

**ROKMASTER RESOURCES CORP.**

615 – 625 Howe Street  
Vancouver, British Columbia V6C 2T6  
Tel No. (604) 290-4647

<b>ANNUAL</b>	Notice of Annual General Meeting of Shareholders
<b>GENERAL</b>	Information Circular
<b>MEETING</b>	Forms of Proxy and Notes Thereto
	Financial Statement Request Form
<b>Place:</b>	Boardroom Rokmaster Resources Corp. 615 – 625 Howe Street Vancouver, British Columbia V6C 2T6
<b>Time:</b>	3:00 p.m. (Vancouver time)
<b>Date:</b>	Friday, December 3, 2021

## **ROKMASTER RESOURCES CORP.**

### **CORPORATE DATA**

#### **Head Office**

Rokmaster Resources Corp.  
615 – 625 Howe Street  
Vancouver, British Columbia V6C 2T6  
Tel No. (604) 290-4647

#### **Directors and Officers**

Michael Cowin, Chairman of the Board

John Mirko, President, Chief Executive Officer and Director

Adam Pankratz, Director

Dennis Cojuco, Chief Financial Officer and Corporate Secretary

Michael Kordysz, Vice-President Business Development and Strategy

#### **Registrar and Transfer Agent**

Computershare Investor Services Inc.  
510 Burrard Street, 3<sup>rd</sup> Floor  
Vancouver, British Columbia V6C 3B9

#### **Legal Counsel**

Gowling WLG (Canada) LLP  
Suite 2300, 550 Burrard Street,  
Vancouver, British Columbia V6C 2B5

#### **Auditor**

DeVisser Gray LLP, Chartered Professional Accountants  
401-905 West Pender St.  
Vancouver, British Columbia V6C 1L6

#### **Listings**

TSX Venture Exchange - Symbol "RKR"

OTCQB – Symbol "RKMSF"

Frankfurt Stock Exchange – Symbol "1RR1"

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## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the Shareholders of Rokmaster Resources Corp. (hereinafter called the “**Company**”) will be held in the Company’s boardroom at Suite 615, 625 Howe Street, Vancouver, British Columbia, V6C 2T6, on Friday, the 3<sup>rd</sup> day of December, 2021 at the hour of 3:00 p.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2020 together with the report of the auditors therein;
2. To fix the number of directors at three (3);
3. To elect the directors;
4. To appoint the auditors and to authorize the directors to fix their remuneration;
5. To consider, and if thought fit, pass an ordinary resolution approving the Company’s rolling 10% incentive stock option plan, as more particularly described in the accompanying Information Circular; and
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Company’s Management Information Circular, a form of Proxy or Voting Instruction Form (as applicable) and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

The Company’s audited financial statements, report of the auditor and related management’s discussion & analysis will be made available at the Meeting, and were mailed to those registered and beneficial Shareholders of the Company who requested them. The audited financial statements are available under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com).

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of Proxy and then to, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 29<sup>th</sup> day of October, 2021.

### **BY ORDER OF THE BOARD**

*(signed) “John Mirko”*

John Mirko

President, Chief Executive Officer and Director

# **ROKMASTER RESOURCES CORP.**

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Vancouver, British Columbia V6C 2T6  
TEL NO. (604) 290-4647

## **INFORMATION CIRCULAR**

(Containing information as at October 29, 2021 unless indicated otherwise)

### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of Rokmaster Resources Corp. (the “**Company**”) for use at the Annual General Meeting (the “**Meeting**”) of Shareholders of the Company (and any adjournment thereof) to be held on Friday, December 3, 2021 at the time and place and for the purposes respectively set forth in the accompanying Notices of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

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

### **APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying form of proxy are John Mirko, the President, Chief Executive Officer and a director of the Company and Dennis Cojuco, Chief Financial Officer and Corporate Secretary of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (the “**Transfer Agent**”), of 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

### **REVOCAION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5 at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote at the Meeting.** 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 such shareholder’s name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder’s broker or an

agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meeting. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered shareholders and Beneficial Shareholders.

Management of the Company does not intend to pay for intermediaries to forward to OBOs (who have not otherwise waived their right to receive proxy-related materials) under NI 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary. Accordingly, an OBO will not receive the materials unless the OBO's intermediary assumes the costs of delivery.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. The Transfer Agent will tabulate the results of the VIF's received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIF's they receive.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

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

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

### **VOTING OF PROXIES**

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

**ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notices of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notices of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

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

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the approval of the Company's stock option plan as detailed in "Particulars of Matters to be Acted Upon - C. Approval of Stock Option Plan".

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

Authorized Capital: An unlimited number of common shares without par value  
Issued and Outstanding: 105,185,212 <sup>(1)</sup> common shares without par value

**Note:**

(1) As at October 29, 2021.

Only shareholders of record at the close of business on October 29, 2021 (the “**Record Date**”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and executive officers of the Company, the following person beneficially owns, directly or indirectly or exercise control or direction over common shares carrying 10% or more of the voting rights attached to all outstanding common shares of the Company as at the Record Date:

<u>Name</u>	<u>No. of Common Shares</u>	<u>Percentage</u>
DELPHI Unternehmensberatung AG	16,919,500 <sup>(1)</sup>	16.09%

Note:

- (1) These common shares are held by DELPHI Unternehmensberatung AG (“DU”), whose principal business is to invest in its own funds. Wilhelm Konrad Thomas Zours, an individual and the sole member of the board of management of DU, owns a majority interest in DU.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. ELECTION OF DIRECTORS

The Board of Directors presently consists of three (3) directors and it is intended to determine the number of directors at three (3) and to elect three (3) directors for the ensuing year.

The term of office of each of the present directors expires at the annual general meeting. If the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass a unanimous resolution on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act* (British Columbia) (“**BCBCA**”), or the shareholders fail, at the annual general meeting or in a unanimous resolution, to elect or appoint any directors, then each director then in office continues to hold office until the earlier of when his or her successor is elected or appointed and when he or she otherwise ceases to hold office under the provisions of the BCBCA or in accordance with the Articles of the Company.

The persons named below will be presented for election at the Meeting as management’s nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director.

The following table and notes thereto sets out the names of each person proposed to be nominated by management for election as a director (a “**proposed director**”), the province or state, as applicable, and country of residence, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

<b>Name, Province or State, and Country of Residence and Position <sup>(1)</sup></b>	<b>Principal Occupation and, If Not at Present an Elected Director, Occupation During the Past 5 Years <sup>(1)</sup></b>	<b>Previous Service as a Director</b>	<b>Number of Common Shares beneficially owned or directly or indirectly controlled <sup>(2)</sup></b>
<b>Michael Cowin <sup>(3)</sup></b> British Columbia, Canada <i>Chairman of the Board</i>	Director of Corom Funds Management; a Director of Gold Bull Resources Corp. since January 2021; a Director of Queen's Road Capital Investment Ltd. since February 2020; and formerly a Director of Northcape Capital Pty Ltd. and Walcott Resources Ltd.	November 16, 2016	5,048,000 common shares
<b>John Mirko <sup>(3)</sup></b> British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President and Chief Executive Officer ("CEO") of the Company; Mining Contractor; President of Canam Mining Corporation since 1990; a Director of Stevens Gold Nevada Inc. since February 2020; and formerly a Director of Walcott Resources Ltd.	December 21, 2010	7,687,158 common shares
<b>Adam Pankratz <sup>(3)</sup></b> British Columbia, Canada <i>Director</i>	Lecturer in Strategy and Business Economics at the University of British Columbia's Sauder School of Business since 2016 and formerly manager of small business banking and payment and cash management with Coast Capital Savings from 2014 to 2017.	March 25, 2019	960,000 common shares

**Notes:**

- (1) The information as to the province or state, as applicable country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes member of the Audit Committee.

**AUDIT COMMITTEE**

Under National Instrument 52-110 - *Audit Committees* ("NI 52-110"), companies are required to provide certain disclosure with respect to their audit committee including the text of the audit committee's charter, composition of the audit committee and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its audit committee:

**Composition of the Audit Committee**

Following the election of the directors pursuant to this Information Circular, the following will be the members of the Audit Committee:

John Mirko	Not independent	Financially literate <sup>(2)</sup>
Michael Cowin	Independent <sup>(1)(3)</sup>	Financially literate <sup>(2)</sup>
Adam Pankratz	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

**Notes:**

- (1) 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 of Directors, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.
- (3) Mr. Cowin serves as Chairman of the Audit Committee



## **Relevant Education and Experience**

The following is a summary of the audit committee members' education and experience which is relevant to the performance of their responsibilities as an audit committee member:

*John Mirko:* Mr. Mirko is currently the President, CEO and director of the Company and has over 40 years of extensive experience as a mining contractor and areas of corporate finance, acquisitions, financial reporting, and serving as a director for public companies. Mr. Mirko is currently a self-employed mining consultant and provides financial and management consulting services to public and private companies. Mr. Mirko currently serves as a director of Stevens Gold Nevada Inc. and was formerly a director of Walcott Resources Ltd., Roca Mines Inc. and Stikine Energy Corp., and formerly President of both Frontier Pacific Mining Corp. and Pacific Rim Mining Corp.

*Michael Cowin:* Mr. Cowin was a former director of Northcape Capital, a boutique investment fund based in Australia which manages over A\$8.0 billion. Over that period he has been the portfolio manager/analyst for the Emerging Companies Fund. Prior to Northcape, Mr. Cowin was a senior portfolio manager at AMP from 2004-2007. From 2003-2004, he managed the Small Companies Fund at UBS and was an industrial analyst with sector responsibility for the basic industries, healthcare, media and diversified industries. While at UBS from 1999-2003, he also held the position of Head of Research and Deputy Portfolio Manager for the UBS Australian Share Fund. Between 1996-1999, he was a research analyst with BZW Equities. Mr. Cowin holds a Masters of Business Administration from the Australian Graduate School of Management and a Bachelor of Chemical Engineering (Honors) from the University of NSW.

*Adam Pankratz:* Mr. Pankratz is a lecturer at the Sauder School of Business. He is a UBC alumnus having completed his MBA from the Sauder School of Business. Mr. Pankratz also has a Masters degree in Foreign Language Linguistics from the University of Potsdam in Germany, and a BA in French Linguistics from Simon Fraser University.

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

The following is the text of the Audit Committee's Charter, as adopted by the Board of Directors on June 6, 2011.

### **1. Purpose and Objectives**

1.1 The Audit Committee will assist the board of directors (the "**Board**") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

### **2. Authority**

2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at Meeting as appropriate.

2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

### **3. Composition, Procedures and Organization**

#### Membership

3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.

3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.

3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.

3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

#### Meeting

3.6 The quorum for Meeting shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

3.7 Meeting of the Audit Committee shall be conducted as follows:

- (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special Meeting shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
- (b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee Meeting and determining the time and place of such Meeting;
- (c) the Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its Meeting, as it deems appropriate; and
- (d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.

3.8 The proceedings of all Meeting of the Audit Committee will be minuted.

#### Procedures

3.9 The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

### **4. Roles and Responsibilities**

4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;

- (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and
- (c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;
- (c) to review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to approve in advance the provision of non-audit services provided by the external auditors;
- (e) to review with the external auditors, upon completion of their audit:
  - (i) the content of their report;
  - (ii) scope and quality of the audit work performed;
  - (iii) adequacy of the Company's financial and auditing personnel;
  - (iv) internal resources used;
  - (v) significant transactions outside of the normal business of the Company;
  - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
- (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and
- (b) to review significant internal audit findings and recommendations, and management's response thereto.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

- (a) to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (c) to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4.5 The Audit Committee is also charged with the responsibility to:

- (a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;

- (b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:
  - (i) actual financial results for the interim period varied significantly from budgeted or projected results;
  - (ii) generally accepted accounting principles have been consistently applied;
  - (iii) there are any actual or proposed changes in accounting or financial reporting practices; and
  - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure.
- (c) review and approve the financial sections of:
  - (i) the annual report to shareholders;
  - (ii) the annual information form (if any);
  - (iii) prospectuses (if any); and
  - (iv) other public reports requiring approval by the Board;and report to the Board with respect thereto;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review the minutes of any Audit Committee meeting;
- (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;
- (h) 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; and
- (i) establish a procedure for:
  - (i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
  - (ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

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

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

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work which the

Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last fiscal year for audit fees are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
2020	\$20,000	\$Nil	\$Nil	\$Nil
2019	\$17,500	\$Nil	\$Nil	\$Nil
2018	\$14,500	\$Nil	\$Nil	\$Nil

**Notes:**

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees."
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees."

### **Exemption**

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

### **B. APPOINTMENT OF AUDITORS**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the reappointment of DeVisser Gray LLP, Chartered Accountants, as auditors of the Company and to authorize the directors to fix their remuneration.

### **C. APPROVAL OF STOCK OPTION PLAN**

In connection with the Company's Stock Option Plan, being a "rolling" incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. The policies of the TSXV require the shareholders to approve the Plan on an annual basis at the annual meeting. Therefore, shareholders will be asked at the Meeting to vote on a resolution affirming and approving the Plan for the ensuing year. Pursuant to the Plan, the Board may, from time to time, authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries ("**Eligible Optionees**"), the option to purchase common shares.

The purpose of the Plan is to allow the Company to grant options to Eligible Optionees, as an incentive to dedicate their efforts to advance the success of the Company. The granting of options is intended to align the interests of such persons with that of the members. Options will be exercisable over periods up to ten years as determined by the Board of the Company and are required to have an exercise price no lower than the last closing sales price for such shares as quoted on the TSXV for the market trading day immediately prior to the date of grant of the option, less any discount permitted by the TSXV.

The maximum aggregate number of common shares reserved for issuance pursuant to the exercise of Options granted under the Plan shall be 10% of the issued and outstanding common shares of the Company as at the date of a stock option grant (unless the Company has obtained "disinterested shareholder" approval in accordance with the

policies of the TSXV), subject to increase in instances of any Option being forfeited, expires, is terminated or is cancelled for any reason whatsoever (other than by reason of exercise) and adjustments in the event of any subdivision or consolidation of the Company's common shares.

Also, unless the Company has obtained "disinterested shareholder" approval in accordance with the policies of the TSXV:

- (a) the maximum aggregate number of Options granted to Insiders under the Plan together with any other share compensation arrangement within a 12 month period may not exceed 10% of the issued and outstanding common shares of the Company at the time of grant;
- (b) the maximum aggregate number of common shares that may be reserved for issuance under Options pursuant to the Plan together with any other share compensation arrangement to any one individual within a 12 month period shall not exceed 5% of the issued and outstanding common shares of the Company at the time of grant;
- (c) the maximum aggregate number of common shares that may be reserved under the Plan or any other share compensation arrangement for issuance to any one Consultant within a 12 month period shall not exceed 2% of the issued and outstanding common shares of the Company at the time of grant; and
- (d) the maximum aggregate number of common shares that may be reserved within any 12 month period under the Plan or any other share compensation arrangement for issuance to employees who are conducting investor relations activities shall not exceed 2% of the issued and outstanding common shares of the Company at the time of grant.

"Disinterested shareholders" are holders of outstanding common shares of the Company entitled to vote and represented in person or by proxy, excluding votes attaching to outstanding common shares beneficially owned by insiders of the Company and their associates to whom shares may be issued pursuant to the Plan.

Any options granted pursuant to the Plan will terminate upon the earliest of (i) the expiration date of the option; (ii) the end of the period of time permitted for exercise of the option (such period of time to not be in excess of 90 days), to be determined by the Board at the time of the grant of an option, after the an optionee ceases to be an Eligible Optionee for any reason other than death, disability or employment with cause; (iii) the 30th day after the Eligible Optionee who is engaged in investor relations activities for the Company ceases to be employed to provide such activities; (iv) the date on which an Eligible Optionee is terminated for cause; (v) the first anniversary of the date on which an Eligible Optionee ceases to be an employee or consultant on account of disability; and (vi) the first anniversary of the date of death of an Eligible Optionee.

The Board of Directors may, at its discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the Eligible Optionee.

In addition, the Plan also provides that the Company may withhold from any amount payable to a participant, either under the Plan or otherwise, such amount as may be necessary to enable the Company to comply with the applicable requirements of any federal, provincial, state or local law.

Subject to the approval of the TSXV, the Board may terminate, suspend or amend the terms of the Plan, provided that the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required, disinterested shareholder approval, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

- (a) increase the aggregate number of common shares which may be issued under the Plan;
- (b) materially modify the requirements as to the eligibility for participation in the Plan which would have the potential of broadening or increasing Insider participation;

- (c) add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the Plan;
- (d) add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the Plan reserve; and
- (e) materially increase the benefits accruing to participants under the Plan.

However, the Board may amend the terms of the Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

- (a) amendments to the Plan of a housekeeping nature;
- (b) a change to the vesting provisions of a security or the Plan; and
- (c) a change to the termination provisions of a security or the Plan which does not entail an extension beyond the original expiry date.

The foregoing is only a summary of the salient features of the Plan. The Plan may be viewed on the SEDAR website at [www.sedar.com](http://www.sedar.com) under “Company Profiles – Rokmaster Resources Corp.” (filed July 11, 2011 as an Other document). A copy of the Plan may be inspected at the offices of the Company, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of common shares who requests a copy, in writing, mailed to “The Corporate Secretary, Rokmaster Resources Corp.” at 615 – 625 Howe Street, Vancouver, British Columbia V6C 2T6.

Accordingly, shareholders will be asked to pass an ordinary resolution, in substantially the following form, to approve the Plan:

“**RESOLVED**, as an ordinary resolution, that the Company’s “rolling” stock option plan, as described in the Company’s Information Circular dated October 29, 2021 and the grant of options thereunder in accordance therewith, be approved.”

### **ANY OTHER MATTERS**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

## **EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

#### ***Background***

The Company is primarily engaged in the acquisition, exploration and development of precious, base and industrial mineral properties.

The Company's principal exploration areas of interest are North America, Central America and South America. The Company currently has an option to acquire a 100% interest on the Revel Ridge Project (formerly the J&L Property) located approximately 45 kms by all-weather road from the City of Revelstoke in British Columbia, Canada and owns 100% of the Duncan Lake Zinc-Lead Property and a 55% interest in the Big Copper property both located in the Slocan Mining Division in southeast British Columbia, Canada.

In order to achieve its objective, the Company has assembled a mineral exploration and management team with extensive experience in exploring, developing and bringing mines into production in various countries around the world.

### ***Compensation Philosophy and Objectives***

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for the Company's long term success, to encourage executives to further the development of the Company and its operations and to motivate top quality and experienced executives.

The Company has, as of yet, no significant revenues from operations and may operate from time to time, with limited financial resources and under cost controls to ensure the funds are available to complete planned exploration and development programs. As a result, the Board of Directors has to consider not only the financial situation of the Company in the mid- and long-term. An important element of executive compensation is that of stock options, which do not require cash disbursement by the Company (see "**Option-Based Awards**" below).

### ***Compensation Process***

The Company does not have a compensation committee and the Board is responsible for determining all forms of compensation, including incentive stock options, granted to the officers and directors of the Company, and for reviewing recommendations respecting compensation, to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

With respect to forms of compensation, the Company pays compensation to its executive officers consulting fees in cash and grants incentive stock options. The Company does not have any form of non-equity incentive plan and does not have any form of pension plan. The Board has the discretion to pay bonuses to the executive officers; however, there is no formal bonus plan or other formal arrangements pursuant to which bonuses may be earned.

The Company's process for determining executive compensation is done on a case by case basis and involves discussion by the Board of the factors the Board deems relevant to each case. Given the early stage of the Company's development, there are no formally defined objectives, benchmarks criteria and analysis that are used in all cases.

The Board has not concluded a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company has not placed a restriction on the purchase by its NEOs or other employees of financial instruments (including pre-paid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEO or employee. To the Company's knowledge, none of the NEOs have purchased such financial instruments.



### ***Elements of Compensation***

The elements of compensation awarded to, earned by, paid to, or payable to Named Executive Officers (as hereinafter defined) include: consulting fees, annual incentives (such as bonuses), option-based awards, perquisites and benefits and termination and change of control benefits.

- ***Consulting Fees***

The Company pays consulting fees pursuant to each of the Company's Named Executive Officer's consulting agreements. See "Summary Compensation Table" below.

- ***Annual Incentives***

The Company awards annual incentives in the form of bonuses. Bonuses, if awarded, recognize extraordinary contributions to achieving the Company's objectives. Bonus payments are not determined by a precise formula but are based on Company performance and the achievement and contributions of individual employees and officers. Bonus payments are recommended and approved by the Board to that such remuneration is appropriate, equitable and commensurate with the Company's performance and achievement of goals and objectives.

The Company did not pay any bonuses to its executive officers for the financial years ended December 31, 2018, 2019 and 2020.

- ***Option-Based Awards***

The Board believes that option based awards align the interests of the Company's employees, directors and its senior officers with those of its shareholders, to provide a long-term incentive that rewards these individuals for their contribution to the creation of shareholder value, and to reduce the cash compensation the Company would otherwise have to pay. The Company's Incentive Stock Option Plan (the "**Plan**") is administered by the Board.

The Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. Stock option awards are considered when reviewing executive officer compensation packages as a whole.

In establishing the number of incentive stock options to be granted to the Name Executive Officers, the Board considers previous awards of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to grant any new options and the size and term of any such grants, as well as the level of effort, time, responsibility, ability, experience, and level of commitment of the Named Executive Officer in determining the level of incentive stock option compensation.

- ***Perquisites and Benefits***

Except as otherwise disclosed herein, the Named Executive Officers of the Company do not receive benefits or perquisites that are not generally available to all employees of the Company. See "Summary Compensation Table" below.

- ***Termination and Change of Control Benefits***

The Company pays termination and change of control benefits pursuant to each of the Company's Named Executive Officer's consulting agreements. See "Termination and Change of Control Benefits" below.

## Summary Compensation Table

“Named Executive Officers” (each an “NEO”) means the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) of the Company, or if the Company does not have a CFO, an individual which acted in a similar capacity, regardless of the amount of compensation of that individual, each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recent financial year and whose total salary and bonus amounted to \$150,000 or more. In addition, disclosure is also required for any individuals whose total salary and bonus during the most recent financial year was \$150,000 whether or not they are an executive officer at the end of the financial year.

The Company currently has two (2) Named Executive Officers, John Mirko, the President and CEO and Dennis Cojuco, the CFO and Corporate Secretary.

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the financial years ended December 31, 2018, 2019 and 2020 in respect of the CEO and the CFO and Corporate Secretary of the Company. The amounts presented in the table below are in Canadian dollars.

Name and Principal Position	Year	Fee (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
John Mirko President & CEO <sup>(1)</sup>	2020	172,585 <sup>(2)</sup>	Nil	126,296 <sup>(5)</sup>	Nil	Nil	Nil	Nil	298,881
	2019	118,550 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	118,550
	2018	138,850 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	138,850
Dennis Cojuco CFO & Corporate Secretary <sup>(3)</sup>	2020	81,000 <sup>(4)</sup>	Nil	118,829 <sup>(5)</sup>	Nil	Nil	Nil	Nil	199,829
	2019	72,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	72,000
	2018	72,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	72,000

### Notes:

- (1) Mr. Mirko has been the Company’s President and CEO since the Company’s inception. Mr. is also a director of the Company and no fees are paid to Mr. Mirko for his role as a director.
- (2) Consulting fees paid or accrued to Mr. Mirko and/or Canam Mining Corporation (“Canam”), a private company controlled by Mr. Mirko, in accordance with the terms of a Contract Consulting Agreement dated January 1, 2011, between the Company and Canam, pursuant to which Mr. Mirko provides the Company exploration and mining consulting services and for services as are customarily provided by a President and CEO.
- (3) Mr. Cojuco was appointed Chief Financial Officer and Corporate Secretary on April 18, 2011.
- (4) Consulting fees paid or accrued to 0909074 B.C. Ltd. (“0909074”), a private company controlled by Mr. Cojuco, in accordance with the terms of a Contract Consulting Agreement dated April 18, 2011, between the Company and 0909074, pursuant to which Mr. Cojuco provides services to the Company as are customarily provided by a CFO and Corporate Secretary.
- (5) The Company uses the Black-Scholes Option Pricing model to calculate the grant date fair value of option-based awards. The model requires six key inputs: risk-free rate, exercise price of the option, market price of the common shares at the date of grant, expected dividend yield, expected life of the option and share price volatility, all of which except for the exercise price of the option and market price of the common shares at the date of grant, are estimates of management. Such estimates are for awards made during the year ended December 31, 2020 (Please refer to Note 10(f) of the Company’s consolidated financial statements for the year ended December 31, 2020, for the assumptions and estimates used in valuing the option-based awards). There were no stock options granted to the NEOs during the years ended December 31, 2018 and December 31, 2019.

## Consulting Agreements

The Company entered into contract consulting agreements to each of John Mirko and Dennis Cojuco (see “Summary Compensation Table” above and “Termination and Change of Control Benefits” below).

## INCENTIVE PLAN AWARDS

### *Outstanding Option-Based Awards*

The following table sets forth all option-based awards granted to the NEOs, pursuant to the Plan, that were outstanding as at December 31, 2020. These incentive stock options vested at the time of grant. No other share-based awards have been granted to the NEOs.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised options (\$) <sup>(1)</sup>
John Mirko	300,000	0.30	January 30, 2022	126,000
	200,000	0.10	January 2, 2030	124,000
	200,000	0.15	April 20, 2025	114,000
	200,000	0.45	December 28, 2025	54,000
Dennis Cojuco	220,000	0.30	January 30, 2022	92,400
	150,000	0.10	January 2, 2030	93,000
	175,000	0.15	April 20, 2025	99,750
	200,000	0.45	December 28, 2020	54,000

**Note:**

- (1) This amount is calculated as the difference between the market value of the securities underlying the options as at December 31, 2020, and the exercise price of the option. The closing price of the common shares of the Company on the TSX Venture Exchange (“TSXV”) was \$0.72 as at December 31, 2020.

### *Incentive Plan Awards – Value Vested or Earning During The Year*

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date; i.e., the difference between the market price of the underlying shares and the option exercise price on the vesting date. All options granted by the Company to its NEOs vested on the date of grant and were fully exercisable by December 31, 2020, and the option exercise prices on the dates of grant and/or vesting dates were either equal to or greater than the market price of the Company’s common shares on the dates of grant. As such, no value vested in favour of the NEOs during the fiscal year ended December 31, 2020 as a result of options vesting, if any.

### *Termination and Change of Control Benefits*

Other than as set forth below, the Company has no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Company or change in a Named Executive Officer’s responsibilities.

#### *John Mirko, President and CEO*

The Company entered into a Contract Consulting Agreement dated January 1, 2011 (“**Canam Agreement**”) with Canam Mining Corporation (“**Canam**”), a private company controlled by Mr. Mirko. The Canam Agreement is for an indefinite term, unless terminated by either the Company or Canam upon two (2) days’ prior written notice of termination to the other party. The Company may terminate the Canam Agreement where termination notice is delivered by either Canam or the Company within twelve (12) months following a “change of control”, as defined below (the “**Change of Control**”), whereupon the Company will pay Canam as severance, an amount equal to two times the aggregate compensation received by Canam from the Company within the 12 months prior to the date upon which the Change of Control occurs, payable in a lump sum or in instalments, as directed by Canam.

“**Change of Control**” is defined in the Canam Agreement as:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act* (British Columbia), of common shares of the Company which, when added to all other common shares of the Company at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 30% or more of the outstanding common shares of the Company and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or
- (b) the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent board of the Company, or the election of a majority of board members to the Company’s board who were not nominees of the Company’s incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Company; or
- (d) the consummation of a reorganization, plan of arrangement, merger or other transaction which has substantially the same effect as (a) to (c) above.

The Canam Agreement also contains standard confidentiality provisions.

*Dennis Cojuco, CFO and Corporate Secretary*

The Company entered into a Contract Consulting Agreement dated April 18, 2011 (“**0909074 Agreement**”) with 0909074 B.C. Ltd. (“**0909074**”), a private company controlled by Mr. Cojuco, to provide CFO and Corporate Secretary related services. Pursuant to the 0909074 Agreement, Mr. Cojuco may terminate the agreement by giving the Company one (1) month’s written notice. Pursuant to the 0909074 Agreement, the Company may terminate the agreement without cause by giving written notice to Mr. Cojuco at any time, and Mr. Cojuco may resign on one (1) month’s written notice for “Good Cause” as defined below, whereupon the Company will pay Mr. Cojuco, on the fifth day following the termination date, reimbursable expenses and the full amount of fees falling due through to the termination date. In addition, the Company will pay Mr. Cojuco, an additional lump sum amount equivalent to six (6) months’ fees, calculated on the fee at the highest rate invoiced in effect during the 6-month period immediately preceding the termination date, exclusive of any bonuses, and other amounts, and if Mr. Cojuco is eligible for other cash incentives under incentive plans, an additional amount equal to the average annual cash incentive received by Mr. Cojuco during the preceding three years, provided that all such amounts shall only be payable by the Company to Mr. Cojuco to the extent the Company has, as of the fifth day following the termination date, sufficient working capital (calculated as cash and short-term investments less any current liabilities) to pay such amounts; and further provided that the directors of the Company will not be responsible to pay any such amounts in the event of the bankruptcy or insolvency of the Company.

Pursuant to the 0909074 Agreement, the Company or Mr. Cojuco may terminate the 0909074 Agreement where termination notice is delivered at least one (1) month’s notice and not more than two (2) months’ notice by either Mr. Cojuco or the Company within six (6) months following a “Change of Control” as defined below, whereupon the Company will pay Mr. Cojuco reimbursable expenses and the full amount of fees falling due through to the termination date. In addition, the Company will pay Mr. Cojuco, an additional lump sum amount equivalent to six (6) months’ fees, calculated on the fee at the highest rate invoiced in effect during the 6-month period immediately preceding the termination date, exclusive of any bonuses, and other amounts, and if Mr. Cojuco is eligible for other cash incentives under incentive plans, an additional amount equal to the average annual cash incentive received by Mr. Cojuco during the preceding three years, provided that all such amounts shall only be payable by the Company to Mr. Cojuco to the extent the Company has, as of the fifth day following the termination date, sufficient working capital (calculated as cash and short-term investments less any current liabilities) to pay such amounts; and further provided that the directors of the Company will not be responsible to pay any such amounts in the event of the bankruptcy or insolvency of the Company.

“**Change of Control**” is defined in the 0909074 Agreement as:



- (1) Represents directors' fees paid or accrued.
- (2) Mr. Pankratz was appointed to the board on March 25, 2019.
- (3) The Company uses the Black-Scholes Option Pricing model to calculate the grant date fair value of option-based awards. The model requires six key inputs: risk-free rate, exercise price of the option, market price of the common shares at the date of grant, expected dividend yield, expected life of the option and share price volatility, all of which except for the exercise price of the option and market price of the common shares at the date of grant, are estimates of management. Such estimates are for awards made during the years ended December 31, 2019 and 2020 (Please refer to Note 10(f) of the Company's consolidated financial statements for the year ended December 31, 2020, for the assumptions and estimates used in valuing the option-based awards).
- (4) During the year ended December 31, 2020, the Company entered into a loan agreement with Bunkwee Investments Pty Ltd. ("Bunkwee"), a private company controlled by Mr. Cowin, pursuant to which the Company borrowed \$105,000 (the "Loan"). The Loan bore interest of 8% per annum with a maturity date of October 25, 2020. As inducement for the Loan, the Company issued 1,300,000 share purchase warrants to Bunkwee (the "Loan Bonus Warrants") with a fair value of \$42,172. Each Loan Bonus Warrant entitled Bunkwee to purchase one common share of the Company at an exercise price of \$0.10 until October 25, 2020. On June 8, 2020, the Loan plus interest of \$2,393 was repaid in full prior to their maturity without penalty and as at December 31, 2020, the Loan Bonus Warrants were all exercised.

### Outstanding Option-Based Awards

The following table sets forth, for each director, all awards outstanding at the end of the most recently completed financial year, including, if any, awards granted before the most recently completed financial year, except for John Mirko, the Company's President and CEO, whose option-based awards are disclosed above – see "Executive Compensation – Outstanding Option-Based Awards." As at December 31, 2020, these option-based awards have vested. No other share-based awards have been granted to the Company's directors.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Michael Cowin	200,000	0.30	January 30, 2022	84,000
	150,000	0.10	January 2, 2030	93,000
	150,000	0.15	April 20, 2025	85,500
	200,000	0.45	December 28, 2025	54,000
Adam Pankratz	200,000	0.45	December 28, 2025	54,000

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on December 31, 2020 and the exercise price of the options. The closing price of the common shares of the Company on the TSXV as at December 31, 2020 was \$0.72.

### Incentive Plan Awards – Value Vested or Earning During The Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date; i.e., the difference between the market price of the underlying shares and the option exercise price on the vesting date. All options granted by the Company to its directors vested on the date of grant and were fully exercisable by December 31, 2020, and the option exercise prices on the dates of grant and/or vesting dates were either equal to or greater than the market price of the Company's common shares on the dates of grant. As such, no value vested in favour of the directors during the fiscal year ended December 31, 2020 as a result of options vesting, if any.

### Termination and Change of Control Benefits

The Company has no contracts, agreements, plans or arrangements that provide for payments to a director of the Company, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or change in a director's responsibilities.

**DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company’s approach to corporate governance is provided in Schedule “A”.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

At any time during the Company’s last completed financial year, no director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries is or has been indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

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

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance in effect as of the end of the Company’s most recently completed financial year ended December 31, 2020:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)</b>
Equity Compensation Plans Approved By Shareholders <sup>(1)</sup>	7,275,000	\$0.29	2,457,254
Equity Compensation Plans Not Approved By Shareholders	N/A	N/A	N/A
Total:	7,275,000	\$0.29	2,457,254

**Note:**

- (1) On June 30, 2011, the Company adopted the Plan, being a “rolling” incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. For significant terms of the plan see “Particulars of Matters to be Acted Upon - C. Approval of Stock Option Plan”.

**CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

No proposed director of the Company (or any of their personal holding companies):

- (a) is, as at the date of this circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was the subject of an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, 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;
- (b) is, as at the date of this circular, or has been, within the preceding 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets;

- (c) has, within the preceding 10 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 the assets of that proposed director; and
- (d) has been subject to:
  - (i) 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
  - (ii) 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.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no proposed nominee for election as a director, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person, nor any shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the foregoing persons has since January 1, 2020 (being the commencement of the Company's last completed financial year) had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company.

#### **MANAGEMENT CONTRACTS**

Except as otherwise disclosed herein, the management functions of the Company are performed by its directors and executive officers and the Company does not have management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company.

#### **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) "Company Profiles – Rokmaster Resources Corp." The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting "The Corporate Secretary, Rokmaster Resources Corp." at 615 – 625 Howe Street, Vancouver, British Columbia V6C 2T6 (Phone: (604) 290-4647).



## SCHEDULE "A"

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

#### General

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The following disclosure of corporate governance practices is made in accordance with the provisions of National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101").

#### Board of Directors

The Board is currently comprised of three (3) individuals, of whom each of Michael Cowin, and Adam Pankratz are independent for the purposes of NI 58-101. John Mirko is a member of the Company's management and is not independent as he serves as the President and Chief Executive Officer of the Company. At the Meeting, the Company is proposing to keep the number of directors on the Board to three (3).

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance.

#### Other Directorships

Certain of the current directors are also presently directors of the following reporting issuers:

Name of Director	Name of Other Reporting Issuer
Michael Cowin	Gold Bull Resources Corp. and Queen's Road Capital Investment Ltd.
John Mirko	Stevens Gold Nevada Inc.

#### Orientation and Continuing Education

New Board members receive a verbal orientation together with such corporate documents as is necessary for them to understand the Company and its business. Board Meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

### **Ethical Business Conduct**

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

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation**

The Company does not have a compensation committee and the Board is responsible for determining all forms of compensation, including incentive stock options, granted to the directors of the Company, and for reviewing recommendations respecting compensation, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

The Company's process for determining compensation is done on a case by case basis and involves discussion by the Board of the factors the Board deems relevant to each case. There are no formally defined objectives, benchmarks criteria and analysis that are used in all cases.

### **Other Board Committees**

The Board has no committees other than the Audit Committee.

### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees.

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