New directors are also expected to meet with management of the Corporation to discuss and better understand the Corporation’s business and are advised by counsel to the Corporation of their legal obligations as directors of the Corporation. New directors are also given copies of the Corporation’s policies.

The introduction and education process will be reviewed on an annual basis by the Board of Directors and will be revised as necessary.

## **Ethical Business Conduct**

The Board of Directors has adopted a written Code of Business Conduct and Ethics which applies to all directors, officers, employees, and consultants of the Corporation. The Code of Business Conduct and Ethics addresses such matters as conflicts of interest and the protection and proper use of the Corporation’s assets.

The Board of Directors has established a Whistle Blower Policy, which establishes the complaint procedure for concerns about any aspect of the Corporation's activities and operations. The Corporation has also adopted an Insider Trading Policy which establishes procedures for when insiders may trade securities of the Corporation. The Corporation has also adopted a Disclosure and Confidentiality Policy which establishes procedures for ensuring adequate disclosure and compliance with disclosure requirements as well as procedures for maintaining confidentiality.

The Board of Directors has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict-of-interest provisions of the *Business Corporations Act* (Alberta), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

### **Nomination of Directors**

The Board of Directors has formed a Corporate Governance and Nominating ("CG&N") Committee to assist the Board of Directors with the nomination of directors for the Company. The members of the Corporate Governance and Nominating Committee are Mr. Calvin Everett (Chair), Ms. Alexandria Marcotte, and Mr. Marc Sontrop. All members of the Committee are independent.

The CG&N Committee will be responsible for identifying the desired competencies, expertise, skills, and personal qualities sought in potential candidates, and recommending the slate of directors to be nominated for election at the annual meeting of shareholders. The Committee will periodically assess the Board's size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company.

### **Compensation**

The Corporation has a Compensation Committee. See "*EXECUTIVE COMPENSATION - Compensation Governance*" above.

### **Health, Safety and Environmental Committee**

The Health, Safety and Environmental Committee (the "HSE" Committee) is responsible for establishing a governance and reporting framework in respect of safety, environment, and community and stakeholder relations.

The members of the HSE Committee are Mr. Marc Prefontaine (Chair), Ms. Alexandria Marcotte and Mr. Mark Santarossa. The role of the HSE Committee is to establish a governance and reporting framework in respect of safety, environment, and community and stakeholder relations. It will also regularly assess and review the progress of work programs and make recommendations on any Project for the Board's consideration with the aim of:



- ensure all exploration and development programs align with the Corporation's development strategy, budget and applicable schedule;
- align any future project, with the Corporation's business principles and processes; and
- providing guidance to the Board on safety, environmental, technical, financing, permitting, and community/stakeholder engagement aspects of any future project.

### **Other Board of Directors Committees**

The Corporation has no current standing Committees, other than the Audit Committee, Compensation Committee, CGN Committee, and the HSE Committee discussed above.

### **Assessments**

The CG&N Committee is responsible for developing and implementing a process for assessing the effectiveness of the Board, individual directors, Board committees, and the chairs thereof. The Board of Directors has not implemented a formal process for assessing its effectiveness or the effectiveness of its individual members or its committees. As a result of the Corporation's size, its stage of development and the limited number of individuals on the Board of Directors, the Board of Directors consider a formal assessment process to be unnecessary at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information of the Corporation's most recently completed financial year is provided or will be provided, in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR. A shareholder may contact the Corporation at:

Angel Wing Metals Inc.  
82 Richmond St. E., Toronto  
Ontario, Canada M5C 1P1  
Attention: President

to obtain a copy of the Corporation's most recent financial statements and management discussion and analysis.

## **BOARD APPROVAL**

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.