



**VANSTAR MINING RESOURCES INC.**

INFORMATION CIRCULAR

OF

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 27, 2021

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June 22, 2021

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**VANSTAR MINING RESOURCES INC.**  
(the “Corporation”)

**MANAGEMENT INFORMATION CIRCULAR**

(Containing information as at June 22, 2021 unless indicated otherwise)

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**SOLICITATION OF PROXIES**

**The management of the Corporation solicits proxies to be used at the annual general and special meeting of shareholders (the “Meeting”) of the Corporation to be held at the time and place and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof. The cost of this solicitation will be borne by the Corporation. Accordingly, the management of the Corporation has drafted this management information circular (the “Circular”) that it is sending to all the security holders entitled to receive a Notice of Meeting.**

If you cannot attend the Meeting in person, complete and return the enclosed form of proxy to the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

**APPOINTMENT OF PROXYHOLDER AND RIGHT OF REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of proxy. A shareholder wishing to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.**

A shareholder may revoke a proxy at any time by an instrument in writing executed by him or, if the shareholder is a Corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, and filed at the offices of Computershare, at the same address and within the same delays as mentioned above, or two business days preceding the date the Meeting resumes if it is adjourned, or remitted to the chairman of such Meeting on the day of the Meeting or any adjournment thereof.

**EXERCISE OF DISCRETION BY PROXIES**

The management undertakes to respect the holder’s instructions.

**In the absence of any indication, the agent will exercise the right to vote in favour of each question defined on the form of proxy, 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 as at the present time any amendments or new points to be brought before the Meeting. If such amendments or new points were to be brought before the Meeting, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized capital stock of the Corporation consists of an unlimited number of common shares (“**Common Shares**”) without par value. As at June 22, 2021, there were **57,600,458** Common Shares issued and outstanding. Each Common Share confers upon its holder the right to one vote.

The board of directors of the Corporation (the “**Board**”) fixed the close of business on June 22, 2021 as the record date (the “**Record Date**”) for determining which shareholders shall be entitled to receive notice of the Meeting, but failure to receive such notice does not deprive a shareholder of his right to vote at the Meeting.

As of June 22, 2021, to the knowledge of the Corporation’s directors and executive officers, no person beneficially owns, controls or directs, directly or indirectly, 10% or more of the number of the issued and outstanding Common Shares.

## **NON-REGISTERED SHAREHOLDERS**

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person are not registered in his or her name but are held in the name of an intermediary, which is usually a security broker, a trust corporation or other financial institutions, or in the name of a clearing agency (such as the CDS Clearing and Depository Services Inc.) of which the intermediary is a participant. In accordance with National Instrument 54-101 of the Canadian Securities Administrators (the “**CSA**”) – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Notice of Meeting and the Circular (collectively, the “**Meeting Materials**”) to the intermediaries which are required to forward the Meeting Materials to non-registered holders unless the non-registered holders have waived the right to receive them. Intermediaries very often call on service companies to forward the Meeting Materials to non-registered holders. **Each intermediary has its own signing and return instructions, which a non-registered shareholder should follow carefully to ensure that his or her shares are voted.** The form of proxy supplied to a non-registered shareholder by its broker is similar to the form of proxy provided by the Corporation to the registered shareholder. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the non-registered shareholder.

Should a non-registered holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered holder), the non-registered holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the intermediary or its service corporation. Should a non-registered holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered holder), the non-registered holder should strike out the names of the persons set out in the proxy form and insert the name of the non-registered holder or such other person in the blank space provided and submit it to Computershare at the address set out above.

A non-registered holder may revoke voting instructions which have been given to an intermediary at any time by written notice to the intermediary.

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

To the knowledge of the Management of the Corporation, unless otherwise disclosed in this Circular, as at the date hereof, no person has an interest in any matter to be acted upon.

## **MATTERS FOR CONSIDERATION**

### **1. Presentation of Financial Statements**

The Corporation's annual financial statements for the fiscal year ended December 31, 2020, and the Auditors' report thereon will be presented to the Meeting but will not be subject to a vote.

### **2. Election of Directors**

The business of the Corporation is currently managed by a Board consisting of six (6) directors. Consequently, the shareholders will be called upon to elect six (6) directors to serve for the ensuing year, subject to the power of the Board to appoint additional directors between annual meetings, until the next annual meeting of shareholders or until their respective successors are duly elected or appointed, unless their respective office is earlier vacated in accordance with the By-laws of the Corporation. At the Meeting, the persons named hereunder will be proposed for election as directors of the Corporation for the forthcoming year. You can vote for all of these proposed directors, vote for some of them and withhold for others, or withhold for all of them.

**Unless such authority is withheld, the persons designated in the enclosed form of proxy will vote FOR the election of each of the persons named hereunder as directors of the Corporation.**

This proposal requires the approval of a majority of the votes cast by the holders of Common Shares entitled to vote in person or represented by proxy at the Meeting. Management does not contemplate that any nominee will be unable or unwilling to serve as a director.

The following table sets forth certain information concerning the persons nominated for election as directors of the Corporation, including the office presently held in the Corporation, their principal occupation and the number of Common Shares over which they exercise control.

Name, Residence and Office Held	Director Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1)</sup>
<b>Luc Gervais</b> <sup>(3)</sup> Montreal, Director	May 4, 2020	Mining Engineering consultant	300,000 (0.5%)
<b>Jonathan Gagné</b> <sup>(3)</sup> Montreal, Director	September 14, 2020	Mining Engineering consultant	7,500 (0.01%)
<b>Wanda Cutler</b> <sup>(2)</sup> Toronto, Director	September 14, 2020	Investors relations at Amex Exploration Inc., President of Cutler McCarthy	-
<b>Claude Dufresne</b> <sup>(3)</sup> Montreal, Director	September 14, 2020	President of Niobay Metals Inc.	-
<b>Victor Cantore</b> <sup>(2)</sup> Toronto, Director	September 14, 2020	President of Amex Exploration Inc.	55,000 (0.10%)
<b>Albert Contardi</b> <sup>(2)</sup> Toronto, Director	September 14, 2020	President and CEO of Generic Capital Corp., CEO of QcX Gold Corp.	120,000 (0.21%)

**Notes:**

- (1) Each nominee as director supplied the information concerning the number of Common Shares over which he exercises control or direction.
- (2) Member of the Audit Committee.
- (3) Members of the Human Resources and Corporate Governance Committee.

***Biographical notes:***

**Luc Gervais – Director**

Luc Gervais has 35 years of experience in engineering, construction and maintenance in the mining and metallurgy sectors. He has held several management positions for metallurgy producers as well as contractors and EPCM firms. He has led many studies for numerous mining companies and worked on various projects in Canada and abroad. In addition, he sits on the board of Mosaic Minerals Corp., a Canadian mineral exploration company focused on the acquisition and exploration of mining properties within the Quebec mining camps. Mr. Gervais possesses a strong business sense, holds a mining engineering degree from Laval University and is a member of the *Ordre des ingénieurs du Québec* (OIQ).

**Jonathan Gagné – Director**

Mr. Gagné has a B.Sc. in Mining Engineering from École Polytechnique de Montréal and an MBA with a specialization in Corporate Finance from Université du Québec à Montréal. Mr. Gagné has more than 13 years of experience in the mining sector in terms of project development, operation and management. Mr. Gagné began his career being involved in the construction and commissioning of the Meadowbank gold project located in Nunavut. He was head of the mining engineering department for SGS Geostat and was the responsible engineer to support the open-pit operations for Glencore Zinc globally. Most recently, he was General Manager of Sayona Quebec and currently works for Greenstone Gold Mines, which aims to develop the Hardrock Gold Project located in Ontario. He is also a director of Vision Lithium Inc., Infinite Ore Corp. and Blue Moon Metals.

### **Wanda Cutler – Director**

Wanda Cutler has worked with reporting issuers for more than 20 years in marketing and communications. She has acted as a strategic advisor to a number of public companies including: multiple junior mining companies, investment companies and alternative energy companies. Wanda holds a Bachelor of Social Science (Political Science) from the University of Ottawa and is President of Cutler McCarthy, a communication firm.

### **Claude Dufresne – Director**

Claude Dufresne, P. Eng., is recognized worldwide for his expertise in the niobium market. Mr. Dufresne was responsible for the sale and marketing of ferro-niobium produced by the Niobec mine in Quebec from 2001 to 2012. In 2007, Mr. Dufresne founded Camet Metallurgy Inc., a company specialized in the sale and marketing of various metals. He participated in economic studies on a number of rare earths, niobium, manganese and bauxite projects and acted as a supplier of various raw material for the steel industry. Prior to that, Mr. Dufresne served as Director of Marketing at IAMGOLD and he worked during 10 years as a metallurgist and mill superintendent for Cambior in Quebec and in Guyana. Mr. Dufresne graduated from Laval University in 1991 with a degree in mining engineering with a specialty in mineral processing and he is a member of the Ordre des Ingénieurs du Québec. He has been President, CEO and director of Niobay Metals Inc. since June 2014.

### **Victor Cantore – Director**

Mr. Cantore is a seasoned capital markets professional specializing in the resource and hi tech sectors. He is currently President & CEO at Amex Exploration Inc., which has identified significant gold discoveries on its Perron project, in Quebec. He has more than 25 years of advisory and leadership experience having begun his career as an investment advisor and then moving into management roles at both public and private companies. During his career he has organized and structured numerous equity and debt financings, mergers and acquisitions, joint venture partnerships and strategic alliances

### **Albert Contardi – Director**

Mr. Contardi is a consultant/adviser with over 15 years of legal, investment and capital markets experience. He is currently President of Generic Capital Corporation, a Toronto based EMD finance firm as well as Interim President and CEO of QcX Gold, a Quebec based junior exploration company. Mr. Contardi's experience involves advising and structuring corporate finance transactions in the mining, tech and bio tech sectors to maximize the value of projects/assets. He has been called to the Ontario Bar and is a graduate of Queen's University Law School.

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

Except as described below, to the best of the Corporation's knowledge, after having made due inquiry, the Corporation confirms that no proposed director of the Corporation:

- (a) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Corporation, that while that person was acting in that capacity:
  - (i) was subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;  
or

- (ii) was subject to an event that resulted, after the proposed director ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director or executive officer of any company, including the Corporation, 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 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; and
- (d) has been subject to 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, nor has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

### **3. Appointment of Auditors**

Brunet Roy Dubé, CPA, chartered professional accountants (“**BRD**”), was appointed the auditors of the Corporation at the annual meeting of the Corporation dated September 14, 2019. At the meeting, the shareholders of the Corporation are being asked to approve the re-appointment of BRD as the auditors of the Corporation until the close of the next annual meeting of the shareholders at a remuneration to be fixed by the Board of the Corporation.

This proposal requires the approval of a majority of the votes cast by the holders of Common Shares present, in person or represented by proxy, at the Meeting.

**Unless such authority is withheld, the persons designated in the enclosed form of proxy will vote FOR the appointment of BRD as auditors of the Corporation, for the current financial year and the authorization to the directors to establish the auditors’ compensation.**

#### **STATEMENT OF EXECUTIVE COMPENSATION**

The information contained below is provided as required under Form 51-102F6V – Statement of Executive Compensation – Venture Issuers of *Regulation 51-102 respecting Continuous Disclosure Obligations*.

For the purposes of this Circular, “Named Executive Officers” (“**NEO**”) of the Corporation means, at any time during the most recently completed financial year, the following persons:

- a) the Chief Executive Officer (“**CEO**”);
- b) the Chief Financial Officer (“**CFO**”);
- c) the most highly compensated executive officer, other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and

- d) each individual who would be a named executive officer under (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of the most recently completed financial year.

### **Compensation Program Objectives and Purpose**

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 exceed strategic objectives so as to maximize the long-term return on shareholders' investment.

The objectives of the Corporation's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Corporation's continued success;
- to align the interests of the Corporation's executives with the interests of the Corporation's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Corporation is a mining exploration corporation and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Corporation to be appropriate in the evaluation of the performance of the NEOs.

The purpose of the Corporation's executive compensation program has been designed to reward executives for reinforcing the Corporation's business objectives and values, for achieving the Corporation's performance objectives and for their individual performances.

### **Components of Aggregate Compensation**

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

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

### **Incentive compensation**

Option grants are designed to attract and retain key personnel. Option grants to Beneficiaries are established by the Board of Directors on a continuous basis, based on the progress of the Corporation.



## Summary Compensation Table

The following table details all compensation paid, made payable, awarded, granted, gave or otherwise provided for the two most recently completed financial years to all persons acting as NEO and director of the Corporation for services provided or to be provided, directly or indirectly, to the Corporation or its subsidiaries. These amounts include the annual base salary and certain other forms of remuneration, the payment having been made or postponed.

Table of Compensation excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation <sup>(*)</sup> (\$)	Total Compensation (\$)
<b>Jonathan Hamel</b> <sup>(1)</sup> President and Chief Executive Officer	2020	77,082	25,000	-	-	-	102,082
	2019	16,666	-	-	-	-	16,666
<b>Guy Morissette</b> <sup>(2)</sup> President and Chief Executive Office	2020	75,141	250,000	-	-	-	325,141
	2019	115,638	150,000	-	-	-	265,638
<b>Michel Perron</b> <sup>(3)</sup> Chief Financial Officer	2020	25,000	-	-	-	-	25,000
	2019	50,000	50,000	-	-	-	100,000
<b>Martin Nicoletti</b> <sup>(4)</sup> Chief Financial Officer	2020	41,500	-	-	-	-	41,500
<b>Denis Tremblay</b> <sup>(5)</sup> Chief Financial Officer	2019	20,000	154,000	-	-	-	174,000
<b>Pascal Germain</b> <sup>(6)</sup> Director	2019	33,800	-	-	-	-	33,800
<b>Gary Claytens</b> <sup>(7)</sup> Director	2020	45,000	-	-	-	-	45,000
	2019	30,000	-	-	-	-	30,000
<b>Sébastien Plouffe</b> <sup>(8)</sup> Director	2020	116,667	-	-	-	-	116,667
	2019	4,167	-	-	-	-	4,167

### Notes:

- <sup>(\*)</sup> The Corporation does not offer any pension plan or defined benefit or contribution plans in favor of its officers and directors.
- (1). Mr. Hamel was nominated interim President and Chief Executive Officer on August 1, 2020.
- (2). Mr. Morissette resigned as President and Chief Executive Office on July 31, 2020.
- (3). Mr. Perron resigned as Chief Financial Officer on April 30, 2020.
- (4). Mr. Nicoletti was nominated Chief Financial Officer on May 1, 2020.
- (5). Mr. Tremblay resigned as Chief Financial Officer and Corporate Secretary on April 24, 2019.
- (6). Mr. Germain held his position during the period from August 28, 2018 to September 10, 2019.
- (7). Mr. Clayten held his position during the period from June 30, 2016 to September 14, 2020.
- (8). Mr. Plouffe held his position during the period from December 2, 2019 to August 18, 2020.

## Stock Options and Other Compensation Securities

There is no compensation securities were granted or issued to the Corporation's NEOs and directors by the Corporation or its subsidiaries during the most recently completed financial year ended December 31, 2020 for services provided or to be provided, directly or indirectly, to the Corporation or its subsidiaries other than those disclosed in the table below.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Jonathan Hamel</b> Interim President and Chief Executive Officer	Options	400,000 (8%)	2020-06-03	\$1.17	\$1.17	\$1.31	2025-06-02
		250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Guy Morissette</b> President and Chief Executive Officer	Options	400,000 (8%)	2020-02-10	\$0.50	\$0.47	\$1.31	2025-02-09
		400,000 (8%)	2020-05-11	\$1.12	\$1.16	\$1.31	2025-05-11
<b>Martin Nicoletti</b> <sup>(1)</sup> Chief Financial Officer	Options	200,000 (4%)	2020-05-11	\$1.12	\$1.16	\$1.31	2025-05-11
		250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Sébastien Plouffe</b> Director	Options	200,000 (4%)	2020-05-11	\$1.12	\$1.16	\$1.31	2025-05-11
<b>Luc Gervais</b> Director	Options	200,000 (4%)	2020-05-11	\$1.12	\$1.16	\$1.31	2025-05-11
		250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Bernard Lapointe</b> Director	Options	200,000 (4%)	2020-06-03	\$1.17	\$1.17	\$1.31	2025-06-02
<b>Claude Dufresne</b> <sup>(2)</sup> Director	Options	250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Jonathan Gagné</b> <sup>(3)</sup> Director	Options	250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Wanda Cutler</b> <sup>(4)</sup> Director	Options	250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21
<b>Victor Cantore</b> <sup>(5)</sup> Director	Options	250,000 (5%)	2020-09-21	\$1.36	\$1.36	\$1.31	2025-09-21

**Notes:**

- (1) Mr. Nicoletti was appointed Chief Financial Officer on May 1, 2020.
- (2) Mr. Dufresne was appointed director on September 14, 2020.
- (3) Mr. Gagné was appointed director on September 14, 2020.
- (4) Ms. Cutler was appointed director on September 14, 2020.
- (5) Mr. Cantore was appointed director on September 14, 2020.
- (6) Mr. Contardi was appointed director on September 14, 2020.

The table below presents the exercise by a director or NEO of compensation securities during the most recently completed financial year ended on December 31, 2020.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
<b>Guy Morissette</b> President, Chief Executive Officer and Director	Options	200,000	0.055	2020-09-11	1.50	1.45	289,000
	Options	200,000	0.055	2020-09-30	1.16	1.105	221,000
<b>Michel Perron</b> Chief Financial Officer	Options	100,000	0.12	2020-02-20	0.68	0.56	56,000
	Options	30,000	0.22	2020-02-20	0.68	0.46	13,800
	Options	150,000	0.22	2020-05-12	1.09	0.87	130,500
	Options	120,000	0.22	2020-06-05	1.29	1.07	128,400
	Options	90,000	0.35	2020-07-07	1.51	1.16	104,400
	Options	200,000	0.35	2020-07-22	1.50	1.15	230,000
<b>Gary Claytens</b> Director	Options	200,000	0.06	2020-10-02	1.17	1.11	222,000
	Options	50,000	0.08	2020-11-18	1.41	1.33	66,500
	Options	200,000	0.12	2020-11-18	1.41	1.29	258,000
<b>Martin Richard</b> Director	Options	200,000	0.08	2020-09-17	1.46	1.38	276,000
	Options	140,000	0.35	2020-09-17	1.46	1.11	155,400
<b>Bernard Lapointe</b> Director	Options	100,000	0.22	2020-07-07	1.51	1.29	129,000
	Options	100,000	0.22	2020-09-11	1.50	1.28	128,000
<b>Sébastien Plouffe</b> Director	Options	300,000	0.275	2020-08-21	1.58	1.31	391,500
	Options	290,000	0.35	2020-08-21	1.58	1.23	356,700
	Options	400,000	0.50	2020-09-08	1.51	1.01	404,000

### Stock Option Plan and Other Incentive Plans

The Corporation has established a fixed stock option plan (the “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 determines which NEOs (and other persons) are entitled to participate in the 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.

The number of shares so set aside for issuance to an individual must not exceed, within a 12-month period, 5% of the number of issued and outstanding shares of the Corporation. (On a non-diluted basis) less the aggregate number of shares already reserved for issuance to such person under any other stock option granted as an incentive or compensation.

The total number of options granted to a consultant or to all persons providing investor relations services during a 12-month period shall not exceed 2% of the issued and outstanding shares of the Corporation. In addition, options granted to a person providing investor relations services are vested over a 12-month period following their grant, at a rate of 25% per three-month period. Options are not transferable and the period during which an option may be exercised may not exceed five years from the date of its grant. The exercise price of the option is fixed with the closing price of the shares the day before the press release announcing the option grant.

At the time of early retirement, resignation, termination or termination of a Beneficiary for any reason other than death or serious cause, the maturity date of an option held by the Beneficiary is deemed to be the maturity date indicated on the option holder's option certificate or on a date that is 90 days after the termination of employment or the time at which the option holder ceased to hold a position or to hold office, whichever is earlier. In the case of a person providing investor relations services, the maturity date of an option held by such person is deemed to be the maturity date indicated on the Option Certificate or on a date falling 30 days after he ceased to hold office, whichever is earlier.

The Board makes these determinations subject to the provisions of the existing Plan and, where applicable, the policies of the TSX Venture Exchange (the "**Exchange**"). Please refer to section "**AMENDMENT OF STOCK OPTION PLAN**" herein below.

### **Employment, Consulting and Management Agreements with the NEOs**

The Corporation does not have presently employment, consulting and management agreements with the NEOs, other than CEO, as disclosed hereinafter.

### **Termination and Change of Control Benefits**

As at the financial year ended December 31, 2020, the Corporation did not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEOs responsibilities, with the exception of the one for CEO.

### **Oversight and Description of Director and NEO Compensation**

#### *Executive Officers*

The Board analyses all questions relating to human resources planning, compensation for executive officers, directors and other employees, short and long term incentive programs, employee benefits programs, and recommends the appointment of executive officers.

The compensation paid to executive officers has the following primary objectives:

- offer total compensation capable of attracting and retaining top level executive officers required to ensure the Corporation's short and long term goals and success; and
- motivate the executive officers in achieving and exceeding the goals of the Corporation and of its shareholders.

#### *Compensation and Risk Management*

Considering the size of the Corporation, the Board has considered the implications of the risks associated with the Corporation's compensation policy and practices and decided they are not material.

No executive officer or director of the Corporation is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officers or directors.

## General

The compensation seeks to primary reward the superior performance through both individual and corporate results and the increased shareholder value. In reviewing executive officers compensation, the Board will take into consideration numerous factors that are not easily measurable but which consider the individual performance, experience, integrity, peer appreciation and Market comparators.

### ***Directors***

In general, the Board determines the number of options granted annually to the directors without applying any known or measurable objectives. Criteria such as the Corporation's global performance are looked at in determining the number of options to be granted to the directors.

### **Pension Plan Benefits**

The Corporation does not offer any pension plan that benefits to any of its NEOs, nor to the directors of the Corporation.

### **Equity Compensation Plan Information <sup>(1)</sup>**

<b>Plan Category</b>	<b>Number of Common Shares to be Issued Upon Exercise of Outstanding Option<sup>(1)</sup></b>	<b>Weighted Average Exercise Price of Outstanding Options</b>	<b>Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plans<sup>(1)</sup></b>
Equity Compensation Plans of the Corporation approved by the shareholders	5,770,000	\$0.90	3,782,655
Equity Compensation Plans of the Corporation not approved by the shareholders	-	-	-
<b>Total:</b>	5,770,000	\$0.90	3,782,655

Note:

(1) As at December 31, 2020.

### **Indebtedness to the Corporation of Directors and Executive Officers**

As at the date hereof, no amounts are owed to the Corporation by any director, executive officer, employees or any former director, executive officer or employee of the Corporation or any of its subsidiaries, or any proposed director of the Corporation or associate of the foregoing. During the year ended December 31, 2020, the Corporation did not grant any loan.

### **Interest of Informed Persons in Material Transactions**

To the knowledge of the Corporation, no director, executive officer or proposed director, or any other insider of the Corporation or person associated or affiliated to said officials has any material interest, direct or indirect, in a transaction having been concluded since the beginning of the most recently completed financial year or in any proposed transaction that has or would affect in a material manner the Corporation.

### **Directors' and Officers' Liability Insurance**

The Corporation subscribes to an insurance on behalf of its directors and officers to cover for potential liabilities incurred in connection with their services to the Corporation. The coverage is for \$1,000,000 per insurance period, with a cost is \$11,557 per year and a \$25,000 deductible.

## AUDIT COMMITTEE INFORMATION

### Audit Committee Charter

The Audit Committee has a formal charter, the text of which is attached to this Circular as Schedule A. The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee after careful consideration of *Regulation 52-110 respecting Audit Committees* (“**Regulation 52-110**”) of the CSA and other applicable policies.

### Composition of Audit Committee

Name	Independent	Financially Literate
Albert Contardi (Chairman)	Yes	Yes
Victor Cantore	Yes	Yes
Wanda Cutler	Yes	Yes

The Audit Committee is comprised of three directors, two of whom is independent under Regulation 52-110. All the members of the Committee are “financially literate” and have the ability to read and understand a set of financial statements.

### Relevant Education and Experience

The education and experience of each Audit Committee member has enabled each to perform his responsibilities as an Audit Committee member and has provided the member with an understanding of the accounting principles used by the Corporation to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issued that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting.

Please see the biographical notes for a description of each Audit Committee member relevant experience hereinabove under the heading “**Matters for Consideration – 2. Election of Directors**”.

### Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation’s external auditors not been adopted by the Board.

### Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on exemptions in Section 2.4 of Regulation 52-110 (*De Minimis Non-Audit Services*) or any exemption, in whole or in part, provided by Parts 6 and 8 of Regulation 52-110, other than the exemption granted to venture issuers under Section 6.1 of Regulation 52-110, which exempts issuers whose shares are listed only on the Venture from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

## Pre-Approval Policies and Procedures

The Audit Committee approves the engagement terms for all audit and non-audit services to be provided by the Corporation's accountants before such services are provided to the Corporation.

The Corporation has not adopted any specific policies or procedures for the engagement of non-audit services other than the pre-approval by the Audit Committee.

## External Auditor Service Fees

The fees charged to the Corporation by its external auditor in each of the last two fiscal years are as follows:

	2020	2019
Audit Fee <sup>(1)</sup>	\$29,425	\$29,320
Audit-Related Fees <sup>(2)</sup>	-	-
Tax Fees <sup>(3)</sup>	\$3,000	\$4,525
All Other Fees <sup>(4)</sup>	-	-
Total	\$32,425	\$33,845

### Notes:

- (1) Audit fees include fees for services related to the audit of the Corporation's financial statements or other services that are normally provided by the external auditors in connection with statutory or regulatory filings or engagements. These fees also include fees for comfort letters, statutory audits, attest services, consents and assistance with the preparation and review of documents filed with regulators, as well as in connection with the interpretation of accounting and financial reporting standards.
- (2) Audit-related fees include assurance and related services that are performed by the Corporation's external auditors. These services also include accounting consultations in connection with acquisitions and divestitures and internal control reviews.
- (3) Tax fees include fees for assistance with tax planning, during restructurings and when taking a tax position, as well as preparation and review of income and other tax returns and tax opinions.
- (4) Administrative fees.

## MANAGEMENT CONTRACTS

The Corporation has not entered into any management contract during the most recently completed financial year and no prior agreement of similar nature were still in force.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### AMENDMENT OF STOCK OPTION PLAN

The Corporation has established a fixed Stock Option Plan in which the Corporation was allowed to issue a maximum of 9,552,665 options as approved at the annual general and special meeting of the Corporation on June 13, 2019 (the "**Plan**"). Under the Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Corporation (the "**Optionees**") options entitling them to subscribe for common shares of the Corporation, provided that the number of options granted does not exceed the maximum of 9,552,665 options. Please refer to section titled "**Stock Option Plan and Other Incentive Plans**" in this Circular.

The management proposes to amend the Plan. It is proposed that the Plan be amended to increase the number of shares reserved for issuance under the Plan from 9,552,665 to 11,520,092, which represents 20% of the common shares currently issued and outstanding. The terms and conditions described in the heading "**Stock Option Plan and Other Incentive Plans**" will remain. If the amendment is approved, there will be 4,465,000 options outstanding to purchase shares issued under the Plan and 7,055,092 options reserved

and available for issue under the Plan. The amendment will ensure that the Plan provides incentive to the Corporation's employees, officers and directors.

In virtue of the Policy 4.4 of the Exchange, the amendment of the Stock Option Plan is subject to the approval of the disinterested shareholders. "Disinterested Shareholder Approval" is an ordinary resolution past by a majority of the votes cast by the shareholders of the Corporation that are eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by insiders and their associates.

Accordingly, all the disinterested shareholders will be asked to adopt an ordinary resolution ("**Plan Resolution**") as set forth hereunder. In order to be adopted, the Plan Resolution must be approved by a majority of the votes cast by the disinterested shareholders, either present in person or represented by proxy at the Meeting.

**"BE IT RESOLVED** as an ordinary resolution of the disinterested shareholders of the Corporation that:

1. *the Corporation be and is hereby authorized to amend its existing Stock Option Plan;*
2. *the amended Stock Option Plan, as described in the Management Information Circular and in the presented form, be and is hereby approved and confirmed; and*
2. *any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the true intent of these resolutions."*

**The persons designated in the accompanying form of proxy will vote in favour of the approval of Plan Resolution, unless the shareholder specifies in his form of proxy his/her intention to vote against it.**

## **CORPORATE GOVERNANCE PRACTICES**

The Board considers good corporate governance to be important to the effective operations of the Corporation and to ensure that the Corporation is managed so as to enhance shareholder value. The Board is responsible for ensuring that the Corporation addresses all relevant corporate governance issues in compliance with the corporate governance guidelines set forth in Policy Statement 58-201 - *Corporate Governance Guidelines* of the CSA.

The Corporation's disclosure of corporate governance practices pursuant to *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* is set out in Schedule B to this Circular in the form required by Form 58-101F2.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's financial statements and management's discussion and analysis for the year ended December 31, 2020, a copy of which may be obtained on request to JC St-Amour, President and Chief Executive Officer, 410 St-Nicolas, suite 236, Montréal, Québec H2Y 2P5. The Corporation may require the payment of a reasonable charge when the request is made by someone other than a shareholder.



## **APPROVAL OF CIRCULAR**

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

Montréal, Québec, June 22, 2021.

**VANSTAR MINING RESOURCES INC.**

Per: (s) JC St-Amour  
JC St-Amour  
President and Chief Executive Officer

## **SCHEDULE A**

### **AUDIT COMMITTEE CHARTER**

#### **VANSTAR MINING RESOURCES INC. (the “Corporation”)**

##### **Purpose**

The audit committee is a standing committee of the board of directors. Its primary duty is to assist the board of directors in fulfilling its supervisory role with regard to the following:

1. The completeness of the financial statements and the information provided to shareholders and to other persons concerned.
2. The Corporation’s compliance with financial regulatory requirements.
3. The accuracy and effectiveness of the internal control mechanisms implemented and maintained by management.
4. The competency, independence and performance of the external auditor who must report to the audit committee, to the board of directors and to the shareholders.

##### **Composition**

The audit committee is comprised of at least three directors, including one chairman, who are named by the board of directors every year after the annual meeting. The majority of the committee members must not be officers or other employee of the Corporation or of an affiliate.

Each committee member must meet the requirements in matters of independence, financial knowledge and experience, the requirements of the applicable laws that govern the Corporation and the rules of the Stock Exchanges on which the Corporation’s shares are listed as well as the requirements of competent securities authorities.

The board of directors may, at any time, terminate a committee member’s duties or replace him or her and it must fill vacant positions on the committee.

##### **Structure and Functioning**

The chairman of the board, the chairman of the committee or two members of the committee may call a committee meeting at any time. The committee meets as required but not less than four times per year. *Quorum* is reached where two members are present at committee meetings, irrespective of their status, and the composition thereof must comply with the requirements of the *Canada Business Corporations Act*. The chairman of the committee, in cooperation with the chairman of the board, draws up the agenda for each committee meeting taking into account the items appearing in the committee’s activity program which is approved each year by the board of directors. At each meeting, the committee may also sit privately with only the committee members in attendance. The committee may retain the services of special consultants, where it deems it expedient, at the expense of the Corporation.

The chairman of the committee or the person appointed by him or her submits a committee activity report to the board of directors after each meeting and makes recommendations to the board of directors regarding issues that require board approval.

Each year, the committee reviews this charter and the items appearing in the committee activity program and, where necessary, recommends changes to the board of directors so that it will approve them. The

committee will prepare a report to be attached to the proxy documents regarding the annual meeting. Together with the board of directors, the committee evaluates and considers the committee's annual performance.

### **Duties and Responsibilities of the Audit Committee and Review**

1. Review the unaudited interim financial statements and management's analysis of the financial situation and operating results with management and the external auditors by addressing, in particular, with the external auditors, questions that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
2. Review the press releases announcing the Corporation's financial results.
3. Review with management and the external auditors, after completion of the annual audit:
  - (a) the audited annual financial statements;
  - (b) the audit of the annual financial statements made by the external auditor as well as the latter's report thereon;
  - (c) management's analysis of the financial situation and operating results;
  - (d) any material change that had to be made to the external audit plan;
  - (e) any material question brought to management's attention during the audit, including any restriction on the scope of activities or access to information; and
  - (f) any question related to the performance of the audit that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
4. Ensure that the external auditor is convinced that judgment and accounting estimates made by management as well as the accounting principles chosen by management reflect the adequate application of generally accepted accounting principles.
5. Review the Corporation's main accounting policies and methods with management and the external auditor.
6. Ensure the independence of the external auditor, given the requirements in respect thereto provided by the laws governing the Corporation and by the applicable rules of the stock exchanges on which the Corporation's common shares are listed. At least once a year, the external auditor submits a written statement to the committee outlining all its relations with the Corporation; the committee reviews it with him or her and, where necessary, recommends that the board take the requisite measures to ensure the independence of the external auditors and their responsibility toward the committee and the board.
7. Evaluate the performance of the external auditor and recommend to the board the appointment or, where it deems it expedient, the replacement of the external auditor subject to shareholder approval.
8. Consider, review and approve the services offered by the external auditor and the fees to be paid to the external auditors with regard to the audit, to the related services rendered and to other services that are provided for by law and that comply with the guidelines established by the board limiting the recourse to the services of the external auditor.

9. Review with the external auditor and management the general scope of the annual audit plan and the resources that the external auditor will devote to the audit.
10. Require that management implement and maintain appropriate internal control mechanisms and review, evaluate and approve such mechanisms.
11. Review and discuss with the chief executive officer and chief financial officer the certificates related to the communication of the financial information and to the controls which such officers must file with securities authorities pursuant to the law.
12. Discuss the qualifications required to be a financial expert and determine if a committee member is a financial expert and ensure that the committee members have the financial knowledge.
13. Approve the methods established to deal with complaints, including anonymous complaints made by employees, regarding issues related to accounting, internal control and audit.
14. Review the Corporation's practices to ensure that any transaction made with affiliates and likely to adversely affect the solvency or the stability of the Corporation is identified.
15. Perform the other duties or exercise the powers that the board may, on a timely basis, entrust or assign to the committee as well as any other duty which the law, regulations or the applicable rules of the Stock Exchanges might impose on an audit committee.

## **SCHEDULE B**

### **CORPORATE GOVERNANCE**

#### **VANSTAR MINING RESOURCES INC. (the “Corporation”)**

The Board has carefully reviewed the corporate governance guidelines of Policy Statement 58-201 *to Corporate Governance Guidelines. Regulation 58-101 respecting Disclosure of Corporate Governance Practices* (“**Regulation 58-101**”) of the Canadian Securities Administrators requires the Corporation to annually disclose certain information regarding its corporate governance practices. Those practices are as follows.

#### **Board of Directors**

The board of directors delegates to management the responsibility for the development of these strategies and holds itself responsible for the approval of the strategies finally adopted. In addition to those matters which must by law be approved by the board of directors, management is required to seek board of director’s approval for significant acquisitions, divestitures and capital expenditures. Other matters of strategic importance to the Corporation or which impact significantly on the operations of the Corporation are brought to the board of director’s attention for its input, consideration and approval.

The board of director oversees the identification of the principal risks of the Corporation’s business and the implementation by management of appropriate systems to manage such risks. The board of director reviews from time to time organizational matters such as succession planning. Given current management’s tenure, their vast experience and low turnover, succession planning is not seen as critical at the present time by the board of director.

The following directors are “independent” pursuant to Regulation 58-101 in that they are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholding: Luc Gervais, Jonathan Gagné, Wanda Cutler, Claude Dufresne, Victor Cantore and Albert Contardi.

The independent directors hold meetings without the attendance of the non independent director and the executive officers.

#### **Directorships**

No director of the Corporation is presently director of other reporting issuers.

#### **Orientation and Continuing Education**

The Board of the Corporation takes the following steps to ensure that all new directors receive orientation regarding the role of the board of director, its committees and its directors, and the nature and operation of the Corporation.

Reports and other documentation relating to the Corporation’s business and affairs are provided to new directors.

Orientation and education of directors is an ongoing matter. As such, ongoing informal discussions between management and members of the board of director are encouraged and visits to the Corporation’s operations are organized.

#### **Ethical Business Conduct**

The Corporation is committed to promote the highest standard of ethic and integrity in the pursuance of all of its activities.

Furthermore, the directors, officers and employees of the Corporation are expected to act and to hold their office within the best interests of the Corporation. The Corporation expects that all directors shall act in compliance of all laws and regulations applicable to their office as director of the Corporation.

In the event any transactions or agreements occur in respect of which a director or executive officer has a material interest, the matter must be initially reviewed by the Audit Committee and is then submitted to the Board. The board of director may implement any measures that it finds necessary in order to ensure the exercise of independent judgment. In the event a director has a material interest in any transaction or agreement, such director will abstain from voting in that regard.

### **Nomination of Directors**

The Board of the Corporation does not feel it is necessary to increase the number of directors on the board of director at this time.

The Chairman of the board of director and President of the Corporation seeks qualified candidates to be considered for nomination as directors. Proposed nominations are subject to review and approval by the board of director.

Any new appointees or nominees to the Board must have a favourable track record in general business management, special expertise in areas of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve as a director.

New candidates for the director's position are carefully assessed as to their professional qualifications and aptitudes, including that availability that the candidate is able to devote to this task, all according to the needs of the Corporation.

### **Compensation**

The Human Resources and Corporate Governance Committee shall regularly assess the 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 mining exploration and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors and the CEO, the Board of Directors shall notably take into account the contribution made by each person to the Corporation, the financial resources available to the Corporation and the compensation given to people occupying similar positions in comparable Canadian companies. To date, the Corporation's directors have not received any compensation in cash for the services they have rendered in their capacity as directors.

### **Other Board Committees**

The board of director has no standing committee other than the Audit Committee and Human Resources and Corporate Governance Committee.

### **Assessments**

The informal mechanism has been implemented by the Human Resources and Corporate Governance Committee to evaluate the contribution and performance of the Board, of each of the Board's Committees and of each director of the Corporation. This Committee is currently composed of the following directors: Luc Gervais, Claude Dufresne and Jonathan Gagné.