



**MANAGEMENT INFORMATION CIRCULAR**

ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 6, 2023

DATED: April 21, 2023

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## ADDENDA

APPENDIX "A"                      BOARD MANDATE

## Notice of Annual Meeting of Shareholders

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**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Carbon Streaming Corporation (the “**Company**”) will be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, Canada, M5L 1B9 on Tuesday, June 6, 2023 at 10:00 a.m. (Toronto Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the six month period ended December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at eight;
3. to elect eight directors of the Company for the ensuing year;
4. to appoint Deloitte LLP, as auditor of the Company for the ensuing year and to authorize the board of directors to fix their remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the accompanying Management Information Circular (the “**Circular**”), which is deemed to form part of this notice of meeting (“**Notice of Meeting**”). The audited consolidated financial statements and related management’s discussion and analysis (“**MD&A**”) for the Company for the six month period ended December 31, 2022 is mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company, on SEDAR at [www.sedar.com](http://www.sedar.com) or the Company’s website at [www.carbonstreaming.com](http://www.carbonstreaming.com). This Notice of Meeting is accompanied by the Circular, either a form of proxy (“**Proxy Form**”) for registered shareholders or a voting instruction form (“**VIF**”) for beneficial shareholders and a supplemental mailing list return card (collectively, the “**Meeting Materials**”). Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* (the “**Notice-and-Access Provisions**”) for the Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials online. Under the Notice-and-Access Provisions, instead of receiving printed copies of the Meeting Materials, Shareholders will receive a notice-and-access notification containing details of the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically.

The Meeting Materials will be available at [www.carbonstreaming.com](http://www.carbonstreaming.com) and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) on or about May 5, 2023. The Company will mail paper copies of the applicable Meeting Materials to those registered and beneficial Shareholders who previously elected to receive paper copies. Shareholders who wish to receive paper copies of the Meeting Materials may request copies from Odyssey Trust Company by calling +1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) or by email at [www.odysseycontact.com](mailto:www.odysseycontact.com). If you have any questions about the information contained in the Circular, or require any assistance in completing your form of proxy, please contact the Odyssey Trust Company at the above noted number or contact the Company by e-mail at [info@carbonstreaming.com](mailto:info@carbonstreaming.com).

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Circular prior to the proxy deadline, any Shareholder wishing to request a paper copy of the Circular as described above should ensure such request is received no later than May 23, 2023.

The accompanying Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting. Shareholders are reminded to review the Circular before voting. The procedures by which Shareholders may exercise their right to vote with respect to the matters at the Meeting will vary depending on whether a Shareholder is a registered Shareholder (that is, a Shareholder who holds Common Shares directly in his, her or its own name and is entered on the register of Shareholders) (“**Registered Shareholders**”) or a non-registered Shareholder (that is, a Shareholder who holds Common Shares through an intermediary such as a bank, trust company, securities dealer or broker) (“**Non-Registered Shareholders**”).

Your vote is very important to us. Registered Shareholders are entitled to vote at the Meeting or in advance of the Meeting by dating, signing and returning the enclosed Proxy Form for use at the Meeting or any adjournments or postponements thereof. To be effective, the Proxy Form must be deposited with the Company’s registrar and transfer agent, Odyssey Trust Company: (i) by mail, using the enclosed return envelope or one addressed to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department; (ii) by hand delivery to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8; or (iii) through the internet by using the control number located at the bottom of your Proxy Form at <https://login.odysseytrust.com/pxlogin>, on or before 10:00 a.m. (Toronto time) on Friday, June 2, 2023 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Non-Registered Shareholders must seek instructions on how to complete their VIF and vote their Common Shares from their broker, trustee, financial institution or other nominee, as applicable.

Shareholders of record at the close of business on April 21, 2023 are entitled to receive notice of and vote at the Meeting.

If you are a Registered Shareholder and have any questions relating to the Meeting, please contact Odyssey Trust Company by telephone +1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) or by email via [www.odysseycontact.com](http://www.odysseycontact.com). If you are a Non-Registered Shareholder and have any questions relating to the Meeting, please contact your intermediary through which you hold your Common Shares or the Company at: +1-647-846-7765 or by email at [info@carbonstreaming.com](mailto:info@carbonstreaming.com).

**DATED** at Toronto, Ontario this 21<sup>st</sup> day of April, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
CARBON STREAMING CORPORATION**

*(signed) Justin Cochrane*

Justin Cochrane

Chief Executive Officer and Director

## Introduction

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Carbon Streaming Corporation (“**Carbon Streaming**” or the “**Company**”) is providing this Management Information Circular (the “**Circular**”) and a form of proxy or voting instruction form in connection with management’s solicitation of proxies for use at the annual meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of the Company to be held on Tuesday, June 6, 2023, and at any adjournments or postponements thereof at 10:00 a.m. (Toronto time) at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, Canada and will be available by audio webcast or teleconference. Unless the context otherwise requires, when we refer in this Circular to the Company its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation, if any.

The Company may utilize the Broadridge QuickVote service to assist beneficial Shareholders with voting their Common Shares over the telephone. Broadridge then tabulates the results of all the instructions received and then provides the appropriate instructions respecting the Common Shares to be represented at the Meeting.

Only Shareholders of record at the close of business on April 21, 2023 (the “**Record Date**”) are entitled to notice of, and to attend and vote at, the Meeting. Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Common Shares after such date, the transferee of those Common Shares will be entitled to vote those Common Shares at the Meeting instead of the transferor if, not later than 10 days before the Meeting, the transferee establishes that the transferee owns the Common Shares and requests to be included in the list of Shareholders eligible to vote at the Meeting, and that the transferor has not voted such Common Shares.

All Shareholders of the Company are strongly encouraged to cast their vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this Notice of Meeting.

Shareholders are invited to submit questions in advance of the Meeting to be addressed during the Q&A portion of the Meeting, as appropriate and in accordance with the standard protocols of the Meeting. Questions must be submitted to the Company by email at [investors@carbonstreaming.com](mailto:investors@carbonstreaming.com) no later than 10:00 a.m. (Toronto time) on Friday, June 2, 2023.

We recommend you check the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended materials in respect of the Meeting.

All dollar amounts referenced herein are, unless otherwise stated, expressed in United States dollars (being the same currency that the Company used in its financial statements for the six month period ended December 31, 2022).

Information in this Circular is provided as at April 21, 2023, except as otherwise indicated.

## **Distribution of Meeting Materials**

### ***Notice and Access Notification***

The Company has elected to use the notice-and-access provisions ("**Notice-and-Access Provisions**") under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 - *Continuous Disclosure Obligations* for the Meeting ("**NI 51-102**") in respect of delivering the Meeting Materials (as hereinafter defined) to Shareholders.

The Notice-and-Access Provisions are rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its Shareholders and related materials online. The Company believes this environmentally friendly process will provide Shareholders with a convenient way to access the Meeting Materials, while allowing the Company to lower the costs associated with printing and distributing the Meeting Materials.

Although the Company has elected to use the Notice-and-Access Provisions, both registered Shareholders (that is, a Shareholder who holds Common Shares directly in his, her or its own name and is entered on the register of Shareholders) ("**Registered Shareholders**") and non-registered Shareholders (that is, a Shareholder who holds Common Shares through an intermediary such as a bank, trust company, securities dealer or broker) ("**Non-Registered Shareholders**") will receive a package which will include either a form of proxy or a voting instruction form ("**VIF**"), among other materials. Shareholders may receive multiple packages of these Meeting Materials if a Shareholder holds Common Shares through more than one intermediary, or if a Shareholder is both a Registered Shareholder and a Non-Registered Shareholder for different shareholdings.

Should a Shareholder receive multiple packages, a Shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each package to ensure that all the Common Shares from the various shareholdings are voted at the Meeting.

Pursuant to NI 54-101, arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to Non-Registered Shareholders. The Company will provide, without cost to such persons, upon request to the Secretary of the Company, additional copies of the above-noted documents required for this purpose.

### ***Non-Objecting Beneficial Owners***

These Meeting Materials are being sent to both Registered and Non-Registered Shareholders. Non-objecting beneficial owners are Non-Registered Shareholders who have advised their intermediary that they do not object to their intermediary disclosing ownership information to the Company. If you are a non-objecting beneficial owner, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. Please return your voting instructions as specified in the VIF delivered to you. The Company does not intend to pay for intermediaries to forward Meeting Materials to objecting beneficial owners and an objecting beneficial owner will not receive Meeting Materials unless such objecting beneficial owner's intermediary assumes the cost of delivery. An objecting beneficial owner is a Non-Registered Shareholder that objects to their intermediary disclosing their ownership information.

## General Proxy Information

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### Appointment of Proxyholder

The purpose of a proxy is to designate persons who will vote the proxy on behalf of a Shareholder in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “**Management Proxyholders**”).

**A Shareholder has the right to appoint a person other than a Management Proxyholder, to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

### Voting by Proxy

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common Shares represented by a properly executed proxy will be voted for or against or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department or online at <https://login.odysseytrust.com/pxlogin>, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays in the Province of Ontario, prior to the time of the Meeting, unless the Chair of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If you have any questions about the information contained in this Circular or require any assistance in completing your form of proxy, please contact the Company by phone at +1-647-846-7765 or by e-mail at [info@carbonstreaming.com](mailto:info@carbonstreaming.com).

## Non-Registered Holders

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not object (called “**NOBOs**” for Non-Objecting Beneficial Owners).

Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents, pursuant to NI 54-101 and issuers can use this NOBO list for distribution of proxy-related materials indirectly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that allow it to indirectly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a VIF from their Intermediary or its agent. These VIFs are to be completed and returned in the envelope provided. Alternatively, NOBOs may vote following the instructions on the VIF, via the internet or by phone. The results of VIFs received from NOBOs will be tabulated and will provide appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting.

With respect to OBOs, in accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this Circular, the form of proxy or VIF and the supplemental mailing list request card (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a VIF which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow; or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with the Company, Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department or online at <https://login.odysseytrust.com/pxlogin>.



In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person's name in the blank space provided. Common Shares held by an Intermediary can only be voted by the Intermediary (for, withheld or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, Intermediaries are prohibited from voting Common Shares. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or VIF is to be delivered.

If a Non-Registered Shareholder does not specify a choice and the Non-Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

#### **Revocability of Proxy**

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder, their attorney authorized in writing or, if the Registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournments or postponements thereof, or with the Chair of the Meeting on the day of the Meeting. Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their Intermediary to revoke the proxy on their behalf.

#### **Voting Securities and Principal Holders Thereof**

The Company is authorized to issue an unlimited number of Common Shares, of which 47,083,951 Common Shares are issued and outstanding as of April 21, 2023. Persons who are Registered Shareholders at the close of business on April 21, 2023, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Common Share held. The Company has only one class of shares.

To the knowledge of the directors ("**Directors**") and executive officers of the Company, as of the date hereof, no persons, firms or companies beneficially own, or control or direct, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

## Particulars of Matters to be Acted Upon

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### Set the Number of Directors to be Elected

The Directors of the Company are elected at each annual meeting and hold office until the next annual meeting or until their successors are appointed. The board of directors of the Company (the “**Board**”) currently consists of eight Directors and approval of the holders (collectively, the “**Shareholders**” and each, a “**Shareholder**”) of the Common Shares in the capital of the Company will be sought to fix the number of Directors of the Company at eight (8).

Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy will vote the Common Shares represented by such form of proxy, properly executed, **FOR** setting the number of directors to be elected at eight (8).

### Election of Directors

At the Meeting, the eight persons named hereunder will be proposed for election as Directors of the Company (the “**Nominees**” and each, a “**Nominee**”). All of the Nominees currently serve on the Board and each has expressed his or her willingness to serve on the Board for another term.

The Board and management consider the election of each of the Nominees to be appropriate and in the best interests of the Company. Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy will vote the Common Shares represented by such form of proxy, properly executed, **FOR** the election of each of the Nominees whose names are set forth below. Management does not contemplate that any of the Nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve.

Each of the eight nominated Directors is profiled below, including his/her background and experience, areas of expertise, committee memberships, securities beneficially owned, or controlled or directed by him or her, directly or indirectly, as at April 21, 2023, other reporting issuer (or the equivalent in a foreign jurisdiction) boards on which each director nominee currently serve and the board committees of which he/she is currently a member. Information concerning each such person is based upon information furnished by the individual Nominee.

<b>Justin Cochrane</b> Age 42 Ontario, Canada Non-Independent (Member of Management) <b>Director Since:</b> June 29, 2021	Mr. Cochrane, Director and Chief Executive Officer of the Company, has 20 years of royalty and stream financing, M&A and corporate finance experience. Mr. Cochrane is also the President of Nickel 28 Capital Corp. Mr. Cochrane was formerly the President, Chief Operating Officer and a director of Cobalt 27 Capital Corp. and formerly on the board of Nevada Copper Corp. (TSX:NCU).  Prior to Cobalt 27, Mr. Cochrane served as the Executive Vice President and Head of Corporate Development for Sandstorm Gold Ltd. His expertise is in the structuring, negotiation, execution and funding of royalty and stream financing contracts around the world, totaling over \$2 billion across 50+ projects. Prior to Sandstorm, he spent nine years in investment banking and equity capital markets with National Bank Financial where he covered the resource, clean tech and energy technology sectors. In addition, Mr. Cochrane is currently a board member of Nickel 28 Capital Corp. and an investment committee member of Duke Royalty Limited. Mr. Cochrane is a CFA Charterholder.
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Board and Committee Membership				Meeting Attendance <sup>(1)</sup>			
Board of Directors				5	of	5 meetings	100%
Securities Held							
Common Shares	Warrants	Options	RSUs	PSUs	Amount at Risk <sup>(2)</sup>		
338,033	272,000	200,000	293,334	110,000	\$1,232,052		
2022 Voting Results							
Votes For 12,342,506 Voted (76.2%)				Votes Withheld 3,845,688 Withheld (23.8%)			
Other Public Company Boards and Committee Membership							
Nickel 28 Capital Corp. (TSXV: NKL)							

<p><b>Maurice Swan</b> Age 55 Ontario, Canada Independent</p> <p><b>Director Since:</b> January 27, 2021</p>	<p>Mr. Swan, the Chairman of the Board of the Company, is a lawyer and corporate director. Previously, he was a partner at Stikeman Elliott LLP and served as General Counsel of Superior Gold Inc. Mr. Swan practiced corporate law at Stikeman Elliott LLP for over 24 years with wide ranging experience, including extensive work in debt capital markets, securitization, corporate finance, and mergers and acquisitions, and with a particular focus on transactions in the global mining and metals sector. Mr. Swan is currently a board member of Nickel 28 Capital Corp. Mr. Swan earned leading lawyer accolades from publications including Lexpert, International Finance &amp; Law Review, Who's Who Legal and Best Lawyers.</p> <p>Mr. Swan holds a B.A. from York University and an L.L.B. from Osgoode Hall Law School and is a member of the Ontario Bar.</p>							
	Board and Committee Membership				Meeting Attendance <sup>(1)</sup>			
	Board of Directors (Chair)				5	of	5 meetings	100%
	Compensation Committee				3	of	3 meetings	100%
	Sustainability Committee				1	of	1 meetings	100%
	Corporate Governance and Nominating Committee (Chair)				2	of	2 meetings	100%
	Securities Held							
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>		
	65,800	32,000	66,000	18,000	113,000	\$327,055		
	2022 Voting Results							
Votes For 12,314,431 Voted (76.1%)				Votes Withheld 3,873,763 Withheld (23.9%)				
Other Public Company Boards and Committee Membership								
Nickel 28 Capital Corp. (TSXV: NKL)								

<p><b>R. Marc Bustin</b> Age 70 British Columbia, Canada</p>	<p>Dr. Bustin is Professor of Geology at the University of British Columbia, President of RMB Earth Science Consultants, and Chief Technical Officer for Renewable Geo Resources Ltd. Dr. Bustin has over 40 years' experience as a researcher, consultant and officer in</p>						
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<p>Independent</p> <p><b>Director Since:</b> March 31, 2021</p>	<p>companies engaged in the fields of carbon capture and storage, mineral and fossil fuel exploitation, and renewable and alternate energy resource development. Dr. Bustin is currently a board member of BMEX Gold Inc. (TSXV: BMEX). Dr. Bustin has served as a director, officer and technical advisor for a variety of large and small companies in Europe, Africa, North America, South America, Australia, New Zealand and Asia. Dr. Bustin has published over 200 peer reviewed scientific articles and provided industry training courses throughout the world. His past awards include the A. L. Leveson memorial award from the AAPG, the Thiesson Medal from the ICCP, the Sproule career achievement award, the Gilbert H. Cady Award from the Geological Society of America, and the Slipper Gold Medal from the Canadian Society of Petroleum Geology. Dr. Bustin is an elected Fellow of the Royal Society of Canada and a registered professional geologist in the province of British Columbia.</p> <p>Dr. Bustin received his PhD in geology from the University of British Columbia and MSc and BSc (Dist.) from the University of Calgary.</p>					
	<b>Board and Committee Membership<sup>(3)</sup></b>			<b>Meeting Attendance<sup>(1)</sup></b>		
	Board of Directors			5	of	5 meetings 100%
	Audit Committee			5	of	6 meetings 83%
	Corporate Governance and Nominating Committee			1	of	1 meetings 100%
	<b>Securities Held</b>					
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>
	15,762	12,000	28,000	7,334	56,500	\$132,278
	<b>2022 Voting Results</b>					
	Votes For 14,805,065 Voted (91.5%)			Votes Withheld 1,383,129 Withheld (8.5%)		
<b>Other Public Company Boards and Committee Membership</b>						
BMEX Gold Inc. (TSXV: BMEX)						

<p><b>Saurabh Handa</b></p> <p>Age 46 British Columbia, Canada Independent</p> <p><b>Director Since:</b> March 31, 2021</p>	<p>Mr. Handa is currently the Chief Financial Officer of Metalla Royalty &amp; Streaming Ltd., a TSXV-listed (TSXV: MTA) and NYSE-listed precious metals royalty and streaming company and is a board member, committee member and Audit Committee Chair for K92 Mining Inc. (TSX: KNT), a TSX-listed company with mining operations in Papua New Guinea. Previously, he held the positions of Chief Financial Officer of Titan Mining Corp., Vice President, Finance of Imperial Metals Corp., Chief Financial Officer of Meryllion Resources Corp., and Chief Financial Officer of Yellowhead Mining Inc.</p> <p>Mr. Handa is a Chartered Professional Accountant and graduated with Honours from the University of British Columbia with a diploma in Accounting. Prior to joining the accounting profession, Mr. Handa obtained a Bachelor of Science degree in Genetics from the University of British Columbia and a diploma in Computer Systems from the British Columbia Institute of Technology.</p>					
	<b>Board and Committee Membership</b>			<b>Meeting Attendance<sup>(1)</sup></b>		
	Board of Directors			5	of	5 meetings 100%
	Audit Committee (Chair)			6	of	6 meetings 100%
	Compensation Committee			3	of	3 meetings 100%

Securities Held						
Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>	
17,382	-	31,000	8,334	71,000	\$160,729	
2022 Voting Results						
Votes For			Votes Withheld			
12,341,949 Voted (76.2%)			3,846,245 Withheld (23.8%)			
Other Public Company Boards and Committee Membership						
K92 Mining Inc. (TSX: KNT)						

<p><b>Candace MacGibbon</b> Age 48 Ontario, Canada Independent</p> <p><b>Director Since:</b> November 12, 2021</p>	<p>Ms. MacGibbon, ICD.D, is a CPA, CA with over 25 years of experience in the mining sector and capital markets. Ms. MacGibbon is the incoming president elect of the Canadian Institute of Mining, Metallurgy and Petroleum. She is currently a Director of Osisko Gold Royalties Ltd., a TSX-listed company. She was formerly the CEO of INV Metals Inc., a Canadian mineral resource company focused on the development and exploration of the Loma Larga gold property in Ecuador which was acquired by a mid-tier producing Canadian gold company in July 2021. Ms. MacGibbon has significant technical, government relations, communications and ESG experience. Ms. MacGibbon has a deep understanding of the capital markets as a result of her previous employment as a global mining institutional salesperson with RBC Capital Markets and in base metals research as a mining associate with BMO Capital Markets.</p> <p>Ms. MacGibbon is a Chartered Professional Accountant, and her financial and accounting experience includes her previous role as CFO of INV Metals Inc., as well as her prior employment with Deloitte LLP. Ms. MacGibbon is also a former director of INV Metals Inc., Cobalt 27 Capital Corp., and Nickel 28 Capital Corp. Ms. MacGibbon is a graduate of the University of Western Ontario and Sir Wilfred Laurier University. Ms. MacGibbon also has her ICD.D designation from the Institute of Corporate Directors in February 2023 and a certificate in Cybersecurity from Cornell University.</p> <p>Ms. MacGibbon is the Osisko Gold Royalties Ltd (“<b>Osisko</b>”) board nominee. In accordance with an Investors Rights Agreement between Osisko and the Company, Osisko currently has the right to nominate one director to the board of the Company. See the AIF (as defined below) for more information about the Investors Rights Agreement.</p>					
	Board and Committee Membership <sup>(3)</sup>			Meeting Attendance <sup>(1)</sup>		
	Board of Directors	5	of 5	meetings	100%	
	Audit Committee	6	of 6	meetings	100%	
	Compensation Committee	3	of 3	meetings	100%	
	Corporate Governance and Nominating Committee	1	of 1	meetings	100%	
	Sustainability Committee	1	of 1	meetings	100%	
	Securities Held					
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>
	23,333	20,000	10,000	6,667	56,500	\$143,751
2022 Voting Results						
Votes For			Votes Withheld			

	12,387,387 Voted (76.5%)	3,800,807 Withheld (23.5%)
<b>Other Public Company Boards and Committee Membership</b>		
Osisko Gold Royalties Ltd (TSX:OR)		

<p><b>Alice Schroeder</b> Age 66 Connecticut, United States of America Independent</p> <p><b>Director Since:</b> January 10, 2022</p>	<p>Ms. Schroeder is a professional director, who has chaired and served on several boards in the financial services and health care sectors throughout her career. She currently serves on the boards of HSBC North America Holdings, Dakota Gold Corp., RefleXion Medical and Westland Insurance and previously served on the boards of Prudential plc, Natus Medical Inc., Quorum Health Corporation and Bank of America Merrill Lynch International. Ms. Schroeder was named to the National Association of Corporate Directors “Directorship 100” list in 2020 and is the author of the #1 New York Times and Wall Street Journal bestseller, <i>The Snowball: Warren Buffett and the Business of Life, the story of Buffett and Berkshire Hathaway</i>.</p> <p>Ms. Schroeder was formerly CEO and chair of WebTuner Corp. from 2014-2017. Prior to WebTuner, Ms. Schroeder was a Managing Director and Senior Advisor in the equities division of Morgan Stanley, leading their global insurance research teams based in London and New York City. She was previously a Managing Director at CIBC Oppenheimer and PaineWebber, beginning her career on Wall Street in 1993.</p> <p>Ms. Schroeder holds an MBA and a BBA from the Red McCombs School of Business at The University of Texas at Austin and was accredited as a CPA.</p>					
	<b>Board and Committee Membership</b>			<b>Meeting Attendance<sup>(1)</sup></b>		
	Board of Directors	5	of	5	meetings	100%
	Audit Committee	6	of	6	meetings	100%
	Sustainability Committee (Chair)	1	of	1	meetings	100%
	Corporate Governance and Nominating Committee	2	of	2	meetings	100%
	<b>Securities Held</b>					
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>
	142,533	50,000	10,000	6,667	56,500	\$341,846
	<b>2022 Voting Results</b>					
Votes For 11,906,559 (73.6%)			Votes Withheld 4,281,635 (26.5%)			
<b>Other Public Company Boards and Committee Membership</b>						
Dakota Gold Corp. (NYSE American: DC)						

<p><b>Andy Tester</b> Age 47 Oregon, United States of America Independent</p> <p><b>Director Since:</b> January 27, 2021</p>	<p>Mr. Tester is a naturalist and labor advocate. Over the past 20 years, he has spent the majority of his time in the Pacific Northwest and Alaska working to raise awareness on the plight of endangered salmon and steelhead runs, through guiding and other efforts to bring people to the outdoors. He is a member of the International Longshore &amp; Warehouse Union.</p> <p>Mr. Tester holds a B.A. from Eastern Oregon University.</p>					
	<b>Board and Committee Membership</b>			<b>Meeting Attendance<sup>(1)</sup></b>		
	Dakota Gold Corp. (NYSE American: DC)					

	Board of Directors		5	of	5	meetings	100%
	Compensation Committee (Chair)		3	of	3	meetings	100%
	Corporate Governance and Nominating Committee		2	of	2	meetings	100%
	<b>Securities Held</b>						
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>	
	8,666	-	28,000	7,334	56,500	\$120,485	
	<b>2022 Voting Results</b>						
	Votes For			Votes Withheld			
	12,370,629 Voted (76.4%)			3,817,565 Withheld (23.6%)			
	<b>Other Public Company Boards and Committee Membership</b>						
N/A							

<b>Jeanne Usonis</b> Age 48 California, United States of America Non-Independent (Consultant)  <b>Director Since:</b> March 31, 2021	Ms. Usonis has over 20 years of corporate finance and capital markets experience. She is a Director at Regent Advisors LLC, which provides corporate advisory services for equity and debt financings, mergers and acquisitions and joint ventures. She has advised on several initial public offerings and reverse takeover transactions on Canadian and London stock exchanges. Ms. Usonis is also the Chief Financial Officer of Deep Reasoning AI Inc., a private company in the medical software sector. Previously, she worked at N M Rothschild & Sons (Washington) LLC where she assisted in the structuring and financing of natural resource projects in emerging market countries. Prior thereto, she worked at Salomon Smith Barney, responsible for structuring taxable and tax-exempt financings.  Ms. Usonis graduated summa cum laude with a B.S. in Finance from Villanova University.						
	<b>Board and Committee Membership</b>			<b>Meeting Attendance<sup>(1)</sup></b>			
	Board of Directors		5	of	5	meetings	100%
	Sustainability Committee		1	of	1	meetings	100%
	<b>Securities Held</b>						
	Common Shares	Warrants	Options	RSUs	Phantom Units	Amount at Risk <sup>(2)</sup>	
	639,999	60,000	60,000	20,001	113,000	\$1,284,622	
	<b>2022 Voting Results</b>						
	Votes For			Votes Withheld			
	12,414,839 Voted (76.7%)			3,773,355 Withheld (23.3%)			
<b>Other Public Company Boards and Committee Membership</b>							
N/A							

**Notes:**

- (1) Meeting Attendance covers meetings held in the six month period ended December 31, 2022.
- (2) Amount at risk calculated based on multiplying the closing price of the Common Shares on the NEO on April 21, 2023 of C\$2.25 by the number of Common Shares, RSUs and Phantom Units (and in case of Mr. Cochrane, PSUs) held as at April 21, 2023. Options and Warrants were not used to calculate the amount at risk. Numbers may not add due to rounding. The closing price of the Common Shares on April 21, 2023 was converted into US\$ based on the April 21, 2023, exchange rate as reported by the Bank of Canada of US\$1.00 for every C\$1.35.

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- (3) Following the last Annual General Meeting held on November 9, 2022, the committees were reconstituted, with Dr. Bustin joining the Sustainability Committee and Ms. MacGibbon joining the Corporate Governance and Nominating Committee.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and Executive Officers of the Company acting solely in such capacity.

***Voting Results of November 9, 2022 Annual Meeting***

Below are the voting results for the election of directors at the November 9, 2022 annual shareholders meeting:

<b>Nominee</b>	<b>Votes For (%)</b>	<b>Votes Withheld (%)</b>
Maurice Swan	12,314,431 (76.1%)	3,873,763 (23.9%)
Justin Cochrane	12,342,506 (76.2%)	3,845,688 (23.8%)
R. Marc Bustin	14,805,065 (91.5%)	1,383,129 (8.5%)
Saurabh Handa	12,341,949 (76.2%)	3,846,245 (23.8%)
Candace MacGibbon	12,387,387 (76.5%)	3,800,807 (23.5%)
Alice Schroeder	11,906,559 (73.6%)	4,281,635 (26.5%)
Andy Tester	12,370,629 (76.4%)	3,817,565 (23.6%)
Jeanne Usonis	12,414,839 (76.7%)	3,773,355 (23.3%)

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

To the knowledge of the Company, other than as set out below, no proposed Director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a Director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was the subject, while the proposed Director was acting in the capacity as Director, chief executive officer or chief financial officer of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, chief executive officer or chief financial officer but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, chief executive officer or chief financial officer of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, 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; or



- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (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; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Saurabh Handa was a director of Banks Island Gold Ltd. from June 7, 2011 to July 28, 2015. On January 8, 2016, Banks Island Ltd. announced its intention to make an assignment into bankruptcy and Industry Canada accepted that assignment effective January 8, 2016. The assignment was also filed with the Office of the Superintendent of Bankruptcy the same day.

Alice Schroeder was a director of Quorum Health Corporation from June 8, 2018 to July 23, 2021. She also served as chair of the Audit and Compliance Committee. On April 7, 2020, Quorum Health Corporation and certain affiliated companies filed petitions in the United States Bankruptcy Court for the District of Delaware seeking relief under chapter 11 of the United States Bankruptcy Code. The plan of reorganization of Quorum Health Corporation was approved by the court on July 7, 2020 and the company was privately acquired.

### **Appointment of Auditors**

Deloitte LLP, Chartered Professional Accountants (“**Deloitte**”), is the auditor of the Company. Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, **FOR** the appointment of Deloitte as the auditor of the Company to hold office for the ensuing year at a remuneration to be fixed by the Directors. Deloitte LLP has served as external auditor of the Company since August 11, 2022.

### **Other Matters**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of this Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

### **Executive Compensation**

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#### **Named Executive Officers**

The following discussion describes the significant elements of the compensation program for the current named executive officers (“**NEOs**”) of the Company. The current NEOs for the six month period ended December 31, 2022 are: Justin Cochrane, Chief Executive Officer (“**CEO**”); Conor Kearns, Chief Financial

Officer (“**CFO**”); Geoff Smith, President & Chief Operating Officer (“**COO**”); Michael Psihogios, Chief Investment Officer; and Anne Walters, General Counsel & Corporate Secretary.

## **Compensation Discussion and Analysis**

### ***Overview***

The following compensation discussion and analysis provides an overview of the process pursuant to which the Board and the Compensation Committee currently determines compensation for NEOs and the Board.

The Company’s long-term corporate strategy is central to all of the Company’s business decisions, including regarding executive compensation. The Compensation Committee has been established by the Board to assist the Board in fulfilling its responsibilities relating to compensation matters, including the evaluation and approval of the Company’s compensation plans, policies and programs.

As the Company continues to evolve, it is expected that the Company’s compensation program will continue to motivate and retain high caliber executives and align their interests to growth of the Company over the long-term in a sustainable manner. The compensation program will continue to evolve along with the development of the Company.

### **Compensation Governance**

The Compensation Committee is responsible for ensuring that the Company has appropriate policies and practices and oversees the development and administration of compensation programs for senior management. The Compensation Committee seeks to ensure that the Company has an executive compensation plan that is both motivational and competitive so that it will attract, hold and inspire performance by executive officers and other members of senior management in a manner that will enhance the growth of the Company.

As a general rule for establishing compensation for NEOs, the Compensation Committee will consider a variety of factors including the overall financial and operating performance of the Company, the NEO’s individual performance and contributions and the NEO’s experience, responsibilities and position within the Company. Actual performance against corporate KPIs and individual KPIs is reviewed at the end of each year.

The Compensation Committee relies on recommendations from the CEO (except for his own compensation) in addition to the information, advice and benchmarking provided by Bedford Consulting Group (“**Bedford**”) to set appropriate levels of compensation and make executive compensation decisions for the NEOs. The Compensation Committee also considers the information, advice and benchmarking provided by Bedford in making recommendations to the Board with respect to setting compensation and making compensation decisions for the CEO. The Compensation Committee ultimately makes its own recommendations and decisions on compensation matters.

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

The compensation principles for the Company are as follows:

- executive officers should be compensated in a manner consistent with current industry practices and in amounts similar to those paid to like positions at comparable companies;

- individual compensation packages should align the interests of the Company and the executive, recognizing each employee’s responsibilities and the complexities of the business; and
- compensation should exhibit the value of each employee and be sufficient to not only reward, but also retain the services of each executive.

**Principal Elements of Compensation**

The Company’s current compensation policies and programs for executive officers consists of a base salary, Short-Term Incentives (“STI”), Long-Term Incentives (“LTI”), and may include other customary employment benefits. Compensation of executive officers of the Company is reviewed on an annual basis and relies on, among other things, discussion of formal and informal objectives, as well as criteria, analysis and recommendations of external advisors and consultants.

Component	Type	Form	Objective	Performance Period
Base Salary	Fixed	Cash	Provide competitive market value fixed compensation in line with skills of individuals	Annual
Short-Term Incentive	Variable	Cash	Rewards contributions based on corporate and individual performances	Annual
Long-Term Incentive	Variable	RSUs, PSUs and/or Options	Attract and retain individuals, reward participants for their performance of service, increase participants’ interest in the Company and align interest with that of Shareholders	

**Fixed Compensation**

*Base Salary*

Base Salary is the only fixed element of compensation for NEOs. The Compensation Committee believes that the base salaries of NEOs must be competitive in the market in order to attract and retain talent with the appropriate skills and experience. Base Salary for each NEO is considered, taking into account each individual’s skills and experience and the base salaries of individuals in the Company’s Peer Group with similar roles. The NEO’s base salary is used to determine other elements of compensation.

**Variable Compensation**

Both STI compensation and the LTI compensation are variable, at-risk, elements of compensation. The program rewards corporate performance (based on the KPIs set out in a corporate scorecard) and individual performance (based on individual KPIs). Total target consideration (LTI/ STI) is 5-7x Base Salary for CEO and 3-6x Base Salary for all other NEOs.

Following Bedford’s review in early 2022, the Compensation Committee approved a corporate scorecard which included quantitative and qualitative metrics. The corporate scorecard is meant to capture performance for a given calendar year. For calendar year 2022, the corporate scorecard included the following four broad areas: Financial Performance (40%), Portfolio Performance (20%), Operational/ Development (20%) and Strategic Initiatives (20%). These performance measures were designed to align the interest of key executives with that of Shareholders.

The KPIs of each NEO are closely aligned to the corporate scorecard and the Company’s strategic priorities which are set at the beginning of each year. The CEO and the Compensation Committee

evaluate the performance of each NEO relative to their respective individual KPIs to determine the individual ratings for each NEO (except himself). The Compensation Committee evaluates the performance of the CEO relative to his individual KPIs.

Weighing of Company versus individual performance is as follows:

Position	Company Target	Individual Target
<b>CEO and President &amp; COO</b>	80%	20%
<b>All other NEOs</b>	60%	40%

#### *Short-Term Compensation Incentive*

Short-Term Compensation Incentive (“**STI**”) is a variable, at-risk, element of compensation in the form of a cash payment which has historically been paid on an annual basis at the end of each calendar year. The objective of STI compensation is to reward contributions based on corporate and individual performances. STI is an incentive bonus in the form of cash payment.

#### *Long-Term Incentive*

Long-Term Incentive compensation (“**LTI**”) is a variable, at-risk, element of compensation which has historically been awarded at the end of each calendar year. The objective of LTI compensation is to attract and retain individuals, reward participants for their performance of service, increase participants’ interest in the Company and align interests with that of Shareholders. Options, restricted share units (“**RSUs**”) and/or performance share units (“**PSUs**”) are granted to NEOs pursuant to the Plan (as defined herein) at the discretion of the Compensation Committee based on a combination of financial and non-financial objectives including consideration of the corporate scorecard KPIs and individual performance. LTI compensation comprised 2/3<sup>rd</sup> RSUs and 1/3<sup>rd</sup> PSUs during calendar year 2022. The RSUs vest in thirds over a three-year period and the PSUs become fully vested at the end of a three-year period with the actual number of PSUs that will ultimately vest determined based on the Company’s total shareholder return over the three-year period compared to a peer group during the same period using a PSU multiplier ranging from 0.0x to 2.0x.

#### **Compensation Benchmark**

The Compensation Committee believes that it is appropriate to establish compensation levels comparable to similar companies. The Compensation Committee relied on a peer group of public companies identified by Bedford which followed the key compensation principles described above. Due to their industry size and listing exchange, the members of the peer group are viewed as direct competitors of senior leadership talent. In 2022, Bedford recommended an update to the Peer Group to benchmark executive compensation. As a result, the Compensation Committee adopted the following Peer Group for the 2022 calendar year.

2022 Compensation Peer Group	
Aemetis, Inc.	Gold Royalty Corp.
Aker Carbon Capture ASA	Largo Inc.
Alaris Equity Partners Inc.	Maverix Metals Inc.
Altius Minerals Corporation	Metalla Royalty and Streaming Ltd.
Elemental Altus Royalties Corp.	Nova Royalty Corp.
EMX Royalty Corporation	Sandstorm Gold Ltd.
	Vox Royalty Corp.

Compared to the peer group for the 2021 calendar year, the peer group for the full year ended June 30, 2022 and the six month period ended December 31, 2022 was updated to remove larger companies that were no longer considered suitable comparators. Seven of the peers from the peer group for the 2021 calendar year are included.

### ***Compensation Consultants***

The Company engaged Bedford as its independent compensation consultant to provide compensation advice to the Compensation Committee and executive management in 2021 and 2022. Bedford was initially engaged to review the compensation practice for the Company’s executive officers and Directors; develop a peer group for the purposes of compensation benchmarking; and develop Key Performance Indicators (“KPIs”) for management. In 2022, Bedford was engaged to provide a review and update of its 2021 compensation report. The review considered the compensation peer group based on market changes and performance relative to the current peer group; pay practices based on the new peer group and revised KPIs and a new performance management scorecard for the upcoming year.

### ***Compensation Consultant Fees***

Scope of Work	Year ended June 30, 2022	Six Month Period ended December 31, 2022
Director and Executive Compensation Review	\$26,503	\$18,455
All Other Fees	-	-

### **Compensation Risk Management**

In the course of its deliberations, the Compensation Committee and the Board considers the implications of the risks associated with adopting the compensation practices in place from time to time and detect actions of management and employees of the Company that would constitute or lead to inappropriate or excessive risks.

### ***Executive Minimum Share Ownership Guidelines***

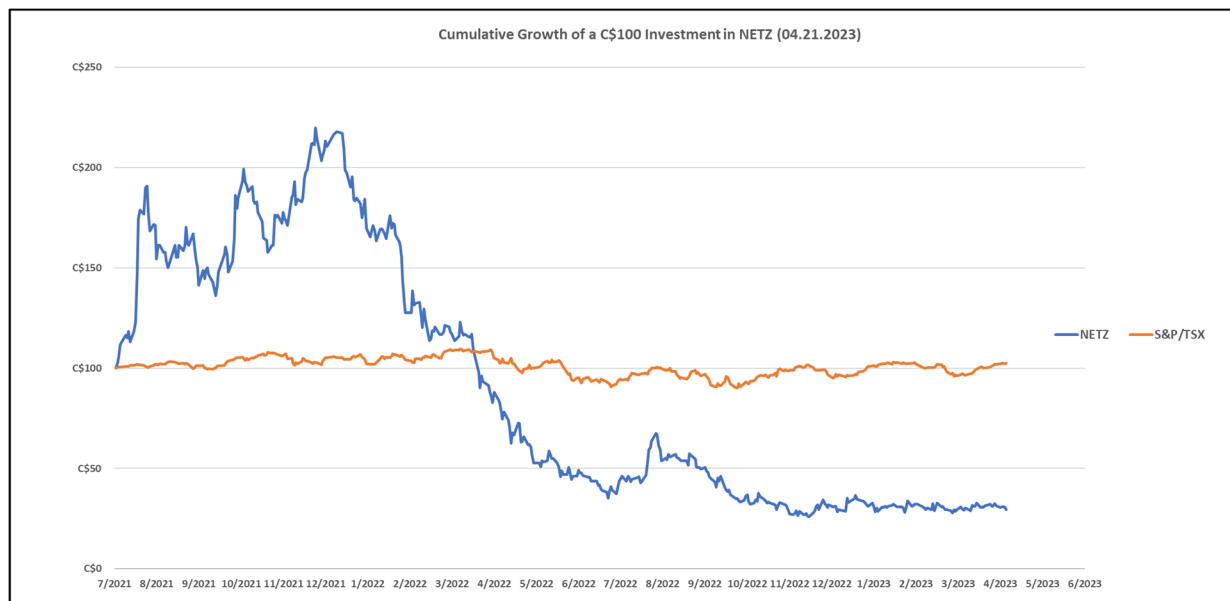
The Company has adopted share ownership guidelines for the CEO, CFO, President & COO, Chief Investment Officer and General Counsel & Corporate Secretary, which are intended to align the long-term interests of the Company’s executive management with those of its Shareholders. The ownership guidelines for the CEO is five (5) times his base salary. The share ownership guidelines for all other NEOs is two (2) times their respective base salary. The applicable guideline level of Company share ownership is expected to be satisfied by each participant within three (3) years after first becoming subject to these guidelines. The value of the NEO’s ownership requirement is based upon his or her then current salary and the determination of whether he or she meets the applicable guidelines will be made in January of each year and will be based on the average closing price of the Common Shares on the NEO Exchange for the 20 trading days preceding and including December 31 of the prior calendar year. In the event of an increase in an individual’s base salary, he or she will have three (3) years from the time of the increase to acquire any additional Common Shares required to meet these guidelines.

### ***Anti-Hedging***

Pursuant to the Company’s Insider Trading Policy, Directors and executive officers are prohibited from purchasing financial instruments (such as prepaid variable forward contracts, equity swaps or collars) designed to hedge or offset a decrease in the market value of Common Shares.

## Performance Graph

On July 27, 2021, the Common Shares began trading on the NEO Exchange under the symbol “NETZ”. The following graph shows the total cumulative shareholder return for C\$100 invested in Common Shares from the period commencing on July 27, 2021 to April 21, 2023. The Company’s total shareholder return is compared with the cumulative total return of the S&P/TSX Composite index for the same period.



### Note:

- (1) The Common Shares were previously listed on the TSX Venture Exchange (“**TSX-V**”) under the symbol “**MNV**,” but were halted from trading and delisted from the TSX-V on May 9, 2017 following the failure of a previous management team to file statements for the fiscal year ended June 30, 2012, and corresponding MD&A and certifications. See the Company’s Annual Information Form dated March 28, 2023 (the “**AIF**”) which is available on SEDAR at [www.sedar.com](http://www.sedar.com) for more information.

## Summary of Compensation

The following table discloses the compensation paid or payable, directly or indirectly, by or on behalf of the Company to its NEOs during the last three financial periods in respect of which the Company has filed audited financial statements:

Name and Principal Position	Financial Period <sup>(1)</sup>	Salary <sup>(2)</sup> (\$)	Share-based Awards <sup>(1)(3)</sup> (\$)	Option-Based Awards <sup>(1)</sup> (\$)	Non-equity Incentive Plan Compensation - Annual incentive plan <sup>(1)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total Compensation (\$)
Justin Cochrane <sup>(5)</sup> CEO, Director	31-Dec-22	\$150,000	\$591,328	-	\$450,000	-	\$1,191,328
	30-June-22	\$290,000	\$708,661	\$625,512	\$1,000,000	-	\$2,624,173
	30-June-21	\$90,000	\$403,421	\$100,855	-	\$100,000	\$694,368
Conor Kearns <sup>(6)</sup> CFO	31-Dec-22	\$150,000	\$268,785	-	\$190,000	-	\$608,785
	30-June-22	\$287,500	\$708,661	\$625,512	\$600,000	-	\$2,221,673
	30-June-21	\$75,000	\$242,053	\$60,513	-	\$10,000	\$387,607

Geoff Smith <sup>(7)</sup> <i>President &amp; COO</i>	31-Dec-22	\$150,000	\$510,692	-	\$375,000	-	\$1,035,692
	30-June-22	\$225,000	\$1,098,495	\$653,961	\$525,000	-	\$2,502,455
	30-June-21	-	-	-	-	-	-
Michael Psihogios <sup>(8)</sup> <i>Chief Investment Officer</i>	31-Dec-22	\$150,000	\$403,178	-	\$300,000	-	\$853,178
	30-June-22	\$290,000	\$354,331	\$312,756	\$300,000	-	\$1,257,087
	30-June-21	\$18,750	\$403,421	\$100,855	-	-	\$523,035
Anne Walters <sup>(9)</sup> <i>General Counsel &amp; Corporate Secretary</i>	31-Dec-22	\$150,000	\$322,543	-	\$300,000	-	\$772,543
	30-June-22	\$286,972	\$354,331	\$312,756	\$300,000	-	\$1,254,059
	30-June-21	\$10,086	\$121,026	-	-	-	\$131,112

**Notes:**

- (1) On November 10, 2022, the Company announced that it was changing its financial year end from June 30 to December 31. As such, all amounts disclosed for the financial period ended December 31, 2022 reflect the actual amounts paid during the six month period from July 1, 2022 to December 31, 2022. Share and Option based awards and annual Non-equity Incentive Plan Compensation (cash bonus) have historically been paid on an annual basis at the end of each calendar year. The amounts disclosed in columns 4, 5 and 6 above were paid in the applicable fiscal period but reflect short-term and long-term incentive compensation awarded for service during a full calendar year.
- (2) All amounts represent the actual base salary paid during the six month period ended December 31, 2022. The annualized salaries of Mr. Cochrane, Mr. Kearns, Mr. Smith, Mr. Psihogios and Ms. Walters during the period was \$300,000.
- (3) The value of RSUs and PSUs represent the fair value of the RSUs and PSUs granted to the respective NEOs on the grant date, which was: (i) in respect of the RSUs and PSUs granted during the six-month financial period ended December 31, 2022 of C\$2.43 on December 14, 2022; (ii) in respect of awards granted during the financial period ended June 30, 2022 of C\$15.00 on December 9, 2021 and C\$8.62 October 4, 2021; and (iii) in respect of the RSUs granted during the financial period ended June 30, 2021, the price of the Common Shares in the last private placement completed prior to the Company's public listing on the NEO Exchange of C\$1.00. The closing price of the Common Shares on the grant dates have been converted into US\$ based on the December 14, 2022, December 9, 2021 and October 4, 2021 exchange rates as reported by the Bank of Canada of US\$1.00 for every C\$1.36, C\$1.27 and C\$1.26 respectively.
- (4) The Company does not currently offer a non-equity long-term incentive plan or a pension plan.
- (5) Mr. Cochrane was appointed CEO effective January 27, 2021.
- (6) Mr. Kearns was appointed CFO effective January 27, 2021.
- (7) Mr. Smith was appointed President & COO effective October 4, 2021.
- (8) Mr. Psihogios was appointed Chief Investment Officer effective May 24, 2021.
- (9) Ms. Walters was appointed General Counsel & Corporate Secretary effective June 7, 2021.

**Employment Agreements, Termination and Change of Control Benefits**

The Company has written employment agreements with each of its current NEOs which provide for each of their initial base salary, annualized base salary, bonus payments, expenses, and which includes, among other things, provisions regarding confidentiality, as well as eligibility to participate in the benefit plans. Each NEO's employment agreement provides that if the NEO's employment is terminated by the Company without cause, the NEO will be entitled to have his or her annualized base salary, bonus and benefits continue for two years following termination (except in the case of the President & COO who receives 10 months salary plus one (1) month per year of completed employment) and all equity or equity-based compensation received shall fully vest. In the event that the NEO's employment is terminated by the Company with cause, the NEO will be entitled to have his or her annualized salary and benefits continue until the date on which the NEO ceases to be employed.

Each NEO's employment agreement also provides that if there is a change of control event (as such term is defined in their respective employment agreements) and the NEO is terminated, or the NEO elects to terminate his or her employment agreement following a change of control, the NEO will be entitled to have his or her annualized base salary, bonus and benefits continue for two years following termination and all equity or equity-based compensation received shall fully vest.

The table below provides details regarding the estimated incremental payments from the Company to each NEO upon the occurrence of an event of termination or on a change of control, if such events were to occur on December 31, 2022. The actual amount of the payout upon identified termination events can only be determined at the time of occurrence.

Name and Principal Position	TOTAL INCREMENTAL PAYMENT PAYABLE ON A CHANGE OF CONTROL <sup>(1)</sup> (\$)	TOTAL INCREMENTAL PAYMENT PAYABLE ON TERMINATION WITHOUT CAUSE <sup>(1)</sup> (\$)
Justin Cochrane <i>CEO</i>	\$2,050,000	\$2,050,000
Conor Kearns <i>CFO</i>	\$1,390,000	\$1,390,000
Geoff Smith <i>President &amp; COO</i>	\$1,500,000	\$1,175,000
Michael Psihogios <i>Chief Investment Officer</i>	\$1,200,000	\$1,200,000
Anne Walters <i>General Counsel &amp; Corporate Secretary</i>	\$1,200,000	\$1,200,000

**Note:**

- (1) Payments in the table are calculated based on the current annualized base salary paid to NEOs and the bonus received in calendar 2021 and calendar 2022.

The accelerated value of the NEO's existing Options, RSUs and PSUs as of December 31, 2022 is detailed in the tables below "Outstanding Option-Based Awards and Share-Based Awards".

**Outstanding Option-Based Awards and Share-Based Awards**

The following tables sets forth the option-based awards (being Options) and share-based awards (being RSUs and PSUs) held by each NEO as of December 31, 2022.

<u>Option-based Awards</u>				
Name	Securities Under Options Granted (#)	Option Exercise Price <sup>(1)</sup> (C\$)	Option Expiration Date	Value of Unexercised in-the-money Options <sup>(2)</sup> (\$)
Justin Cochrane <i>CEO</i>	100,000	\$14.13	1-Dec-26	-
	100,000	\$3.75	31-Mar-26	-
Conor Kearns	100,000	\$14.13	1-Dec-26	-



<i>CFO</i>	60,000	\$3.75	31-Mar-26	-
Geoff Smith <i>President &amp; COO</i>	35,000	\$14.13	1-Dec-26	-
	100,000	\$11.15	4-Oct-26	-
Michael Psihogios <i>Chief Investment Officer</i>	50,000	\$14.13	1-Dec-26	-
	100,000	\$3.75	31-Mar-26	-
Anne Walters <i>General Counsel &amp; Corporate Secretary</i>	50,000	\$14.13	1-Dec-26	-
	30,000	\$5.00	7-Jun-26	-

**Notes:**

- (1) Option exercise prices are reflected in the currency granted.
- (2) As at December 31, 2022, the closing price of the Common Shares was C\$2.51 and as a result none of the Unexercised Options were in-the-money.

<b>Share-based Awards</b>				
<b>Name</b>	<b>Grant Date</b>	<b>Number of shares or units of shares that have not vested (#)</b>	<b>Market or payout value of share-based awards that have not vested<sup>(1) (2)</sup> (\$)</b>	<b>Market or payout value of vested share-based awards not paid out or distributed (\$)</b>
Justin Cochrane <i>CEO</i>	31-Mar-21	66,667	\$123,549	-
	09-Dec-21	40,000	\$74,129	-
	14-Dec-22	330,000	\$611,562	-
Conor Kearns <i>CFO</i>	31-Mar-21	40,000	\$74,129	-
	09-Dec-21	40,000	\$74,129	-
	14-Dec-22	150,000	\$277,983	-
Geoff Smith <i>President &amp; COO</i>	04-Oct-21	66,667	\$123,549	-
	09-Dec-21	13,334	\$24,709	-
	14-Dec-22	285,000	\$528,167	-
Michael Psihogios <i>Chief Investment Officer</i>	31-Mar-21	66,667	\$123,549	-
	09-Dec-21	20,000	\$37,064	-
	14-Dec-22	225,000	\$416,974	-
Anne Walters <i>General Counsel &amp; Corporate Secretary</i>	07-Jun-21	20,000	\$37,064	-
	09-Dec-21	20,000	\$37,064	-
	14-Dec-22	220,000	\$407,708	-

**Notes:**

- (1) Amounts have been converted into US\$ based on the December 31, 2022 exchange rate as reported by the Bank of Canada of US\$1.00 for every C\$1.35.
- (2) The “market or payout value of share-based awards that have not vested” is calculated using the closing price of the Common Shares on the NEO Exchange on the last trading day prior to December 31, 2022 of C\$2.51.

**Option-Based Awards and Share-Based Awards Exercised and Outstanding – Value Vested or Earned During the Year**

The following table sets out the value of share-based awards that vested in the six month period ended December 31, 2022 for each NEO and the value of non-equity plan compensation (cash bonus) earned in such period.

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year <sup>(2)</sup> (\$)	Non-equity incentive plan compensation – Value earned during the year <sup>(3)</sup> (\$)
Justin Cochrane <i>CEO</i>	-	\$29,777	\$450,000
Conor Kearns <i>CFO</i>	-	\$29,777	\$190,000
Geoff Smith <i>President &amp; COO</i>	-	\$83,105	\$375,000
Michael Psihogios <i>Chief Investment Officer</i>	-	\$14,889	\$300,000
Anne Walters <i>General Counsel &amp; Corporate Secretary</i>	-	\$14,889	\$300,000

**Notes:**

- (1) One-third (1/3) of the Options granted to each NEO on December 9, 2021 vested on December 1, 2022. The closing price of the Common Shares on December 1, 2022 was C\$2.00 and as a result none of the Options that vested were in-the-money.
- (2) The “Share-based awards – Value vested during the year” is calculated, in the case of all NEOs using the closing price of the Common Shares on the NEO Exchange on the settlement dates of October 4, 2022 and December 1, 2022 of C\$2.98 and C\$2.00, respectively. The closing price of the Common Shares has been converted into US\$ based on exchange rates as reported by the Bank of Canada on the settlement dates of October 4, 2022 and December 1, 2022 of US\$1.00 for every C\$1.34 and C\$1.36, respectively.
- (3) Non-equity incentive plan compensation (annual bonuses) have historically been paid on an annual basis at the end of each calendar year. Amounts disclosed were paid in the applicable fiscal period but reflect the annual bonus awarded to each NEO for service during the calendar year 2022.

## Director Compensation

### General

The following discussion describes the significant elements of the compensation program for members of the Board and its committees. The compensation of our Directors is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of our Shareholders. Directors who are employees of the Company will not be entitled to receive any compensation for his or her service as a Director of our Board.

### Director Compensation

The director compensation program is designed to attract and retain global talent to serve on our Board, taking into account the risks and responsibilities of being an effective Director. Our objective regarding director compensation is to follow best practices with respect to compensation. We believe that our approach has helped attract, and will continue to help to attract and retain, strong members for our Board who will be able to fulfill their fiduciary responsibilities without competing interests.

Compensation for all non-executive directors is comprised of (i) cash in the form of an annual retainer; and (ii) share-based Awards granted under the LTIP, including RSUs and Options and under the Phantom Plan, including Phantom Units. The share-based component of Director compensation has historically been awarded on an annual basis at the end of each calendar year. During 2022, the share-based compensation comprised of Phantom Units granted under the Company’s Phantom Plan which represent the right to receive the cash equivalent of the market value of one Common Share on vesting date. The

Phantom Units vest in thirds over a three-year period on December 1st of each year. Each Phantom Unit will be settled by the Company paying an amount equal to the cash value of one Common Share on the vesting date (net of any applicable withholding tax).

The total non-executive director retainer for all Board and committee meetings attended by a Director is deemed to be full payment for the role of Director. The exception to this approach would be in the event of a merger or acquisition, or other special circumstance that required more meetings than are typically required, in which case a “special” fee may be granted.

The table below discloses the fee schedule for the Company’s non-executive directors on an annualized basis. There was no change to the annual retainer from the prior financial period. Directors are reimbursed for travel expenses incurred for travel to attend Board, committee or other meetings. Directors are eligible to receive share-based awards (stock options, RSUs and Phantom Units). The annual target of director compensation awards linked to share performance is two times the base retainer of each Director. By including RSUs, Options and Phantom Units in the Director grant, Carbon Streaming balances the opportunity for Board members to participate in the growth of the Company and the long-term interests of shareholders.

Annual Retainer <sup>(1)</sup>	(\$)	Share/ Option Based Awards
Board Member Retainer	\$60,000	Target of 2X retainer
Chair of the Board Retainer <sup>(2)</sup>	\$120,000	Target of 2X retainer
Chair of the Audit Committee Retainer <sup>(3)</sup>	\$75,000	Target of 2X retainer

Notes:

- (1) Member and Committee fees have been incorporated into the Board Member Retainer.
- (2) Consists of \$60,000 Board Member Retainer and \$60,000 retainer for acting as Chair of the Board.
- (3) Consists of \$60,000 Board Member Retainer and \$15,000 retainer for acting as Chair of the Audit Committee.

The following table discloses the compensation paid or payable, directly or indirectly, by or on behalf of the Company during the six month period ended December 31, 2022, to its current non-executive Directors. The CEO does not receive compensation as a member of the Board of Directors of the Company. For details on the CEO’s compensation, see “Executive Compensation”.

Name	Fees Earned <sup>(1)</sup> (\$)	Share Based Awards <sup>(2)(3)</sup> (\$)	Option Based Awards (\$)	Total <sup>(3)(4)</sup> (\$)
Maurice Swan	\$60,000	\$202,485	-	\$262,485
R. Marc Bustin	\$30,000	\$101,243	-	\$131,243
Saurabh Handa	\$37,500	\$127,225	-	\$164,725
Candace MacGibbon	\$30,000	\$101,243	-	\$131,243
Alice Schroeder	\$30,000	\$101,243	-	\$131,243
Andy Tester	\$30,000	\$101,243	-	\$131,243
Jeanne Usonis <sup>(5)</sup>	\$60,000	\$202,485	-	\$262,485

Notes:

- (1) Represents the actual fees earned in the six month period ended December 31, 2022. Any amounts paid in C\$ were converted to US\$.

- (2) Share and Option based awards have historically been paid on an annual basis at the end of each calendar year. The amounts disclosed were paid in the applicable fiscal period but reflects compensation awarded for service during the calendar year 2022.
- (3) The value represents the fair value of the Phantom Units granted to the respective Director. These amounts were calculated by multiplying the number of Phantom Units granted in the six month period ended December 31, 2022 by the closing price of the Common Shares on the date of the grant (December 14, 2022) of C\$2.43 for all Directors. The closing price of the Common Shares on the grant date has been converted into US\$ based on the exchange rate as reported by the Bank of Canada on the grant date of US\$1.00 for every C\$1.36.
- (4) Directors do not receive pension benefits or any non-equity incentive plan compensation.
- (5) Includes amounts for consulting fees paid to Ms. Usonis for the six month period ended December 31, 2022.

### **Director Share Ownership Guidelines**

The Company has adopted share ownership guidelines for non-employee directors equal to three (3) times their retainer, which are intended to align the long-term interests of Directors with those of its Shareholders. The applicable guideline level of Company share ownership is expected to be satisfied by each participant within three (3) years after first becoming subject to these guidelines. The value of a director's share ownership requirement is based upon his or her then current annual retainer and the determination of whether the director meets the applicable guidelines will be made in January of each year and will be based on the average closing price of the Common Shares on the NEO Exchange for the 20 trading days preceding and including December 31 of the prior calendar year. In the event of an increase in a director's annual retainer, he or she will have three (3) years from the time of the increase to acquire any additional shares required to meet these guidelines.

### **Outstanding Option-Based Awards and Share-Based Awards**

The following table sets forth the RSUs, Phantom Units and Options held by each non-management Director as of December 31, 2022.

<u>Option-based Awards</u>				
<b>Name</b>	<b>Securities Under Options Granted (#)</b>	<b>Option Exercise Price<sup>(1)</sup> (C\$)</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised in-the-money Options (\$)</b>
Maurice Swan	36,000	\$14.13	1-Dec-26	-
	30,000	\$3.75	31-Mar-26	-
R. Marc Bustin	18,000	\$14.13	1-Dec-26	-
	10,000	\$3.75	31-Mar-26	-
Saurabh Handa	21,000	\$14.13	1-Dec-26	-
	10,000	\$3.75	31-Mar-26	-
Candace MacGibbon	10,000	\$14.13	1-Dec-26	-
Alice Schroeder	10,000	\$15.43	1-Dec-26	-
Andy Tester	18,000	\$14.13	1-Dec-26	-
	10,000	\$3.75	31-Mar-26	-
Jeanne Usonis	40,000	\$14.13	1-Dec-26	-
	20,000	\$3.75	31-Mar-26	-

Notes:

- (1) Option exercise prices are reflected in the currency granted.

Share-based Awards				
Name	Grant Date	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested <sup>(1) (2)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Maurice Swan	31-Mar-21	20,000	\$37,064	-
	09-Dec-21	8,000	\$14,826	-
	14-Dec-22	113,000	\$209,414	-
R. Marc Bustin	31-Mar-21	6,667	\$12,355	-
	09-Dec-21	4,000	\$7,413	-
	14-Dec-22	56,500	\$104,707	-
Saurabh Handa	31-Mar-21	6,667	\$12,355	-
	09-Dec-21	5,000	\$9,266	-
	14-Dec-22	71,000	\$131,579	-
Candace MacGibbon	09-Dec-21	6,667	\$12,355	-
	14-Dec-22	56,500	\$104,707	-
Alice Schroeder	10-Jan-22	6,667	\$12,355	-
	14-Dec-22	56,500	\$104,707	-
Andy Tester	31-Mar-21	6,667	\$12,355	-
	09-Dec-21	4,000	\$7,413	-
	14-Dec-22	56,500	\$104,707	-
Jeanne Usonis	31-Mar-21	13,333	\$24,709	-
	09-Dec-21	13,334	\$24,711	-
	14-Dec-22	113,000	\$209,414	-

**Notes:**

- (2) Amounts have been converted into US\$ based on the December 31, 2022 exchange rate as reported by the Bank of Canada of US\$1.00 for every C\$1.35.
- (3) The “market or payout value of share-based awards that have not vested” is calculated using the closing price of the Common Shares on the NEO Exchange on the last trading day prior to December 31, 2022 of C\$2.51.

**Share-Based Awards Exercised and Outstanding – Value Vested or Earned During the Year**

The following table sets out, for each non-management Director, the value of share-based awards that vested in the six month period ended December 31, 2022.

Name	Share-based awards – Value vested during the year <sup>(1)(2)(3)</sup> (\$)
Maurice Swan	\$5,955
R. Marc Bustin	\$2,978
Saurabh Handa	\$3,722
Candace MacGibbon	\$4,962
Alice Schroeder	\$4,962
Andy Tester	\$2,978
Jeanne Usonis	\$9,925

**Notes:**

- (1) The “Share-based awards – Value vested during the year” is calculated using the closing price of the Common Shares on the NEO Exchange on the settlement date of December 1, 2022 of

C\$2.00. Amounts have been converted into US\$ based on exchange rate as reported by the Bank of Canada of US\$1.00 for every C\$1.34.

- (2) No non-equity incentive plan compensation is currently awarded to Directors.
- (3) One-third (1/3) of the Options granted to each Director vested on December 1, 2022. The closing price of the Common Shares on December 1, 2022 was C\$2.00 and as a result none of the Options that vested were in-the-money.

## Securities Authorized for Issuance Under the Equity Incentive Plan

The Company has adopted the LTIP as a means to provide incentive to eligible Participants (comprising the Company's Directors, officers, employees and consultants).

The following table sets forth information concerning the number of Common Shares reserved for issuance under the Plan as at December 31, 2022:

Plan Category	(a) Number of securities to be issued upon the exercise of outstanding Awards <sup>(1)(2)(3)</sup> (\$)	(b) Weighted-average exercise price of all outstanding Awards <sup>(1)(4)</sup> (\$)	(c) Number of securities remaining available for issuance under the Plan (excluding securities reflected in column (a)) <sup>(1)(5)</sup> (\$)
Equity compensation plan approved by shareholders	3,902,671	\$9.63	792,532

### Notes:

- (1) Amounts have been converted into US\$ based on the December 31, 2022 exchange rate as reported by the Bank of Canada of US\$1.00 for every C\$1.35.
- (2) As at December 31, 2022, there were 1,506,000 Options, 1,896,671 RSUs outstanding and 500,000 PSUs outstanding.
- (3) Based on the assumption that all outstanding RSUs and PSUs as of December 31, 2022 were settled in Common Shares.
- (4) Only includes exercise price for Options outstanding.
- (5) The total number of securities remaining available for future issuance under the Plan as of December 31, 2022 was equal to 10% of the number of Common Shares outstanding (46,952,032 Common Shares), less the number of Awards granted as of such date (3,902,671 Awards).

### Description of the Plan

The following is intended as a brief description of the Company's long-term omnibus incentive plan (the "LTIP" or the "Plan") and is qualified in its entirety by the full text of the LTIP, a copy of which is attached as Appendix "A" to the Company's management information circular dated September 30, 2021 which was filed on October 14, 2021 under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company has adopted the LTIP as a means to provide incentive to eligible Directors, officers, employees and consultants ("**Participants**"). The LTIP is a 10% "rolling" plan and the total number of Common Shares issuable upon exercise of all Awards (as defined herein) under the LTIP cannot exceed 10% of the Company's issued and outstanding Common Shares on the date on which an Award is granted. The Plan was originally adopted by the Company on March 25, 2021 and first approved by Shareholders on June 29, 2021. The Plan was amended on September 30, 2021 in order to update certain terms to align with NEO Exchange requirements and other housekeeping matters and subsequently re-approved by Shareholders on November 12, 2021.

The purpose of the Plan is to advance the interests of the Company by: (i) providing Participants with additional incentives; (ii) encouraging stock ownership by such Participants; (iii) increasing the

proprietary interest of Participants in the success of the Company; (iv) promoting growth and profitability of the Company; (v) encouraging Participants to take into account long-term corporate performance; (vi) rewarding Participants for sustained contributions to the Company and/or significant performance achievements of the Company; and (vii) enhancing the Company's ability to attract, retain and motivate Participants. The LTIP is administered by the Board, and Options, RSUs and PSUs (collectively, "Awards") are granted thereunder at the discretion of the Board to eligible Participants.

To be eligible to receive Awards under the LTIP, a Participant must be either a Director, officer, employee, consultant, or an employee of a company providing management or other services to the Company or a subsidiary at the time the incentive is granted.

#### *Administration*

Under the Plan, the Board may, at any time, appoint a committee to, among other things, interpret, administer and implement the Plan on behalf of the Board in accordance with such terms and conditions as the Board may prescribe, consistent with the Plan. As of the date hereof, the Board has appointed the Compensation Committee of the Board to administer and implement the Plan.

#### *Participation Limits*

- (a) The total number of Common Shares reserved for issuance under all Awards to all non-employee directors must not exceed 1% of the outstanding Common Shares at the time of grant.
- (b) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan.

#### *Option Awards*

Vesting of Options shall be at the discretion of the Board and will generally be subject to the Participant remaining as a Director, or employed by or continuing to provide services to the Company. Unless the Board determines otherwise and except as otherwise provided in a Participant's grant agreement, the LTIP provides that Options will vest as to one-third following each of the first, second and third anniversaries of the date of such grant.

The exercise price of any Option shall be fixed by the Board when such option is granted, but shall be no less than the five-day volume weighted average trading price of the Common Shares on the NEO Exchange on the day prior to the date of grant.

An Option shall be exercisable during a period established by the Board, which shall commence on the date of the grant and shall terminate no later than ten (10) years after the date of granting the option, or such shorter period of time as the Board may determine. The LTIP provides that the exercise period shall automatically be extended if the date on which such Option is scheduled to terminate shall fall during a black-out period. In such cases, the extended exercise period shall terminate ten business days following the last day of the blackout-period.

#### *Share Unit Awards (RSUs and PSUs)*

RSU and PSU Awards will be subject to such conditions, vesting provisions, and performance criteria as the Board may determine for each grant; and the Board shall determine whether each Award shall entitle

the Participant: (i) to receive one Common Share issued from treasury; (ii) to receive the cash equivalent of one Common Share; or (iii) to elect to receive a combination of cash and Common Shares.

With respect to RSUs, unless otherwise approved by the Board and except as otherwise provided in a Participant’s grant agreement or any other provision of the LTIP, RSUs will vest as to one-third each on the first, second and third anniversary date of their grant. With respect to PSUs, unless otherwise approved by the Board and except as otherwise provided in a Participant’s grant agreement or any other provision of the LTIP, PSUs will vest subject to performance and time vesting.

The following table describes the impact of certain events upon the rights of holders of Awards under the LTIP, including termination for cause, resignation, termination other than for cause, retirement and death, subject to the terms of a Participant’s employment agreement:

Event Provision	Impact
Termination for cause	Immediate forfeiture of all vested and unvested Awards.
Resignation	Forfeiture of all unvested Awards and the earlier of the original expiry date and 90 days after resignation, or such longer period as the Board may determine in its sole discretion.
Termination other than for cause	Subject to the terms of the grant or as determined by the Board, upon a Participant’s termination without cause, the number of Awards that may vest is subject to pro-ration over the applicable performance or vesting period.
Retirement	Upon the retirement of a Participant’s employment with the Company, any unvested Awards held as at the retirement date will continue to vest in accordance with its vesting schedule, and all vested Awards held at the retirement date may be exercised until the earlier of the expiry date of the Awards or one year following the retirement date; provided that, if the Participant breaches any post-employment restrictive covenants in favor of the Company (including non-competition or non-solicitation covenants), then any Awards held by such Participant, whether vested or unvested, will immediately expire.
Death	All unvested Awards will vest and may be exercised within 180 days after death.

In connection with a change of control of the Company, the Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity; provided that the Board may accelerate the vesting of Awards if: (i) the required steps to cause the conversion or exchange or replacement of Awards are impossible or impracticable to take or are not being taken by the parties required to take such steps; or (ii) the Company has entered into an agreement which, if completed, would result in a change of control and the counterparty or counterparties to such agreement require that all outstanding Awards be exercised immediately before the effective time of such transaction or terminated on or after the effective time of such transaction. If a Participant is terminated without cause or resigns for good reason during the 12-month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Awards will immediately vest and may be exercised within 30 days of such date.



The Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any Award granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory and NEO Exchange approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

#### *Amendments*

The Board may amend the LTIP or any Award at any time without the consent of a Participant; provided that such amendment shall (i) not adversely alter or impair any Award previously granted, except as permitted by the terms of the LTIP, (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the NEO Exchange, and (iii) be subject to Shareholder approval, where required by law, the requirements of the NEO Exchange or the LTIP; provided, however, that Shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to:

- amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, inconsistency, defective provision, error or omission in the LTIP;
- changes that alter, extend or accelerate the terms of exercise, vesting or settlement applicable to any Award;
- a change to the assignability provisions under the LTIP;
- any amendment regarding the effect of termination of a Participant's employment or engagement;
- any amendment to add or amend provisions relating to the granting of cash-settled Awards, provision of financial assistance or clawbacks;
- any amendment regarding the administration of the LTIP;
- any amendment necessary to comply with applicable law or the requirements of the NEO Exchange or any other regulatory body (provided, however, that the NEO Exchange may require Shareholder approval of any such amendments); and
- any other amendment that does not require the approval of the Shareholders, provided that the alteration, amendment or variance does not:
  - increase the maximum number of Common Shares issuable under the LTIP, other than pursuant to the adjustment provisions;
  - reduce the exercise price of the Awards;
  - introduce non-employee directors as eligible Participants on a discretionary basis or increases the existing limits imposed on non-employee director participation;
  - remove or exceed the insider participation limit; or
  - amend the amendment provisions of the LTIP.

## **Other Compensation Plans**

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As of December 14, 2022, the Company adopted a phantom share unit plan (the “**Phantom Plan**”) pursuant to which the Company may make grants of phantom share units (“**Phantom Units**”) to eligible Directors, officers and employees and the Company. The purpose of the Phantom Plan is to advance the interests of the Company by providing participants with additional incentives; promoting growth and profitability of the Company; encouraging participants to take into account long-term corporate performance; rewarding participants for sustained contributions to the Company and/or significant performance achievements of the Company; and enhancing the Company’s ability to attract, retain and motivate participants.

Under the Phantom Plan, the Compensation Committee may, in its discretion, at any time, and from time to time, grant Phantom Units to participants as it determines is appropriate. Subject to the terms of the Phantom Plan, each vested Phantom Unit issued and credited to the account of a participant will be settled by the Company paying to such participant (net of any applicable withholding tax) a cash payout equal to the market value of one Common Share on the vesting date. Phantom Units issued pursuant to the Phantom Plan can only be settled in cash, and cannot under any circumstances be settled with the issuance of any Common Shares and/or other securities of the Company convertible into or exercisable or exchangeable for Common Shares.

## **Corporate Governance**

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### **Corporate Governance Overview**

The following overview of the Company’s current corporate governance policies has been prepared in accordance with the requirements of both National Policy 58-201 - *Corporate Governance Guidelines* (the “**Governance Guidelines**”) and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the “**Governance Disclosure Rule**”). The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of Board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its security holders for the purpose of electing Directors, specified disclosure of its corporate governance practices must be included in its management information circular.

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and to the protection of its employees and Shareholders. The Company’s approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance Shareholder value. The Board fulfills its responsibilities directly and through its sub-committees at regularly scheduled meetings or as required. The Board meets at least once every quarter to review the Company’s business operations, corporate governance matters, financial results and other items. The frequency of meetings may be increased, and the nature of the agenda items may be changed, depending upon the state of the Company’s affairs and in light of opportunities or risks which the Company faces. The Directors are kept informed of the Company’s operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

## **Board of Directors Role and Mandate**

The Board, either directly or through its committees, is responsible for the supervision of management of the Company's business and affairs with the objective of enhancing Shareholder value. In order to facilitate the exercise of independent judgment in carrying out the Board's responsibilities, the Board has adopted a written mandate (the "**Mandate**") that sets forth in detail the responsibilities and obligations of the Board. The Mandate is reviewed at least annually and updated as necessary. The Mandate is attached hereto as Appendix "B" and is also available on the Company's website at [www.carbonstreaming.com](http://www.carbonstreaming.com).

The Board is responsible for the oversight and review of the development of, among other things, the following matters:

- the strategic planning process of the Company;
- an annual strategic plan for the Company which takes into consideration, among other things, the risks and opportunities of the Company's business;
- identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;
- annual capital and operating budgets which support the Company's ability to meet its strategic objectives;
- material acquisitions and divestitures;
- succession planning, including appointing, training and monitoring the development of senior management;
- establish process for the Company to facilitate communications with investors and other interested parties;
- a reporting system which accurately measures the Company's performance against its business plan; and
- the integrity of the Company's internal control and management information systems.

### ***Independence of the Board***

The Board is currently composed of eight Directors: Maurice Swan, Justin Cochrane, R. Marc Bustin, Saurabh Handa, Candace MacGibbon, Alice Schroeder, Andy Tester and Jeanne Usonis. The Board facilitates its exercise of independent supervision over management by ensuring sufficient representation by Directors independent of management.

The Governance Guidelines suggest that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest, business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

The independent Directors may meet separately from the non-independent Directors, as determined necessary from time to time, in order to facilitate open and candid discussion among the independent Directors. Maurice Swan, an independent Director, is the Chair of the Board. Given the relative size of

the Company's activities, the Board is satisfied as to the extent of independence of its members. The Board is satisfied that it is not constrained in its access to information, in its deliberations, or in its ability to satisfy the mandate established by law to supervise the business and affairs of the Company, and that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management. Kindly refer to the below independence chart in respect of the Board:

Name	Director		Status of Director Nominees		Reason, if not independent
	Current	Nominee	Independent	Non-Independent	
Maurice Swan	x	x	x		
Justin Cochrane	x	x		x	CEO of the Company
R. Marc Bustin	x	x	x		
Saurabh Handa	x	x	x		
Candace MacGibbon	x	x	x		
Alice Schroeder	x	x	x		
Andy Tester	x	x	x		
Jeanne Usonis	x	x		x	Provides consulting services to the Company

The Board has considered the relationships of each of the Directors to the Company and determined that six of the eight members of the current Board, all of whom are Nominees, qualify as independent Directors. The Board reviews independence on at least an annual basis, in light of the requirements of the Governance Guidelines and the Governance Disclosure Rule. None of the independent Directors has a material relationship with the Company which could impact their ability to make independent decisions.

Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members.

#### ***In Camera Sessions***

At all scheduled meetings, the independent Directors are afforded the opportunity to hold formal and informal in camera sessions, during which sessions non-independent Directors/members of management are excused. The Board will also excuse members of management and conflicted Directors from all or a portion of any such meeting(s) where a conflict or potential conflict of interest arises or where otherwise deemed appropriate.

#### **Position Descriptions**

The Board has adopted written position descriptions for the Chair of the Board and for the chair of each of the Board's committees with respect to the conduct of meetings of the Board and meetings of its committees.

The Board has appointed Maurice Swan, an independent member of the Board, as the Chair of the Board. Mr. Swan's primary roles are to chair all meetings of the Board and Shareholders and to manage the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities. These responsibilities include setting the meeting agendas, ensuring that the Board works together as a cohesive team with open communication and assisting the

Board, the committees of the Board, individual Directors and the Company's senior officers in understanding and discharging their obligations under the Company's system of corporate governance.

### **Expectations of Management and CEO Position Description**

The Board expects management to operate the business of the Company in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

The Board has adopted a written position description for the CEO. The CEO's general roles and responsibilities are commensurate with the position of CEO of a company comparable in business and size to the Company including overseeing all operations of the Company, and developing and devising the means to implement general strategies for the direction and growth of the Company as instructed by the Board.

The CEO has overall responsibility for providing leadership and vision to develop business plans that meet the Company's corporate objectives and day-to-day management of the operations of the Company. The CEO is tasked with ensuring that the Company is effectively carrying out the strategic plan approved by the Board, developing and monitoring key business risks and ensuring that the Company has appropriate policies and procedures in place to ensure the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Company and, together with the CFO, he is responsible for establishing and maintaining appropriate internal controls over financial reporting, disclosure controls and procedures and, as required, processes for the certification of public disclosure documents.

### **Board Committee Information**

The Company has established four standing committees, being the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Sustainability Committee. The Board may also establish non-standing Committees tasked with specific ad-hoc mandates.

Each standing committee has a charter setting out its specific functions and responsibilities, has a chair who is responsible for providing effective leadership of the committee, facilitating the committee's operations and deliberations and overseeing the satisfaction of the committee's functions and responsibilities under its charter, including reporting the activities of the committee to the Board and has authority to engage external advisors as needed.

Each committee charter is available on the Company's website at [www.carbonstreaming.com](http://www.carbonstreaming.com). The Board has also developed a written mandate for the chair of the Board, Board committee chairs and the CEO. These mandates set out the primary functions and responsibilities of each position.

### ***Audit Committee***

The Audit Committee is currently comprised of Saurabh Handa (Chair), R. Marc Bustin, Candace MacGibbon and Alice Schroeder. Each of the members of the Audit Committee is independent within the meaning of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and Corporate Governance Rules.

Each member of the Audit Committee is financially literate for the purposes of NI 52-110. For further information regarding the experience of the members of the Audit Committee see “Audit Committee” in the Company’s AIF.

The Audit Committee’s mandate is to, among other things, oversee the Company’s financial reporting, including the audits of the Company’s financial statements. In addition to any other duties and authorities delegated to it by the Board from time to time, the Audit Committee’s mandate includes:

- reviewing and recommending to the Board, on a non-binding basis, changes to its mandate, as considered appropriate from time to time;
- reviewing the integrity of the Company’s financial reporting process and the adequacy of the Company’s internal control system;
- reviewing and discussing with management and the independent auditor any major issues regarding accounting principles and financial statement presentation;
- recommending to the Board the nomination of the external auditor for Shareholder approval, and review of fees and other compensation paid to the external auditor;
- reviewing and discussing with management and the independent auditor the Company’s annual audited financial statements and quarterly financial statements and financial and other data contained therein to be filed on an annual or quarterly basis under National Instrument 51-102 – *Continuous Disclosure Obligations*; and
- reviewing the program of risk assessment and steps taken to address significant risks or exposures of all types.

#### ***Compensation Committee***

The Compensation Committee is presently comprised of Andy Tester (Chair), Saurabh Handa, Candace MacGibbon and Maurice Swan. Each of the members of the Compensation Committee is independent within the meaning of the Corporate Governance Rule.

The Compensation Committee’s mandate is to, among other things, assess and formulate and make recommendations to the Board in respect of compensation issues related to the Company’s officers and employees and compensation issues relating to the Directors. In addition to any other duties and authorities delegated to it by the Board from time to time, the Compensation Committee’s mandate includes:

- reviewing and recommending to the Board, on a non-binding basis, changes to its mandate, as considered appropriate from time to time;
- reviewing and making recommendations to the Board on the Company’s general compensation philosophy and overseeing the development and administration of compensation programs;
- reviewing the senior management and Board compensation policies and/or practices followed by the Company and seeking to ensure such policies are designed to recognize and reward performance and establish a compensation framework, which results in the effective development and execution of a Board-approved strategy;
- annually reviewing and recommending to the Board an evaluation of the performance of senior executives and providing recommendations for annual compensation based on such evaluation and other appropriate factors;

- administering the equity-based compensation plan;
- regularly reviewing the equity-based compensation plan and, in its discretion, making recommendations to the Board for consideration;
- identifying any compensation plans or practices that could encourage senior executives or other individuals to take inappropriate or excessive risks;
- identifying any other risks that may arise from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company;
- prepare and annually review the succession plan for senior management; and
- overseeing and approving a report prepared by management on senior executive compensation on an annual basis in connection with the preparation of the annual management information circular or as otherwise required pursuant to applicable securities laws;
- reviewing and recommending to the Board the compensation of the Board members; and
- reviewing annually the effectiveness of the CEO and, in consultation with the CEO, other senior management and other executive officers, including their contributions, performance and qualifications.

***Corporate Governance and Nominating Committee***

The Corporate Governance and Nominating Committee is presently comprised of Maurice Swan (Chair), Candace MacGibbon, Alice Schroeder and Andy Tester. Each of the members of the Corporate Governance and Nominating Committee is independent within the meaning of the Governance Disclosure Rule.

The Corporate Governance and Nominating Committee's mandate is to, among other things, assess and formulate and make recommendations to the Board in respect of corporate governance and other issues relating to the Directors. In addition to any other duties and authorities delegated to it by the Board from time to time, the Corporate Governance and Nominating Committee mandate includes:

- reviewing and recommending to the Board, on a non-binding basis, changes to its mandate, as considered appropriate from time to time;
- overseeing the preparation of and recommending to the Board any required disclosures of governance practices to be included in any disclosure document of the Company, as required;
- reviewing, on a periodic basis, the size and composition of the Board, making recommendations as to the number of independent Directors and advising the Board on filling vacancies;
- facilitating the independent functioning of the Board, including by assessing which Directors are independent Directors;
- assessing, annually, the effectiveness of the Chair of the Board, the Board as a whole, all committees of the Board;
- reviewing, on a periodic basis, the Code, recommending to the Board any changes thereto as considered appropriate from time to time, ensuring that management has established a system to monitor compliance with the Code, and reviewing management's monitoring of the Company's compliance with the Code;

- considering, in recommending to the Board suitable candidates to be nominated for election as Directors at the next annual meeting of Shareholders.

### ***Sustainability Committee***

The Sustainability Committee is presently comprised of Alice Schroeder (Chair), R. Marc Bustin, Maurice Swan and Jeanne Usonis. Other than Jeanne Usonis, each of the members of the Sustainability Committee are independent within the meaning of the Governance Disclosure Rule.

The Sustainability Committee’s mandate is to assist the Board in fulfilling its oversight responsibilities with respect to Environmental, Social and Governance (“ESG”) matters. In addition to any other duties and authorities delegated to it by the Board from time to time, the Sustainability Committee mandate includes:

- reviewing and recommending to the Board, on a non-binding basis, changes to its mandate, as considered appropriate from time to time;
- evaluating and assessing the performance and effectiveness of the Company’s ESG policies and procedures;
- overseeing the Company’s charitable donations and community involvement initiatives;
- identifying critical issues, changes and risks associated with ESG matters;
- reviewing the Company’s sustainability performance metrics;
- reviewing the Company’s strategies related to ESG disclosure; and
- annually reviewing and recommending to the Board for approval the Company’s sustainability report.

### **Director Attendance and Participation of Directors in Other Reporting Issuers**

The table below presents the Director attendance at Board and committee meetings held during the six month period ended December 31, 2022. Regular Board and committee meetings are usually set approximately one year in advance and ad-hoc meetings are scheduled as required. The Board is required to meet at least four (4) times a year.

Director	Board		Audit Committee		Compensation Committee		Corporate Governance and Nominating Committee		Sustainability Committee	
	#	%	#	%	#	%	#	%	#	%
Justin Cochrane	5/5	100%	-	-	-	-	-	-	-	-
Maurice Swan	5/5	100%	-	-	3/3	100%	2/2	100%	1/1	100%
R. Marc Bustin <sup>(1)</sup>	5/5	100%	5/6	83%	-	-	1/1	100%	0/0	-
Saurabh Handa	5/5	100%	6/6	100%	3/3	100%	-	-	-	-
Candace MacGibbon <sup>(2)</sup>	5/5	100%	6/6	100%	3/3	100%	1/1	100%	1/1	100%
Alice Schroeder	5/5	100%	6/6	100%	-	-	2/2	100%	1/1	100%
Andy Tester	5/5	100%	-	-	3/3	100%	2/2	100%	-	-
Jeanne Usonis	5/5	100%	-	-	-	-	-	-	1/1	100%

Notes:



- (1) Dr. Bustin was a member of the Corporate Governance and Nominating Committee until the committees were reconstituted following the last annual general meeting on November 9, 2022, and Dr. Bustin joined the Sustainability Committee.
- (2) Ms. MacGibbon was a member of Sustainability Committee until the committees were reconstituted following the last annual general meeting on November 9, 2022, and Ms. MacGibbon joined the Corporate Governance and Nominating Committee.

Directors are expected to devote sufficient time to carrying out his or her duties effectively including preparing for, attending and participating in Board and committee meetings. The Board has considered the participation of board members of other reporting issuers (or the equivalent in a foreign jurisdiction) and is satisfied that such board memberships do not impair the ability of members to devote the time and attention to the Board required in order to properly discharge his or her duties or to act effectively and in the best interests of the Company. For details about participation as board members of other reporting issuers or the equivalent in a foreign jurisdiction) see *“Particulars of Matters to be Acted On – Election of Directors – Director Profiles.”*

The Corporate Governance and Nominating Committee reviews and assesses, on a regular basis, the number of outside directorships and executive positions held by the Company’s Directors and will consider whether each Director in question will be reasonably able to meet his/her duties in light of the responsibilities associated with fulfilling his/her duties as a Director of the Company as well as whether conflicts of interest will arise on as a result of any outside directorships or outside executive positions. Having regard to their qualifications, attendance record and valuable contribution as members of the Company’s Board/committees, the Board has determined that none of the Directors are over boarded as a result of their outside directorships.

### **Orientation and Continuing Education**

The Corporate Governance and Nominating Committee is responsible for the orientation and continuing education of the members of the Board. As new Directors join the Board, they are provided with, among other things, corporate policies, historical information about the Company, information on the Company’s performance and its strategic plan and an outline of the general duties and responsibilities entailed in carrying out their duties.

The Company encourages Directors to attend, enroll or participate in courses and/or seminars dealing with financial literacy, corporate governance, climate finance, sustainability governance and related matters. Each Director of the Company has the responsibility for ensuring that he or she maintains the skill and knowledge necessary to meet his or her obligations as a Director.

### **Board and Committee Evaluations**

The Corporate Governance and Nominating Committee is responsible for annually reviewing the Directors’ performance and the effectiveness of the Board, its committees, the individual Directors, the Chair of the Board and the committee chairs. In 2022 the Company’s Board introduced a formal evaluation process consisting of a Board Evaluation and Self Evaluation questionnaire.

The Board Evaluation and Self Evaluation is designed to assess:

- the performance of the Board to its mandate;
- the performance of each Board committee to its respective charter;
- structure and process of the Board;

- priorities of the Board;
- the relationships of the Board with each other and management; and
- the performance of directors to their applicable position descriptions; expected competencies and skills; and contribution to the Board as a whole.

The Chair of the Corporate Governance and Nominating Committee reviews the results of the evaluations on a confidential basis and summarizes the results with the assistance of the General Counsel’s office. The Corporate Governance and Nominating Committee reviews the questionnaire results, reports the results to the Board and, if necessary, develops recommendations for the Board to consider. Subsequently, the Board reviews the results and the Corporate Governance and Nominating Committee’s recommendations and takes any action deemed necessary to address matters raised. The Chair of the Corporate Governance and Nominating Committee may have discussions with individual directors where clarification or interpretation is required.

### Director Term Limits and Board Renewal

The Board has not adopted Director term limits or other mechanisms of board renewal because:

- the imposition of Director term limits implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination;
- it is important to ensure that Directors with significant and unique business experience in the Company’s industry are retained;
- Directors with the level of understanding of the Company’s business, history and culture acquired through long service on the Board provide additional value; and
- term limits have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and thereby may provide an increasing contribution to the Board as a whole.

### Directors Qualification and Experience

The Corporate Governance and Nominating Committee has identified certain competencies and skills that the Board as a whole should possess. The current members of the Board are compared to the competencies and skills to identify target areas when recruiting for new Board members or making recommendations for nominees to the Board. The Skills Matrix below identifies the competencies and skills of each of the current Nominees.

Skills	Maurice Swan	R. Marc Bustin	Saurabh Handa	Candace MacGibbon	Alice Schroeder	Andy Tester	Jeanne Usonis	Justin Cochrane
Management and Leadership	✓	✓	✓	✓	✓		✓	✓
International Experience	✓	✓	✓	✓	✓		✓	✓
Board Experience	✓	✓	✓	✓	✓			✓
Governance	✓	✓	✓	✓	✓	✓	✓	✓
Technical Knowledge / Carbon Markets and Market Risk	✓	✓				✓	✓	✓
Corporate Development	✓	✓	✓	✓	✓		✓	✓
Legal	✓				✓			✓

Human Resources/ Compensation	✓	✓	✓	✓		✓	✓
Financial Acumen	✓	✓	✓	✓	✓	✓	✓
Sustainable Development	✓	✓		✓	✓	✓	✓
Health and Safety		✓		✓	✓	✓	✓
Government Relations	✓	✓	✓	✓		✓	✓
Communication and Stakeholder Engagement	✓	✓	✓	✓	✓	✓	✓
Information Technology / Cyber-security		✓	✓	✓	✓	✓	✓
Ethics and Compliance Risk Management	✓	✓	✓	✓	✓		✓

### Recruitment and Nomination of Directors

The Corporate Governance and Nominating Committee has responsibility for leading the process for identifying and recruiting potential Board candidates. In determining to recommend a potential Board candidate to be nominated the Corporate Governance and Nominating Committee considers the competencies and skills described above, the other experience and skills of the individual. In addition, the Corporate Governance and Nominating Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence, size of the Board and other factors. Members of the Board and representatives in the industry sector and carbon markets are consulted for possible candidates.

The Company's management is continually in contact with individuals involved with public sector issuers. From these sources, management has made numerous contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board. The Company conducts due diligence and reference on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, integrity of character and a willingness to serve.

### Compensation of Directors and Officers

Please refer to the comprehensive discussion contained within the *"Executive Compensation — Compensation Discussion and Analysis and Oversight of Compensation"* section of this Circular for information regarding compensation of the NEOs.

For specific details regarding compensation of the Directors, please refer to the *"Executive Compensation — Compensation Discussion and Analysis and Oversight of Compensation — Summary of Compensation"* section of this Circular.

### Majority Voting Policy

The Company has adopted a majority voting policy which requires that any nominee for Director who receives a greater number of votes withheld than for his or her election shall tender his or her resignation to the Chair of the Board following the meeting of Shareholders at which the Directors are elected. This policy only applies to uncontested elections, meaning elections where the number of nominees for Director is equal to the number of Directors being elected. The Corporate Governance and Nominating Committee and the Board shall consider the resignation, and whether or not it should be accepted. In doing so, the Corporate Governance and Nominating Committee shall accept the resignation, absent

exceptional circumstances (such as the effect such resignation may have on the Company's ability to comply with applicable corporate or securities law requirements, applicable regulations, corporate governance rules or policies or commercial agreements regarding the composition). The nominee shall not attend any committee or Board deliberations pertaining to the consideration of the resignation. Resignations are expected to be promptly accepted except in situations where extraordinary circumstances warrant the applicable Director continuing to serve as a member of the Board. The Board shall disclose its election decision, via press release, within 90 days of the applicable meeting at which Directors were elected.

Subject to any applicable corporate law restrictions or requirements and the articles of the Company, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting of Shareholders. Alternatively, it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of Shareholders, or it may call a special meeting of Shareholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

### **Diversity and Representation of Women on the Board**

The Company is committed to creating and maintaining a culture of workplace diversity. Management of the Company will promote a work environment that values and utilizes the contributions of women and men, equally, with a variety of backgrounds, experiences and perspectives. The Sustainability Committee is responsible for overseeing employee diversity and engagement. The Sustainability Committee receives regular reports from management on composition and inclusion and diversity initiatives. The Corporate Governance and Nominating Committee is responsible for annually reviewing and assessing the size, composition and operation of the Board. The Board has adopted a Board Diversity Policy which formally sets out the commitment of the Company to maintain a Board comprised of talented and dedicated directors with a diverse mix of experience, skills and backgrounds reflecting the strategic needs and diversity of the Corporation and its stakeholders. The Board Diversity Policy includes a target to maintain a Board composition in which at least 30% of the directors are women. The Corporate Governance and Nominating Committee will monitor the effectiveness of the Board Diversity Policy at least annually and through ongoing discussions with management and review of diversity within the Company at both the Board and employee level.

As at the date of this Circular, there are three female Directors on the Board (37.5%) and there is one female executive officer (20%). The Company is similarly focused on seeking the most qualified individuals with skills and experience that will be of greatest benefit to the Company, with gender being only one of many factors taken into consideration when evaluating individuals for senior management positions. This approach is believed to be in the best interests of the Company and its stakeholders.

### **Sustainability**

The Company aims to accelerate a net-zero future by scaling high-integrity carbon credit projects to advance global climate action and additional United Nations Sustainable Development Goals. The Company provides capital to carbon projects globally, primarily by entering into or acquiring streaming, royalty or royalty-like arrangements for the purchase of carbon credits from the underlying project and generate revenue from the sale of these carbon credits. Through the use of these financing arrangements, the Company seeks to align its strategic interests with those of project partners to create

long-term relationships built on a shared commitment to sustainability and accountability, and helps position the Company as a trusted source for buyers seeking high-quality carbon credits.

The Company currently has carbon credit streams and royalties related to over 20 projects around the world, including projects involving nature-based solutions, the distribution of fuel-efficient cookstoves and water purification devices, waste avoidance and energy efficiency, agricultural methane avoidance, and biochar carbon removal. The Company focuses on projects that have a positive impact on the environment, local communities, and biodiversity (“**Co-Benefits**”), in addition to their carbon reduction or removal potential. From 2012 to early 2020, the Company was inactive.

The Company is committed to operating in a sustainable manner to create long-term value for our stakeholders and recognizes the importance of a strong Environmental, Social and Governance (“**ESG**”) framework to support this goal. The Company is a participant of the United Nations Global Compact and adheres to its principles-based approach to responsible business.

The Company has an ESG Policy, which articulates the environmental, social and governance standards for management, and has created an impact investing policy which articulates the Company’s approach to allocation of capital, focusing on projects that have a positive impact on the environment, local communities, and biodiversity.

During 2022, the Company continued to enhance its ESG framework by engaging sustainability consultants to assist in calculating a greenhouse gas emissions footprint for Scopes 1, 2 and partial 3 emissions and to conduct a materiality exercise with senior management to align high priority ESG topics. The Company also delivered its first Sustainability Report in November 2022. This report, which we expect to update annually, details ESG priorities and progress, including qualitative and, where feasible, quantitative impact metrics.

### **Ethical Business Conduct**

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations, providing guidance to management to help them recognize and deal with ethical issues, promoting a culture of open communication, honesty and accountability and ensuring awareness of disciplinary action for violations of ethical business conduct. In connection with its commitment to ensuring the ethical operation of the Company, the Board has adopted a code of business conduct and ethics (the “**Code**”), a copy of which is available under the Company’s profile at [www.sedar.com](http://www.sedar.com) and on the Company’s website. Any reports of variance from the Code are to be reported to the Board and/or Audit Committee.

The Board will monitor compliance with the Code through reports of management to the Audit Committee and requires that all Directors, officers and employees provide an annual certification of compliance with the Code. A Director who has a material interest in a matter before the Board or any committee on which he or she serves is required to disclose such interest as soon as the Director becomes aware of it. In situations where a Director has a material interest in a matter to be considered by the Board or any committee on which he or she serves, such Director may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. Directors will also be required to comply with the relevant provisions of the *Business Corporations Act* (British Columbia) regarding conflicts of interest.

## **Whistleblower Policy**

The Board has also adopted a whistleblower policy to provide employees, officers, directors, clients and contractors with the ability to report, on a confidential and anonymous basis, any violation within the Company including (but not limited to), criminal conduct, falsification of financial records or unethical conduct. The Board believes that providing a forum for employees, clients, contractors, officers and Directors to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness fosters a culture of ethical conduct. A copy of the Whistleblower Policy is available on Company's website.

## **Stakeholder Engagement**

The Board believes in the importance of constructive and meaningful communication with Shareholders. The Company achieves accountability and communication with Shareholders through the following activities:

- annual meeting of shareholders;
- news releases;
- quarterly earnings conference calls to present quarterly results;
- corporate and investor relations websites;
- attendance at industry-related and investor-focused conferences; and
- investors' e-mail address: [investors@carbonstreaming.com](mailto:investors@carbonstreaming.com)

The Board also believes it is important to communicate with Shareholders on matters of importance to them. Shareholders may contact any director, the independent directors as a group, the Board or any committee of the Board, through the Chair of the Board by mail (delivering a sealed envelope or email marked "**Confidential**") at the following address: 155 University Avenue, Suite 1240, Toronto, Ontario, Canada, M5H 3B7 or by email: [legalnotices@carbonstreaming.com](mailto:legalnotices@carbonstreaming.com)

The Company recognizes the value of community engagement at both the local and global level to achieve business outcomes and advance the United Nations' Seventeen Sustainable Development Goals. The Company promotes community building through the following activities:

- member to the International Emissions Trading Association;
- member of the Carbon Business Council;
- signatory to the UN Global Compact; and
- member of the Canadian Business for Social Responsibility (CBSR) and member of the Green Business Bureau.

## **Additional Information**

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### **Indebtedness of Directors, Executive Officers and Others**

None of the Company's Directors, Nominees for Director, executive officers or employees, or former Directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the six month period ended December 31, 2022, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of any of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company or any of its subsidiaries.

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

Other than as set forth in this Circular and except for the fact that certain Directors and officers are Shareholders, no informed person (as defined in NI 51-102) of the Company or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial period or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

### **Interest of Certain Persons or Companies in Matters to be Acted Upon**

Other than the election of Directors, no: (a) person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial period; (b) proposed Nominee for election as a Director of the Company; or (c) associate or affiliate of a person in (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

### **Other Information**

Additional information relating to the Company can be found at the Company's website at [www.carbonstreaming.com](http://www.carbonstreaming.com) and on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's audited consolidated financial statements and related MD&A for its most recently completed financial period for the six month period ended December 31, 2022 which are filed on SEDAR. Shareholders may contact the Company by phone at +1-647-846-7765 or by e-mail at [info@carbonstreaming.com](mailto:info@carbonstreaming.com) to request copies of these documents.

### **Directors' Approval**

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The contents of this Circular and the sending thereof to Shareholders have been approved by the Board.

**DATED** at Toronto, Ontario this 21<sup>st</sup> day of April, 2023

**BY ORDER OF THE BOARD OF DIRECTORS OF  
CARBON STREAMING CORPORATION**

*(signed) Justin Cochrane*

Justin Cochrane  
Chief Executive Officer and Director

**APPENDIX "A"**  
**BOARD MANDATE**





## BOARD MANDATE

The members of the board of directors (respectively, the “**Directors**” and the “**Board**”) have the responsibility to oversee the conduct of the business of Carbon Streaming Corporation (the “**Corporation**”) and to oversee the activities of management who are responsible for the day-to-day conduct of the business.

### **Section 1      Composition**

The Board shall be comprised of a majority of independent directors (and at a minimum, at least three independent Directors). The definition of independence is as provided by applicable law and stock exchange listing standards. No Director will be considered independent unless the Director has no “material relationship” (as such term is defined in National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators) with the Corporation, either directly or indirectly as a partner, shareholder or officer of an organization that has a relationship with the Corporation.

The Board shall appoint a Chair from among its members. The role of the Chair is to act as the leader of the Board, to manage and coordinate the activities of the Board and to oversee execution by the Board of this written mandate. If the Chair is not independent, a majority of the Board’s independent Directors shall appoint (and if the Chair is in a conflict of interest with respect to a particular matter or matters, a majority of the Board’s independent Directors may appoint) an independent lead Director from among the Directors, who will be responsible for ensuring that the Directors who are independent (or non-conflicted) and management have opportunities to meet without management and non-independent (or conflicted, as applicable) Directors, as required, and will assume such other responsibilities as the independent Directors may designate in accordance with any applicable position descriptions or other applicable guidelines that may be adopted by the Board from time to time.

The Board may, from time to time, engage consultants or members of the Corporation’s management team that are not directors of the Corporation, and these persons may attend meetings or portions of meetings as invited guests of the Board.

### **Section 2      Operation**

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility of managing its own affairs including selecting its Chair, nominating candidates for election to the Board, constituting Committees of the full Board and determining Director compensation. Subject to the Corporation’s Articles and the *Business Corporations Act* (British Columbia), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to Committees of the Board.

The full Board considers all major decisions of the Corporation, except that certain analyses and work of the Board will be performed by standing Committees empowered to act on behalf of the Board. The Corporation may have a number of standing Committees, including the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Sustainability Committee, and has the authority to appoint other committees to steward certain other matters.

Each Committee shall operate according to the mandate approved by the Board and outlining its duties, responsibilities and the limits of authority delegated to it by the Board. The Board shall review and reassess the adequacy of the mandate of each Committee on a regular basis and, with respect to the Audit Committee, at least once a year.

The Chair of the Board shall annually propose the leadership and membership of each Committee. In preparing recommendations, the Chair of the Board will take into account the preferences, skills and experience of each Director. Committee Chairs and members are appointed by the Board at the first Board meeting after the annual shareholder meeting or as needed to fill vacancies during the year.

The Board will hold four regularly scheduled meetings each year. The Board shall meet at the end of its regular quarterly meetings without members of management being present, and as the Board otherwise deems necessary at non-regularly scheduled meetings. Special meetings will be called as necessary.

Directors are expected to attend all Board meetings and all Committee meetings where such Director is a member of such Committee, although it is understood that conflicts may occasionally arise that prevent a Director from attending a meeting. Attendance in person at Board meetings and Committee meetings is preferred, but attendance by teleconference or other electronic communication established by the Board or such Committee is permitted.

In advance of each regular Board and Committee meeting and, to the extent feasible each special meeting, information and presentation materials relating to matters to be addressed at the meeting will be distributed to each Director. It is expected that each Director will review presentation materials in advance of a meeting.

The Chair of the Board presides at all meetings of the Board and shareholders. Minutes of each meeting shall be prepared by the Corporate Secretary (or in his or her absence, a secretary who has been appointed for the purposes of the meeting). The Chief Executive Officer (the "CEO"), if he or she is not a Director, shall be available to attend all meetings of the Board or Committees of the Board upon invitation by the Board or any such Committee. Members of management and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Board. Following each meeting, the Corporate Secretary will promptly report to the Board by way of providing draft copies of the minutes of the meetings. Supporting schedules and information reviewed by the Board at any meeting shall be available for examination by any Director upon request to the CEO or Corporate Secretary.

### **Section 3        Responsibilities**

The Board is responsible under law to supervise the management of the business and affairs of the Corporation. In broad terms the stewardship of the Corporation involves the Board in strategic planning, risk identification, management and mitigation, senior management determination and succession planning, communication planning and internal control integrity.

### **Section 4        Specific Duties**

Without limiting the foregoing, the Board shall have the following specific duties and responsibilities:

#### **(1)        Legal Requirements**

- (a) The Board has the oversight responsibility for meeting the Corporation's legal requirements and for approving and maintaining the Corporation's documents and records;
- (b) The Board has the statutory responsibility to:
  - (i) manage or supervise the management of the business and affairs of the Corporation;
  - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
  - (iii) exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
  - (iv) act in accordance with its obligations contained in the *Business Corporations Act* (British Columbia) and the regulations thereto, the Corporation's Articles, and other relevant legislation and regulations.
- (c) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
  - (i) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
  - (ii) the filling of a vacancy among the Directors;
  - (iii) the issuance of securities;
  - (iv) the declaration of dividends;
  - (v) the purchase, redemption or any other form of acquisition of shares issued by the Corporation;
  - (vi) the payment of a commission to any person in consideration of his or her purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
  - (vii) the approval of management proxy circulars;
  - (viii) the approval of any take-over bid circular or directors' circular; and
  - (ix) the approval of annual financial statements of the Corporation.

(2) **Strategy Determination**

The Board has the responsibility to adopt a strategic planning process for the Corporation and to participate with management directly or through its Committees in approving goals and the strategic plan

for the Corporation by which the Corporation proposes to achieve its goals. Review of the ESG Policy and Impact Investing Policy on an annual basis should also form part of the strategic review process. The Board shall monitor the implementation and execution of the tasks constituent to the corporate strategy.

To be effective, the strategy will result in creation of value over the long term while always preserving the Corporation's ability to conduct its business while balancing the interests of its various stakeholders. For the purpose of this clause, "stakeholder" will mean any party, group or institution whose reasonable approval is required for the Corporation to execute its Board approved strategy.

**(3) Managing Risk**

The Board has the responsibility to identify and understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to establish systems to monitor and manage those risks with a view to the long-term viability of the Corporation. It is the responsibility of management to ensure that the Board and its Committees are kept well informed of changing risks. The principal mechanisms through which the Board reviews risks are through the execution of the duties of its Committees and through the strategic planning process. It is important that the Board understands and supports the key risk decisions of management.

**(4) Appointment, Training and Monitoring Senior Management**

The Board has the responsibility to:

- (a) appoint the CEO and establish a description of the CEO's responsibilities and other senior management's responsibilities, monitor and assess the CEO's performance, determine the CEO's compensation, and provide advice and counsel in the execution of the CEO's duties;
- (b) approve the remuneration of the Corporation's senior management; and
- (c) monitor the development and implementation for the training and development of management and for the orderly succession of management.

**(5) Reporting and Communication**

The Board has the responsibility to:

- (a) ensure compliance with the reporting obligations of the Corporation, including that the financial performance of the Corporation is properly reported to shareholders, other security holders and regulators on a timely and regular basis;
- (b) recommend to shareholders of the Corporation a firm of certified professional accountants to be appointed as the Corporation's independent auditor;
- (c) ensure that the financial results of the Corporation are reported fairly and in accordance with generally accepted accounting principles;

- (d) ensure the timely reporting of any change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the common shares of the Corporation;
- (e) establish a process for direct communications with shareholders and other stakeholders through appropriate Directors, including through a Whistleblower Policy; and
- (f) ensure that the Corporation has in place a policy to enable the Corporation to communicate effectively with its shareholders and the public generally.

(6) **Monitoring and Acting**

The Board has the responsibility to:

- (a) establish policies and processes for the Corporation to operate at all times within applicable laws and regulations to the highest ethical and moral standards (advancing the interests of the Corporation, including the pursuit of differentiating performance in meeting the reasonable needs of all stakeholders of the Corporation);
- (b) ensure that management has and implements procedures to comply with, and to monitor compliance with, significant policies and procedures by which the Corporation is operated;
- (c) monitor the Corporation's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (d) take action when performance falls short of its goals and objectives or when other special circumstances warrant or when changing circumstances in the business environment create risks or opportunities for the Corporation;
- (e) approve annual (or more frequent, as the Board feels to be prudent from time to time) operating and capital budgets and review and consider amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business that may significantly impact the value of or opportunities available to the Corporation; and
- (f) implement internal control and information systems and to monitor the effectiveness of same so as to allow the Board to conclude that management is discharging its responsibilities with a high degree of integrity and effectiveness. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

(7) **Governance**

The Board has the responsibility to:

- (a) develop a position description for the Chair of the Board;
- (b) facilitate the continuity, effectiveness and independence of the Board by, among other things:

- (i) appointing from among the Directors an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Sustainability Committee, and such other committees as the Board deems appropriate;
- (ii) defining the mandate, including both responsibilities and delegated authorities, of each Committee of the Board;
- (iii) establishing a system to enable any Director to engage an outside adviser at the expense of the Corporation;
- (iv) ensuring that processes are in place and are utilized to assess the effectiveness of the Chair of the Board, the Board as a whole, each Director, each Committee and each Committee's Chair;
- (v) reviewing annually the composition of the Board and its Committees and assess Directors' performance on an ongoing basis, and propose new members to the Board; and
- (vi) reviewing annually the adequacy and form of the compensation of the Directors.

#### **Section 5 Director Orientation and Continuing Education**

New Directors will be provided with an orientation to, among other things, fully understand the role of the Board and its committees, the contribution individual directors are expected to make, and the nature and operation of the Corporation's business.

Directors will also be provided continuing education opportunities so that individual directors may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current.

#### **Section 6 Conflicts of Interest**

- (a) Directors have a duty to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Each Director serves in his or her personal capacity and not as an employee, agent or representative of any other company, organization or institution, even if the Director is employed by a shareholder or any other entity which does business with the Corporation.
- (b) A Director shall promptly disclose to the Chair of the Board any circumstances such as an office, property, duty or interest, which might create a conflict or perceived conflict with that Director's duty to the Corporation or proposed contract or transaction of or with the Corporation.
- (c) The disclosures contemplated in paragraphs (b) and (c) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any Committee of the Board, or if the perception of a possible conflict arises at another time then the disclosure shall occur by e-mail to the other Directors immediately upon

