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**ARIANNE PHOSPHATE INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS  
MANAGEMENT PROXY CIRCULAR**

**April 24, 2019**

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of the shareholders of Arianne Phosphate Inc. (the “**Corporation**”) will be held at the offices of Norton Rose Fulbright located at 1 Place Ville Marie, Suite 2500, Montreal (Quebec), H3B 1R1, on May 29, 2019 at 10 a.m. (local time), for the following purposes:

- 1) to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2018 and the Auditor's report thereon;
- 2) to elect the directors of the Corporation for the ensuing year;
- 3) to appoint the Auditors of the Corporation, PricewaterhouseCoopers LLP, for the ensuing year and to authorize the directors to fix their remuneration;
- 4) to consider, and if deemed appropriate, to adopt a resolution to ratify, confirm and approve the rolling stock option plan; and
- 5) to transact such other matters as may properly come before the Meeting and any adjournment thereof.

You have the right to receive notice of and to vote at the Meeting if you were a shareholder of the Corporation on the close of business on April 24, 2019. The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to be part of this Notice.

Saguenay, Quebec, April 24, 2019

**BY ORDER OF THE BOARD OF DIRECTORS,**

*(s) Andrew Malashewsky* \_\_\_\_\_

Andrew Malashewsky  
Chief Financial Officer

**THE BOARD OF DIRECTORS INVITES EACH SHAREHOLDER TO PERSONALLY ATTEND THE MEETING. IF YOU ARE UNABLE TO ATTEND THE MEETING IN PERSON, YOU MAY BE REPRESENTED BY PROXY. SUCH PROXY IS NOT REQUIRED TO BE A SHAREHOLDER TO ACT IN SUCH CAPACITY.**

**SHAREHOLDERS ARE REQUESTED TO COMPLETE, SIGN, DATE AND RETURN THE ACCOMPANYING PROXY FORM IN THE ENVELOPE PROVIDED AT THEIR EARLIEST CONVENIENCE. THE VOTING RIGHTS ATTACHED TO YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED ON THE PROXY FORM.**

**ARIANNE PHOSPHATE INC.**  
(the “Corporation”)

**INFORMATION CIRCULAR**

**April 24, 2019**

**SOLICITATION OF PROXIES**

This management information circular (the “Circular”) pertains to the solicitation, by management of the Corporation of proxies to be used at the Annual General Meeting of the Shareholders of the Corporation (the “Meeting”) which will be held on the date, at the place and for the purposes indicated in the attached notice of meeting (the “Notice of Meeting”) or any adjournment thereof. Accordingly, the management of the Corporation has drafted this Circular that it is sending to all the security holders entitled to receive a Notice of Meeting. The Corporation is assuming the cost of this solicitation. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may solicit proxies by telephone, telecopier, e-mail or in person. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial owners of the shares. See “Non-Registered Holders” below.

**INTERNET AVAILABILITY OF PROXY MATERIALS**

**Websites Where Proxy-Related Materials are Posted**

The Proxy-Related Materials are available on the Corporation’s website at [www.arianne-inc.com](http://www.arianne-inc.com), and under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Notice Package**

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders are receiving paper copies of a notice package (the “Notice Package”) via prepaid mail, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction form (VIF), and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s interim financial statements for the 2019 fiscal year.

**How to Obtain Paper Copies of Proxy-Related Materials**

Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (eastern time) on May 2, 2019 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their VIFs by the due date. After the Meeting, Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting the Secretary of the Corporation at 1-855-549-7316.

**QUORUM FOR THE TRANSACTION OF BUSINESS**

The Corporation's by-laws provide that the quorum at a meeting of the shareholders of the Corporation shall be constituted by the attendance of two or more shareholders, present in person or represented by proxy, holding at least 5% of the votes attached to outstanding voting shares of the Corporation.

## APPOINTMENT OF PROXY

A shareholder that holds his shares directly in his name (a “**Registered Shareholder**”) who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A Registered Shareholder may also vote using the internet at [www.investorvote.com](http://www.investorvote.com) or telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (Montreal time) on May 27, 2019 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

The document appointing a proxy must be in writing and executed by the Registered Shareholder or his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

**A Registered Shareholder submitting a form of proxy has the right to appoint a person (who need not be a shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. The persons named in the enclosed form of proxy are directors and officers of the Corporation. To exercise that right, the name of the Registered Shareholder's appointee should be legibly printed in the blank space provided. In addition, the Registered Shareholder should notify the appointee of his or her appointment, obtain his or her consent to act as appointee and instruct him or her on how the Registered Shareholder's shares are to be voted.**

Shareholders who are not Registered Shareholders should refer to the section “Non-Registered Holders” below.

## REVOCATION OF PROXY

A Registered Shareholder who has submitted a form of proxy as directed herein may revoke it at any time prior to the exercise thereof. If a Registered Shareholder who has given a proxy personally attends the Meeting at which that proxy is to be voted, that Registered Shareholder may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Registered Shareholder or his attorney or authorized agent and deposited with (i) Computershare Investor Services Inc. at any time up to 5:00 p.m. (Montreal time) on May 27, 2019 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile to 416-263-9524 or 1-866-249-7775, (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or (iii) with the chairman of the Meeting on the day of the Meeting before the commencement of the Meeting, or any adjournment thereof, and upon any such deposit, the proxy will be revoked.

## EXERCISE OF DISCRETIONARY POWER BY PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them.

**In the absence of instructions, the proxyholder will exercise the right to vote IN FAVOUR of the matters specified in the Notice of Meeting or in the Circular.**

Unless otherwise specified herein, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

Management does not know and cannot foresee at the present time any amendments or new points to be brought before the Meeting, or any adjournment thereof. If such amendments or new points were to be

properly brought before the Meeting, or any adjournment thereof, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

### **NON-REGISTERED HOLDERS**

The information set out in this section is of significant importance to many shareholders, as a substantial number of shareholders are Beneficial Shareholders and do not hold shares of the Corporation in their own names. Beneficial Shareholders should note that only proxies deposited by Registered Shareholders (shareholders whose names appear on the records of the Corporation as the registered holders of shares) can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Corporation. Those shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of those shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Beneficial Shareholders of proxy-related materials and other securityholder materials and the request for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. **Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation.** Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

In accordance with the requirements of NI 54-101, the Corporation is sending the Notice Package directly to NOBOs and indirectly through intermediaries to OBOs. NI 54-101 permits the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Notice Package directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver the Notice Package to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Notice Package indirectly to all Beneficial Shareholders through intermediaries. The cost of the delivery of the Notice Package by intermediaries to OBOs will be borne by the Corporation.

Applicable securities regulatory policy requires intermediaries, on receipt of Notice Packages that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7 (Request for Voting Instructions Made by Intermediary). Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of request for voting instructions supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to

present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). In forwarding the Notice Package to Beneficial Shareholders, Broadridge typically includes a VIF in lieu of the form of proxy that some intermediaries employ. Beneficial Shareholders are requested to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge's dedicated voting website at <https://central-online.proxyvote.com> to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to the Corporation's transfer agent and registrar, which tabulates the results and provides appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

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

The Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any of the following persons in any matter to be acted upon at the Meeting:

- a) each person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year;
- b) each proposed nominee for election as a director of the Corporation; and
- c) each associate or affiliate of any of the foregoing.

#### **VOTING SHARES AND THEIR PRINCIPAL HOLDERS**

The share capital of the Corporation is made of an unlimited number of common shares without par value. As at the date hereof, the Corporation had 105,803,943 common shares issued and outstanding. Each common share of the Corporation confers upon its holder the right to one (1) vote at the Meeting.

As at the date hereof, to the knowledge of the directors and senior officers of the Corporation, there is no beneficial owner or person exercising control or direction over the Corporation's common shares and carrying more than 10 % of the outstanding voting rights.

You have the right to receive a Notice of Meeting and vote at the Meeting if you are a shareholder of the Corporation on the close of business on April 24, 2019.

#### **BUSINESS TO BE TRANSACTED AT THE MEETING**

##### **Financial Statements Presentation**

The annual report, including the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018 and the related auditor's report, will be presented at the Meeting.

##### **Election of the Directors**

Under its by-laws, the Corporation is administered by a board of directors (the "**Board of Directors**"). The mandate of each director elected at the Meeting expires on the date of the next annual meeting of shareholders following his election or appointment or on the date when his successor is elected or appointed, unless such director resigns or his position becomes vacant due to his death or another reason according to the by-laws of the Corporation.

**You can vote for the election of all the candidates described below, vote for the election of some of them and withhold from voting for others, or withhold from voting for all of them. Unless otherwise instructed, the persons named in the accompanying form of proxy will vote FOR the election of each of the candidates described below as director of the Corporation.**

Management of the Corporation considers that none of the candidates will be unable to act as director or no longer wishes, for any reason, to fulfill this function, but in the event of a change for any reason whatsoever before the Meeting is held, the persons mentioned in the attached proxy form reserve the right to vote for other candidates of their choice unless the shareholder has indicated in the form of proxy his wish to abstain from exercising the voting rights attached to his shares at the time of the election of the directors.

Name	Office Held	Director Since	Number of Shares Beneficially Owned or Over Which Control is Exercised as of April 24, 2019	Present Principal Occupation
James Cowley <sup>(1)</sup> Utah, United States	Director	January 20, 2011	263,788	Consultant
David DeBiasio <sup>(2)</sup> British Columbia, Canada	Director	August 24, 2011	40,000	Retired – Former VP Energy and Raw Materials at Agrium
Marco Gagnon <sup>(1)</sup> Quebec, Canada	Director	February 3, 2011	90,000	Executive Vice President and director of Probe Metals Inc.
Siva Pillay <sup>(1)</sup> Kent, United Kingdom	Director	March 19, 2013	31,000	Managing Director of Ocean Partners Holdings Limited
Steven Pinney <sup>(1) (2)</sup> Minnesota, United States	Director	June 10, 2013	50,000	Retired executive
Dominique Bouchard <sup>(2)</sup> Québec, Canada	Executive Chairman of the Board	June 17, 2013	122,750	Executive Chairman of Arianne Phosphate inc.
Brian Ostroff <sup>(1) (2) (4)</sup> Québec, Canada	Director and CEO	June 3, 2014	3,697,600 <sup>(3)</sup>	CEO of Arianne Phosphate inc.
Claude Lafleur <sup>(2)</sup> Québec, Canada	Director	August 30, 2018	50,300	Member Quebec Angels – Former CEO of IFFCO Canada
Jean Fontaine Québec, Canada	Director	February 19, 2019	49,000	President of JEFO Nutrition Inc.

(1) Members of the Audit Committee. The chairperson of this committee is Siva Pillay.

(2) Members of the Human Resources and Corporate Governance Committee. The chairperson of this committee is David DeBiasio.

(3) Of these common shares, 373,100 are owned directly by Mr. Ostroff; 610,900 are owned by Copia Capital Corp., a company wholly-owned by Mr. Ostroff; 102,500 are owned by Mr. Ostroff's spouse; 573,800 are owned by the estate of Mr. Ostroff's mother; 598,800 are owned by Futoplan Corp. Ltd., a company wholly-owned by Mr. Ostroff's parent; and 1,438,500 are owned by 1415444 Alberta Ltd., a company of which Mr. Ostroff holds less than 13% of the outstanding shares.

(4) Brian Ostroff is still a Director and Executive Vice-President of Windermere Capital (Canada) Inc. (a portfolio management company). Windermere Capital (Canada) Inc. is engaged as the investment advisor to Windermere Capital (Cayman) Ltd., the investment manager of Breakaway Strategic Resource Segregated Portfolio and Navigator Segregated Portfolio. Windermere Capital (Canada) Inc. owns 1,733,065 common shares of the Corporation. Breakaway Strategic Resource Segregated Portfolio owns 7,683,289 common shares of the Corporation. Navigator Segregated Portfolio owns 8,797,611 common shares of the Corporation.

The information relating to the number of common shares held or over which control is exercised has been provided by each nominee.

The mandate of the directors will expire at the next annual meeting of the shareholders of the Corporation.

Except for Claude Lafleur and Jean Fontaine, all of the nominees whose names are hereinabove mentioned have previously been elected directors of the Corporation at a shareholders' meeting for which an information circular was issued.

**Claude Lafleur** have served in senior management positions with several companies. For 16 years Mr. Lafleur was with Coop fédérée, including 8 years as its Chief Executive Officer. With its affiliated co-ops, Coop fédérée is Quebec's largest agri-food organization. As well, Mr. Lafleur was CEO of IFFCO Canada, the Canadian subsidiary of IFFCO (Indian Farmers Fertilizer Cooperative Limited), India's largest fertilizer manufacturer. Currently, Mr. Lafleur is a member of Angés Québec (Québec Angels) Capital, a fund sponsored by Investissement Québec, Caisse de dépôt et placement du Québec and Fonds de solidarité FTQ and, continues to sit on several boards including Desjardins Groupe Assurance.

**Jean Fontaine** is the Founder and President of JEFO Nutrition Inc., a global leader in high-performance non-medicated nutritional solutions for animals. Founded in 1982, JEFO has successfully grown its business and its products are now marketed in 80 countries.

#### **Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the knowledge of the Corporation, none of the foregoing nominees for election as a director of the Corporation:

- a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
  - i. was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "Order"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
  - ii. was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer, or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer of such company; or
- b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within the last ten years, 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 his assets.

Mr. Lafleur was a director of Monark Eco Fibre Inc. which filed for and obtained protection under the Companies' Creditors Arrangement Act (Canada) ("CCAA") in November 2018 and subsequently made an assignment of its property.

To the knowledge of the Corporation, none of the nominees for election as director of the Corporation has been subject to:

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

## **COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS**

### **Interpretation**

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- a) the Chief Executive Officer (“**CEO**”);
- b) the Chief Financial Officer (“**CFO**”);
- c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the 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 Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Jean-Sébastien David, COO, Andrew Malashewsky, CFO, Brian Ostroff, CEO and Jim Cowley the former CFO.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Policy Objectives**

The executive compensation policy of the Corporation is designed to offer competitive compensation enabling the Corporation to attract and retain qualified, high-calibre staff. It will seek to motivate executive officers to achieve strategic objectives so as to maximize the long-term return on shareholders' investment.

The strategic initiatives that guide management and directors can be summarized as follows:

Over the short term, the Corporation's objectives for 2019 are to:

- Reduce cash operating production costs and capital expenses of the Lac à Paul project;
- Sign an “Impact and Benefit Agreement (IBA)” with the First Nations;
- Secure financing for construction and development of the Lac à Paul project (the “Project”).

Over the long term, the Corporation's goal is to build a profitable phosphate mine, start production and generate economic returns and benefits for our shareholders as well as stakeholders in the Saguenay-Lac-St-Jean region.

## **Components of aggregate compensation**

The aggregate compensation of the NEOs currently consists of one or more of the following elements:

- a) a base monetary compensation;
- b) annual bonus; and
- c) option grants designed to attract experienced personnel and encourage them to promote the Corporation's interests and activities to the best of their knowledge.

## **Base compensation**

The base cash compensation of each NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base cash compensation review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of each NEO. Base compensation is not evaluated against a formal "peer group". The Board of Directors relies on the general experience of its members in setting base compensation amounts.

## **Bonus**

In addition to a fixed base salary, each NEO is eligible to receive a bonus meant to motivate the NEO and is determined on a case by case basis.

The bonus program is based on certain objectives and overall corporate strategy. The amount of the bonus is based upon individual achievements and realization of corporate strategies. The following are the Corporation's objectives used in 2018 to determine the bonus:

- Reduce cash operating production costs and capital expenses;
- Continue our ongoing effort to communicate with our stakeholders and the community at large;
- Assist the Port of Saguenay in securing environmental permitting from CEEA; and
- Secure financing for construction and development of the Project

## **Long-Term Incentive compensation**

Option grants are an integral part of the compensation program as they reinforce the NEO's alignment with shareholder value. Option grants are established by the Board of Directors on a continuous basis, based on the progress of the Corporation.

The Corporation has established a formal plan (the "**Stock Option Plan**") under which stock options are granted to directors, officers, employees, and consultants as an incentive to serve the Corporation in attaining its goal of improved shareholder value. The Board of Directors determines which NEOs (and other persons) are entitled to participate in the Stock Option Plan, determines the number of options granted to such individuals and determines the date on which each option is granted and the corresponding exercise price and expiry date. For further information regarding the Stock Option Plan refer to section "Securities Authorized for Issuance Under Equity Compensation Plans".

## **External Compensation Consultants**

During the fiscal years ended December 31, 2018 and 2017, the Corporation did not retain the services of executive compensation consultants to assist the Board of Directors in determining compensation for any of the Corporation's Named Executive Officers or directors.

## Compensation Risk Management

Given the development stage of the Corporation, the Board of Directors has not proceeded to an evaluation of the implications of the risks associated with the Corporation's compensation policies and practices.

The Board of Directors has adopted a written code of ethics (the "Code") which, among other things, sets out that the Corporation's directors, officers and employees must not under any circumstance, engage in hedging activities or in any other type of operation with exchange-traded options of the Corporation securities or other types of derivative financial instruments related to the Corporation's securities, including call and put options. In addition, these individuals must not sell the Corporation's securities that they do not already own.

### A- COMPENSATION OF EXECUTIVE OFFICERS

#### Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Corporation for services in all capacities to the Corporation for the three most recently completed financial year:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans <sup>(6)</sup>	Long-term incentive plans			
Jean-Sébastien David	2018	221,538	-	-	-	-	6,750	-	228,288
	2017	225,000	-	-	-	-	6,750	-	231,750
	2016	214,846	-	-	-	-	6,750	-	221,596
James Cowley <sup>(4)</sup>	2018	-	-	11,846 <sup>(1)</sup>	-	-	-	90,000	101,846
	2017	-	-	19,543 <sup>(2)</sup>	-	-	-	76,000	95,543
	2016	-	-	-	-	-	-	33,000	33,000
Brian Ostroff <sup>(5)</sup>	2018	250,000	-	11,846 <sup>(1)</sup>	-	-	-	-	261,846
	2017	250,000	-	19,543 <sup>(2)</sup>	-	-	-	-	269,543
	2016	197,118	-	83,355 <sup>(3)</sup>	-	-	-	-	280,473
Andrew Malashewsky <sup>(7)</sup>	2018	-	-	-	-	-	-	\$30,000 <sup>(8)</sup>	\$30,000

- (1) The fair value of each option granted is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: weighted average risk-free interest rate: 2.53%; weighted average expected volatility: 41.3 %; weighted average expected life: 6 years; and weighted average expected dividend yield: 0%.
- (2) The fair value of each option granted is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: weighted average risk-free interest rate: 1.36%; weighted average expected volatility: 55.6 %; weighted average expected life: 6 years; and weighted average expected dividend yield: 0%.
- (3) The fair value of each option granted is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: weighted average risk free interest rate: 1.13%; weighted average expected volatility: 73.6 %; weighted average expected life: 6 years; and weighted average expected dividend yield: 0%.
- (4) Mr. Cowley was appointed interim CFO on August 26, 2015.
- (5) Mr. Ostroff was appointed CEO on March 14, 2016.
- (6) Cash payment.
- (7) Mr. Malashewsky was appointed CFO on January 24, 2019.
- (8) This was compensation for consulting services prior to being named as CFO.

## Incentive Plan Awards

### *Outstanding share-based awards and option-based awards*

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Corporation:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Jean-Sébastien David	62,500	1.32	Dec. 19, 2023	-	-	-	-
	50,000	1.12	Jan. 13, 2023	-	-	-	-
	300,000	1.16	April 23, 2022	-	-	-	-
James Cowley	50,000	0.58	Oct. 3, 2028	-	-	-	-
	50,000	0.76	Apr. 2, 2027	-	-	-	-
	40,000	0.85	May 31, 2025	-	-	-	-
	40,000	1.32	Dec. 19, 2023	-	-	-	-
	50,000	1.15	Sept. 24, 2022	-	-	-	-
	300,000	1.37	Aug. 23, 2021	-	-	-	-
	200,000	0.37	Jan. 19, 2021	-	-	-	-
Brian Ostroff	50,000	0.58	Oct. 3, 2028	-	-	-	-
	50,000	0.76	Apr. 2, 2027	-	-	-	-
	150,000	0.81	March 13, 2026	-	-	-	-
	40,000	0.86	June 29, 2025	-	-	-	-
	100,000	0.85	May 31, 2025	-	-	-	-
	200,000	1.00	Oct. 14, 2024	-	-	-	-
Andrew Malashewsky	-	-	-	-	-	-	-

(1) Based on the December 31, 2018 closing price of \$0.42 for the Corporation's common shares. The value of unexercised in-the-money options includes all options, both vested and not vested.

### *Value vested or earned during the most recently completed financial year*

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

Name	Option-based awards Value vested during the year (\$)	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jean-Sébastien David	-	-	-
James Cowley	-	-	-
Brian Ostroff	-	-	-
Andrew Malashewsky	-	-	-

## Pension Plan Benefits

### Defined Benefit Plan

The Corporation does not have a defined benefits pension plan.

### Defined Contribution Plan

On July 1<sup>st</sup>, 2013, the Corporation implemented a defined contribution plan (the “**Plan**”). An individual who has elected to participate in the Plan may make personal contributions to the Plan in an amount equal to a percentage of his or her eligible earnings which must be between 1% and 6% of his eligible earnings. The Corporation will make employer contributions to the Plan for the benefit of each participant in an amount of 50% of the participant’s contribution, subject to a maximum of 3%.

The following table shows the accumulated values for each eligible NEO under the Plan:

Name	Accumulated Value at start of year <sup>(1)</sup> (\$)	Compensatory <sup>(2)</sup> (\$)	Accumulated Value at year end <sup>(3)</sup> (\$)
Jean-Sébastien David	29,219	6,750	33,969

(1) The accumulated value at start of year is the account balance as at December 31, 2017.

(2) The compensatory component represents the amount of employer contributions from January 1, 2018 to December 31, 2018.

(3) The accumulated value at year end is the account balance as at December 31, 2018.

## Termination and Change of Control Benefits

At the end of the most recently completed financial year, there were no employment contracts, agreements, plans, or arrangements for payments to a NEO, at, following or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, or a change in a NEO's responsibilities, except as follows.

Pursuant to an employment agreement dated April 23, 2012, between Mr. Jean-Sébastien David (Chief Operating Officer) and the Corporation, if the employment of Mr. David is terminated by the Corporation for any reason other than for cause, the Corporation is required to pay to Mr. David a lump sum equal to twelve (12) months base salary (i.e. \$225,000 based on his current base salary). Furthermore, should Mr. David's employment be terminated following the sale of a substantial part of the Corporation's assets or a change of control, the Corporation is required to pay to Mr. David a lump sum amount equal to two (2) times his then annual base salary (i.e. \$450,000 based on his current base salary of \$225,000).

Pursuant to an employment agreement dated March 14, 2016, between Mr. Brian Ostroff (Chief Executive Officer) and the Corporation, if the employment of Mr. Ostroff, is terminated by the Corporation for any reason other than for cause, the Corporation is required to pay to Mr. Ostroff a lump sum equal to twelve (12) months base salary (i.e. \$250,000 based on his current base salary). Furthermore, should Mr. Ostroff's employment be terminated following the sale of a substantial part of the Corporation's assets or a change of control, the Corporation is required to pay to Mr. Ostroff a lump sum amount equal to two (2) times his then annual base salary (i.e. \$500,000 based on his current base salary of \$250,000).

For the purpose of Mr. David's and Mr. Ostroff's agreements, “change of control” is defined as follows:

- a) a person or a group of persons acting jointly or in concert (i) becomes the owner, directly or indirectly, of fifty (50%) percent or more of the voting shares in the capital of the Corporation or (ii) holds a sufficient number of voting shares to allow them to vote in the majority of the directors of the Corporation;

- b) a person or a group of persons acting jointly or in concert presents a public offer with respect to the buying or exchanging of shares on fifty (50%) percent or more of the voting shares of the Corporation that is followed by an approval of the shareholders; or
- c) at any time when the majority of the persons acting as directors of the Corporation at the date the agreement is effective cease to be director and the majority of the replacing directors of the Corporation are not the persons proposed by the senior management of the Corporation at an unchallenged election.

## B- DIRECTORS COMPENSATION

### Director compensation table

The following table sets forth information with respect to all amounts of compensation provided to the directors who were not NEOs of the Corporation for the most recently completed financial year:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
David DeBiasio	-	-	14,215	-	-	-	27,361
Marco Gagnon	-	-	11,846	-	-	-	19,543
Siva Pillay	-	-	16,585	-	-	-	27,361
Steven Pinney	-	-	11,846	-	-	-	19,543
Dominique Bouchard			23,692			100,000	123,692
Claude Lafleur			41,015				41,015
Jean Fontaine			34,779				34,779

(1) The fair value of each option granted is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: weighted average risk-free interest rate: 2.53%; weighted average expected volatility: 41.3 %; weighted average expected life: 6 years; and weighted average expected dividend yield: 0%.

### Incentive Plan Awards

#### *Outstanding share-based awards and option-based awards*

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors who were not NEOs of the Corporation:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
David DeBiasio	60,000	0.58	Oct. 3, 2028	-	-	-	-
	70,000	0.76	Apr. 2, 2027	-	-	-	-
	40,000	0.85	May 31, 2025	-	-	-	-
	60,000	1.30	Apr. 9, 2024	-	-	-	-
	60,000	1.07	Nov. 26, 2022	-	-	-	-
	500,000	1.37	Aug. 23, 2021	-	-	-	-

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Marco Gagnon	50,000	0.58	Oct. 3, 2028	-	-	-	-
	50,000	0.76	Apr. 2, 2027	-	-	-	-
	40,000	0.85	May 31, 2025	-	-	-	-
	60,000	1.30	Apr. 9, 2024	-	-	-	-
	55,000	1.07	Nov. 26, 2022	-	-	-	-
	150,000	1.37	Aug. 23, 2021	-	-	-	-
	150,000	0.58	Feb. 2, 2021	-	-	-	-
	50,000	1.25	May 12, 2021	-	-	-	-
Siva Pillay	70,000	0.58	Oct. 3, 2028	-	-	-	-
	70,000	0.76	Apr. 2, 2027	-	-	-	-
	25,000	0.81	March 13, 2026	-	-	-	-
	25,000	0.86	Sept. 3, 2025	-	-	-	-
	40,000	0.85	May 31, 2025	-	-	-	-
	60,000	1.30	Apr. 9, 2024	-	-	-	-
	200,000	1.25	June 2, 2023	-	-	-	-
Steven Pinney	50,000	0.58	Oct. 3, 2028	-	-	-	-
	50,000	0.76	Apr. 2, 2027	-	-	-	-
	40,000	0.85	May 31, 2025	-	-	-	-
	60,000	1.30	Apr. 9, 2024	-	-	-	-
	200,000	1.22	June 9, 2023	-	-	-	-
Dominique Bouchard	100,000	0.58	Oct. 3, 2028	-	-	-	-
	40,000	0.62	Dec. 13, 2027	-	-	-	-
	60,000	0.76	Apr. 2, 2027	-	-	-	-
	85,000	0.85	May 31, 2025	-	-	-	-
	100,000	1.00	Oct. 14, 2024	-	-	-	-
	60,000	1.30	Apr. 9, 2024	-	-	-	-
	200,000	1.19	June 17, 2023	-	-	-	-
Claude Lafleur	200,000	0.41	Aug. 29, 2028	-	-	-	-
Jean Fontaine	-	-	-	-	-	--	-

(1) Based on the December 31, 2018 closing price of \$0.42 for the Corporation's common shares. The value of unexercised in-the-money options includes all options, both vested and not vested.

***Value vested or earned during the most recently completed financial year***

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors who were not NEOs of the Corporation during the most recently completed financial year:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David DeBiasio	-	-	-
Marco Gagnon	-	-	-
Siva Pillay	-	-	-
Steven Pinney	-	-	-

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dominique Bouchard	-	-	-
Claude Lafleur			
Jean Fontaine			

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at December 31, 2018, the end of the Corporation's financial year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the shareholders	5,999,500	0.98	4,580,894
Equity compensation plans not approved by the shareholders	-	-	-
<b>Total</b>	<b>5,999,500</b>	<b>0.98</b>	<b>4,580,894</b>

#### **Stock Option Plan**

Pursuant to the Stock Option Plan, the Board of Directors may, from time to time and at its discretion, grant to directors, officers, employees, management, company employees or consultants of the Corporation options to acquire common shares of the Corporation. Pursuant to the Stock Option Plan:

1. The maximum number of common shares which may be issued under the Stock Option Plan shall be equal to ten percent (10%) of the issued and outstanding common shares of the Corporation from time to time;
2. Any common shares underlying options that have expired without being exercised shall be subsequently available for other awards under the Stock Option Plan;
3. The maximum number of common shares which may be reserved for issuance in favour of an option, in any twelve (12) month period, is limited to 5% of the common shares issued and outstanding;
4. The total number of options awarded to a consultant within a 12-month period shall not exceed 2% of the issued and outstanding common shares of the Corporation. Options awarded to a consultant shall be acquired in instalments over a 12-month period following their awarding, at a rate of 25% per three-month period;
5. The total number of options awarded to all persons providing investor relations services within a 12-month period shall not exceed 2% of the issued and outstanding common shares of the Corporation. Options awarded to any person providing investor relations services shall be acquired in instalments over a 12-month period following their awarding, at a rate of 25% per three-month period. No acceleration of the vesting provision is allowed without prior TSX Venture Exchange

- (the “**Exchange**”) acceptance, in connection with options held by persons providing investor relations services;
6. The total number of options awarded to insiders (as a group), within a 12-month period, shall not exceed 10% of the number of issued and outstanding common shares of the Corporation at the time of the award (on an undiluted basis) unless disinterested shareholder approval is obtained.
  7. The Board of Directors shall fix the price at which an optionholder may purchase a common share upon exercise of such option, which price shall not be less than the closing price of the common shares on the Exchange, subject however to a minimum exercise price of \$0.10;
  8. Options are exercisable for a maximum period of ten (10) years;
  9. Upon the termination of an optionholder’s employment or of the Corporation’s relationship with a consultant for just cause, any options that have not yet been exercised shall immediately terminate. Upon an optionholder’s early retirement, resignation, termination of employment or end of his duties for any reason other than death or just cause, the expiry date of any options held by such optionholder shall be deemed to be the earlier of the expiry date set forth on his option certificate or the date that is twelve (12) months after the termination of employment or after he ceased to hold a position or perform his duties. In the case of a person who provides investor relations services, the expiry date of any options he held shall be deemed to be the earlier of the expiry date set forth on the option certificate or the date that is thirty (30) days after he ceased to perform his duties. If an optionholder dies or, in the opinion of the Board of Directors, becomes permanently disabled, the options he was awarded or the remainder thereof may be exercised by the optionholder or his legatees under the provisions of his last will and testament or by his personal representative. The options shall be exercised no later than the earlier of (i) the expiry date of the options or (ii) the expiry of a period of twelve (12) months after the date of the optionholder’s death or permanent disability;
  10. The vesting of the rights under each option shall occur in three equal annual instalments, commencing on the first anniversary of the grant date of the option; and
  11. The options are non-assignable and not-transferable.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

During the fiscal year ended December 31, 2018, and as at the date of this Circular, none of the directors, executive officers, employees (or previous directors, executive officers or employees of the Corporation), each proposed nominee for election as a director of the Corporation (or any associate of a director, executive officer or proposed nominee) was or is indebted to the Corporation with respect to the purchase of securities of the Corporation and for any other reason pursuant to a loan.

#### **APPOINTMENT OF THE AUDITORS**

The auditors of the Corporation are PricewaterhouseCoopers, LLP/s.r.l./s.e.n.c.r.l., chartered accountants (“**PricewaterhouseCoopers LLP**”).

The Board of Directors recommends that PricewaterhouseCoopers LLP be appointed as the Corporation’s auditors for the financial year ending December 31, 2019, and that the Board of Directors be authorized to fix the remuneration of the auditors.

**The persons designated in the accompanying form of proxy will vote IN FAVOUR of the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and IN FAVOUR of the authorization given to the Board of Directors to fix their remuneration, unless the shareholder specifies in the form of proxy to withhold from voting in this regard.**

## APPROVAL OF THE STOCK OPTION PLAN

The material terms and conditions of the Stock Option Plan are set out under the heading “Stock Option Plan” in this Circular.

Under the Stock Option Plan, the Board of Directors may, from time to time and at its discretion, grant to directors, officers, employees, management, company employees or consultants of the Corporation options to acquire common shares of the Corporation, provided that the number of options granted does not exceed a maximum of 10% of the aggregate number of common shares of the Corporation issued and outstanding.

Consequently, the number of common shares that are reserved under the Stock Option Plan is automatically increased or decreased as the number of issued and outstanding common shares of the Corporation increases or decreases.

This is known as a “rolling” stock option plan.

Under the rules of the Exchange, a “rolling” stock option plan must receive shareholder approval yearly, at the annual meeting of shareholders.

Accordingly, the Corporation’s shareholders will be asked to adopt the following resolution:

### **“IT IS RESOLVED;**

1. **THAT** the Stock Option Plan of the Corporation, as described in the Circular dated April 24, 2019 be and it is hereby approved and confirmed; and
2. **To** authorize any one director or officer of the Corporation to do all acts and things, to execute and to deliver all agreements, documents and instruments, to give all notices and to deliver file and distribute all documents and information with such person determined to be necessary or desirable in connection with or to give effect to and carry out the foregoing resolution.”

In order to be adopted, the resolution must be approved by a majority of the votes cast by the Shareholders, either present in person or represented by proxy at the Meeting.

**Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote IN FAVOUR of the resolution approving the Stock Option Plan.**

## INTEREST OF INFORMED PERSONS IN MATERIAL OPERATIONS

The management of the Corporation is not aware of any material interest, direct or indirect, that any director, proposed director, officer, shareholder of the Corporation holding, directly or indirectly, as beneficial owner, more than 10% of the outstanding common shares of the Corporation or any associate or affiliate of any such person would have in any material transaction concluded since the beginning of the last financial year of the Corporation or in any proposed transaction which had or could have a material effect on the Corporation, other than what is disclosed in this Circular.

## MANAGEMENT CONTRACTS

There are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person or a company other than the directors or executive officers of the Corporation or any of its subsidiaries.

## AUDIT COMMITTEE

### The Audit Committee's Charter

The text of the Audit Committee's charter is attached hereto as Schedule A.

### Composition of the Audit Committee

The following are the current members of the Audit Committee:

Name	Independence <sup>(1)</sup>	Financial Literacy <sup>(1)</sup>
Marco Gagnon	Independent	Financially Literate
Steven Pinney	Independent	Financially Literate
Siva Pillay	Independent	Financially Literate
James Cowley	Non-Independent	Financially Literate
Brian Ostroff	Non-Independent	Financially Literate

(1) The definition of Independence and Financial Literacy are found in Regulation 52-110 respecting Audit Committee.

### Relevant Education and Experience

The education and experience of each audit committee member that are relevant to the performance of his responsibilities as an audit committee member is set out below.

**Marco Gagnon** is a graduate in geology from Université du Québec à Chicoutimi, is a senior mining exploration professional with more than 25 years of experience, half of it with major mining companies. Mr. Gagnon has been Executive Vice President and director of Probe Metals Inc. since 2016 and was the President, the CEO and a director of Adventure Gold Inc. from 2007 to 2016. Moreover, he is also one of the founders and a former President of Focus Metals Inc., another company listed on the TSX Venture Exchange. He is also Director of GFK Resources Inc. From 2004 to 2007, he was Vice-President Exploration and Acquisitions with Société d'exploration minière Vior inc. Prior to 2004, Mr. Gagnon acquired extensive experience in mine production and mine site and project exploration with Inmet Mining Corporation where, over a period of 10 years, he developed an expertise in designing, implementing and managing exploration programs on base metal and gold properties in Eastern Canada and in Finland. Prior to Inmet, he was employed by Barrick Gold, Minnova and Radisson Mining Resources. Mr. Gagnon was President of the Quebec Mining Exploration Association from 2007 to 2009.

**Steven Pinney** is a 33-year veteran of the Mosaic Company and Cargill Inc., having served in various mining and operations roles from production management to President of Cargill Fertilizer, then finishing his career at Mosaic as Senior Vice President of Phosphates and Supply Chain for a business unit with \$4.5 billion in annual revenue. Steve's experience in phosphate includes production, manufacturing, procurement, environmental, health and safety, finance, human resources, public and governmental affairs and engineering. His broad management experience focused on the entire phosphate mining to fertilizer products value chain will greatly enhance Arianne's strategic development as a new global phosphate producer.

**Siva Pillay** graduated from Southampton University in 1984, with a BSc Joint Honours in Accounting and Law. After 15 years of experience with various banks (The Bank of New York, Fortis and Standard Bank) working in the commodity finance and related fields, Mr. Pillay established his own boutique advisory company arranging Trade Project Finance. In 2004, Mr. Pillay assisted with the Ocean Partners MBO and subsequently in 2005 joined the company.

**James Cowley** is a Metallurgical Engineer with an MBA in Finance. His educational background in this field led him to work, more specifically, in business and marketing development with companies such as,

Exxon, Climax Molybdenum, Bond International Gold and Rio Tinto. He is currently a consultant and employee of Ocean Partners USA and is based in Utah, USA.

**Brian Ostroff** is currently a Director and Executive Vice-President of Windermere Capital. Mr. Ostroff is a graduate of the University of Toronto (1986) having joined RBC Dominion Securities in 1987. In 1999 Mr. Ostroff joined M&A advisory firm Goodrich Capital where he was the Canadian managing partner overseeing mandates across a spectrum of industries with a focus on display technologies and mining. In 2004, Mr. Ostroff moved over to the trading side of the business as a proprietary trader with a large Canadian bank and then subsequently on his own for four years. Mr. Ostroff joined Windermere Capital in 2009; his area of focus is the junior and mid-tier mining sector.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation's financial year ended December 31, 2018 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's financial year ended December 31, 2018 has the Corporation relied on the exemption provided under section 2.4 (*De minimis Non-audit Services*) of Regulation 52-110 *respecting Audit Committees* ("**Regulation 52-110**") or an exemption from Regulation 52-110, in whole or in part, granted under Part 8 of Regulation 52-110 (Exemptions).

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

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described in its charter attached hereto as Schedule A.

### **External Auditor Service Fees**

The aggregate fees billed by the Corporation's external auditors during the financial years ended December 31, 2018 and 2017 were as follows:

<b>Financial Year Ended December 31</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees <sup>(1)</sup></b>
2018	\$41,023		\$8,000	\$11,500
2017	\$59,245		\$10,250	\$6,300

(1) All other fees represent the quarterly financial statements readings and consultations on various accounting treatments.

### **Exemption**

Pursuant to section 6.1 of Regulation 52-110, the Corporation is not required to comply with Parts 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of Regulation 52-110 given that it is a venture issuer, as defined in Regulation 52-110.

## **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

Regulation 58-101 *respecting Disclosure of Corporate Governance Practices* and Policy Statement 58-201 to *Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

## Board of Directors

Management is nominating nine (9) individuals to the Corporation's Board of Directors.

### 1. Independent Directors

The independent directors of the Corporation are David DeBiasio, Marco Gagnon, Siva Pillay, Steven Pinney, Claude Lafleur and Jean Fontaine.

### 2. Non-Independent Directors

The non-independent directors of the Corporation are Brian Ostroff because he is the CEO of the Corporation, James Cowley because he is the former CFO of the Corporation and Dominique Bouchard because he is Executive Chairman of the Corporation.

## Directorships

The following director is currently director of another issuer that is a reporting issuer (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction.

Name of Director	Issuer
Marco Gagnon	Probe Metals Inc.

## Orientation and Continuing Education

The directors keep up to date and receive copies of all the necessary and latest information during meetings of the Board of Directors, the Audit Committee and the Human Resources and Corporate Governance Committee. On account of the limited number of directors and the venture nature of the Corporation, no formal training system has been created.

## Ethical Business Conduct

The Corporation's Code of Ethic sets out the Board of Directors' expectations for the conduct of the personnel in their dealings on behalf of the Corporation. Any such person who becomes aware of a violation of the Code must report such violation to an officer of the Corporation. The Board of Directors has delegated to the Human Resources and Corporate Governance Committee the responsibility of ensuring compliance with, or any derogation from, the Code. Compliance with the Code is an essential condition of employment, and any violation to the Code may result in appropriate disciplinary action, to be determined by the management of the Corporation, and may even lead to dismissal. A copy of the Code may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).

In an effort to encourage and promote a culture of ethical business conduct, the Corporation has also adopted the following internal policies: an anti-bribery and anti-corruption policy, an insider trading and blackout policy, a disclosure policy and a financial approval authority policy.

## Nomination of Directors

Because the Corporation is still in its development phase, no formal nominating committee has been established to propose candidates for the Board of Directors. As a matter of practice, it is expected that the Chairman of the Board of Directors propose qualified candidates to fill vacant positions on the Board of Directors to the Human Resources and Corporate Governance Committee. If a candidate is approved by the Human Resources and Corporate Governance Committee, the latter's name will then be submitted to the Board of Directors for its approval.

## **Compensation**

The Human Resources and Corporate Governance Committee regularly assesses compensation policies in view of practices in the marketplace, the practices and risks typical of the industry and the inherent responsibilities of being an effective director. The Corporation's main activity is developing the Lac à Paul phosphate project and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors, the Board of Directors notably takes into account the contribution made by each person to the Corporation and the financial resources available to the Corporation. To date, the Corporation's directors have not received any compensation in cash for the services they have rendered in their capacity as directors. The determination of the NEO's compensation is described in Section "Compensation of Executive Officers and Directors".

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

Apart from the Audit Committee and the Human Resources and Corporate Governance Committee, the Board of Directors has no other committee.

The Human Resources and Corporate Governance Committee is composed of David DeBiasio (independent), Chair of the Committee, Dominique Bouchard (non-independent), Brian Ostroff (non-independent), Steven Pinney (independent) and Claude Lafleur (independent).

## **Assessments**

A mechanism has been implemented by the Human Resources and Corporate Governance Committee to evaluate the contribution and performance of the Board of Directors, and each of the board's Committees.

## **OTHER BUSINESS ON THE AGENDA**

Management of the Corporation has no knowledge of any changes regarding the items described in the enclosed Notice of Meeting nor of any other business which could be submitted to the Meeting, except for those items mentioned in the Notice of Meeting. However, if any change or other business is validly brought before the Meeting, the attached proxy form confers a discretionary power on the persons designated therein to vote as they see fit on the changes regarding any such items mentioned in the Notice of Meeting or on any other business.

## **ADDITIONAL INFORMATION**

The Corporation's financial information is included in its comparative annual financial statements and notes thereto and in its accompanying Management's Discussion and Analysis for the fiscal year ended December 31, 2018. Copies of these documents and additional information concerning the Corporation can be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) and may also be obtained upon request to the secretary of the Corporation at 393 Racine Street East, Suite 200, Saguenay, Quebec, G7H 1T2; Tel: 418-549-7316; Fax: 418-549-5750.

## **APPROVAL**

The Board of Directors of the Corporation has approved the contents of the Circular and its transmittal to the shareholders.

Dated this 24<sup>th</sup> day of April 2019

(s) Andrew Malashewsky

Andrew Malashewsky  
Chief Financial Officer

**SCHEDULE A  
AUDIT COMMITTEE CHARTER**

**I. ROLE**

The role of the audit committee of the Corporation (the “**Audit Committee**”) is to assist the board of directors (the “**Board**”), in its oversight and supervision of:

- A. the integrity of the financial reporting of the Corporation;
- B. the Corporation’s internal controls and, where applicable, disclosure controls;
- C. the independence, qualifications and performance of the external auditor; and
- D. the Corporation’s compliance with applicable legal and regulatory requirements.

**II. COMPOSITION**

- 1. The Audit Committee must be constituted, in accordance with Regulation 52-110 *respecting Audit Committees*, as it may be amended or replaced from time to time (“**Regulation 52-110**”)
- 2. All members of the Audit Committee must (except to the extent permitted by Regulation 52-110) be independent (as defined by Regulation 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Audit Committee.
- 3. No members of the Audit Committee shall receive, other than for service on the Board or the Audit Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries.
- 4. All members of the Audit Committee must be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements).
- 5. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a director. The Board may fill vacancies on the Audit Committee by election from among the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all powers of the Audit Committee so long as a quorum remains.

**III. DUTIES AND RESPONSIBILITIES**

The Audit Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board. In particular, the Audit Committee shall have the following duties and responsibilities:

*Oversight and supervision of financial reporting and control*

- 1. On a periodic basis, the Audit Committee shall review and discuss with management and the external auditor on the following:
  - a) major issues regarding: (i) accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, (ii) the adequacy of the Corporation’s internal controls, and (iii) any special audit steps adopted in light of identified material control deficiencies, if any;
  - b) analyses prepared by or on behalf of management setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements including analyses of the effects of alternative generally accepted accounting

principles methods on the financial statements when such alternatives have been selected in the current reporting period; and

- c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Corporation.
2. The Audit Committee shall be directly responsible for resolving any disagreement between management and the external auditor regarding financial reporting.
3. The Audit Committee shall review and discuss any report from the external auditor on:
  - a) all critical accounting policies and practices used by the Corporation;
  - b) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternate treatments and disclosures and the treatment preferred by the external auditor; and
  - c) other material written communications between the external auditor and management.
4. The Audit Committee shall review any litigation, claim or other contingency and any regulatory or accounting initiatives that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Audit Committee.

*Oversight and supervision of external auditor*

1. The external auditor shall report directly to the Audit Committee. The Audit Committee shall recommend to the Board: (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and (ii) the compensation of such external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor when preparing or issuing and auditor's report or performing other audit, review or attest services for the Corporation.
3. The Audit Committee shall pre-approve all non-audit services to be provided by the external auditor to the Corporation and any consolidated subsidiary thereof. To this effect, the Audit Committee may adopt specific policies and procedures that may include the delegation by the Audit Committee to the Chairman of the Audit Committee the authority to pre-approve such non-audit services, provided that such pre-approval be reported to the Audit Committee at its next regularly scheduled meeting.
4. The Audit Committee shall at least annually, consider, assess and report to the Board on:
  - a) the independence of the external auditor, including whether the external auditor's performance of non-audit services is compatible with the external auditor's independence; and
  - b) obtain from the external auditor a written statement delineating: (i) all relationships between the external auditor and the Corporation; and (ii) any other relationships that may adversely affect the independence of the external auditor.
5. The Audit Committee shall review audit process with the external auditor.
6. Where applicable, the Audit Committee shall review and discuss with the chief executive officer and the chief financial officer of the Corporation the process for the certifications to be provided in the Corporation's public disclosure documents.
7. The Audit Committee shall meet periodically with the external auditor in the absence of management.

*Oversight and supervision of management information systems internal control*

1. The Audit Committee shall review and discuss with management and the external auditor and, when appropriate, provide recommendations to the Board on the following:
  - a) the Corporation's internal control system; and
  - b) where applicable, periodically assess compliance with the policies and practices of the Corporation relating to business ethics.
2. The Audit Committee may establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submission by employees regarding questionable accounting or auditing matters.
3. The Audit Committee shall review control weaknesses identified by the external auditors, together with management's response thereto.
4. The Audit Committee shall meet periodically with management in the absence of the external auditor and the internal auditor.
5. The members of the Audit Committee shall, at least once per year, meet with the Chief Financial Officer to enhance their understanding in respect of the Corporation's financial statements.

*Oversight and supervision of risk management*

1. The Audit Committee shall review, report and, where appropriate, provide recommendations to the Board on the following:
  - a) the Corporation's processes for identifying, assessing and managing risk; and
  - b) the Corporation's major financial risk exposures and the steps taken to monitor and control such exposures.
2. The Audit Committee may delegate certain specific tasks and the review of certain questions regarding risk management to one or more board members or officers of the Corporation provided that such board member(s) or officer(s) shall report back to the Audit Committee.

*Oversight and supervision of compliance with legal requirements*

1. The Audit Committee shall review and discuss with management and the external auditor, report and, when appropriate, provide recommendations to the Board on the adequacy of the Corporation's process for complying with laws and regulations.
2. The Audit Committee may receive, on a periodic basis, reports from the Corporation with respect to legal and regulatory issues.

**IV. PROCEDURES FOR MEETINGS**

The Audit Committee shall fix its own procedure. The Audit Committee shall meet separately in executive session, at each regularly scheduled meeting, which shall occur not less than four times annually, and in the absence of management or the external auditor.

The minutes of the Audit Committee meetings shall accurately record the significant discussions of and decisions made by the Audit Committee, including all recommendations to be made by the Audit Committee to the Board and shall be distributed to the Audit Committee members for approval.

Meetings of the Audit Committee shall be held from time to time and at such place as members of the Audit Committee shall determine. Each of the Chairman of the Board, the chief executive officer and the chief financial officer, and the external auditor shall be entitled to request that the chairman of the Audit Committee (the "**Chairman**") call a meeting.

The Audit Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws.

The Audit Committee may ask members of management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including, the external auditor) to attend meetings and provide such information as the Audit Committee requests. Members of the Audit Committee shall have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and shall be permitted to discuss such information and any other matters relating to the results of operations and financial position of the Corporation with management, employees, the external auditor and others as they consider appropriate.

The Audit Committee or its Chairman should meet at least once per year with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or either of these groups desires to discuss privately.

#### **V. QUORUM AND VOTING**

Unless otherwise determined from time to time by resolution of the Board, two members of the Audit Committee, one of which shall be the Chairman, shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the regular Chairman is absent, the Chairman shall be replaced by another member of the Audit Committee who shall be named by the other members among themselves. At a meeting, any question shall be decided by a majority of the votes cast by members of the Audit Committee, except where only two members are present, in which case any question shall be decided unanimously.

#### **VI. SECRETARY**

Unless otherwise determined by resolution of the Board, the corporate secretary of the Corporation shall be the secretary of the Audit Committee.

#### **VII. RESIGNATION AND VACANCIES**

An Audit Committee member may resign from the Audit Committee without resigning from the Board, but an Audit Committee member shall tender his or her resignation from the Audit Committee upon ceasing to be a member of the Board. Vacancies at any time occurring shall be filled by resolution of the Board.

#### **VIII. RECORDS**

The Audit Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

#### **IX. LIMITATIONS ON AUDIT COMMITTEE'S DUTIES**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or the members of the Audit Committee. Even though the Audit Committee has a specific mandate, it does not have the obligation to act as auditors or to perform audits, or to determine that the Corporation's financial statements are complete and accurate.

Members of the Audit Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they received information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditors. The Audit Committee's

oversight responsibilities are not established to provide an independent basis to determine that (i) management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures, or (ii) the Corporation's financial statements have been prepared in accordance with generally accepted accounting principles and, if applicable, audited in accordance with generally accepted accounting standards.