



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General Meeting (the "Meeting") of the shareholders of Rockridge Resources Ltd. (the "Company") will be held at 1610 – 777 Dunsmuir Street, Vancouver, B.C. on Thursday, December 21, 2023 at 10:00 a.m. (Pacific Standard Time) for the purposes set forth in the following.

1. To receive the audited financial statements of the Company for the fiscal year ending July 31, 2023, together with the auditor's report thereon.
2. To set the number of directors and to elect directors for the ensuing year;
3. To re-appoint the auditor of the Company and to authorize the directors to set the auditor's remuneration;
4. To consider and, if thought fit, pass an ordinary resolution to approve the Company's Stock Option Plan; and
5. To transact such other business as may properly be brought before the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person to attend and act on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.

DATED at Vancouver, British Columbia on November 20, 2023.

BY ORDER OF THE BOARD

/s/ "Jordan Trimble"

Jordan Trimble,
President



**INFORMATION CIRCULAR
FOR THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This information is given as of **November 20, 2023**, unless otherwise stated.

SOLICITATION OF PROXIES

This Information Circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of **ROCKRIDGE RESOURCES LTD.** (the "**Company**") for use at the annual general meeting (the "**Meeting**") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying notice of meeting (the "**Notice**") and at any adjournment thereof.

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

By choosing to send these materials to you directly, the Company (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.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy (the "**Proxy**") is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company has advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

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 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 will reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying 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. If your shares are held in physical (i.e. paper) form and are registered in your name, then you are a registered shareholder. However, if, like most shareholders, you keep your shares in a brokerage account, then you are a beneficial shareholder (the “Beneficial Shareholder”). The process for voting is different for registered and Beneficial Shareholders, and you will need to carefully read the instructions below.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the 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 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 that properly comes before the Meeting and for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy in their discretion.

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:

- (a) completing, dating and signing the enclosed Proxy and returning it to the Company’s transfer agent, Olympia Trust Company (“**Olympia**”), by fax to 1-403-668-8307, by email to proxy@olympiatrust.com, or by mail/hand delivery to Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2; or
- (b) using the internet at Olympia’s website, <https://css.olympiatrust.com/pxlogin>. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder’s 12-digit control number.

In all cases ensuring that the Proxy is received at least **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold shares in their own name. If shares are listed in an account statement provided to a shareholder by an

intermediary, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Company. Such shares will more likely be registered under the names of the shareholder's intermediary or an agent of that intermediary. In the United States, the vast majority of such 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), and in Canada, 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).

Beneficial Shareholders should note that 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 shares). Beneficial Shareholders who wish to vote their shares at the Meeting should follow the instructions set out in this Section.

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).

NOBOs

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form ("**VIF**") from Olympia, the Company's transfer agent. To vote their shares, NOBOs should complete the VIF and return it to Olympia in accordance with the instructions provided in the VIF. In addition, Olympia provides for both telephone voting and internet voting as described in the VIF. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. Olympia will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. If you receive a VIF from Olympia, the VIF must be completed and returned to Olympia in accordance with its instructions to have your shares voted at the Meeting or to have an alternative representative duly appointed to attend the Meeting and to vote your shares at the Meeting.

OBOs

Beneficial Shareholders who are OBOs will receive instructions from their intermediary as to how to vote their shares. OBOs who wish to vote at the Meeting should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting.

If you are an OBO, the form of proxy supplied to you by your intermediary 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 your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United

States and Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies in this Information Circular 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 the securities laws of certain 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 applicable 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 executive officers are residents of Canada and a substantial portion of the assets of such persons are located outside of 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 attorney duly authorized, and by delivering the Proxy bearing a later date to Olympia at its address shown on the preceding page, or at the address of the Company at 1610-777 Dunsmuir Street, Vancouver, British Columbia, V7Y 1K4, 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 chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) attending the Meeting in person and voting the registered shareholder's shares.

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

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

On November 16, 2023, 125,006,617 common shares without par value of the Company were issued and outstanding, (the "**Outstanding Shares**") each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Record Date

Only shareholders of record at the close of business on November 16, 2023, who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

Principal Holders

To the knowledge of the directors and executive officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all Outstanding Shares of the Company.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities ("**Voting Securities**") of the Company or who exercises control or direction over Voting Securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding Voting Securities of the Company, other than Voting Securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own

securities, for so long as it holds any of its securities.

The Company was a party to the following material transactions with informed persons:

- (a) certain of the directors and executive officers of the Company may be paid pursuant to written management agreements or, consulting agreements, or receive directors' fees or wages. See the notes following "Statement of Executive Compensation" for further details;
- (b) all directors and officers of the Company are and will be eligible to be granted stock options under the Company's Stock Option Plan in the future. For more information, see "Stock Option Plan" under Particulars of Matters to be Acted Upon.

Other than as disclosed elsewhere in this Information Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure complies with the requirements of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

For the purposes of this Statement of Executive Compensation, the following definitions apply:

"CEO" of the Company means an 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 an 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;

"NEO" or "named executive officer" means each of the following individuals:

- (a) *a CEO;*
- (b) *a CFO;*
- (c) *each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and*
- (d) *each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.*

For the purposes of the following disclosure, the Company's NEOs for the most recently completed fiscal year ended July 31, 2023 are: (a) Jonathan Wiesblatt, CEO, and (b) Chantelle Collins, CFO.

Director and Named Executive Compensation

The following is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company's two most recent completed financial years ending July 31st:

Table of compensation excluding compensation securities						
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Jonathan Wiesblatt ⁽¹⁾ CEO	2023	60,000	Nil	Nil	Nil	60,000
	2022	85,000	Nil	Nil	Nil	85,000
Jordan Trimble ⁽²⁾ President & Director	2023	120,000	Nil	Nil	Nil	120,000
	2022	125,000	Nil	Nil	Nil	125,000
Chantelle Collins ⁽³⁾ CFO	2023	6,000	Nil	Nil	Nil	6,000
	2022	6,000	Nil	Nil	Nil	6,000
James Pettit ⁽⁴⁾ Director	2023	30,000	Nil	Nil	Nil	30,000
	2022	35,000	Nil	Nil	Nil	35,000
Donald Huston ⁽⁵⁾ Director	2023	12,000	Nil	Nil	Nil	12,000
	2022	12,000	Nil	Nil	Nil	12,000
Joseph Gallucci ⁽⁶⁾ Director	2023	11,000	Nil	Nil	Nil	11,000
	2022	9,500	Nil	Nil	Nil	9,500
Richard Kusmirski ⁽⁷⁾ Former Director & VP Exploration	2023	N/A	N/A	N/A	N/A	N/A
	2022	2,500 ⁽⁸⁾	Nil	Nil	Nil	2,500

(1) Mr. Wiesblatt was appointed CEO on March 12, 2021. Mr. Wiesblatt provides consulting services to the Company pursuant to an agreement dated March 12, 2021, as amended April 14, 2021 and December 31, 2021, made between the Company and KAYJAY Inc., a company controlled by Mr. Wiesblatt. For details, see "Employment, Consulting and Management Agreements or Arrangements".

(2) Mr. Trimble provides consulting services to the Company pursuant to an agreement dated June 25, 2019, as amended November 9, 2021. For details, see "Employment, Consulting and Management Agreements or Arrangements".

(3) Ms. Collins provides consulting services to the Company pursuant to an agreement dated July 2, 2019. For details, see "Employment, Consulting and Management Agreements or Arrangements".

(4) Mr. Pettit provides consulting services to the Company pursuant to an agreement dated June 25, 2019. For details, see "Employment, Consulting and Management Agreements or Arrangements".

(5) Mr. Huston provides consulting services to the Company pursuant to an agreement dated June 25, 2019, as amended January 11, 2022. For details, see "Employment, Consulting and Management Agreements or Arrangements".

(6) The Company pays consulting fees to Starscream Capital, a company controlled by Mr. Gallucci.

(7) Mr. Kusmirski ceased to be a director and VP Exploration on December 6, 2021.

(8) The Company paid consulting fees to Terraventure Geological Services, a company controlled by Mr. Kusmirski.

Stock Options and Other Compensation Securities

During the financial year ended July 31, 2023, no NEO or directors of the Company received compensation securities.

Exercise of Stock Options

During the financial year ended July 31, 2023, no NEO or directors of the Company exercised compensation securities.

External Management Companies

The Company has not engaged the services of an external management company to provide

executive management services to the Company, directly or indirectly. However, the Company operates from the premises of Sentinel Market Services Ltd. (“Sentinel”), a private company controlled by James Pettit, a Director of the Company, that provides office and administration services to the Company and various other public companies. Sentinel incurs expenses, which are reimbursed by the Company. These expenses included office space, equipment rental, administrative wages and other ancillary expenses. None of these expenses were paid directly or indirectly to Mr. Pettit.

Stock Options and Other Incentive Plans

The Company has a Stock Option Plan (the “**Plan**”) for the granting of stock options to the directors, officers, employees and consultants of the Company.

The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company’s shareholders. The allocation of options under the Plan is determined by the Board of Directors (the “**Board**”) which, in determining such allocations, considers such factors as previous grants to individuals, overall Company performance, peer company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company’s affairs and time expended for serving on the Company’s audit committee (the “**Audit Committee**”). For more information on the Plan, see “Stock Option Plan” under Particulars of Matters to be Acted Upon.

Employment, Consulting and Management Agreements

Other than as described below, the Company has not entered into any agreement or arrangement under which compensation was provided during the most recently completed fiscal year ended July 31, 2023, or is payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

Jonathan Wiesblatt, CEO

By an agreement dated March 12, 2021, as amended April 14, 2021 and December 30, 2021, made between the Company and KAYJAY Inc., a company controlled by Mr. Wiesblatt, Mr. Wiesblatt provides consulting services to the Company and, in particular, his services as its CEO, in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Wiesblatt for the financial year ended July 31, 2023, see “Table of Compensation Excluding Compensation Securities”.

The agreement with Mr. Wiesblatt provides for termination:

- (a) by the consultant on one and a half months’ notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; or

- (c) by the Company at any time at its sole discretion upon three months' notice or payment of fees in lieu thereof.

On a change of control of the Company (as defined in the agreement) and within 6 months of such change, Mr. Wiesblatt may give 30 days' notice of termination to the Company and the Company shall on the termination date pay him 24 months' equivalent salary.

Jordan Trimble, President and a Director

By an agreement dated June 25, 2019, as amended November 9, 2021, Mr. Trimble provides consulting services to the Company and, in particular, his services as its President, in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Trimble for the financial year ended July 31, 2023, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Trimble provides for termination:

- (a) by the consultant on 90 days' notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; or
- (c) by the Company at any time at its sole discretion upon 90 days' notice or payment of fees in lieu thereof.

On a change of control of the Company (as defined in the agreement), and within 6 months of such change, Mr. Trimble may give 30 days' notice of termination to the Company and the Company shall on the termination date pay him 36 months' equivalent salary.

Chantelle Collins, CFO

By an agreement dated July 2, 2019, Ms. Collins provides consulting services to the Company and, in particular, her services as its CFO, in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Ms. Collins for the financial year ended July 31, 2023, see "Table of Compensation Excluding Compensation Securities".

The agreement with Ms. Collins provides for termination:

- (a) by the consultant on 30 days' notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant's failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; or

(c) by the Company at any time at its sole discretion upon 30 days' notice or payment of fees in lieu thereof.

The agreement with Ms. Collins does not provide for any change of control benefit.

James G Pettit, Director

By an agreement dated June 25, 2019, Mr. Pettit provides consulting services to the Company in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Pettit for the financial year ended July 31, 2023, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Pettit provides for termination and change of control upon the same terms as the foregoing agreement with Mr. Trimble.

Donald C. Huston, Director

By an agreement dated June 25, 2019, as amended January 11, 2022, Mr. Huston provides consulting services to the Company in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Huston for the financial year ended July 31, 2023, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Huston provides for termination:

- (a) by the consultant on 90 days' notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant's failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; or
- (c) by the Company at any time at its sole discretion upon 90 days' notice or payment of fees in lieu thereof.

The agreement with Mr. Huston does not provide for any change of control benefit.

Incremental Payments on Change of Control or Termination

For each of the foregoing agreements, the following table summarizes the estimated incremental payments that are triggered by, or result from, change of control, severance, termination or constructive dismissal (assuming such events had occurred on July 31, 2023):

Consultant (NEO or Director)	Payout for Termination without Cause	Payout for Change of Control
Jonathan Wiesblatt, CEO	\$15,000	\$120,000 ⁽¹⁾
Jordan Trimble, President and Director	\$30,000	\$360,000 ⁽¹⁾
Chantelle Collins, CFO	\$500	Nil
James Pettit, Director	\$7,500	\$90,000 ⁽¹⁾

Consultant (NEO or Director)	Payout for Termination without Cause	Payout for Change of Control
Donald Huston, Director	\$3,000	Nil

(1) Payable in the event of termination within six months of a change of control.

Oversight and Description of Director and NEO Compensation

The Board governs the Company's compensation program, which is designed to be competitive with similar junior mineral exploration companies and to recognize and reward executive and director performance consistent with the success of the Company. The Board's philosophy is to ensure that the Company's goals and objectives, as applied to the actual compensation paid to the directors and NEOs, are aligned with the Company's overall business objectives and with shareholders' interests.

Comparator Group and Benchmarking

The Board believes that it is appropriate to establish compensation levels based in large part on benchmarking against similar companies, both in terms of compensation practices as well as levels of compensation. In this way, the Company can gauge if its compensation is competitive in the marketplace for talent, as well as to ensure that the Company's compensation is reasonable. Accordingly, the Board reviews compensation levels for the NEOs against compensation levels of the comparison companies.

For the financial year ended July 31, 2023, the proposed total direct compensation for each NEO was evaluated against the total direct compensation of similar positions held at the comparator group companies to ensure compensation was competitive. Given the tight talent supply in the mining industry, compensation recommendations are also validated against different samples taken from the comparator group, particularly the companies in the North American mining explorations category. The Board believes that the compensation policy and its principles provide for competitive and reasonable compensation levels.

Comparator Group

The Company used the following criteria to choose the comparator group:

- junior publicly-traded companies;
- companies reflecting the competitive marketplace for executive management talent;
- companies facing similar industry dynamics (*i.e.*, capital intensive and subject to commodity price cycles); and
- companies engaged in mining or the resources industry and headquartered in North America.

Elements of the Compensation Program

The total compensation plan for NEOs and directors is comprised of two components: base salary or consulting fees and incentive stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Board annually reviews the total compensation of each of the Company's executives and directors on an individual basis, against the backdrop of the compensation goals and objectives described above and make recommendations concerning the individual components of their compensation. The Company does not currently

provide the executive officers with personal benefits nor does the Company provide any additional compensation to the NEOs for serving as directors or as members of other committees.

Base Salary

As a general rule for establishing base salaries or consulting fees, the Board reviews competitive market data for each of the executive positions and determines placement at an appropriate level within a range. Compensation levels are typically negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

Risk Considerations

The Board has adopted a plan to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation practices at such time. Implicit in the Board's mandate is that the Company's practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

A portion (set at a level consistent with its industry peers) of the Company's executive compensation will consist of options granted under the Plan. Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is extremely limited.

The other element of compensation, salary, represents the remaining portion of an executive's total compensation. While salary is not "long term" or "at risk", as noted above, these components of compensation represent a relatively small part of total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

Due to the small size of the Company, and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of the Company are reviewed, and which review includes executive compensation. No risks have been identified arising from the Company's compensation practices that are reasonably likely to have a material adverse effect on the Company.

There are no policies in place pursuant to which a NEO or director is permitted to purchase financial instruments including for greater certainty, prepaid variable forward contracts, equity swaps, collars, 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 a NEO or director.

Pension Disclosure

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement. The Company also does not have any deferred compensation plans

relating to any NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's financial year ended **July 31, 2023**:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	8,150,000	\$0.17	4,350,661
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	8,150,000		4,350,661

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

CORPORATE GOVERNANCE

Further to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and the Company's status as a "Venture Issuer", the following is a description of the Company's corporate governance practices.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

During the Company's financial year ended July 31, 2023, James Pettit, Donald Huston and Joseph Gallucci were "independent" in that they were independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings.

Directorships

Certain directors are presently directors in one or more other reporting issuers, as follows:

Director	Other Issuers
Jordan Trimble	Apogee Minerals Ltd. Skyharbour Resources Ltd. GSP Resource Corp.
James Pettit	Aben Minerals Ltd. Century Lithium Corp. Apogee Minerals Ltd. Surge Copper Corp. Skyharbour Resources Ltd.
Donald Huston	Aben Minerals Ltd. Skyharbour Resources Ltd.
Joseph Gallucci	Skyharbour Resources Ltd. Lithium ION Energy Ltd.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Company does not provide any continuing education to directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company'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 in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board is responsible for setting compensation paid to directors and executive officers, establishing and reviewing incentive plans for directors, officers and management, providing guidance to the Company on corporate governance matters. The process determining compensation includes comparison with compensation in entities comparable to the Company.

Other Board Committees

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

Assessments

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

Liability Insurance

The Company has purchased, at its expense, directors' and officers' liability insurance in the aggregate amount of \$2,000,000 to protect its directors and officers against liability incurred in their capacities as directors and officers of the Company and its subsidiaries. During its most recent financial year ended July 31, 2023, the Company paid a premium of \$7,480 for insurance coverage.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), which states that venture issuers are exempt from the requirements in Part 3 of NI 52-110 and the reporting obligations in Part 5 of NI 52-110. National Instrument 52-110 requires the Company, as a venture issuer, 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 in the following.

Audit Committee

The Audit Committee reviews all financial statements of the Company prior to their publication, oversees audits, considers the adequacy of audit procedures, recommends the appointment of independent auditors, reviews and approves the professional services to be rendered by them and reviews fees for audit services. The Audit Committee Charter (the “**Audit Charter**”) has set criteria for membership, which all members of the Audit Committee are required to meet consistent with NI 52-110 and other applicable regulatory requirements. The Audit Committee, as needed, meets separately (with the Company’s auditors to discuss the various aspects of the Company’s financial statements. A copy of the Audit Charter is attached to this Information Circular as Schedule “A”.

Composition of Audit Committee

As at the financial year ending July 31, 2023, the members of the Audit Committee were Jordan Trimble, James Pettit and Donald Huston. Of those, Mr. Pettit and Mr. Huston were “independent” in that they were independent and free from any interest and any business or other relationship, other than interests and relationships arising from shareholdings, which could or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the Company. All of the members of the Audit Committee are financially literate, and all are experienced mining executives and have experience serving on various boards and audit committees.

Relevant Education and Experience of Audit Committee

Jordan Trimble is a director of five junior resource companies, which trade on the TSX Venture Exchange (the “TSXV”), and has over 10 years of experience in the industry. Mr. Trimble has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

Donald C. Huston is a director of four junior resource companies, which trade on the TSXV and has thirty years of experience in the industry. He has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

James G. Pettit is a director of seven junior resource companies, which trade on the TSXV, and has over 20 years of experience in the industry. Mr. Pettit has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

- (a) 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) reviewing 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, and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in section 2.4 or section 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed or billable by the Company's auditor in each of the last two financial years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
July 31, 2023	Estimated at \$19,000	Nil	Estimated at \$3,500	Estimated at \$231
July 31, 2022	\$19,000	Nil	\$3,500	\$231

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at **four (4)**.

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

Name of Nominee, Residence and Present Positions Held	Principal Occupation for Previous Five Years	Director Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Jordan Trimble, BSc, CFA Vancouver, British Columbia President and Director <i>Audit Committee Member</i>	President of the Company; President and CEO of Skyharbour Resources Ltd.	November 10, 2015	6,537,501
James Pettit North Vancouver, British Columbia Director <i>Audit Committee Member</i>	Director and/or officer of Aben Minerals Ltd., Century Lithium Corp., Surge Capital Corp., Skyharbour Resources Ltd., Apogee Minerals Ltd. and the Company, all reporting mineral resource companies listed on the TSXV.	September 14, 2016	350,000
Donald Huston North Vancouver, British Columbia Director <i>Audit Committee Member</i>	Director and/or officer of Aben Minerals Ltd., Skyharbour Resources Ltd. and the Company, all reporting mineral resource companies listed on the TSXV.	September 14, 2016	100,000
Joseph Gallucci, MBA, ICD.D Montreal, Quebec Director	Managing Director, Head of Mining, Investment Banking at Laurentian Bank Securities Inc.	February 27, 2019	285,000

(1) information obtained from insider reports available at www.sedi.ca.

The terms of office of those nominees who are presently directors will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting of the Company.

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

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

No proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Directorships

As previously disclosed, several directors of the Company also serve as directors of one or more other resource companies involved in mineral exploration and/or development. It may occur from time to time that, as a consequence of his or her activities in the mineral industry and serving on such other boards, a director may become aware of potential resource property opportunities which are of interest to more than one of the companies on whose boards that person serves. Furthermore, it is possible that the directors of the Company and the directors of one or more such other companies (many of which are described herein) may also agree to allow joint participation on the Company's properties or the properties of that other company. Accordingly, situations may arise in the ordinary course, which involve a director in an actual or potential conflict of interest as well as issues in connection with the general obligation of a director to make corporate opportunities available to the company whose board the director serves. In all such events, any director is required to disclose a financial interest in a contract or transaction by virtue of office, employment or security holdings or other such interest in another company or in a property interest under consideration by the Board, and is obliged to abstain from voting as a director of the Company in respect of any transaction involving that other company or in respect of any property in which an interest is held by him or her. The directors will use their best business judgment to avoid situations where conflicts or corporate opportunity issues might arise, and they must at all times fulfill their duties to act honestly and in the best interests of the Company as required by law.

Appointment of Auditor

Management proposes that **Davidson & Company**, Chartered Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, be re-appointed auditor of the Company for the ensuing year.

Approval of Stock Option Plan

At the Meeting, shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution approving the adoption of a new Stock Option Plan (the "New Plan"), to replace the existing Stock Option Plan (the "Current Plan"), the renewal of which was most recently approved by shareholders at the Company's 2022 Annual General Meeting held on December 28, 2022. The terms of the New Plan are similar to those of the Current Plan, but revised to specifically address the current Policies of the TSXV applicable to Stock Option Plans. The purpose of the New Plan will be to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants to the Company and to closely align the personal interests of such directors, officers, employees and consultants with the interests of the Company and its shareholders. Options granted under the New Plan will be non-assignable and may be granted for a term not exceeding that permitted by the TSXV (currently ten years). A summary of the material aspects of the New Plan is as follows:

1. the adoption and implementation of the New Plan is subject to shareholder approval and acceptance by the TSXV;
2. the New Plan will be administered by the Company's Board of Directors or, if the Board so designates, a Committee of the Board appointed in accordance with the New Plan to administer the New Plan;
3. the maximum number of shares in respect of which options may be outstanding under the New Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to existing options;
4. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the directors;
5. an option granted under the New Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
6. as long as required by TSXV policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
7. options may not be granted at prices that are less than the Discounted Market Price as defined in TSXV policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the TSXV, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;
8. for any option which would otherwise expire during the period during which the Optionee was prohibited from trading in the Company's securities (a "Blackout Period"), the term of such option shall be extended such that the option shall expire at the close of business on the tenth business day subsequent to the date the Blackout Period has been terminated;
9. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and

10. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

As disclosed above, the adoption of the New Plan is subject to the Company receiving shareholder approval therefor.

The form of resolution to be placed before shareholders at the Meeting is as follows:

“Be it Resolved that, as an Ordinary Resolution, with or without amendment:

1. The adoption by the Company of a new Stock Option Plan as described in the management information circular dated November 20, 2023, prepared in connection with this annual general meeting of shareholders, is hereby approved, ratified and confirmed, with or without amendment.
2. The board of directors of the Company is authorized to perform such further acts and execute such further documentation as may be required to give effect to the foregoing.”

The full text of the New Plan will be presented to the shareholders at the Meeting. Shareholders may also view the New Plan in advance of the Meeting by requesting a copy of the New Plan from the Company by telephone at (604) 687-3376 or by email at info@rockridgeresourcesltd.com.

OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. Should any other matters properly come before the Meeting, the shares represented by the Proxies solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by Proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in the Company’s comparative financial statements and Management Discussion and Analysis (the “**MD&A**”) for the financial year ended July 31, 2023.

Shareholders wishing to obtain a copy of the Company’s financial statements and MD&A may contact the Company as follows:

ROCKRIDGE RESOURCES LTD.
1610 – 777 Dunsmuir Street, Vancouver, B.C. V7Y 1K4
Telephone: (604) 687-3376
E-mail: info@rockridgeresourcesltd.com

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Vancouver, British Columbia on November 20, 2023.

ON BEHALF OF THE BOARD

/s/ "Jordan Trimble"

Jordan Trimble,
President

SCHEDULE "A"

ROCKRIDGE RESOURCES LTD.
(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with International Financial Reporting Standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.