



TARACHI GOLD

C O R P.

**ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON APRIL 19, 2022

**NOTICE OF ANNUAL GENERAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

March 15, 2022

These materials are important and require your immediate attention. They require shareholders of Tarachi Gold Corp. to make important decisions. If you are in doubt as to how to make such decisions, please contact your professional advisors.

TABLE OF CONTENTS

MANAGEMENT PROXY CIRCULAR2

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES.....5

FINANCIAL STATEMENTS5

FIXING THE NUMBER OF DIRECTORS.....6

ELECTION OF DIRECTORS6

APPOINTMENT OF AUDITOR.....8

STATEMENT of EXECUTIVE COMPENSATION9

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS12

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS12

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON.....12

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS13

MANAGEMENT CONTRACTS13

AUDIT COMMITTEE DISCLOSURE13

CORPORATE GOVERNANCE DISCLOSURE15

ADDITIONAL INFORMATION16

OTHER BUSINESS17

AVAILABLE INFORMATION17

APPROVAL OF BOARD17

[APPENDIX A Audit Committee Charter](#) A-1

TARACHI GOLD CORP.

MANAGEMENT PROXY CIRCULAR (unless otherwise noted, as at March 15, 2022)

This management proxy circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Tarachi Gold Corp. (“**Tarachi**”) for use at the annual general meeting of shareholders (the “**Shareholders**”) of Tarachi (the “**Meeting**”) to be held on **Tuesday, April 19, 2022 at 11:00 a.m.** (PDT) and at any adjournment(s) or postponement(s) thereof for the purposes set forth in the Notice of Meeting.

In Person: Suite 700 – 1090 West Georgia Street
Vancouver, British Columbia

Teleconference: Canada/USA: 1-800-719-7514
Access Code: 784781

Notice Regarding Information

Information in this Information Circular is given as at March 15, 2022 unless otherwise indicated and except for information contained in the documents incorporated herein by reference, which is given as at the respective dates stated therein.

No person is authorized to give any information or make any representation not contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized. This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. Neither delivery of this Information Circular nor any distribution of the securities referred to in this Information Circular will, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

GENERAL INFORMATION CONCERNING THE MEETING AND VOTING

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation by the management of the Company of proxies to be used at the Meeting. 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 has arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard. The Company will bear all costs of this solicitation.

Appointment of Proxyholder

The individuals named in the accompanying form of proxy are officers and/or directors of the Company. **If you are a securityholder 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 form of proxy accompanying this Information Circular, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the form of proxy accompanying this Information Circular or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the form of proxy accompanying this Information Circular will vote or withhold 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. In the absence of any instructions to the contrary, the Common Shares represented by proxies received by management will be voted FOR the approval of the resolutions described herein, among other things.

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;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting or any adjournments thereof.

At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters do properly come before the Meeting, it is intended that the person appointed as proxy will vote on such other business in such manner as that person then considers to be proper.

The Company is not using the “notice-and-access” delivery procedures established under Canadian securities legislation.

Registered Shareholders

Registered holders of Common Shares electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent, Odyssey Trust Company., by mail or hand delivery to 350 – 409 Granville Street, Vancouver, British Columbia V6C 1T2, in all cases ensuring that the form of proxy is received before 11:00 a.m. (PDT) on April 14, 2022 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia) before the time on the date to which the Meeting is adjourned or postponed.

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 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 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 names of intermediaries. In 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), 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. 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).

Non-Objecting Beneficial Owners

The Company is taking advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from the Company's transfer agent, Odyssey Trust Company. The VIF is to be completed and returned to Odyssey Trust Company as set out in the instructions provided on the VIF. Odyssey Trust Company 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.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has 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. By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

Objecting Beneficial Owners

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 Company does not intend to pay for intermediaries to deliver to OBOs the meeting materials and Form 54-101F7 Request for Voting Instructions Made by Intermediary. An OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered holders of Common Shares. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in 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 Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder), other than any of 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 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 Common 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 Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Notice to the Company's Securityholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and are 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 U.S. Exchange Act 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. The Company's Securityholders 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 the Company's Securityholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is existing under the Business Corporations Act, 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. Securityholders 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 Proxy

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by 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 holder of Common Shares or the authorized attorney thereof in writing, or, if the registered holder of Common Shares is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Odyssey Trust Company, by mail or hand delivery to 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, 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. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company is an unlimited amount of Common Shares. As at the date of this Information Circular, the outstanding shares of the Company are 111,751,810 Common Shares.

Shareholders registered as at March 15, 2022, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

Ownership by Management

The following table sets forth certain information regarding beneficial ownership of the Company's shares, as of March 15, 2022, by each of the Company's executive officers and directors.

Name	Beneficially Owned ⁽¹⁾	Percentage of Class %
CAMERON TYMSTRA, Chief Executive Officer	300,000	0.27
MAHESH LIYANAGE, Chief Financial Officer	130,650	0.12
LORNE WARNER, VP of Exploration and Director	-	-
MICHAEL KONNERT, Director	1,230,277	1.10
BRIAN GOSS, Director	100,000	0.09
VELJKO BRCIC, Director	-	-
COLE MCCLAY, Director	470,000	0.42
JENNIFER HANSON, Corporate Secretary	112,000	0.10

(1) These amounts do not include options granted pursuant to the Stock Option Plan (defined below).

Ownership by Principal Shareholders

To the Company's knowledge, as of March 15, 2022, no persons beneficially own, or controls or directs, directly or indirectly, more than 10% of the outstanding shares.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended July 31, 2021, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

FIXING THE NUMBER OF DIRECTORS

Shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors at five (5).

Board Size Resolution

At the Meeting, the Shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution, with or without variation (the "**Board Size Resolution**"):

BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that the number of directors of the Company be set to five (5).

An ordinary resolution is a resolution passed at the Meeting by a simple majority of the votes cast by shareholders voting Common Shares at the Meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE BOARD SIZE RESOLUTION. Unless otherwise indicated, the persons designated as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the Board Size Resolution.

ELECTION OF DIRECTORS

A shareholder can vote for all of the above nominees, vote for some of the below nominees and withhold for other of the below nominees, or withhold for all of the below nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth below as directors of the Company.**

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by management of the Company will be voted for the nominees listed in this Information Circular. 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 nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, 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, province or state and country of residence and position, if any, held in Tarachi Gold Corp.	Principal occupation during the past five years	Served as director since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Number of Stock Options Outstanding
MICHAEL KONNERT ⁽²⁾⁽³⁾ British Columbia, Canada <i>CHAIRMAN</i>	Mr. Konnert is co-founder and Managing Partner of Inventa Capital Corp. He founded Vizsla Silver Corp. (TSX-V: VZLA) and serves as the President, CEO and Director. Previously, he co-founded Cobalt One Energy Corp., a cobalt exploration company, which he led as CEO and sold to Blackstone Minerals in 2017. Mr. Konnert is an advisor to several companies and a Director of Summa Silver Corp. (TSX-V: SSVR).	December 2, 2020	1,230,277 (Direct)	1,165,000
BRIAN GOSS ⁽²⁾⁽³⁾⁽⁴⁾ Nevada, USA <i>DIRECTOR</i>	Mr. Goss is founder and President of Rangefront Mining Services, a mining labor and geological contracting and consulting company based in Elko, Nevada. Mr. Goss is also a Director at Summa Silver (TSX-V: SSVR), a silver exploration company with assets in the United States, as well as Director at Ridgestone Resources (TSX-V: RMI), a gold exploration company with assets in Mexico, as well as Director at Lithium Corp. (OTCQB:LTUM) an exploration stage company specializing in energy storage minerals.	January 7, 2019	100,000 (Direct)	350,000
LORNE WARNER British Columbia, Canada <i>VP OF EXPLORATION and DIRECTOR</i>	Mr. Warner is the President of Bathurst Metal Corp. (TSX-V: BMV) He has been VP for several junior mining companies. He has also worked for Noranda Exploration and Placer Dome Inc.	April 21, 2020	Nil	1,327,000
COLE MCCLAY ⁽⁴⁾ British Columbia, Canada <i>DIRECTOR</i>	Mr. McClay is the CEO of Benjamin Hill Mining Corp (CSE: BNN). Mr McClay is also the principal of Colestar Management Corp. Prior to that he was Director of Business Development for CareRx Pharmacy Corp. (TSX: CRRX)	March 18, 2021	470,000 (Direct)	175,000
VELJKO BRCIC ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada <i>DIRECTOR</i>	Mr. Brcic is currently a Director of Virgin Gold Corp. and is VP of Corporate Development for Vizsla Silver Corp. (TSX-V: VZLA) and Inventa Capital Corp. Prior to that he was a senior Associate of the investment team at Pala Investments.	April 7, 2021	Nil	265,000

(1) The information as to Common Shares beneficially owned or controlled has been provided by the nominees themselves.

(2) A member of the Audit Committee.

(3) A member of the Compensation Committee

(4) A member of the Nominating & Corporate Governance Committee

Other than as set forth below, no proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Management, no director or proposed director of the Company is, or within the ten years prior to the date of this Information Circular has been, a director or executive officer of any company, including Tarachi Gold Corp., that while that person was acting in that capacity:

- (a) was the subject of a cease trade order 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; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the Company being the subject of a cease trade order 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.

Individual Bankruptcies

To the knowledge of Management, no director or proposed director of the Company has, within the ten years prior to the date of this Information Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

APPOINTMENT OF AUDITOR

Management of the Company intends to nominate MNP LLP, Chartered Accountants (“MNP”), of Vancouver, British Columbia, for appointment as auditor. Proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the appointment of MNP, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

Appointment of Auditor Resolution

At the Meeting, the shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution, with or without variation (the “**Appointment of Auditor Resolution**”):

BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that MNP LLP, Chartered Accountants, be appointed as the auditors of Tarachi Gold Corp., and the board of Directors of the Company are hereby authorized to fix the remuneration of MNP LLP, Chartered Accountants.

An ordinary resolution is a resolution passed at the Meeting by a simple majority of the votes cast by shareholders voting Common Shares at the Meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE APPOINTMENT OF AUDITOR RESOLUTION. **Unless otherwise indicated, the persons designated**

as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the Appointment of Auditor Resolution.

STATEMENT OF EXECUTIVE COMPENSATION

Director and named executive officer compensation, excluding compensation securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended July 31, 2021 and 2020.

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 (\$)
Cameron Tymstra ¹ CEO	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	101,965	Nil	Nil	Nil	308,968	410,933
Lorne Warner ² VP of Exploration, Director	2020	19,150	Nil	Nil	Nil	147,007	166,157
	2021	83,000	Nil	Nil	Nil	256,828	339,828
Mahesh Liyanage ³ CFO	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	70,425	Nil	Nil	Nil	108,863	179,288
Brian Goss ⁴ Director	2020	Nil	Nil	Nil	Nil	54,877	54,877
	2021	Nil	Nil	Nil	Nil	15,585	15,585
Michael Konnert ⁵ Director	2020	Nil	Nil	Nil	Nil	128,381	128,381
	2021	130,000	Nil	Nil	Nil	243,844	373,844
Cole McClay ⁶ Director	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	20,780	20,780
Veljko Brcic ⁷ Director	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	44,344	44,344
Jennifer Hanson ⁸ Corporate Secretary	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	1,000	Nil	Nil	Nil	63,980	64,980
Martin Bajic ⁹ (former) CFO & Director	2020	17,500	N/A	N/A	N/A	109,754	127,254
	2021	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Cameron Tymstra has been CEO since December 2, 2020.
- (2) Lorne Warner has been a Director since April 21, 2020 and has been VP of Exploration since December 1, 2020.
- (3) Mahesh Liyanage has been CFO since December 1, 2020.
- (4) Brian Goss has been a Director since January 7, 2019.
- (5) Michael Konnert has been a Director since December 2, 2020. Before that he was a Director from March 8, 2018 to April 21, 2020.
- (6) Cole McClay has been a Director since March 18, 2021.
- (7) Veljko Brcic has been a Director since April 7, 2021.
- (8) Jennifer Hanson has been Corporate Secretary since December 1, 2020.
- (9) Martin Bajic resigned as CFO and Director on December 1, 2020.

Stock options and other compensation securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and Director of the Company, current and former, for the financial year ended July 31, 2021, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of Compensation security	Number of Compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Lorne Warner ¹ VP of Exploration, Director	Option	400,000	08/26/2020	\$0.69	\$0.67	\$0.23	08/26/2024
	Option	135,000	01/12/2021	\$0.28	\$0.28		01/12/2026
	Option	125,000	04/27/2021	\$0.27	\$0.27		04/27/2026
Brian Goss ² Director	Option	75,000	04/27/2021	\$0.27	\$0.27	\$0.23	04/27/2026
Michael Konnert ³ Director	Option	450,000	08/26/2020	\$0.69	\$0.67	\$0.23	08/26/2024
	Option	115,000	04/27/2021	\$0.27	\$0.27		04/27/2026
Cole McClay ⁴ Director	Option	100,000	04/27/2021	\$0.27	\$0.27	\$0.23	04/27/2026
Veljko Brcic ⁵ Director	Option	90,000	01/12/2021	\$0.28	\$0.28	\$0.23	01/12/2026
	Option	100,000	04/27/2021	\$0.27	\$0.27		04/27/2026
Cameron Tymstra ⁶ CEO	Option	453,000	01/12/2021	\$0.28	\$0.28	\$0.23	01/12/2026
	Option	380,000	02/08/2021	\$0.29	\$0.29		02/08/2026
	Option	167,000	03/17/2021	\$0.30	\$0.30		03/17/2026
	Option	260,000	04/27/2021	\$0.27	\$0.27		04/27/2026
Mahesh Liyanage ⁷ CFO	Option	265,000	01/12/2021	\$0.28	\$0.28	\$0.23	01/12/2021
	Option	190,000	04/27/2021	\$0.27	\$0.27		04/27/2026
Jennifer Hanson ⁸ Corporate Secretary	Option	165,000	01/12/2021	\$0.28	\$0.28		01/12/2026
	Option	100,000	04/27/2021	\$0.27	\$0.27		04/27/2026

- (1) On July 31, 2021, Lorne Warner held a total of 1,260,000 stock options.
- (2) On July 31, 2021, Brian Goss held a total of 275,000 stock options.
- (3) On July 31, 2021, Michael Konnert held a total of 1,065,000 stock options.
- (4) On July 31, 2021, Cole McClay held a total of 100,000 stock options.
- (5) On July 31, 2021, Veljko Brcic held a total of 190,000 stock options.
- (6) On July 31, 2021, Cameron Tymstra held a total of 1,260,000 stock options.
- (7) On July 31, 2021, Mahesh Liyanage held a total of 455,000 stock options.
- (8) On July 31, 2021, Jennifer Hanson held a total of 265,000 stock options.

Exercise of Compensation Securities by Directors and Named Executive Officers

The following table discloses each exercise by a NEO or director of compensation securities during the most recently completed financial year:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise	Difference between exercise price and closing price on date of exercise	Total value on exercise date
Michael Konnert Director	Options	100,000	\$0.075	11/30/2020	\$0.345	\$0.27	\$34,500

Stock Option Plans and Other Incentive Plans

Effective December 7, 2017, the Board adopted the Stock Option Plan, which Stock Option Plan was drafted in accordance with the latest policies and rules of the Canadian Securities Exchange (“CSE”).

The purpose of the Stock Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified employees, directors, officers, consultants and employees of a person or company which provides management services to the Company or its associated, affiliated, controlled and subsidiary companies (the “Participants”) and to grant such Participants stock options to acquire up to 10% of the Company’s issued and outstanding common shares of the Company (“Common Shares”) from time to time. This is a “rolling” plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company’s issued and outstanding share capital increases. The Stock Option Plan provides that the directors of the Company may grant options to purchase Common Shares on terms that the directors may determine, within the limitations of the Stock Option Plan. The exercise price of an option issued under the Stock Option Plan is determined by the directors but may not be less than the closing market price of the Common Shares on the day preceding the date of granting of the option less any available discount, in accordance with CSE Policies. No option may be granted for a term longer than ten years. An option may expire on such earlier date or dates as may be fixed by the Board, subject to earlier termination in the event the optionee ceases to be eligible under the Stock Option Plan by reason of death, retirement or otherwise.

The Stock Option Plan provides for the following restrictions: (i) no Participant may be granted an option if that option would result in the total number of stock options granted to the Participant in the previous 12 months, exceeding 5% of the issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval in accordance with CSE Policies; (ii) the aggregate number of options granted to Participants conducting Investor Relations Activities (as defined in CSE Policies) in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant; and (iii) the aggregate number of options granted to any one consultant in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant.

In addition, options granted to consultants conducting Investor Relations Activities (as defined in CSE Policies) will vest over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting or such longer vesting.

Employment, consulting and management agreements

The Company entered into a consultant agreement (the “Agreement”) with Mahesh Liyanage on December 1, 2020, for his services as CFO. The Agreement may be terminated by the Mr. Liyanage on one month’s notice or by the Company on one year’s notice. Mr. Liyanage receives an annual income of \$102,000 and a performance bonus in cash or options. There is no change of control provision.

Oversight and description of director and named executive officer compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company has not defined financial entitlements for directors. Directors of the Company are eligible to participate in the Stock Option Plan.

Option-Based Awards

The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the CSE and pursuant to the Stock Option Plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of the end of the Company's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuances, aggregated as follows:

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 (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by Shareholders	6,855,000	\$0.37	843,961
Equity compensation plans not approved by Shareholders	-	-	-
Total	6,855,000	\$0.37	843,961

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular and at all times since, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is or has been indebted to the Company, or any of its subsidiaries, nor are or have any of these individuals been indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or its subsidiaries.

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

No director or executive officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Company, proposed nominee for election as a director of the Company, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which has or will materially affect the Company, as disclosed in the Company's audited financial statements and Management's Discussion & Analysis for the last financial year.

MANAGEMENT CONTRACTS

Except as set out herein, 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 NEOs of the Company.

AUDIT COMMITTEE DISCLOSURE

The Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The text of the audit committee's charter is attached as Appendix "A" to this Information Circular.

Composition of Audit Committee and Independence

National Instrument 52-110 *Audit Committees*, ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Company's audit committee are financially literate as that term is defined. The following sets out the members of the audit committee and their education and experience that is relevant to the performance of his responsibilities as an audit committee member.

The Company's current audit committee consists of Veljko Brcic, Brian Goss and Michael Konnert. In the view of management of the Company, all three members are "independent" and "financially literate" as such term is defined in NI 52-110.

Relevant Education and Experience

All proposed members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls.

In addition to each member's general business experience, the education and experience of each proposed Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Veljko Brcic – Mr. Brcic holds an MBA from HEC Paris and a BCom with honours from UBC. He is currently the VP of Corporate Development for Vizsla Silver Corp. and Inventa Capital and has over 10 years of experience in the capital markets. Based on his education and business experience, Mr. Brcic is independent and financially literate within the meaning of NI 52-110.

Brian Goss – Mr. Goss is a former CEO and CFO of a publicly listed entity that reported to the SEC. He is the founder and President of Rangefront Mining Services, a mining labor and geological contracting and consulting company based in Elko, Nevada. Rangefront Mining Services has been in business over 14 years. Mr. Goss holds a Bachelor of Science Degree with a major in Geology from Wayne State University in Michigan. Based on his business experience, Mr. Goss is independent and financially literate within the meaning of NI 52-110.

Michael Konnert – Mr. Konnert is a director of the Company and has been Director since December 2, 2020. Mr. Konnert has been involved with multiple public companies in many capacities including management, comprehensive investor communication, capital raising and restructuring. He holds a BCom from Royal Roads University. Based on his business experience, Mr. Konnert is independent and financially literate within the meaning of NI 52-110.

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Audit Fees

The following sets forth the fees paid by the Company and its subsidiaries to MNP LLP, Chartered Accountants, for services rendered in the last two fiscal year:

	<u>2021</u> \$	<u>2020</u> \$
Audit Fees ⁽¹⁾	75,000	22,000
Audit Related Fees ⁽²⁾	5,250	818
Tax Fees ⁽³⁾	4,280	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	84,530	22,818

- (1) “Audit fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements; fees for review of tax provisions; accounting consultations on matters reflected in the financial statements; and, audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audited related fees” include services that are traditionally performed by the auditor such as 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” includes 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 in Section 6.1

The Company is a “venture issuer” as defined in NI 52-110 and is relying 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 DISCLOSURE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

Board of Directors

Management is nominating five (5) individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Lorne Warner, who is the Company’s VP of Exploration.

Directorships

The following directors of the Company are also directors of other reporting issuers:

Name of Director of the Company	Names of Other Reporting Issuers
Michael Konnert	Vizsla Silver Corp. (since September 26, 2017) Summa Silver Corp. (since August 10, 2020) Vizsla Copper Corp. (since May 13, 2021) GK Resources Ltd. (since June 18, 2021) TinOne Resources Inc. (since December 30, 2021) Archer Exploration Corp. (since January 12, 2022)
Lorne Warner	Indigo Exploration Inc. (since May 5, 2016) Bathurst Metals Corp. (since August 26, 2021)
Brian Goss	Summa Silver Corp. (since February 5, 2020) Ridgestone Mining Inc. (since February 9, 2018) Lithium Corp. (since May 30, 2014) Canter Resources Corp. (since December 10, 2021)
Cole McClay	Benjamin Hill Mining Corp. (since February 17, 2021)
Veljko Brcic	Golden Shield Resources Inc. (since February 15, 2022)

Orientation and Continuing Education

The Board of Directors provides an overview of the Company’s business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company’s records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and

long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility. In addition, the Board has adopted a Code of Business Conduct and Ethics (the “Code”) to be followed by the Company’s directors, officers, employees and principal consultants and those of its subsidiaries. The Code is also to be followed, where appropriate, by the Company’s agents and representatives, including consultants where specifically required. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoid conflict of interest, protect confidential information and comply with the applicable government laws and securities rules and regulations.

Nomination of Directors

The Nominating and Corporate Governance Committee (the “**NCG Committee**”) was established in September 2020. The NCG Committee is responsible for identifying individuals qualified to become directors and recommending such nominees to the Board for appointment or election. It is also responsible for developing and recommending to the Board, corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices.

Compensation

The Board reviews adequacy and form of compensation and compares it to other companies of similar size and stage of development. Directors’ compensation is mainly in the form of stock options. All compensation for NEO’s and directors is reviewed by the Compensation Committee and any stock options grants or forms of compensation are reviewed and recommended to the board for approval by the Compensation Committee. It is also responsible for reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer on an annual basis.

Other Board Committees

At present time, the Company has an Audit Committee, a Compensation Committee and a NCG Committee. The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule “A” to this Information Circular. As the Company grows, and its operations and management structure become more complex, the Board expects it will constitute formal standing committees, such as an ESG Committee and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessments

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of any committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board 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 committee(s).

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company’s corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com and upon request from the Company at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, telephone no.: 778.899.3050 or email: jen@tarachigold.com. Copies of documents referred to above will be provided, upon request, free of charge to

security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

AVAILABLE INFORMATION

The Company files reports and other information with certain applicable Canadian Securities Authorities. Those reports containing additional information with respect to the Company's business and operations can be accessed through the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Financial information is provided in the Company's audited comparative financial statements and Management's Discussion and Analysis for the year ended July 31, 2021, and such information is available on SEDAR at www.sedar.com and will be sent free of charge to any Shareholder upon written request.

APPROVAL OF BOARD

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

DATED at Vancouver, British Columbia, on March 15, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Konnert"

Michael Konnert
Director

APPENDIX A

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee ("**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements; (ii) review and appraise the performance of the Company's external auditors; (iii) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee are financially literate. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a chair is elected by the full Board of Directors, the members of the Committee may designate a chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually management and the external auditors in separate sessions.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

The CEO and CFO or their designate shall be available to attend at all meetings of the Committee upon invitation by the Committee.

Any employees as appropriate shall be available to attend and/or to provide information to the Committee upon invitation by the Committee.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- a. Review and update this Charter annually.

- b. Review the Company's financial statements, MD&A, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.
- c. Review changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
- d. Review significant accruals, reserves or other estimates such as any calculations of impairment;
- e. Review adjustments raised by external auditors, whether or not included in the financial statements;
- f. Review disclosure requirements for any commitments and contingencies;
- g. Review expenses incurred by the Chairman of the Board and the CEO of the Company. The Committee is to ensure that the CEO reviews and approves all expenses incurred by direct executive reports of the CEO;
- h. Review any other matters required by law, regulation or stock exchange that the Committee feels are important or have been delegated by the Board.

External Auditors

The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board and the Audit Committee. With respect to the activities of the external auditors, the Committee shall:

- a. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- b. Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.
- c. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- d. Take or recommend that the full Board of Directors take appropriate action to oversee the independence of the external auditors.
- e. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- f. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- g. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- h. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- i. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:
 - the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- a. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- b. Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- c. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- d. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- e. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- f. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- g. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- h. Review certification process for certificates.
- i. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- a. Review any related party transactions.
- b. Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters ("Concerns") relating to the Company such that:
- c. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;
 - the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
 - the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.