



**SILVER X MINING CORP.**  
(Formerly ORO X Mining Corp.)

Suite 1430 – 800 West Pender Street  
Vancouver, BC V6C 2V6  
Telephone: (604) 638-8063

**INFORMATION CIRCULAR**  
as at October 13, 2021 (*except as otherwise indicated*)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of Silver X Mining Corp. for use at the annual general meeting (the “Meeting”) of its shareholders to be held on November 17, 2021 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to “the Company”, “we” and “our” refer to Silver X Mining Corp. “Common Shares” means common shares in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**Appointment of Proxyholders**

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

**Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

## Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by choosing one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Odyssey Trust Company ("**Odyssey**"), by mail to 350 – 409 Granville St., Vancouver, BC V6K 2K2; or
- (b) log onto Odyssey's website at <http://odysseytrust.com/Transfer-Agent/Login>. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's control number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors (the "Board") at its discretion without notice. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

## Beneficial Shareholders

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. 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 Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States of America (the "U.S." or the "United States") the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "*Non-Objecting Beneficial Owners*").

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

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a Voting Instruction Form ("**VIF**") in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge's instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.**

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the proxy bearing a later date to Odyssey or at the address of the registered office of the Company at 550 Burrard St., Suite 2300, Vancouver, British Columbia, V6C 2B5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest,

direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, as further described below.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed October 13, 2021 as the record date (the “**Record Date**”) for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is listed on the TSX Venture Exchange (the “**TSXV**”) and is authorized to issue an unlimited number of Common Shares and preferred shares. As of October 13, 2021, there were 115,747,997 Common Shares without par value issued and outstanding, each carrying the right to one vote. As of October 13, 2021, there were no preferred shares without par value issued and outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, except as set forth below there are no persons or corporations who beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 13, 2021.

Shareholder Name <sup>(*)</sup>	Number of Common Shares Held <sup>(*)</sup>	Percentage of Issued Common Shares
Jose M. Garcia Jimenez	13,385,128	11.56%
Sebastian Wahl	12,866,224	11.11%

The following documents filed with the securities commissions or similar regulatory authority in British Columbia and Alberta and are specifically incorporated by reference into, and form an integral part of, this information circular:

- February 28, 2021 year-end financial statements, report of the auditor and related management discussion and analysis as filed under the Company’s SEDAR profile on June 15, 2021 at [www.sedar.com](http://www.sedar.com); and

Copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Company at Suite 1430 – 800 West Pender Street, Vancouver, BC V6C 2V6, telephone no. (604) 638-8063 or email: [dtopolewski@cdmcp.com](mailto:dtopolewski@cdmcp.com). These documents are also available via the internet under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

## ELECTION OF DIRECTORS

The Board has set the number of directors to be elected to the Board at the Meeting be set at six (6) directors. The Board will nominate the six (6) individuals set out below to be elected to the Board at the Meeting.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director’s office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia)

(“BCA”), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

As of the date of this information circular, the current directors of the Company are: Jose M. Garcia Jimenez, Michael Hoffman, Sebastian Wahl, Luis Zapata, Darryl Cardey, and Nicholas Rowley. At the Meeting, Luis Zapata, Jose M. Garcia Jimenez, and Sebastian Wahl will be management’s directors nominees.

*Advance Notice Provision*

Pursuant to the advance notice provisions contained in the Articles (the “**Advance Notice Provision**”), the Board has determined that notice of nominations of persons for election to the Board at the Meeting must be made following the requirements of such Advance Notice Provisions. To the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Articles and, subject to the timely receipt of any such nomination, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Advance Notice Provision also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person’s term in office as a director.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of the Company’s Articles, as amended, a copy of which was filed under the Company’s SEDAR profile on March 3, 2014 at www.SEDAR.com.

**Management Director Nominees**

The following table sets out the names of management’s nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s current principal occupation, business or employment (for the five preceding years for each new nominee), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 13, 2021.

<b>Nominee Position with the Company and Province or State and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)(2)</sup></b>
JOSE M. GARCIA JIMENEZ Neuheim, Switzerland CEO, Director	CEO and Director of the Company from June 22, 2021. CEO of MMTP which became Latitude Silver from 2016 to 2021.	June 22, 2021	13,385,128 <sup>(6)(7)</sup>
SEBASTIAN WAHL Lima, Peru VP Corporate Development, Director	VP Corporate Development and Director of the Company from June 22, 2021. Co-founder, Director and VP Corporate Development of MMTP which became Latitude Silver from 2016 to 2021.	June 22, 2021	12,866,224 <sup>(3)(5)(7)</sup>

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment <sup>(1)</sup>	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)(2)</sup>
MICHAEL HOFFMAN Ontario, Canada Independent Director	Mining Engineer. Former chairman and director of Trevali Mining from 2011 to 2019. Currently chair and director of 1911 Gold Corporation and Director of Fury Gold and Velocity Minerals	June 22, 2021	285,213 <sup>(3)(4)(5)(6)(7)</sup>
DARRYL CARDEY British Columbia, Canada Independent Director	Darryl Cardey is the Principal of CDM Capital Partners, a boutique natural resources investment banking advisory firm. He is also the co-founder of Northern Empire Resources (acquired by Coeur Mining Inc in 2018) and Underworld Resources (acquired by Kinross Gold in 2009), Director and Founder of Otterburn Resources Inc. (predecessor company to K92 Mining Inc).	October 30, 2018	186,700 <sup>(3)(4)(5)(7)(8)</sup>
LUIS ZAPATA British Columbia, Canada Chairman, Director	Luis Zapata is president of A15 Capital Corp., a boutique merchant bank he founded in 2013. He was CEO of the Company from June 11, 2020 to June 22, 2021. Mr. Zapata was a partner of capital markets at Seminario SAB from January to September of 2013 and a director of Latin American Institutional Equities at Canaccord Genuity Corp. from May 2010 to January 2013 and again from February 2019 to January 2020.	June 11, 2020	764,176 <sup>(6)(7)(8)</sup>
NICHOLAS ROWLEY Western Australia, Australia Independent Director	Nicholas Rowley, director of the Company from October 7, 2020 to present and currently serves on the boards of Titan Minerals Ltd. and Cyprrium Metals Ltd.	October 7, 2020	nil <sup>(4)(7)(8)</sup>

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees, or obtained from information available on SEDl.
- (2) On an undiluted basis.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of the Nominating and Corporate Governance Committee.

- (6) Member of the Technical and Health & Safety Committee.
- (7) This director also holds options to purchase additional Common Shares: Jimenez as to 2,300,000; Wahl as to 2,075,000; Hoffman as to 150,000; Cardey as to 300,000; Zapata as to 475,000, and Rowley (indirectly owned by Jet Capital Pty Ltd) as to 275,000.
- (8) This director also holds restricted share units: Cardey as to 50,000; Zapata as to 100,000, and Rowley (indirectly owned by Jet Capital Pty Ltd) as to 50,000.

### **Biographies of Director Nominees**

#### *Jose Maria Garcia Jimenez - CEO, Director*

José Maria Garcia Jimenez is a Mining Engineer with an M.Sc from the Universidad Politécnica in Spain. José also holds a Master in Mineral Economics from the University of Queensland and a Master in Global Leadership by the World Economic Forum (WEF). His international experience includes tenures at Anglo American (Los Bronces Copper, Chile), Inmet Mining (Las Cruces Copper, Spain), and BHP (Yandi Iron Ore, Australia), where he was Mine Superintendent. After that, he worked as Senior Mining Engineer for GHD Australia, providing consulting services on bauxite, copper, coal and gold.

José subsequently became Associate Director of Mining and Metals at the World Economic Forum's Global Leadership Fellows Program in Geneva. In 2014, he was one of the founding partners of Mining Sense Consulting, a firm providing services to mining companies internationally. In 2016, he joined MMTP, the mining company that gave origin to Latitude Silver.

#### *Sebastian Wahl - VP Corporate Development, Director*

Mr. Wahl has a BSc in Business Administration and Management from the Zurich Institute of Business Education - CEIBS, and his experience in the investment business spans more than a decade. As Co-Founder of MMTP, Latitude's predecessor company, Sebastian was instrumental in the acquisition of the Recuperada asset and led the company's financial planning and execution.

Prior to that, he was involved in different roles related to mining and commodity trading in Peru, mostly in precious metals. Sebastian also served as a member of the Strategic Advisory Committee of Affinity Gold Corp, where he was in charge of business development, project evaluation and financing models in Central and South America, with a strong focus on sustainability.

#### *Michael Hoffman, P. Eng., ICD.D - Director*

Michael Hoffman is a mining engineer with over 35 years of experience across a wide range of positions within the mining sector with extensive exposure to both large and small mining companies. He has experience in mining operations, engineering studies and corporate development, while he is also a seasoned director, with experience in M&A and participation in audit, compensation and corporate governance committees.

Mr. Hoffman was a director of Trevali Mining Corp. from 2011 to 2019 in addition to Chairman from 2017 to 2019. He was former president and CEO of Crocodile Gold and Kria Resources and was VP of Projects for Yamana Gold and Goldcorp.

He is currently Chair of 1911 Gold Corporation and a director for Fury Gold and Velocity Minerals. He is currently a Professional Engineer in the Province of Ontario and a member of the Institute of Corporate Directors.

#### *Nicholas Rowley - Director*

Nicholas Rowley is an experienced executive with a strong financial background with over 15 years' experience specializing in corporate advisory, M&A transactions, and equity markets. He has advised on the equity financings of numerous ASX and TSX listed companies, predominantly in the mining and resources

sector. Mr. Rowley currently serves as a non-executive director of Titan Minerals Ltd. and Cyprium Metals Ltd., both listed on the ASX.

*Darryl Cardey – Director*

Darryl S. Cardey has been a principal of CDM Capital Partners Inc. since April 2011, a private British Columbia company involved in the business of venture capital financing and investments. Mr. Cardey has and continues to act as a director or in a senior financial role with a wide variety of private and public companies in the mining and technology sectors. Mr. Cardey holds a Chartered Professional Accountant designation from the Institute of Chartered Professional Accountants, British Columbia.

*Luis Zapata – Executive Chairman, Director*

Luis Zapata was the Company's CEO from June 11, 2020 to June 22, 2021. He is a resources finance professional with over 14 years of experience. Mr. Zapata was most recently Director, Latin America Institutional Equities at Canaccord Genuity where he launched Canaccord's Latin America Institutional Equities business unit in 2010. Mr. Zapata was also previously Partner and Head of Capital Markets at Seminario SAB, Peru's largest independent brokerage firm and is currently President of A15 Capital Corp., a boutique merchant bank that he founded in 2013. Mr. Zapata is a dual Canadian/Peruvian citizen fluent in English and Spanish.

### **Penalties, Sanctions and Cease Trade Orders**

No proposed director is, as at the date of this information circular, or has been, within ten (10) years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company, in respect of which the information circular is being prepared) that:

- a. was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- 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; or
- c. while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- d. has, within the ten (10) years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **APPOINTMENT OF AUDITOR**

Shim & Associates LLP, Chartered Professional Accountants, of 970 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 will be nominated at the meeting for appointment as auditor for the ensuing year.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Shim & Associates, Chartered Professional Accountants, as auditor of the Company until the close of the next annual general meeting, and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors.**

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

The Company is a venture issuer as defined under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and each venture issuer is required to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

## **The Audit Committee's Charter**

The Company's Audit Committee has adopted a written charter (the "**Charter**") that sets out its mandate and responsibilities. A copy of the Charter is attached hereto as Schedule "A". The Charter is incorporated by reference into this Information Circular. A copy of the Charter will be provided free of charge to a securityholder of the Company upon request. As the Company is a "venture issuer" (as defined in NI 52-110), it is relying on the exemptions provided to it in Section 6.1 of NI 52-110 with respect to composition of the Audit Committee and with respect to audit committee reporting obligations.

## **Composition of the Audit Committee**

The current Audit Committee members are Darryl Cardey (Chair), Michael Hoffman, and Sebastian Wahl. Messrs Cardey and Hoffman are independent. Mr. Wahl is not independent as he is the VP Corporate Development of the Company. All Audit Committee members are considered to be financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the Board's reasonable opinion, interfere with the exercise of a member's independent judgement.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements presenting a breadth and level of complexity of accounting issues generally comparable to the breadth and complexity of issues one can reasonably expect to be raised by the Company.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

## **Relevant Education and Experience**

Each member of the Company's Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

See *Biographies of Director Nominees* above, in particular the biographies of each Audit Committee member, for more information concerning each Audit Committee member's education and experience.

## **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

## **Reliance on Certain Exemptions**

The Company's former auditor, Davidson & Company LLP, Chartered Professional Accountants, have not provided any material non-audit services. At no time since the commencement of the Company's two most recently completed financial years has the Company 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 (*Exemptions*).

## Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services which are set forth in the Audit Committee Charter under the heading “External Auditors”

### External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by the Company’s former auditor, Davidson & Company LLP, Chartered Professional Accountants, (the “Auditor”) to the Company to ensure auditor independence. Fees incurred with the Auditor, for audit and non-audit services in the last two fiscal years are outlined in the following table:

<b>Nature of Services</b>	<b>Fees Paid to Auditor in Year Ended February 28, 2021</b>	<b>Fees Paid to Auditor in Year Ended February 29, 2020</b>
Audit Fees <sup>(1)</sup>	\$57,189	\$20,244
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$Nil	\$2,500
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil
<b>Total</b>	<b>\$57,189</b>	<b>\$22,744</b>

Notes:

(1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) “All Other Fees” include all other non-audit services.

### Exemption

The Company is a “venture issuer” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE

### General

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their corporate governance practices and National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the company’s shareholders. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

## Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the Board’s opinion, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

Management is delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The Board reviews executive compensation and recommends stock option grants.

The independent members of the Board are Messrs Cardey, Hoffman, and Rowley. Mr. Zapata is not independent as he is the former Chief Executive Officer of Oro X and Executive Chairman of Silver X.

## Directorships

Certain members of the Board and management nominees to the Board are currently serving on boards of directors of other reporting companies (or equivalent) as set out below:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>	<b>Exchange</b>
Michael Hoffman	Fury Gold Mines Limited 1911 Gold Corporation Velocity Minerals Ltd.	TSX TSXV TSXV
Darryl Cardey	Just Kitchen Holdings Corp. Zoomd Technologies Ltd.	TSXV TSXV
Nicholas Rowley	Titan Minerals Ltd. Cyprium Metals Ltd.	ASX ASX

## Orientation and Continuing Education

Management will ensure that a new appointee to the Board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company’s business will be necessary and relevant to each new director.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

## Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company’s business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including 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 executive officer has a material interest.

## Nomination of Directors

Given the Company’s current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. The nominees are

generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the CEO of the Company.

### **Compensation**

The compensation committee and the Board review on an annual basis the adequacy and form of compensation and benefits of all executive officers and directors, and with respect to the Company's stock option plan and the granting of options thereunder. To carry out its duties, the Board may retain special legal, accounting, financial or other consultants to advise the Board on compensation matters.

### **Other Board Committees**

The Board has the following committees: Audit Committee, described above, the Compensation Committee, the Corporate Governance Committee and the Technical and Health & Safety Committee

### **Assessments**

The Board annually reviews its own performance and effectiveness as well as the Audit Committee Charter. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board. The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **GENERAL**

The following compensation information is provided as required under Form 51-102F6V for Venture Issuers (the "**Form**"), as such term is defined in NI 51-102.

For the purposes of this Statement of Executive Compensation:

"**CEO**" of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**Named Executive Officer**" or "**NEO**", means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the

end of that financial year.

## DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “Board”) for the two most recently completed financial years ended February 28, 2021 and February 29, 2020.

Options and compensation securities are disclosed under the heading “Share Options and Other Compensation Securities” below.

The Company had the following NEOs for the financial year ended February 28, 2021:

- Luis Zapata, CEO & Director;
- Matthew Roma, CFO & Director;
- Jeffrey Sundar, former CEO & Director; and
- Eddie Yu, former CFO and Corporate Secretary

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Luis Zapata</b> <sup>(2)(6)</sup> Chief Executive Officer and Director	2021	\$134,167	\$100,00	\$Nil	\$Nil	\$Nil	\$234,167
	2020	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Matthew Roma</b> <sup>(5)(7)</sup> Chief Financial Officer, Director, Corporate Secretary	2021	\$127,583	\$25,000	\$Nil	\$Nil	\$Nil	\$152,583
	2020	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Luis Miguel Espinosa</b> <sup>(3)</sup> Director	2021	\$4,483	\$Nil	\$Nil	\$Nil	\$Nil	\$4,483
	2020	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Darryl Cardey</b> <sup>(10)</sup> Director	2021	\$35,000	\$Nil	\$Nil	\$Nil	\$Nil	\$35,000
	2020	\$7,000	\$Nil	\$Nil	\$Nil	\$Nil	\$7,000
<b>Nicholas Rowley</b> <sup>(9)</sup> Director	2021	\$9,548	\$Nil	\$Nil	\$Nil	\$Nil	\$9,548
	2020	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Jeffrey Sundar</b> <sup>(1)</sup> Former Chief Executive Officer and Director	2021	\$11,000	\$Nil	\$Nil	\$Nil	\$Nil	\$11,000
	2020	\$72,000	\$Nil	\$Nil	\$Nil	\$Nil	\$72,000
<b>Eddy Yu</b> <sup>(4)</sup> Former Chief Financial Officer and Corporate Secretary	2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2020	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Jeff Dare</b> <sup>(8)</sup> Former Director	2021	\$7,000	\$Nil	\$Nil	\$Nil	\$Nil	\$7,000
	2020	\$16,000	\$Nil	\$Nil	\$Nil	\$Nil	\$16,000
<b>James Paterson</b> <sup>(11)</sup> Former Director	2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	2020	\$70,000	\$Nil	\$Nil	\$Nil	\$Nil	\$70,000

**Notes:**

- (1) Mr. Sundar resigned as CEO on June 11, 2020.  
(2) Mr. Zapata was appointed CEO June 11, 2020.  
(3) Mr. Espinosa was appointed to the board of directors on June 11, 2020.  
(4) Mr. Yu resigned as CFO and corporate secretary July 13, 2020.

- (5) Mr. Roma was appointed CFO and corporate secretary July 13, 2020.  
(6) Mr. Zapata was appointed to the board of directors August 10, 2020.  
(7) Mr. Roma was appointed to the board of directors August 10, 2020.  
(8) Mr. Dare resigned as a director October 7, 2020.  
(9) Mr. Rowley was appointed to the board of directors October 7, 2020.  
(10) Mr. Cardey was appointed to the board of directors on October 30, 2019.  
(11) Mr. Paterson resigned as a director October 30, 2019.

### Share Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and NEO by the Company, or a subsidiary of the Company, in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class of class (\$) <sup>(1)</sup>	Date of Grant or Issue (mm/dd/yy)	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 (mm/dd/yy)
<b>Luis Zapata</b> Chief Executive Officer and Director	Stock Options	300,000 <1%	June 24, 2020	\$0.27	\$0.36	\$0.69	June 24, 2025
	RSU's	100,000 <1%	Nov. 2, 2020	N/A	\$0.72	\$0.69	Nov. 2, 2022
<b>Matthew Roma</b> Chief Financial Officer, Director, Corporate Secretary	Stock Options	250,000 <1%	June 24, 2020	\$0.27	\$0.36	\$0.69	June 24, 2025
	RSU's	100,000 <1%	Nov. 2, 2020	N/A	\$0.72	\$0.69	Nov. 2, 2022
<b>Luis Miguel Espinosa</b> Director	Stock Options	250,000 <1%	June 24, 2020	\$0.27	\$0.36	\$0.69	June 24, 2025
	RSU's	500,000 1.16%	Nov. 2, 2020	N/A	\$0.72	\$0.69	Nov. 2, 2022
<b>Darryl Cardey</b> Director	Stock Options	150,000 <1%	June 24, 2020	\$0.27	\$0.36	\$0.69	June 24, 2025
	RSU's	50,000 <1%	Nov. 2, 2020	N/A	\$0.72	\$0.69	Nov. 2, 2022
<b>Nicholas Rowley</b> Director	Stock Options	125,000 <1%	June 24, 2020	\$0.70	\$0.72	\$0.69	Nov. 2, 2025
	RSU's	50,000 <1%	Nov. 2, 2020	N/A	\$0.72	\$0.69	Nov. 2, 2022
<b>Jeff Dare</b> <sup>(2)</sup> Director	Stock Options	100,000 <1%	June 24, 2020	\$0.27	\$0.36	\$0.69	June 24, 2025
<b>Jeffrey Sundar</b> <sup>(3)</sup> Former Chief Executive Officer and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
<b>Eddy Yu</b> <sup>(4)</sup> Chief Financial Officer	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

**Notes:**

- (1) The percentage of class is based on the total number of options and common shares outstanding as at February 28, 2021: 42,969,029 common shares, 2,525,000 stock options and 1,750,000 Restricted Share Units ("RSUs").  
(2) Mr. Dare resigned as a director October 7, 2020.  
(3) Mr. Sundar resigned as CEO on June 11, 2020.  
(4) Mr. Yu resigned as CFO and corporate secretary July 13, 2020.

## Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial year ended February 28, 2021.

## Stock Options and Other Compensation Securities

The Company's current stock option plan (the "**Option Plan**"), dated for reference December 11, 2013, as amended July 8, 2020, is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. As at October 13, 2021, there were 9,100,000 options outstanding under the Option Plan. The Company's shareholders ratified the Option Plan at the Company's last annual general meeting held on August 10, 2020. For additional details regarding the terms of the Option Plan, see below under the heading "Annual Approval of Stock Option Plan".

On July 8, 2020, the Company adopted a restricted share unit plan (the "**RSU Plan**"), whereby the aggregate number of Shares reserved for issuance is 2,000,000 Shares. The RSU Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, restricted share units ("**RSUs**"). As at October 13, 2021, there were 1,750,000 RSU's outstanding under the RSU Plan. The Company's shareholders ratified the RSU Plan at the Company's last annual general meeting held on August 10, 2020. For additional details regarding the terms of the RSU Plan, see below under the heading "Annual Approval of RSU Plan".

## Employment, Consulting and Management Agreements

During the financial year ended February 28, 2021, the Company has consulting agreements in place with each of the CEO and CFO under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or its subsidiaries that were performed by that executive officer. The following table provides information on the provisions of each consulting agreement with respect to change of control, severance, termination or constructive dismissal.

<b>Event</b>	<b>CEO</b>	<b>CFO</b>
<b>Resignation</b>	\$Nil	\$Nil
<b>Termination without cause</b>	2 months annual compensation after 12 months of employment; 3 months annual compensation after 3 years of employment plus 1 additional week for each additional year of employment thereafter (up to combined maximum of 12 weeks)	\$Nil
<b>Change of Control</b>	2 years of annual compensation	2 years of annual compensation

For the purpose of the termination payment, a "Change of Control" means (i) when any person or corporation acquires the beneficial ownership, of, or control or direction over, directly, or indirectly, securities of the Company representing fifty percent (50%) or more of the combined voting total of the Company's outstanding securities; or (ii) the occurrence of a transaction requiring shareholder approval involving the acquisition of the Company by an entity through the purchase of assets, by amalgamation, merger, statutory arrangement, reverse takeover or any other form of restructuring transaction.

In the event that a Change of Control of the Company occurs, the following shall apply:

(i) The CEO and CFO will be guaranteed a position of equivalent value and stature after the Change of Control, inclusive of the continuation of all entitlements; or

(ii) Whether or not an equivalent position has been offered, at the CEO and CFO's sole option, the employee shall be entitled to treat the employee as being terminated by the Company and the employee will be paid two years of annual compensation as termination payment.

## **Oversight and Description of Director and Named Executive Officer Compensation**

### *Elements of the Compensation Program*

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a compensation package that is commensurate with other junior mining companies in order to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

There are no identified risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. Directors and NEOs have not purchased financial instruments such as prepared variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly by the directors and NEOs.

### *Executive Compensation*

During the two most recently completed financial years, NEO's received cash compensation for acting in their capacity as NEO's of the Company.

### *Director Compensation*

During the two most recently completed financial years, the directors received cash compensation for acting in their capacity as directors of the Company.

## **Pension Plan Benefits**

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

## **Actions, Decisions, Policies made after the Company's February 28, 2021 Financial Year End**

On June 23, 2021, the Company and Mines and Metals Trading (Peru) PLC ("MMTP", also commercially known as "Latitude Silver") announced they have closed their previously announced business combination agreement (the "Transaction").

Pursuant to the terms of the Business Combination Agreement, Oro X acquired all of the MMTP common shares (the "MMTP Shares") as part of a merger of equals. Each MMTP Share was exchanged for 28.828 (the "Exchange Ratio") common shares of Silver X (a "Silver X Share"), resulting in an aggregate of approximately 42,969,000 Silver X Shares issued to the MMTP shareholders pursuant to the Transaction.

As part of the closing of the Transaction, the previously issued 23,649,286 subscription receipts of MMTP Finco Inc. (“Finco”), a wholly-owned subsidiary of Latitude Silver, which were issued pursuant to a private placement financing completed on April 16, 2021, each converted into one common share of Finco (the “Finco Shares”). In connection with closing the Transaction, the Company issued 23,649,286 Silver X Shares in exchange for the Finco Shares and the net proceeds of the financing of \$13,209,890 were released to Silver X.

On closing of the Transaction, Luis Zapata resigned as the CEO and was appointed as the Executive Chairman. Jose Garcia Jimenez was appointed to CEO and Sebastian Wahl was appointed as the Vice President Corporate Development. Mr. Garcia and Mr. Wahl were appointed to the board as well as Mr. Hoffman.

On September 3, 2021, the company announced it was changing its year end to December 31 from February 28.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Option Plan and the RSU Plan, being the Company’s only equity compensation plans. The Option Plan was most recently ratified and approved by the Shareholders at its last annual general meeting on August 10, 2020.

#### Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - the Option Plan	9,100,000	\$0.55	274,800
Equity compensation plans approved by securityholders - the RSU Plan	1,750,000	N/A	250,000
<b>Total</b>	10,850,000	\$0.55	524,800 <sup>(1)</sup>

Notes:

(1) The number of Common Shares available for issuance under the RSU Plan is fixed at a maximum of 2,000,000 Common Shares, provided that the aggregate number of Common Shares issuable under the Stock Option Plan and the RSU Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding shares. Accordingly, an aggregate of 524,800 options and RSUs are available for grant under the Stock Option Plan and the RSU Plan as of October 13, 2021 based on 115,747,997 Common Shares being issued and outstanding.

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the Company’s most recently completed financial year ended February 28, 2021, or as at the date hereof.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who, generally speaking, is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since the commencement of the Company’s most recently completed financial year.

## MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

### PARTICULARS OF MATTERS TO BE ACTED UPON

#### Annual Approval of the Stock Option Plan

The Option Plan is a “rolling” stock option plan, whereby the maximum number of Shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued Shares of the Company and, as such, will increase with the issue of additional shares of the Company. The TSXV requires listed companies that have a “rolling” stock option plan in place to receive shareholder approval of such plan on a yearly basis at the company’s annual meeting. Accordingly, shareholders of the Company will be asked at the Meeting to ratify and approve the Option Plan.

The Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Option Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Option Plan also provides that the number of Shares issuable under the Option Plan, together with all of the Company’s other previously established share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Shares. Pursuant to the Option Plan all options expire on a date not later than 10 years after the date of grant of an option.

Pursuant to the policies of the TSXV, the Company wishes to seek shareholder approval to the Option Plan. The TSXV policies require shareholders approve the continuation of the Option Plan at every subsequent annual meeting of the Company by ordinary resolution.

The Option Plan is subject to the following restrictions:

- (a) the Company must not grant an option to a director, employee, consultant, or consultant company (the “**Service Provider**”) in any 12 month period that exceeds 5% of the outstanding shares, unless the Company has obtained approval by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders’ meeting, excluding votes attaching to shares beneficially owned by insiders and their Associates (“**Disinterested Shareholder Approval**”);
- (b) the aggregate number of options granted to a Service Provider conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) the Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;
- (d) the number of optioned shares issued to insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the Option Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so; and
- (e) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

#### **Material Terms of the Option Plan**

The following is a summary of the material terms of the Option Plan:

- (a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Option Plan;

- (b) options granted under the Option Plan are non-assignable, and non-transferable and are exercisable for a period of up to 10 years;
- (c) for options granted to Service Providers, the Company must ensure that the proposed optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an option granted to any Service Provider will expire within one year (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the optionee at any time prior to expiry of the option), after the date the optionee ceases to be employed by or provide services to the Company, but only to the extent that such option was vested at the date the optionee ceased to be so employed by or to provide services to the Company;
- (e) if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an optionee being dismissed from employment or service for cause, such optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Option Plan);
- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by, or continuing to provide services to, the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;
- (i) in the event of a Change of Control occurring, options granted and outstanding, which are subject to vesting provisions, shall be deemed to have immediately vested upon the occurrence of the Change of Control, subject to the approval of the TSXV (or NEX, as the case may be) for vesting requirements imposed by the policies of the TSXV; and
- (j) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Option Plan with respect to all Option Plan shares in respect of options which have not yet been granted under the Option Plan.

### ***Shareholder Approval***

The Board is of the view that the Option Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution, with or without variation:

**"RESOLVED** as an ordinary resolution that the Company's share option plan dated for reference December 11, 2013, as amended July 8, 2020, be and is hereby ratified and approved for continuation until the next annual general meeting of the Company."

**An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast on the resolution in person or by proxy. A copy of the Option Plan will be available for inspection by any shareholder at the Meeting. A copy of the Option Plan is filed under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).**

## **Annual Approval of the RSU Plan**

The Board adopted the RSU Plan on July 8, 2020 and approved by relevant disinterested shareholders at the Company's last annual general meeting on August 10, 2020. The Board determined that it is desirable to have a wide range of incentive plans including the RSU Plan in place to attract, retain and motivate employees, directors and consultants of the Company. The RSU Plan is a fixed plan which reserves for issuance a maximum of 2,000,000 Common Shares, provided that the aggregate number of Common Shares issuable under the Stock Option Plan and the RSU Plan, together with all of the Company's other previously established share compensation arrangements, may not exceed 10% of the Company's total issued and outstanding shares.

### ***Material Terms of the RSU Plan***

All Directors, Employees and Consultants (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Participants**"), though the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time. Eligibility to participate in the RSU Plan does not confer upon any person a right to receive an award of RSUs. It shall be the responsibility of the Company and the Eligible Person to ensure that such Eligible Person is a bona fide Eligible Person.

Subject to certain restrictions, the Board can, from time to time, award RSUs in its discretion to any Eligible Persons. RSUs will be credited to an account maintained for each Participant on the books of the Company as of the award date. The number of RSUs to be credited to each Participant's account in respect of a fiscal year is determined by dividing: (a) the dollar amount of the portion of the Participant's compensation which the Board determines to be paid as RSUs; by (b) the Fair Market Value (as defined in the RSU Plan) per Common Share on the award date. Any fractional RSUs resulting from this calculation will be rounded to the nearest whole number.

The RSUs shall have a term, which is determined by the Board on the date of award of the RSUs, which term may not exceed ten years from the award date.

Each award of RSUs vests on the date(s) and/or the satisfaction of the Performance Criteria (each a "**Vesting Date**") specified by the Board on the award date, and reflected in the applicable Award Notice (as defined in the RSU Plan).

Rights and obligations under the RSU Plan can be assigned by the Company (without the consent of Participants) to a successor in the business of the Company, any corporation resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company, or any corporation acquiring all or substantially all of the assets or business of the Company. All awards under the RSU Plan will be evidenced by award notices in substantially the form of Schedule "A" to the RSU Plan and will contain such other terms and conditions relating to an award of RSUs as the Board may prescribe.

### ***Credits for Dividends***

A Participant's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Common Shares. The number of additional RSUs to be credited to a Participant's account is computed by dividing: (a) the dividends that would have been paid to such Participant if each RSU in the Participant's account on the relevant dividend record date had been a Common Share, by (b) the Fair Market Value of the Common Shares determined as of the date of payment of such dividend. Any fractional RSUs resulting from this calculation will be rounded to the nearest whole number. Any additional RSUs credited to the Participant's account will vest in proportion to and will be paid under the RSU Plan in the same manner as the RSUs to which they relate. Note that the Company is not obligated to pay dividends on Common Shares.

### ***Acquisition of Vested RSUs***

A holder of vested RSUs may acquire Common Shares representing such RSUs by delivering a Notice of Acquisition (as defined in the RSU Plan) to the Company and a certified cheque or bank draft payable to the

Company for the Applicable Withholding Amounts (as defined in the RSU Plan) on or before the Expiry Time (as defined in the RSU Plan). Upon receipt of the Notice of Acquisition the Company shall issue, within ten days following the receipt of the Notice of Acquisition, and subject to such applicable residual withholding, if any, as the Company determines in its discretion should then be imposed to meet related withholding or remittance obligations under applicable law, one Common Share for each RSU in the Participant's Account which has been included in the Notice of Acquisition.

#### *Resignation, Termination, Leave of Absence or Death*

Generally, and subject to any express resolution passed by the Board, if a Participant's employment or service is terminated, or if the Participant resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the Separation Date (as defined in the RSU Plan) for the Participant are forfeited, cancelled and terminated without payment effective on the Separation Date. The Participant may, but only within the thirty (30) days following the Separation Date, deliver a completed Notice of Acquisition to the Company to acquire Common Shares for previously vested RSUs (if any). Any vested RSUs which the Participant has not delivered a completed Notice of Acquisition for shall be forfeited and cancelled effective at 4:00 p.m. (Vancouver time) on such 30th day.

In the event a Participant takes a leave of absence other than an Approved Leave of Absence (as defined in the RSU Plan), all RSUs granted to the Participant that have not then vested will terminate and be null and void, subject to applicable law and the Board's sole and absolute discretion to determine otherwise.

Upon the death of a Participant, any RSUs granted to a Participant which, as of the date of the death have not yet vested, immediately vest. Any RSUs granted to the Participant under the Plan shall be forfeited and cancelled effective at 4:00 p.m. (Vancouver time) on the first year anniversary of the death of the Participant and shall terminate without payment and shall be of no further force or effect from and after such time.

#### *Control Change*

In the event of a Control Change (as defined in the RSU Plan), the Board may:

- (a) take such steps as the Board considers desirable, taking into account any tax consequences to the extent considered relevant by the Board, cause the conversion or exchange of any outstanding RSUs into or for rights or other securities of substantially equivalent value (or greater value) in any entity participating in or resulting from a Control Change;
- (b) accelerate the vesting of any or all outstanding RSUs to provide that such outstanding RSUs are fully vested upon (or immediately prior to) the completion of the transaction resulting in the Control Change; or
- (c) determine that a Participant who is no longer an Eligible Person as a result of or in anticipation of a Control Change shall continue to be a Participant and Eligible Person for purposes of the Plan, but subject to such terms and conditions, if any, established by the Board in its sole discretion.

If, before the completion of the Vesting Date with respect to any award of RSUs, the Participant's service as a Director ceases or, as an Employee of the Company or of a Related Entity is terminated, where such cessation or termination occurs:

- (a) subsequent to a Control Change and during the Control Change Period (as defined in the RSU Plan) and such termination was:
  - (i) for any reason whatsoever other than death or termination for Cause (as defined in the RSU Plan); or
  - (ii) for Good Reason (as defined in the RSU Plan) and the Participant gives notice to the Company to that effect and after thirty days the Company does not cure the act or omission which constitutes Good Reason; or

- (b) prior to the date on which a Control Change occurs and it is reasonably demonstrated that such termination:
  - (i) was at the request of a third party who has taken steps reasonably calculated to effect Control Change; or
  - (ii) arose in connection with or anticipation of a Control Change,

then the Award shall immediately vest on the Separation Date and the Payment Amount shall be equal to the number of Common Shares determined on the Separation Date multiplied by the number of RSUs in the Participant's Account, net of applicable withholding tax. Notwithstanding the foregoing, the Board may, in its sole and absolute discretion, provide in the Award Notice evidencing the Award a provision to the effect that these provisions shall not apply in respect of that Award or shall apply on such modified basis as is expressly set forth in such Award Notice.

#### *Adjustments*

In the event of any subdivision, consolidation, stock dividend, capital reorganization, reclassification, exchange, or other change with respect to the Common Shares, or a consolidation, amalgamation, merger, spin-off, sale, lease or exchange of all or substantially all of the property of the Company or other distribution of the Company's assets to the Shareholders (other than the payment of dividends in respect of the Common Shares as contemplated is the RSU Plan), the Board may choose to adjust the Account of each Participant and the RSUs outstanding under the Plan in such manner, if any, as the Board may in its discretion deem appropriate (taking into account any tax consequences to the extent considered relevant by the Board) to preserve the account of each Participant and the RSUs outstanding under the RSU Plan will be adjusted in such manner, if any, as the Board deems appropriate to preserve, proportionally, the interests of Participants. For greater certainty and notwithstanding any other provision of this Plan, in no event shall a Participant be or become entitled to receive any amount of cash from the Company.

#### *Discretion to Permit Vesting*

The Board can, subject to such terms and conditions (if any) established by the Board, permit:

- (a) Persons previously entitled to participate in the Plan to continue to be a Participant for the purposes of the Plan;
- (b) the vesting or accelerated vesting of any or all RSUs held by a Participant; and
- (c) the payment of the Payment Amount in respect of such RSUs in respect of such RSUs in the manner and on the terms authorized by the Board.

#### *Common Shares Reserved*

Subject to adjustment as may be permitted under the RSU Plan, the maximum number of Common Shares which may be reserved for issuance under the Plan at any time shall be 2,000,000 Common Shares.

#### *Limitations under the RSU Plan*

Notwithstanding any other provision of this Plan, but subject to RSU grants approved by the disinterested shareholders of the Company or other requirements of applicable Exchange Policies:

- (a) the aggregate number of Common Shares reserved for issuance under the RSU Plan, together with any other Security Based Compensation Arrangements, for Insiders (as a group) at any point in time may not exceed 10% of the issued and outstanding Common Shares from time to time;
- (b) the maximum number of RSUs that may be granted to Insiders (as a group) under the Plan, together with any other Security Based Compensation Arrangements, within a 12 month period, may not exceed 10% of the issued and outstanding Common Shares calculated on the Award Date;

- (c) the maximum number of RSUs that may be granted to any one Eligible Person (and companies wholly owned by that Eligible Person) under the Plan, together with any other Security Based Compensation Arrangements, within a 12 month period, may not exceed 5% of the issued and outstanding Common Shares, calculated on the Award Date; and
- (d) the maximum number of RSUs that may be granted to any one Consultant under the Plan, together with any other Security Based Compensation Arrangements, within a 12 month period, may not exceed 2% of the issued and outstanding Common Shares, calculated on the Award Date.

The RSU Plan provides that the respective limits set out above may be exceeded:

- (a) if the Common Shares are listed for trading on the TSX Venture Exchange, on a case-by-case basis, upon the approval of disinterested shareholders of the Company; or
- (b) if the Common Shares are not listed for trading on the TSX Venture Exchange, in accordance with applicable Exchange Policies (as defined in the RSU Plan).

#### *Status of Terminated RSUs*

For purposes of determining the number of Common Shares that remain available for issuance under the Plan, the number of Common Shares underlying any grants of RSUs that are surrendered, forfeited, waived and/or cancelled shall be added back to the Plan and again be available for future grant, whereas the number of Common Shares underlying any grants of RSUs that are issued upon exercise of RSUs shall not be available for future grant.

#### *Amendment, Suspension, or Termination of Plan*

Subject to applicable law, the Board may from time to time amend or suspend the Plan in whole or in part and may at any time terminate the Plan without prior notice. However, any such amendment, suspension or termination shall not adversely affect the RSUs previously granted to a Participant at the time of such amendment, suspension or termination, without the consent of the affected Participant.

If the Board suspends or terminates the RSU Plan, no new RSUs will be credited to the account of a Participant; however, previously credited RSUs shall remain outstanding but shall not be entitled to dividend credits following suspension or termination unless at the time of suspension or termination the Board determines that the entitlement to dividend credits during suspension or after termination, as applicable, should be continued.

The Board shall not require the consent of any affected Participant in connection with a termination of the Plan in which the vesting of all RSUs held by the Participant are accelerated and the Payment Amount (less Applicable Withholding Amount) is paid to the Participant in respect of all such RSUs.

The Company will be required to obtain disinterested shareholder approval for any amendment related to (i) the number or percentage issued and outstanding Common Shares available for grant under the Plan; (ii) a change in method of calculation of redemption of RSUs held by Eligible Persons; and (iii) an extension to the term for redemption of RSUs held by Eligible Persons.

The RSU Plan will terminate on the date upon which no further RSUs remain outstanding provided that such termination is confirmed by a resolution of the Board.

#### ***Shareholder Approval***

The Board is of the view that the RSU Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution, with or without variation:

**“RESOLVED** as an ordinary resolution that the Company’s Restricted Share Unit Plan, as described and included in the Information Circular, pursuant to which the directors may, from time to time, authorize the issuance of up to 2,000,000 common shares of the Company to directors, officers, employees, and consultants of the Company in accordance with the Restricted Share Unit Plan, is hereby authorized, ratified, approved and confirmed.”

**An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast on the resolution in person or by proxy. In order for the resolution approving and adopting the RSU Plan to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by relevant disinterested shareholders present in person or by proxy at the Meeting.**

**A copy of the RSU Plan is filed under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).**

#### **ADDITIONAL INFORMATION**

Financial information is provided in the Company’s audited financial statements for the years ended February 28, 2021 and the related management’s discussion and analysis (the “Financial Statements”). The Financial Statements will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained under the Company’s SEDAR at [www.SEDAR.com](http://www.SEDAR.com) or upon request from the Company at Suite 1430 – 800 West Pender Street, Vancouver, BC V6C 2V6, Telephone No.: 604-638-8063. Email: [dtopolewski@cdmcp.com](mailto:dtopolewski@cdmcp.com). The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

#### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this information circular.

The contents of this information circular and its distribution to shareholders have been approved by the Board of the Company.

**DATED** at Vancouver, British Columbia this 13th day of October, 2021.

**BY ORDER OF THE BOARD**

***“Jose Maria Garcia Jimenez”***

**Jose Maria Garcia Jimenez  
Chief Executive Officer**