Notice of Meeting and Management Information Circular Relating to the Annual General Meeting of Shareholders of Monarch Mining Corporation to be Held on December 15, 2021

Place and Meeting Format: Monarch Mining Corporation (the "**Corporation**") will hold its Annual General Meeting of Shareholders (the "**Meeting**") in a virtual-only format conducted via live audio webcast online at https://meetnow.global/MLXC6ZA.

Attending the Meeting: You will not be able to physically attend the Meeting. Inside the management information circular (the "**Circular**") you will find important information on how to participate at our virtual-only Meeting. For information on how shareholders may attend and vote at the virtual-only meeting, see "Voting Information – Instructions for the Virtual Meeting". Even if you plan on attending the Meeting, we nonetheless recommend that you vote prior to the Meeting in order to tabulate your vote in advance.

Date: Wednesday, December 15, 2021

Time: 9:00 a.m. (Eastern Time)

Record Date: The record date for the determination of the shareholders of the Corporation entitled to receive notice of and vote at the Meeting is November 10, 2021.

Meeting Agenda: The meeting agenda and the matters to be voted on are listed on the notice of meeting.

Voting by Proxy: You will need to have your proxy form, or voting instruction form, and follow the information thereon to vote. **In order to ensure that the greatest possible number of common shares are represented at the Meeting, shareholders are strongly encouraged to vote by proxy.**

Proxy Voting Deadline: To ensure your vote is counted, please vote by 5:00 p.m. (Eastern Time) on December 13, 2021.

[Pour recevoir la documentation en français : Pour recevoir l'avis de convocation à l'assemblée, la circulaire de sollicitation de procurations par la direction et le formulaire de procuration pour l'assemblée en français, prière de contacter la Société par courriel à l'adresse suivante : info@monarchmining.com ou encore consulter lesdits documents sous le profil de la Société sur le site Web de SEDAR à www.sedar.com]

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MONARCH MINING CORPORATION

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

To the shareholders of Monarch Mining Corporation:

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders of Monarch Mining Corporation (the "**Corporation**" or "**Monarch**") will be held solely by means of remote communication on Wednesday December 15, 2021 at 9:00 a.m. (Eastern Time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the 232-day period ended June 30, 2021 and the external auditors' report thereon;

2. to elect the following directors to serve for the ensuing year: Michel Bouchard, Guylaine Daigle, Laurie Gaborit, Jean-Marc Lacoste and Christian Pichette;

3. to appoint KPMG LLP as the external auditors of the Corporation and to authorize the directors to set the auditors' compensation; and

4. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The management information circular (the "**Circular**") and proxy form for the Meeting are attached to this notice. The Circular provides additional information relating to the matters to be addressed at the Meeting and how to vote your shares. Only shareholder of record as of the close of business on November 10, 2021 will be entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

To address potential issues arising from the public health impact of COVID-19, comply with applicable public health directives that may be in force at the time of the Meeting, and to limit and mitigate risks to the health and safety of our communities, Monarch shareholders, employees, directors and other stakeholders, the Corporation will be holding the Meeting in a virtual only format conducted via live audio webcast at https://meetnow.global/MLXC6ZA. Shareholders will not be able to physically attend the Meeting. Inside the Circular, you will find important instructions about how to participate at the virtual Meeting.

In order to attend, participate, vote or ask questions at the Meeting, shareholders of the Corporation whose shares are registered in the books of the Corporation (the "**Registered Shareholders**") or duly appointed and registered proxyholders must have a valid username. Guests are welcome to attend the live audio webcast but will be unable to participate in or vote at the virtual Meeting. To join as a guest, please visit the Meeting online at https://meetnow.global/MLXC6ZA and select "Join as a Guest" when prompted.

Registered Shareholders who are unable to be present at the virtual Meeting are requested to complete, date and sign the enclosed proxy form and return it in the envelope provided for this purpose. To be used at the Meeting, the proxies must be received by the transfer agent and registrar of the Corporation (Computershare Investor Services Inc., attention: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1) no later than 5:00 p.m., Eastern Time, on Monday, December 13, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the date and time to which the Meeting has been rescheduled if it has been adjourned or postponed. The Registered Shareholders may also exercise their voting rights (i) by calling the toll-free number indicated on the proxy form (ii) by going to the following website: www.investorvote.com using the control and access numbers printed on the proxy form or (iii) by scanning the QR code indicated on the proxy form with their smartphones.

Non-registered shareholders (being shareholders whose common shares are registered, on their behalf, in the name of an intermediary such as a bank, trust company, securities dealer or broker, trustee or administrator of a self administered registered retirement savings plan, registered retirement income fund, registered education savings plan or similar plan) (each, a "**Non-Registered Shareholder**") must carefully follow the instructions of their intermediary to arranged for due appointment of themselves as proxyholder to be able to attend, participate or vote at the Meeting. Proxyholders will also need to be registered with Computershare Investor Services Inc. in advance of the Meeting to receive a username to be able to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting (including Non-Registered Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) must submit their duly completed proxy or VIF and register the proxyholder. See the Circular under "Instructions for the Virtual-only Meeting".

Saint-Sauveur, Québec, November 9, 2021

By order of the Board,

(s) Jean-Marc Lacoste

Jean-Marc Lacoste
President and Chief Executive Officer

MANAGEMENT PROXY CIRCULAR

A. VOTING INFORMATION

PROXY SOLICITATION

This management proxy circular (the "**Circular**") is provided in the context of a solicitation of proxies by the management of Monarch Mining Corporation (the "**Corporation**" or "**Monarch**") for use at the annual general meeting of the shareholders of the Corporation (the "**Meeting**") to be held in a virtual-only format, which will be conducted via live audio webcast at https://meetnow.global/MLXC6ZA on Wednesday December 15, 2021 at the time and for the purposes set forth in the foregoing notice of Meeting (the "**Notice**") and at any adjournment thereof.

In the Circular, unless otherwise indicated, the financial information set out is dated as at June 30, 2021 while all other information set out is dated as at November 9, 2021. All dollar amounts indicated herein are stated in Canadian dollars.

A summary of the information shareholders will need to attend the Meeting online is provided below. A guide to how to login to, and vote at, the Meeting was mailed to registered shareholders together with this Circular and can be found on the Corporation's profile at www.SEDAR.com.

The enclosed proxy is being solicited by the management of the Corporation. While proxies will be mainly solicited by mail, certain directors, officers and employees of the Corporation may solicit them directly in person, by telephone, or by other means of electronic communication, but without additional compensation. The Corporation may also mandate an external proxy solicitation agency to help therewith. The cost of solicitation will be assumed by the Corporation, and it is not expected to be significant. Arrangements will also be taken with brokerage firms and other receivers, trustees and agents for the forwarding of proxy solicitation documents to the beneficial owners of the Corporation's common shares in accordance with the provisions of *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**Regulation 54-101**").

INFORMATION FOR REGISTERED SHAREHOLDERS

Shareholders of the Corporation whose shares are registered in the books of the Corporation (the "**Registered Shareholders**") may exercise their rights by attending the virtual Meeting or by completing a proxy form. If you are unable to be present at the virtual Meeting, kindly complete, date and sign the enclosed proxy form and return it in the envelope provided for this purpose. To be used at the Meeting, the proxies must be received by the transfer agent and registrar of the Corporation (Computershare Investor Services Inc., attention: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1) no later than 5:00 p.m., Eastern Time, on Monday December 13, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the date and time to which the Meeting has been rescheduled if it has been adjourned or postponed. Registered Shareholders may also exercise their voting rights (i) by calling the toll-free number indicated on the proxy form (ii) by going to the following website: www.investorvote.com or (iii) by scanning the QR code indicated on the proxy form with their smartphones.

If you are a Non-Registered Shareholder of the Corporation, please refer to the section in the Circular entitled "Voting Information – Special Voting Instructions for the Benefit of Non-Registered Shareholders" for information on how to vote your shares.

Appointment of Proxyholders

The persons named as proxyholders in the enclosed proxy form are officers of the Corporation and have been chosen by the board of directors of the Corporation (the "**Board**"). A shareholder entitled to vote at the Meeting has the right to appoint another person than the persons named in the enclosed proxy form to attend the Meeting and act on his or her behalf. To exercise this right, the shareholder must insert the name of that person in the space provided for that purpose in the proxy form. A person named as proxyholder need not be a shareholder of the Corporation.

Proxies must be signed and sent by mail at the following address:

Computershare Investor Services Inc.
Attention: Proxy Department
100 University Avenue, 8th Floor,
Toronto, Ontario M5J 2Y1

The shareholder who is an individual must sign his or her name as it appears in the share ledger of the Corporation. If the shareholder is a corporate body, the proxy form must be signed by a duly authorized officer or representative of this corporate body. Also, for the shareholder who is a corporate body, any individual accredited by a certified resolution of the directors or management of this corporate body may represent the latter at the Meeting and may exercise all the shareholder's powers, without a proxy.

If the common shares are registered in the name of more than one owner, then all those registered should sign the proxy form. If the common shares are registered in the name of a liquidator, director or trustee, these persons must sign the exact name appearing in the ledger. If the common shares are registered in the name of a deceased shareholder, the name of the shareholder must be printed in block letters in the space provided for that purpose. The proxy form must be signed by the legal representative, who must print his or her name in block letters under his or her signature, and proof of his or her authority to sign on behalf of the shareholder must be appended to the proxy form.

Registered Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their proxy prior to registering their proxyholder. Registering the proxyholder is an additional step once the shareholder has submitted its proxy. Failure to register the proxyholder will result in the proxyholder not receiving a username to participate in the virtual Meeting. To register a proxyholder, shareholders MUST visit https://www.computershare.com/MonarchMining by 5:00 p.m. on Monday December 13, 2021 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an username via email.

For any item listed in the Notice, the persons named as proxyholders in the enclosed proxy form will exercise the voting rights attached to the common shares for which they have been nominated in accordance with the instructions received from the shareholders and including by means of a vote by ballot. If no specific instruction has been given by the shareholder, the voting rights attached to his or her common shares will be exercised in favour of adopting the items listed in the Notice. The persons named as proxyholders will have discretionary authority with respect to amendments or variations to matters identified in the Notice and other matters which may properly come before the Meeting provided that (i) the management of the Corporation is not aware within a reasonable time before the time the solicitation is made that any of those amendments, or other matters are to be presented for action at the Meeting and (ii) a specific statement is made in the Circular or in the form of proxy that the proxy is conferring such discretionary authority. However, the persons named as proxyholders may not have such discretionary authority to vote at any meeting other than the Meeting, or any adjournment thereof, neither to vote for the election of any person as a director of the Corporation unless a bona fide proposed nominee for that election is named in the Circular. As of the date of the Circular, the directors of the Corporation have no knowledge of any amendment to the items listed in the Notice nor of any other item that may be brought before the Meeting in due form.

SPECIAL VOTING INSTRUCTIONS FOR THE BENEFIT OF NON-REGISTERED SHAREHOLDERS

The information provided in this section is of considerable importance for many shareholders, because a large number of them hold common shares through securities brokers or their nominees and not in their own names. These Non-Registered Shareholders (also designated herein as "**Beneficial Owners**") must be aware of the fact that only proxies filed by shareholders whose names appear in the Corporation's ledger as registered holders of common shares may be recognized and may benefit from the right to vote at the Meeting. If the common shares are registered in a statement that is remitted to the shareholder by a broker, in almost all cases, these common shares will not be registered in the shareholder's name in the Corporation's ledger. These common shares will likely be registered in the name of the broker or its nominee. In Canada, the majority of these common shares are registered in the name of CDS & Co. (the nominee of CDS Clearing and Depository Services Inc.) which acts as a depository for a good number of Canadian brokerage firms. The voting rights attached to the common shares held by brokers or their nominees may be exercised only according to the Beneficial Owner's specific instructions. Brokers and their nominees are prohibited from exercising the voting rights attached to the common shares of their clients without specific voting instructions. In order for their common shares to be voted at the Meeting, Beneficial Owners must make sure that their specific instructions concerning the exercise of the voting rights attached to their common shares are conveyed to the appropriate person well before the Meeting.

Pursuant to Regulation 54-101, intermediaries and brokers must obtain voting instructions from Beneficial Owners before a meeting of shareholders. Each intermediary and broker has its own rules concerning the mailing and forwarding of voting instruction forms ("**VIFs**"), meeting notices, proxy circulars as well as all other documents sent to shareholders for a meeting. These rules must be carefully followed by Beneficial Owners to ensure that the rights attached to their common shares can be exercised at the Meeting. The VIF remitted to Beneficial Owners by the intermediary or the broker is often the same form as the one remitted to Registered Shareholders; however, its sole purpose is to obtain instructions for the intermediary or the broker on how to exercise the voting rights on behalf of the Beneficial Owner. The majority of intermediaries or brokers now delegate the responsibility of obtaining voting instructions from their clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge provides VIFs and mails them to the Beneficial Owners, and asks them to return the VIFs to Broadridge, or to call its toll-free number to exercise the voting rights attached to their common shares, or to go to its website at www.proxyvote.com to provide voting instructions. Broadridge then computes the results of all the voting instructions received and gives the appropriate instructions regarding the exercise of the voting rights attached to the common shares that will be represented at the Meeting. The Beneficial Owner who receives a VIF from Broadridge may not use such VIF to exercise the voting rights attached to his or her common shares directly at the Meeting. The VIF must be returned to Broadridge 48 hours before the Meeting so that the voting rights attached to the common shares can be exercised at the Meeting.

While a Beneficial Owner cannot be recognized directly at the Meeting for the purpose of exercising the voting rights attached to the common shares registered in the name of his or her broker or his or her broker's nominee, the Beneficial Owner may attend the Meeting as proxyholder for the registered shareholder and may, in this capacity, exercise the voting rights attached to the common shares. The Beneficial Owner wishing to attend the Meeting and indirectly exercise the voting rights attached to his or her common shares as proxyholders for the registered shareholder must enter his or her own name in the space provided in the VIF and return it to his or her broker (or his or her broker's nominee) in accordance with the instructions provided by the broker (or broker's nominee) before the Meeting and register themselves as proxyholder in accordance with the instructions below under "Instructions for the Virtual Meeting - Registering a Proxyholder". The Beneficial Owner can also write the name in the space provided in the VIF of someone else whom he or she wishes to attend the Meeting and vote on his or her behalf. In such event, the registration of such proxyholder will also be required. Unless prohibited by law, the person whose name is written in the space provided in the VIF will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in the VIF or the Circular. The Beneficial Owner may consult a legal advisor if he or she wishes to modify the authority granted to that person in any way.

According to Regulation 54-101, the Corporation distributed copies of the Notice, the Circular, and the VIF (collectively, the "**Meeting Materials**") to clearing agencies and intermediaries for onward distribution to non-objecting Beneficial Owners. The Corporation will pay for the distribution of Meeting Materials to objecting Beneficial Owners.

As permitted under Regulation 54-101, the Corporation has used a non-objecting Beneficial Owners list to send the Meeting Materials to the owners whose names appear on that list. The Meeting Materials were sent to both registered and non-registered owners of the common shares. If you are a non-registered owner, and the Corporation or its agent has sent the Meeting Materials directly to you, 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 these securities on your behalf. By choosing to send the Meeting Materials to you directly, the Corporation (and not the intermediary holding the securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

RIGHT TO REVOKE PROXIES

The shareholder who grants a proxy is at liberty to revoke such proxy by filing a written notice of revocation, including another proxy form indicating a later date, signed by the shareholder or his or her proxyholder duly authorized in writing. If the shareholder is a corporate body, this written notice of revocation and proxy form must be signed by a duly authorized officer or representative. The act appointing a proxyholder results in the revocation of any previous act appointing another proxyholder.

The written notice of revocation, including the proxy form, must be sent to (i) Computershare Investor Services Inc., attention: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by no later than the last one clear business day preceding the Meeting or of any adjournment thereof, (ii) at the head office of the Corporation located at 68, avenue de la Gare, Suite 205, Saint-Sauveur, Québec, J0R 1R0 on the last clear business day preceding the day of the Meeting or of any adjournment thereof, or (iii) the President of the Meeting on the day the Meeting is being held or on any adjournment thereof.

If as a Registered Shareholder you have already voted by proxy and you vote again during the online ballot during the Meeting, your online vote during the Meeting will revoke your previously submitted proxy. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the online ballot.

A Non-Registered Shareholder who has submitted voting instructions to an intermediary should contact its intermediary for information with respect to revoking its voting instructions.

INSTRUCTIONS FOR THE VIRTUAL-ONLY MEETING

Please read the following carefully as it contains important information related to the Corporation's virtual-only Meeting.

The Corporation will be holding the Meeting in a virtual-only format, which will be conducted via live audio webcast. Shareholders will not be able to physically attend the Meeting. **In order to attend, participate or vote at the Meeting, the procedures set out below must be followed**.

Registering a Proxyholder

Shareholders who wish to appoint a third-party proxyholder to virtually attend and participate at the Meeting as their proxy and vote their common shares MUST submit their proxy or VIF, as applicable, appointing such third-party proxyholder AND register the third-party proxyholder, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or VIF. Failure to register the proxyholder will result in the proxyholder not receiving a username to virtually attend, participate or vote at the Meeting.

Step 1: **Submit your proxy or VIF**: To appoint a third-party proxyholder, insert such person's name in the blank space provided in the form of proxy or VIF (if permitted) and follow the instructions for submitting such form of proxy or VIF. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or VIF. If you are a Non-Registered Shareholder located in the United States, you must also provide Computershare Investor Services Inc. with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional information.

Step 2: Register your proxyholder: To register a proxyholder, shareholders, **MUST** visit www.computershare.com/MonarchMining by 5:00 p.m. (Eastern Time) on Monday December 13, 2021 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the date and time to which the Meeting has been rescheduled if it has been adjourned or postponed) and provide Computershare Investor Services Inc. with the required proxyholder contact information, so that Computershare may provide the proxyholder with a username via email. **Without a username, proxyholders will not be able to virtually attend, participate or vote at the Meeting**.

If you are a Non-Registered Shareholder and wish to virtually attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the VIF sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading "Attending and Participating at the Meeting".

If you are a Non-Registered Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under "Attending and Participating at the Meeting", you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the VIF sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Computershare Investor Services Inc. at uslegalproxy@computershare.com, by the proxy deadline.

Attending and Participating at the Meeting

Registered Shareholders and duly appointed proxyholders will be able to access the Meeting online at https://meetnow.global/MLXC6ZA. Such persons may enter the Meeting by clicking "I have a login" and entering a username before the start of the Meeting:

- **Registered Shareholder**: The 15-digit control number located on the form of proxy is the username. If as a Registered Shareholder you are using your control number to access the Meeting and you accept the terms and conditions, you will be provided with the opportunity to vote by online ballot on the matters put forth at the Meeting. If you chose to vote online during the Meeting and you have previously submitted a proxy, your online vote will automatically revoke all previously submitted proxies for the Meeting. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the online ballot.

- **Duly appointed proxyholders:** Computershare Investor Services Inc. will provide the proxyholder with a username by email after the proxy voting deadline has passed.

Only Registered Shareholders and duly appointed and registered proxyholders will be entitled to attend, participate and vote at the Meeting. Non-Registered Shareholders who have not made arrangements for the due appointment and registration of themselves as proxyholder will not be able to attend, participate or vote at the Meeting.

If a corporation is a registered shareholder, a duly authorized officer of the corporation may attend on its behalf, but such officer must have the username provided to the corporation in order to login to the Meeting.

If you attend the virtual Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. You should allow ample time to check into the Meeting and complete the related online procedures.

QUORUM

Under the Corporation's general by-laws and subject to the provisions of the *Canada Business Corporations Act* and any regulation or order adopted thereunder, the quorum required for a shareholder meeting is reached when one or more persons holding or representing 10% of the voting rights that may be exercised at a meeting of shareholders are in attendance or are represented by proxy.

The quorum must be reached at the opening of the shareholder meeting so that it is regularly constituted even if the quorum is not maintained during the course of such meeting.

PERSONS CONCERNED WITH CERTAIN ITEMS ON THE AGENDA

No director or executive officer of the Corporation at any time since the beginning of the Corporation's last fiscal year, no proposed nominee for election as a director of the Corporation, neither any associate nor affiliate of any such persons have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any items on the Meeting agenda.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The Corporation's authorized capital is made up of an unlimited number of common shares without par value. As of the date of the Circular, 78,039,009 common shares were issued and outstanding. The holders of common shares have the right to vote at any shareholder meeting. Only shareholders registered in the Corporation's ledger at the close of business on November 10, 2021 have the right to receive the Notice. They also have the right to vote at the Meeting and any adjournment thereof, if they are present or represented by a proxyholder.

To the knowledge of the Corporation's directors or executive officers, as of the date of the Circular, the only person, directly or indirectly, that beneficially owned, or controlled or directed, voting securities carrying 10% or more of the voting rights attached to any class of outstanding securities of the Corporation was the following:

Shareholder Name	Number of Common Shares Held	Percentage of Issued and Outstanding Common Shares
Alamos Gold Inc.	8 793 640	11.27%

B. ITEMS ON MEETING AGENDA

PRESENTATION OF FINANCIAL STATEMENTS

The Corporation's consolidated financial statements for the 232-day period ended June 30, 2021, and the external auditors' report thereon will be presented to the Meeting but will not be subject to a vote. The financial statements and management's discussion and analysis for the 232-day period ended June 30, 2021, are available on the Corporation's website (www.monarchmining.com) and under the Corporation's profile on the SEDAR website (www.sedar.com).

ELECTION OF DIRECTORS

The Corporation's articles of incorporation specify that the Board may be composed of a minimum of three and a maximum of ten directors. The Corporation's general by-laws specify that the directors are elected by the shareholders at the annual meeting of the Corporation and remain in office until the election of their successor, unless they resign or their office becomes vacant. A director whose term of office ends may be re-elected.

The Corporation's management deems that all nominees will be capable of acting as directors. The Corporation's management has not been notified of any nominee who no longer wishes to serve in this capacity. The proxy form or the VIF does not grant a discretionary power to elect a director of the Corporation unless a proposed nominee is designated in the Circular.

A majority vote policy is in effect for purposes of electing director nominees. For additional information on this topic, please see Section C of the Circular entitled the "The Board", hereinafter.

The Board proposes the following five individuals as nominees for directorship. Each of the nominees proposed by the Board is presently a director of the Corporation.

Michel Bouchard
Guylaine Daigle
Laurie Gaborit
Jean-Marc Lacoste
Christian Pichette

Unless the shareholders provide instruction to the contrary or in the absence of specific instruction in this respect, the persons named as proxyholders in the enclosed proxy form intend to vote FOR the election of the nominees for directorship listed above.

APPOINTMENT OF EXTERNAL AUDITORS AND AUTHORIZATION GIVEN TO DIRECTORS TO SET THEIR COMPENSATION

The external auditors of the Corporation are KPMG LLP ("**KPMG**"). KPMG has been the external auditors of the Corporation since its incorporation on November 11, 2020.

The Audit Committee and the Board recommend that the mandate of KPMG be renewed until the Corporation's next annual meeting of shareholders or until a successor is nominated. To be validly adopted, the resolution concerning the renewal of KPMG's mandate must be adopted by a simple majority of the votes cast by the shareholders present or represented by proxyholder at the Meeting.

The shareholders' approval will also authorize the Board to set the external auditors' compensation.

Unless the shareholders provide instruction to the contrary or in the absence of specific instruction in this respect, the persons named as proxyholders in the enclosed proxy form intend to vote FOR the appointment of KPMG as external auditors of the Corporation until the adjournment of the next annual meeting of shareholders and authorize the directors to set their compensation.

C. THE BOARD

BIOGRAPHICAL NOTES

The following table provides certain information concerning each nominee for directorship: name, province, country of residence, position held, as the case may be, with the Corporation. It also provides the position held with the committees of the Board of the Corporation, the month and year in which the nominee became a director of the Corporation, the nominee's current principal occupation, business or employment and the number of securities of each class of voting securities of the Corporation that the nominee beneficially owns, controls or directs, directly or indirectly, as at the date of the Circular.

Jean-Marc Lacoste Québec, Canada President and Chief Executive Officer of the Corporation since November 2020 Director of the Corporation since November 2020 Not Independent **Number of common shares held: 1,006,000** (1)	Jean-Marc Lacoste earned a bachelor's degree in Economics from McGill University in Montréal. In 1993, Mr. Lacoste started a career in finance at the Montréal Stock Exchange where he worked for National Bank Financial and, subsequently, Merrill Lynch Canada Inc. In 2000, he left Montréal for Toronto to join Northland Power Inc., a wind power energy corporation, as Vice President of Acquisitions. He returned to Montréal in 2002 where he joined the boards of a few public and private corporations. From October 2004 to December 2010, he took a major role in Golden Goose Resources Inc., a corporation principally engaged in mineral exploration and acquisition, where he became President, Chief Executive Officer and Chairman of the board of directors. Since December 2010, he is the President of Lacoste International Inc., a holding corporation specialized in the management of corporations. From April 2012 to January 2021, he was Director of Monarch Gold Corporation, a mining company, where he became President and Chief Executive Officer in October 2012.
Michel Bouchard Québec, Canada Director of the Corporation since November 2020 Chairman of the Board of the Corporation since November 2020 Member of the Audit Committee of the Corporation Independent **Number of common shares held: 261,773** (2)	Michel Bouchard is a geologist and earned a bachelor's and master's degree in Geology from Montréal University and a master's degree in Business Administration (MBA) from HEC Montréal. Mr. Bouchard, who has been involved in the exploration, development and production aspects of the mining sector for over 30 years, brings a wealth of knowledge and experience with him. Mr. Bouchard was President and Chief Executive Officer of Cadiscor Resources Inc., a mining corporation, from May 2006 to May 2009, Vice President, Exploration and Development for North American Palladium Ltd., a corporation specialized in the mining sector, from May 2009 to November 2011, and President and Chief Executive Officer of Clifton Star Resources Inc., a corporation specialized in the mining industry, from November 2011 to April 2016. Mr. Bouchard is also a Director of Cartier Resources Inc. since May 2013 and a Director of Sirios Resources Inc. since September 2016, and has been a Director and Senior Officer of several public corporations in the mining sector, including Director of Monarch Gold Corporation from December 2012 to January 2021, and Director of First Mining Gold Corp. from April 2016 to April 2020.

Guylaine Daigle Québec, Canada *Director of the Corporation since November 2020* *Chair of the Audit Committee of the Corporation* *Member of the Human Resources, Compensation and Nominating Committee of the Corporation* Independent **Number of common shares held: 28,990**	Guylaine Daigle is a chartered accountant and earned a bachelor's degree in Accounting Sciences from the *Université du Québec en Abitibi-Témiscamingue.* She is a member of the *Ordre des comptables professionnels agréés du Québec* (Quebec CPA Order). Ms. Daigle has over 25 years of experience in financial management, primarily in the mining industry. Ms. Daigle has held financial management positions with Deloitte, Ross-Finlay 2000 Inc. and McWatters Mines Inc. as well as auditor positions with accounting firms. Ms. Daigle has been Vice President, Finance of G4 Drilling Ltd., a diamond drilling company, since December 2006; of CCL Drilling (1993) Inc., a drilling and blasting company, since May 2015; and of G4 R&D Inc., a machine shop specializing in drilling and forestry, since November 2012. Ms. Daigle is a shareholder and Director of the Val-d'Or Foreurs and a Director of *Fondation du Centre Hospitalier de Val-d'Or*. She was a Director of Monarch Gold Corporation, a mining company, from April 2020 to January 2021.
Laurence (Laurie) Gaborit Ontario, Canada Director of the Corporation since November 2020 *Member of the Human Resources, Compensation and Nominating Committee of the Corporation* Independent **Number of common shares held: 52,372**	Laurie Gaborit is a geologist and earned a bachelor's degree in Science in Geology (Honours). Ms. Gaborit has over 30 years of combined work experience in mineral exploration and investor relations and corporate communications. Ms. Gaborit started her career as a geologist for Aur Resources Inc., Cambior Inc. and Romarco Minerals Inc. Most recently, she was Vice President, Investor Relations at Detour Gold Corporation. She was a key member of the management team from the company's initial public offering in 2007 to its successful transformation from an exploration company to intermediate gold producer within a seven-year period, with a commensurate increase in market capitalization from $120 million to over $3 billion during that time period. In 2019, Ms. Gaborit was the recipient of the CIRI Belle Mulligan Award for leadership in investor relations. She is the Vice President, Investor Relations at Dore Copper Mining Corp. since September 2020. Mrs. Gaborit currently serves on the Board of Gold Terra Resource Corp. and the Canadian Investor Relations Institute (CIRI). She was a Director of Monarch Gold Corporation, a mining company, from October 2019 to January 2021.

Christian Pichette Québec, Canada Director of the Corporation since November 2020 Chairman of the Human Resources, Compensation and Nomination Committee of the Corporation Member of the Audit Committee of the Corporation Independent **Number of common shares held: 203,325**	Christian Pichette is an engineer and earned a bachelor's degree in Mining Engineering and a master's degree in Rock Mechanics from École Polytechnique de Montréal. Mr. Pichette has over 35 years of experience in the mining industry. He has held managerial positions with many Canadian mining corporations, including Placer Dome Inc., TVX Gold Inc., Barrick Gold Corporation and Cambior Inc. From September 2005 to May 2012, he held the position of Vice President Operations of Richmont Mines Inc., a mining exploration and exploitation corporation, and from May 2012 to December 2013, he served as Vice President Executive and Chief Operating Officer of the same corporation. Mr. Pichette is a member of the Investment Committee- Mining sector at the Fonds de Solidarité since May 2015 and was a Director of Monarch Gold Corporation, a mining company, from June 2014 to January 2021.

Notes:

(1) Mr. Jean-Marc Lacoste personally holds 6,000 common shares and 1,000,000 common shares through a registered retirement savings plan.

(2) Mr. Michel Bouchard personally holds 226,773 common shares and 35,000 common shares through a registered retirement savings plan.

Members of the Board do not have direct information on the common shares beneficially owned by the aforementioned individuals or over which they exercise control or direction. This information was provided by the proposed nominees for directorship.

MAJORITY VOTING POLICY

The Board adopted a majority voting policy pursuant to which, in an uncontested election of directors, if a nominee for election as a director receives a greater number of votes "withheld" than votes "for", with respect to the election of directors by shareholders, he or she must immediately tender his or her resignation to the Board following the shareholders' meeting at which the election took place. The Board will determine whether to accept the resignation in question and announce such decision and the reasons for its decision in a press release to be issued within 90 days following the meeting of shareholders, a copy of which must be provided to the TSX.

Unless there are exceptional circumstances, the Board shall accept the tendered resignation. Subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual general meeting, (2) fill the vacancy by appointing a new director who the Board considers merits the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

In the event that a director refuses to tender his or her resignation in accordance with this policy, he or she will not be re-nominated for election by the Board.

The Policy does not apply if the director's election is contested.

CEASE TRADE ORDERS, BANKRUPTCIES AND PENALTIES AND SANCTIONS

To the knowledge of the members of the Board and based on the information provided by the nominees for directorship, none of these nominees:

(a) is, as at the date of the Circular, or has been, within ten years before this date, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, which has been subject to one of the following orders:

(i) a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, after the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the nominee exercised these duties;

(b) is, as at the date of the Circular, or has been within ten years before this date, a director or executive officer of any corporation, including the Corporation, that, while that person was acting in that capacity, or within a year of that nominee 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 ten years before the date of the 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 nominee; or

(d) has been imposed any penalties or sanctions by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority nor has been imposed any penalties or sanctions by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a nominee for directorship.

D. NAMED EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

NAMED EXECUTIVE OFFICERS

Due to the size and history of the Corporation, the Board is responsible of establishing the compensation of the Named Executive Officers, being the President and Chief Executive Officer, the Chief Financial Officer and Vice President, Finance, and the Vice President, Corporate Development of the Corporation (collectively, the "**Named Executive Officers**"). The Board reviews annually the compensation paid to the Named Executive Officers.

The compensation of the Named Executive Officers has been established with a view to attracting and retaining persons critical to the Corporation's short- and long-term success and to continuing to provide to such persons with compensation that is in accordance with existing market standards.

Through its compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Corporation's Named Executive Officers global compensation structure seeks to: (i) attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives; (ii) motivate and reward Named Executive Officers whose knowledge, skills and performance are critical to the Corporation's success; and (iii) align the interests of the Named Executive Officers and the shareholders by motivating the Named Executive Officers to increase shareholder value.

Within the respect of the overall objectives of its compensation practices, and taking into consideration its current stage of development, the Corporation determined the specific amounts of compensation to be paid to each of the Named Executive Officers based on a number of factors, including: (i) the Corporation's understanding of the amount of compensation generally paid by similar companies to executive officers with similar roles and responsibilities; (ii) the Named Executive Officers performance during the fiscal year; (iii) the roles and responsibilities of the Named Executive Officers; (iv) the individual experience, the skills of, and expected contributions from each of the Named Executive Officers having regard for the Corporation's current stage of development and its general perspectives; (v) the amounts of compensation being paid to the other Named Executive Officers; and (vi) any other contractual commitments that the Corporation has made to its Named Executive Officers regarding compensation.

Base Salary

The Corporation intends to provide the Named Executive Officers with a base salary that is competitive with what it knows of the base salaries of other executive officers in similar companies while taking into account its current stage of development. The Corporation believes that a competitive base salary is an important element in attracting and retaining talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward Named Executive Officers for their overall performance. The base salary of each Named Executive Officer is reviewed annually.

Base salaries depend on the experience, skills and expected contribution of each Named Executive Officer, as well as the Named Executive Officer's role, responsibilities and other factors.

The base salary assessment and annual revisions, if any, to each Named Executive Officer's base salary are made in accordance with the compensation structure and stage of development of the Corporation. Base salary and annual revisions are approved by the Board[1].

Annual Cash Incentive Bonuses (Short Term Incentives)

Under their respective employment agreement or the Corporation's compensation structure, each Named Executive Officer is eligible to receive a discretionary annual cash incentive bonus, up to a specified percentage of the Named Executive Officer's base salary, based on performance and the achievement of objectives, the whole subject to the financial situation of the Corporation. The following table shows the target percentage and maximum percentage of annual cash incentive bonuses for each of the Named Executive Officers:

	Target Percentage	Maximum Percentage
President and Chief Executive Officer	50%	62.5%
Chief Financial Officer and Vice President, Finance	30%	37.5%
Vice President, Corporate Development	30%	37.5%

[1] As a member of the Board, Mr. Jean-Marc Lacoste avoids discussing, and abstains from voting on any question relating to his own compensation as President and Chief Executive Officer.

Overall, the primary objective of the incentive awards, for the Corporation, is to motivate and reward the Named Executive Officers for the achievement of short-term objectives of the Corporation, and their individual performance, while taking into account the financial situation and performance of the Corporation.

The Board has the discretionary power to take into consideration any factor that it considers relevant in the analysis and determination of the annual cash incentive bonus to be paid to the Named Executive Officers. The Board may also decide that no annual cash incentive bonus will be paid.

During the financial period ended June 30, 2021, there were no bonuses paid to the Named Executive Officers.

Option-Based Awards (Long-Term Incentives)

The Corporation's granting of stock options to Named Executive Officers under the Corporation's stock option plan (the "**Option Plan**") is a method of compensation which is used to attract and retain personnel and to provide an incentive to participate in the long-term development of the Corporation and to increase shareholder value. The relative emphasis of stock options for compensating Named Executive Officers will generally vary depending on the number of shares of the Corporation held by such persons and the number of stock options that is outstanding from time to time.

The Corporation generally expects future grants of stock options to be based on the following factors: (i) the terms and conditions of the employment agreement of Named Executive Officers; (ii) the Named Executive Officer's responsibilities and past performance; (iii) the Named Executive Officer's anticipated future contribution; (iv) the prior grants of stock options to the Named Executive Officer; (v) the level of vested and unvested stock options; and (vi) the market practises.

For a summary of the main terms and conditions of the Corporation's Option Plan, see "Stock Option Plan and Other Incentive Plans –Stock Option Plan Description".

Share Unit-Based Awards

The Corporation's granting of restricted share units to Named Executive Officers under the Corporation's restricted share unit plan (the "**RSU Plan**") is an additional method (i) to provide Named Executive Officers with greater incentive to develop and promote the business and financial success of the Corporation; (ii) to align their interests with those of the shareholders of the Corporation generally through a proprietary ownership interest in the Corporation; (iii) to recognize the contribution of the Named Executive Officers to the growth of the Corporation; (iv) to provide Named Executive Officers with a long-term incentive element in an overall compensation package which is competitive with existing market practices; (v) to motivate Named Executive Officers to achieve important corporate and personal objectives to be determined between the Corporation and the Named Executive Officers; as well as (vi) to assist the Corporation in attracting, retaining and motivating Named Executive Officers.

The Corporation believes that these purposes may best be realized by granting restricted share units to Named Executive Officers and providing them with an opportunity to acquire a proprietary interest in the Corporation under the RSU Plan.

A more detailed description of the RSU Plan can be found under "Stock Option Plan and Other Incentive Plans – RSU Plan Description".

Under their respective employment agreement, each Named Executive Officer was intitled to receive an initial grant of stock options or restricted share units, or a combination thereof, based on a dollar amount, and are intitled to received, in the future, stock options or restricted share units, or a combination thereof, up to a specified percentage of the Named Executive Officer's base salary, based on performance and the achievement of objectives, the whole subject to the financial situation of the Corporation. The following table shows the value, on the date of grant, of each of the Named Executive Officer's initial grants and the maximum percentage of the annual base salary of the Named Executive Officers used to determine the value of their future annual grants:

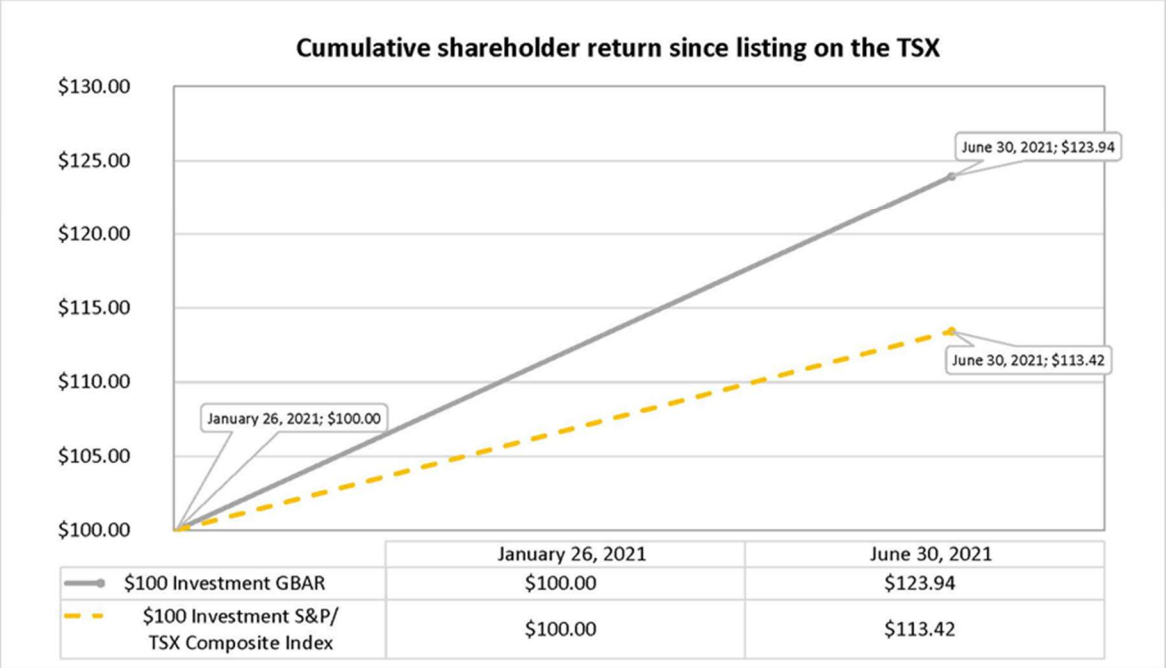
	Initial Grant of Stock Options [1] ($)	Initial Grant of Restricted Share Units [1] ($)	Maximum Percentage
President and Chief Executive Officer	180,000	357,000	100%
Chief Financial Officer and Vice President, Finance	81,000	160,650	75%
Vice President, Corporate Development	81,000	160,650	75%

Note:

(1) See below the Summary Compensation Table in the section "Summary Compensation Table – Named Executive Officers" for information on the data used to establish these values.

Performance Graph

The following chart compares the cumulative total return on a $100 investment in common shares of the Corporation made on January 26, 2021, the date on which the Corporation's common shares started to trade on the Toronto Stock Exchange, to the cumulative total return on the S&P/TSX Composite Index until June 30, 2021.



Given the short history of the Corporation and that its common shares started to trade on the Toronto Stock Exchange on January 26, 2021, the Corporation is currently not in a position to discuss how the information shown by this graph compares to the compensation of its Named Executive Officers.

Compensation Governance

On January 26, 2021, the Board established the Compensation Committee that is comprised entirely of independent directors responsible, amongst other things, of making recommendations to the Board on all matters relating to the compensation of Named Executive Officers. During the Corporation's financial period ended June 30, 2021, the Compensation Committee's work focused on the components of the compensation package of the Named Executive Officers.

Subsequent to the Corporation's financial period ended on June 30, 2021, the Compensation Committee engaged Global Governance Advisors ("**GGA**") to perform a review of the executives' and the directors' compensation and recommend a framework for the Corporation's compensation strategy going forward. The objective of the mandate given to GGA was to recommend compensation practices that fairly reward management and members of the Board for the Corporation's performance and better align compensation with shareholders' interests, while remaining competitive and in line with industry peers and recognizant of the Corporation's financial position and stage of development. The Corporation and the Board have targeted the end of March 2022 to incorporate the framework proposed by GGA into the Corporation's existing compensation practices.

The members of the Compensation Committee are Christian Pichette (Chairman), Guylaine Daigle and Laurie Gaborit. All members of the Compensation Committee have experience with the processes of setting the compensation for executives.

SUMMARY COMPENSATION TABLE - NAMED EXECUTIVE OFFICERS

Summary Compensation Table

The following table details all compensation paid to the Named Executive Officers during the 232-day financial period ending June 30, 2021.

Name and principal position	Year	Base Salary ($)	Share based awards ($) [1]	Option based awards ($) [2]	Non-equity incentive plan compensation ($)		Pension value ($) [3]	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Jean-Marc Lacoste President and Chief Executive Officer,	2021[4]	132,692	357,000	180,000	-	-	8,010	-	677 702
Alain Lévesque Chief Financial Officer and Vice President, Finance	2021[4]	81,952	160,650	81,000	-	-	4,924	-	328 526
Mathieu Séguin Vice President, Corporate Development	2021[4]	81,952	160,650	81,000	-	-	4,498	-	328 100

Notes :

(1) Represents the total market value of restricted share units awards on the date of grant. The value of the restricted share units was determined by multiplying the number of units granted by the closing price of the Corporation's common shares on the TSX on the date of grant. On March 9, 2021, the date of grant, the closing price was $0.85.

(2) The value of stock options was estimated based on the Black & Scholes model for establishing the price of options based on the following weighted-average assumptions:

	2021
Expected life of options	5 years
Expected volatility rate	80%
Risk-free interest rate	0.87%
Expected annual dividend rate	-
Weighted average price per share	$0.85
Weighted average exercise price of options granted	$1.00
Weighted average fair value of options granted during the period	$0.50

(3) The amounts set out in this column represent the employer's portion of a pension plan of the Corporation.

(4) The Corporation's first fiscal year began on November 11, 2020, the date it was incorporated, and ended on June 30, 2021, for a total of 232 days. The Corporation began paying the compensation to the Messrs. Lacoste, Lévesque and Séguin effective January 21, 2021.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following table lays out all outstanding compensation securities granted or issued to Named Executive Officers by the Corporation as at the end of the financial period ended June 30, 2021.

Option-based Awards						Share-based Awards		
Name	**Date of issue**	**Number of securities underlying unexercised options**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($) (1)**	**Number of shares or units of shares that have not vested**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($) (2)**
Jean-Marc Lacoste, President,and Chief Executive Officer	March 9, 2021	360,000	1.00	March 9, 2026	-	420,000	369,600	-
Alain Lévesque, Chief Financial Officer and Vice President, Finance	March 9,2021	162,000	1.00	March 9, 2026	-	189,000	166,320	-
Mathieu Séguin Vice President, Corporate Development	March 9,2021	162,000	1.00	March 9, 2026	-	189,000	166,320	-

Notes:

(1) The closing price of the shares as at June 30, 2021 was $0.88. As at June 30, 2021, none of the granted options were vested and exercisable.

(2) As at June 30, 2021, none of the granted restricted share units were vested and payable.

The following table lays out, for each Named Executive Officer, the value vested of all awards and the value earned during the financial period ended June 30, 2021.

Name	Option-based awards – Value vested during the year ($) [1]	Share-based awards – Value vested during the year ($) [2]	Non-equity incentive plan compensation – Value earned during the year ($)
Jean-Marc Lacoste	-	-	N/A
Alain Lévesque	-	-	N/A
Mathieu Séguin	-	-	N/A

Notes:

(1) As at June 30, 2021, none of the granted options were vested and exercisable.

(2) As at June 30, 2021, none of the granted restricted share units were vested and payable.

PENSION PLAN AND DEFERRED COMPENSATION PLAN

Effective January 21, 2021, the Corporation assumed the continuity of a simplified pension plan for its employees, including the Named Executive Officers (the "**Pension Plan**"). On June 30, 2021, the Pension Plan's main terms are as follows:

Eligibility:	After 700 regular hours
Participation:	Optional
Contributions:	Employer: 5% of salary Employee: Additional contributions permitted
Maximum contributions:	5% of salary
Vesting:	Immediate
Locking-in:	Yes, except for employee voluntary contributions
Access to HBP / LLP:	Yes, for funds accumulated in non-locked-in account
Transfers from other plans:	Permitted

Pursuant to the Pension Plan, the annuity payment can start at any time before the last day of the 71st anniversary of the employee or the provided age under the applicable legislation. Besides, it is possible for the employee to take an early retirement the first day of any month following the 55th anniversary of such employee.

The following table lays out, for each Name Executive Officer, the accumulated value as at January 21, 2021, the compensatory value under the Pension Plan and the accumulated value at the end of the financial period ended June 30, 2021.

Name	Accumulated value as at January 21, 2021 [1]	Compensatory amount	Accumulated value at year-end
Jean-Marc Lacoste	Nil	8,010	8,010
Alain Lévesque	Nil	4,924	4,924
Mathieu Séguin	Nil	4,498	4,498

(1) The Corporation's first fiscal year began on November 11, 2020, the date it was incorporated, and ended on June 30, 2021, for a total of 232 days. The Corporation began paying the compensation to Messrs. Lacoste, Lévesque and Séguin effective January 21, 2021.

TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL BENEFITS AND EMPLOYMENT AGREEMENTS

Jean-Marc Lacoste

An employment agreement was concluded on January 15, 2021, between the Corporation and Mr. Jean-Marc Lacoste, President and Chief Executive Officer, setting his employment conditions with the Corporation (the "**Lacoste Agreement**"). As per the Lacoste Agreement, the employment of Mr. Lacoste is for an indeterminate term and his yearly gross salary is $300,000.

The Lacoste Agreement also provides that Mr. Lacoste is eligible to a yearly bonus of 50% (target percentage) of his yearly base salary. Mr. Lacoste benefits from the Corporation's collective insurance plan, is entitled to four weeks of paid vacations per year and also to stock options and restricted share units that may be granted from time to time by the Board under the Corporation's Option Plan and RSU Plan in force.

The Lacoste Agreement also provides for the following:

(a) the Corporation may, without cause, terminate at any time the employment of Mr. Lacoste. In such case, Mr. Lacoste will be entitled to receive a lump sum representing twelve months of his basic annual salary; he will benefit from the Corporation's collective insurance plan for eight weeks following his termination date; and all his stock options will vest and be exercisable;

(b) Mr. Lacoste may, at any time, resign from his employment for any reason. In such case, Mr. Lacoste will have to provide the Corporation with a notice of resignation at least two months before his resignation;

(c) upon a change of control, Mr. Lacoste will be entitled to receive:

  (i) a lump sum representing twenty-four months of his basic annual salary;

  (ii) a lump sum representing twenty-four months of his target bonus; and

  (iii) for a period of one year following the termination date or until the first day of any new employment, whichever is earlier, entitlement to the benefits of the Corporation's collective insurance plan;

  (iv) all his stock options will be deemed vested and be exercisable;

  (v) all his restricted share units will be deemed vested and payable.

As per the Lacoste Agreement, Mr. Lacoste must comply with all confidentiality, non-solicitation and non-compete clauses. These clauses will apply for the duration of the employment of Mr. Lacoste and for a period of twelve months following termination of his employment. Mr. Lacoste must also respect the Corporation's intellectual property.

Alain Lévesque

An employment agreement was concluded on January 15, 2021, between the Corporation and Mr. Alain Lévesque, Chief Financial Officer and Vice-President, Finance, setting his employment conditions with the Corporation (the "**Lévesque Agreement**"). As per the Lévesque Agreement, the employment of Mr. Lévesque is for an indeterminate term and his yearly gross salary is $180,000.

The Lévesque Agreement also provides that Mr. Lévesque is eligible to a yearly bonus of 30% (target percentage) of his yearly base salary. Mr. Lévesque benefits from the Corporation's collective insurance plan, is entitled to four weeks of paid vacations per year and also to stock options and restricted share units that may be granted from time to time by the Board under the Corporation's Option Plan and RSU Plan in force.

The Lévesque Agreement also provides for the following:

(a) the Corporation may also, without cause, terminate at any time the employment of Mr. Lévesque. In such case, Mr. Lévesque will be entitled to receive a lump sum representing six months of salary; he will benefit from the Corporation's collective insurance plan for eight weeks following his termination date; and all his stock options will vest and be exercisable;

(b) Mr. Lévesque may, at any time, resign from his employment for any reason. In such case, Mr. Lévesque will have to provide the Corporation with a notice of resignation at least two months before his resignation;

(c) upon a change of control Mr. Lévesque will be intitled to:

  (i) a lump sum representing twelve months of his basic annual salary;

  (ii) a lump sum representing twelve months of his target bonus; and

  (iii) for a period of one year following the termination date or until the first day of any new employment, whichever is earlier, entitlement to the benefits of the Corporation's collective insurance plan;

  (iv) all his stock options will be deemed vested and be exercisable;

  (v) all his restricted share units will be deemed vested and payable.

As per the Lévesque Agreement, Mr. Lévesque must comply with all confidentiality, non-solicitation and non-compete clauses. These clauses will apply for the duration of the employment of Mr. Lévesque and for a period of twelve months following termination of his employment. Mr. Lévesque must also respect the Corporation's intellectual property.

Mathieu Séguin

An employment agreement was concluded on January 15, 2021, between the Corporation and Mr. Mathieu Séguin, Vice-President, Corporate Development, setting his employment conditions with the Corporation (the "**Séguin Agreement**"). As per the Séguin Agreement, the employment of Mr. Séguin is for an indeterminate term and his yearly gross salary is $180,000.

The Séguin Agreement also provides that Mr. Séguin is eligible to a yearly bonus of 30% (target percentage) of his yearly base salary. Mr. Séguin benefits from the Corporation's collective insurance plan. Mr. Séguin is entitled to four weeks of paid vacations per year and also to stock options and restricted share units that may be granted from time to time by the Board under the Corporation's Option Plan and RSU Plan in force.

The Séguin Agreement also provides for the following:

(a) the Corporation may also, without cause, terminate at any time the employment of Mr. Séguin. In such case, Mr. Séguin will be entitled to receive a lump sum representing six months of salary; he will benefit from the Corporation's collective insurance plan for eight weeks following his termination date; and all his stock options will vest and be exercisable;

(b) Mr. Séguin may, at any time, resign from his employment for any reason. In such case, Mr. Séguin will have to provide the Corporation with a notice of resignation at least two months before his resignation;

(c) upon a change of control Mr. Séguin will be entitled to:

(i) a lump sum representing twelve months of his basic annual salary;

(ii) a lump sum representing twelve months of his target bonus; and

(iii) for a period of one year following the termination date or until the first day of any new employment, whichever is earlier, entitlement to the benefits of the Corporation's collective insurance plan;

(iv) all his stock options will be deemed vested and be exercisable;

(v) all his restricted share units will be deemed vested and payable.

As per the Séguin Agreement, Mr. Séguin must comply with all confidentiality, non-solicitation and non-compete clauses. These clauses will apply for the duration of the employment of Mr. Séguin and for a period of twelve months following termination of his employment. Mr. Séguin must also respect the Corporation's intellectual property.

Benefits in the Event of Termination Without Cause and Change of Control

The following table sets out the estimated payments to the Named Executive Officers in the event of termination without cause or a change of control, as if such event occurred on June 30, 2021, and based on the employment contracts that were in effect at said date.

Terminations of employment due to resignation, termination for cause, permanent disability or death do not trigger incremental payments. Values represent a lump sum in terms of severance payments and the estimated cost of benefits and assume all equity entitlements (stock options and restricted share units) then outstanding were exercised using the market price of the Corporation's common shares on the last trading day of the financial year.

Event	Jean-Marc Lacoste	Alain Lévesque	Mathieu Séguin
Termination without Cause			
-Severance	$300,000	$90,000	$90,000
-Equity	$369,600	$166,320	$166,320
-Benefits	$2,295	$1,388	$2,295
Total	$671,895	$257,708	$258,615
Change of Control			
-Severance	$750,000	$234,000	$234,000
-Equity	$369,600	$166,320	$166,320
-Benefits	$13,767	$8,330	$13,767
Total	$1,123,367	$408,650	$414,087

DIRECTOR COMPENSATION

Directors

For the financial period ended June 30, 2021, the Board had the responsibility of establishing the compensation to be paid to the directors of the Corporation. The Board, directly or through the compensation committee, reviews the compensation payable to the directors at least once a year, taking into account the Corporation's financial situation.

The terms of the compensation payable to directors who are not executive officers are as follows:

Annual fee – Board members	$10,000
Additional annual fee – Chairperson of the Board	$14,000
Additional annual fee – Chairperson of a Committee of the Board	$7,500
Attendance fee – Board members (including the Chairperson of the Board)	$1,000
Attendance fee – Committee members (including the Chairperson of a Committee)	$1,000

All directors are entitled to be reimbursed for reasonable travel expenses incurred with respect to their attendance at meetings of the Board and a Committee of the Board. In addition, they are all eligible to receive stock options and restricted share units pursuant to, respectively, the Option Plan and RSU Plan. During the financial period ended June 30, 2021, a total of 650,000 stock options were granted to all the directors who are not executive officers.

Director Compensation Table

During the financial period ended June 30, 2021, the aggregate amount paid to the directors, who were not employees of the Corporation, as compensation for their services as directors and members of the Audit Committee and Compensation Committee amounted to $55,500.

The following table details the compensation paid to the Corporation’s directors for their service as directors for the financial period ended June 30, 2021.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards [1] ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Michel Bouchard	17,000	-	100,000	-	-	-	117,000
Guylaine Daigle	14,750	-	75,000	-	-	-	89,750
Laurie Gaborit	9,000	-	75,000	-	-	-	84,000
Christian Pichette	14,750	-	75,000	-	-	-	89,750

Note :

(1) The value of stock options was estimated based on the Black & Scholes model for establishing the price of options based on the following weighted-average assumptions:

	2021
Expected life of options	5 years
Expected volatility rate	80%
Risk-free interest rate	0.87%
Expected annual dividend rate	-
Weighted average price per share	$0.85
Weighted average exercise price of options granted	$1.00
Weighted average fair value of options granted during the period	$0.50

The following table lays out all outstanding compensation securities granted or issued to directors as at the end of the financial period ended June 30, 2021, including those granted before the last fiscal year.

Option-based Awards						Share-based Awards		
Name	Date of issue	Number of securities underlying unexercised options	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($) [1]	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Michel Bouchard	March 9, 2021	200,000[2]	1.00	March 9, 2026	-	-	-	-
Guylaine Daigle	March 9, 2021	150,000[2]	1.00	March 9, 2026	-	-	-	-
Laurie Gaborit	March 9, 2021	150,000[2]	1.00	March 9, 2026	-	-	-	-
Christian Pichette	March 9, 2021	150,000[2]	1.00	March 9, 2026	-	-	-	-

Notes:

(1) The closing price of the shares as at June 30, 2021 was $0.88.

(2) As at June 30, 2021, none of the granted options were vested and exercisable.

The following table lays out, for each director, the value vested of all awards and the value earned during the financial period ended June 30, 2021.

Name	Option-based awards – Value vested during the year ($) [1]	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Michel Bouchard	Nil	n/a	n/a
Guylaine Daigle	Nil	n/a	n/a
Laurie Gaborit	Nil	n/a	n/a
Christian Pichette	Nil	n/a	n/a

Note:

(1) As at June 30, 2021, none of the granted options were vested and exercisable.

STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

Stock Option Plan Description

The following describes the material terms of the Stock Option Plan (the "**Option Plan**").

The Board may grant stock options to (a) an employee, officer, director or consultant of the Corporation or any subsidiary thereof and to (b) a person employed to perform investor relations activities for an initial, renewable or extended period of 12 months or more (the "**Eligible Participants**").

The purpose of the Option Plan, considered as a rolling stock option plan pursuant to the policies of the TSX, is to provide the Corporation with a share-based mechanism to attract, motivate and retain Eligible Participants whose skills, performance and loyalty to the Corporation or any of its subsidiaries, as the case may be, are necessary to its success, image, reputation or activities.

For the purposes of the Option Plan description, capitalized terms used herein that are not otherwise defined shall have the meanings ascribed thereto in the Option Plan.

The material terms of the Option Plan are as follows:

1. Subject to adjustment as provided in the Option Plan, the aggregate number of shares of the Corporation that may be issuable pursuant to the Option Plan combined with all of the Corporation's other securities-based compensation arrangements, including the RSU Plan, shall not exceed 10% of the issued and outstanding shares of the Corporation.

2. The Board may, in its sole discretion, determine to which Eligible Participants Stock Options will be granted and the number of shares reserved for issuance pursuant to the Stock Options.

3. The number of shares issued to any one Eligible Participant within any one-year period, and issuable to any one Eligible Participant at any time, pursuant to the Option Plan combined with all of the Corporation's other securities-based compensation arrangements, including the RSU Plan, shall not, in aggregate, exceed 5% of the total number of issued and outstanding shares. Moreover, the number of shares issued to Insiders within any one-year period, and issuable to Insiders at any time, pursuant to all securities-based compensation mechanisms, including the Option Plan and the RSU Plan, may not exceed 10% of the total number of issued and outstanding shares.

4. The maximum annual grant date value of awards issued to non-employee directors, pursuant to all securities-based compensation mechanisms, including the Option Plan and the RSU Plan, is $150,000 of which no more than $100,000 may be issued in the form of Stock Options.

5. Subject to provisions of the Option Plan, the Expiry Date of a Stock Option shall be the 10th anniversary of the Date of Grant unless a shorter period of time is otherwise set by the Board and set forth in the Notice of Grant at the time the particular Stock Option is granted.

6. The Expiry Date of any Stock Options that expires during a black-out period will be extended for a period of ten Business days following the end of such a black-out period.

7. The Vesting Dates of the Stock Options shall correspond to the vesting periods determined by the Board at the time of the grant of such Stock Options, as set out in the Notice of Grant.

8. The Exercise Price of the Shares underlying such Stock Options corresponds to the market price of the shares at the closing of the TSX on the exchange day immediately preceding the Date of Grant, or if no shares were negotiated on this day, the arithmetic average of the last bid and ask prices of the shares on the TSX.

9. Stock Options (and any rights thereunder) shall be non-assignable and non-transferable unless by legacy or inheritance. Stock Options may be exercised only by the Optionholder's legal representative within the first year following the Optionholder's death.

10. The Expiry Date of a Stock Option held by an Optionholder that became vested prior to his or her death shall be the earlier of:

    (i) the Expiry Date shown on the relevant Notice of Grant; or

    (ii) one year following the Optionholder's death.

11. Should a person employed to perform investor relations activities cease to be an Eligible Participant for any reason other than death (such as by reason of disability, resignation, dismissal or termination of contract), then the Expiry Date of its Stock Options vested at the latest on the date such person ceases to be an Eligible Participant (the "**Date of Termination of Investor Relations Activities**"), shall be the earlier of:

    (i) the Expiry Date shown on the relevant Notice of Grant; or

    (ii) 30 days from the Date of Termination of Investor Relations Activities.

12. Should a person cease to be an Eligible Participant for any reason other than death or the termination of investor relations activities (such as by reason of disability, resignation, dismissal or termination of contract), then the Expiry Date of its Stock Options vested at the latest on the date such person ceases to be an Eligible Participant (the "**Termination Date**"), shall be the earlier of:

    (i) the Expiry Date shown on the relevant Notice of Grant; or

    (ii) one year from the Termination Date.

13. Notwithstanding anything to the contrary in the provisions of the Option Plan, if an Eligible Participant who is an Employee or Consultant of the Corporation, or any of its subsidiaries, is terminated for cause (serious reason, as referenced in Article 2094 of the *Civil Code of Québec*), all Stock Options held by such Eligible Participant shall immediately terminate and become null, void and of no effect on the date on which the Corporation, or any of its subsidiaries, gives a notice of termination for cause to such Eligible Participant.

14. Stock Options may be exercised in whole or in part in respect of a whole number of shares at any time or from time to time prior to the Expiry Date by delivering to the Corporation an Exercise Notice substantially in the form attached as Schedule "C" to the Option Plan and a certified cheque or a bank draft payable to the Corporation in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Stock Options.

15. In the event of an unwanted Change of Control (i) all outstanding Stock Options then held by Optionholders which have not yet become fully vested will become fully vested, as of immediately prior to such Change of Control; and (ii) the Board may, but shall not be obligated to, cancel all outstanding Stock Options, at their fair value.

16. The Option Plan provides for an adjustment to the number of Stock Options granted if a stock dividend is paid on the shares or if the shares are consolidated, subdivided, converted, exchanged or reclassified or in any way substituted for by securities or assets of the Corporation or of any other corporation.

17. Approval by the Board, shareholders, the TSX and, as applicable, regulatory authorities will be required to make the following amendments to the Option Plan:

(i) any amendment to the number or percentage of securities issuable under the Option Plan;

(ii) any amendment to remove or to exceed the Insider participation limit;

(iii) a change regarding Eligible Participants under the Option Plan that might serve to broaden or increase Insider participation or to increase the non-employee director participation limit set out under the Option Plan;

(iv) the addition of a provision that would allow the transfer or assignment of a Stock Option;

(v) the addition of a cashless exercise Stock Option feature, payable in cash or securities, provided that the wording does not stipulate that the total number of underlying securities will be deducted from the number of securities reserved under the Option Plan;

(vi) the addition of a provision regarding deferred share units or restricted share units or any other mechanism or procedure where employees receive securities but the Corporation does not receive any cash consideration;

(vii) any reduction of the Exercise Price of any share underlying any Stock Options, any cancellation of a Stock Option and the substitution of said Stock Option by a new Stock Option with reduced Exercise Price;

(viii) any extension of the Expiry Date of a Stock Option beyond its original Expiry Date (subject to the extension of the Expiry Date further to a blackout period as provided under the Option Plan);

(ix) any amendment to the method of determining the Exercise Price for each share underlying any Stock Option granted under the Option Plan;

(x) any amendment to the amendment provisions of the Option Plan;

(xi) the addition of any form of financial assistance that the Corporation may grant to Eligible Participants under the Option Plan to enable them to subscribe for shares following the exercise of Stock Options.

18. The Board may, at its sole discretion, through a resolution and without shareholder approval, subject to receipt of approval from the TSX and, where required, from regulatory authorities, make all other amendments to the Option Plan that are not set out in the preceding section, in particular, without limiting the generality of the foregoing, the following:

(i) any administrative or clerical amendment or an amendment intended to clarify the provisions of the Option Plan;

(ii) any amendment to the provisions governing a Stock Option or the Option Plan relating to the vesting period;

(iii) a change to the termination provisions of a Stock Option that does not entail an extension beyond the original Expiry Date; and

(iv) the termination of the Option Plan.

19. Pursuant to the policies of the TSX, the unallocated entitlements under the Option Plan must be approved every three years by the Corporation's shareholders at the annual general meeting of shareholders of the Corporation.

The shareholders approved the Corporation's Option Plan at the annual general and special meeting of shareholders of Monarch Gold Corporation ("**MGC**") held on December 30 2020 (the "**Special Meeting on the Arrangement**"), to approve the arrangement under Section 192 of the *Canadian Business Corporations Act* (the "**Arrangement**") between MGC and Yamana Gold Inc. On such date, the Corporation, incorporated on November 11, 2020 for the purposes of the Arrangement, was a wholly-owned subsidiary of MGC. As provided in the Arrangement, on January 21, 2021, the Corporation was spinned-out: it ceased to be a wholly owned corporation of MGC, and 100% of the issued and outstanding common shares of the Corporation were owned by the former shareholders of MGC.

As at June 30, 2021, there were 2,264,000 stock options outstanding (all unvested) with an weighted average exercise price of $1.00. Such number of stock options represents 2.90% of the 78,033,009 common shares outstanding as at June 30, 2021.

As of the date of the Circular, there are 2,378,000 common shares issuable upon the exercise of outstanding stock options, *i.e*. about 3.05% of the issued and outstanding common shares of the Corporation. For the period of July 1, 2021 to the date of this Circular, no stock options expired, no stock options were cancelled and 114,000 stock options were granted under the Corporation's Option Plan. As at the date of this Circular, 1,475,500 Share Units were granted pursuant to the RSU Plan, and there were 2,378,000 stock options outstanding under the Option Plan, such that a maximum of 1,950,400 common shares remain issuable in the aggregate under the RSU Plan and the Option Plan, representing approximately 2.50% of the issued and outstanding common shares of the Corporation.

RSU Plan Description

The following describes the material terms of the RSU Plan.

Subject to adjustment as provided in the RSU Plan, the aggregate number of shares that may be issuable pursuant to the RSU Plan combined with all of the Corporation's other securities-based compensation arrangements, including the Option Plan, shall not exceed 10% of the issued and outstanding shares of the Corporation.

For the purposes of the RSU Plan description, capitalized terms used hereinafter that are not otherwise defined shall have the meanings ascribed thereto in the RSU Plan.

The material terms of the RSU Plan are as follows:

1. Directors, officers, employees or Consultants of the Corporation or its Affiliates (the "**Eligible Persons**") are eligible to receive Share Units under the RSU Plan.

2. A Share Unit is a unit credited by means of an entry on the books of the Corporation to a Participant pursuant to the RSU Plan, representing the right to receive, subject to and in accordance with the RSU Plan, for each Vested Share Unit, one Share or the other consideration as referred to in the RSU Plan, at the time, in the manner, and subject to the terms, set forth in the RSU Plan and the applicable Grant Agreement.

3. Subject to adjustment as provided in the RSU Plan, the aggregate number of Shares that may be issuable pursuant to the RSU Plan combined with all of the Corporation's other security-based compensation arrangements, including the Corporation's Option Plan, shall not exceed 10% of Outstanding Shares.

4. In addition, the number of Shares issued to any one Participant within any one-year period, and issuable to any one Participant at any time, pursuant to the RSU Plan combined with all of SpinCo's other securities-based compensation arrangements, including the Option Plan, shall not, in aggregate, exceed 5% of the total number of Outstanding Shares. Moreover, the number of Shares issued to Insiders within any one-year period, and issuable to Insiders at any time, pursuant to all securities-based compensation mechanisms, including the RSU Plan and the Option Plan, may not exceed 10% of the total number of the issued and outstanding SpinCo Shares.

5. The maximum annual grant date value of awards issued to non-employee directors, pursuant to all securities-based compensation mechanisms, including the RSU Plan and the Option Plan, is $150,000 of which no more than $100,000 may be issued in the form of stock options under the Option Plan.

6. Unless otherwise determined by the Board, the RSU Plan shall be administered by the Compensation Committee to, among other things, interpret, administer and implement the RSU Plan on behalf of the Board in accordance with such terms and conditions as the Board may prescribe and make recommendations to the Board as to the number of Share Units to be granted to Eligible Persons as well as the terms and conditions of such grant, consistent with the RSU Plan (provided that if at any such time such a committee has not been appointed by the Board, the RSU Plan will be administered by the Board, and in such event references herein to the Compensation Committee shall be construed to be a reference to the Board). The Board will take such steps that in its opinion are required to ensure that the Compensation Committee has the necessary authority to fulfil its functions under the RSU Plan.

7. The Compensation Committee is authorized, subject to the provisions of the RSU Plan, to establish such rules and regulations as it deems necessary for the proper administration of the RSU Plan, and to make determinations and take such other action in connection with or in relation to the RSU Plan as it deems necessary or advisable. Each determination or action made or taken pursuant to the RSU Plan, including interpretation of the RSU Plan, shall be final and conclusive for all purposes and binding on all parties, absent manifest error.

8. The number of Shares that may be issued under any Share Unit will be determined by the Corporation upon the recommendation of the Compensation Committee.

9. Each whole Vested Share Unit (each being a Share Unit in respect of which all vesting terms and conditions set forth in the RSU Plan and the applicable Grant Agreement have been either satisfied or waived in accordance with the RSU Plan) shall be denominated or payable in Shares (subject to adjustment in accordance with the RSU Plan) or cash, at the sole discretion of the Corporation.

10. Within 60 days of a Vesting Date, the Corporation, in its sole and absolute discretion, shall, based on the Fair Market Value on the applicable Vesting Date, have the option of settling payment for Vested Share Units by any of the following methods or by a combination of such methods: (i) payment in cash; or (ii) subject to applicable law, payment in Shares of the Corporation.

11. In the event that the Corporation does not use its discretion to determine the form of payment for the Vested Share Units within sixty days of a Vesting Date, payment for such Vested Share Units shall be in Shares of the Corporation.

12. The Corporation shall not determine whether the payment method shall take the form of cash or Shares until a Vesting Date, or some reasonable time prior thereto. A Participant shall not have any right to demand, to be paid in, or to receive Shares in respect of a Vested Share Unit, at any time. Notwithstanding any election by the Corporation to settle any Vested Share Unit or a portion thereof, in Shares, the Corporation reserves the right to change its election in respect thereof at any time up until payment is actually made and the Participant shall not have the right, at any time to enforce settlement in the form of Shares of the Corporation.

13. To the extent a Vested Share Unit is to be payable in Shares, one Share is to be issued for each whole Vested Share Unit. The Shares payable will be issued from share capital to the Participant. To the extent a Vested Share Unit is to be payable in cash, the amount of cash shall be determined as of the close of business on the Vesting Date as the product of: (a) the number of Vested Share Units payable in cash, and (b) the Fair Market Value.

14. The Fair Market Value, with respect to a Share, as at a particular date, refers to the weighted average of the prices at which the Shares traded on the Exchange (or, if the Shares are not then listed and posted for trading on the Exchange or are then listed and posted for trading on more than one stock exchange, on such stock exchange on which the majority of the trading volume and value of the Shares occurs) for the five (5) trading days on which the Shares traded on said exchange immediately preceding such date. In the event that the Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Shares as determined by the Board in its sole discretion, acting reasonably and in good faith;

15. Share Units granted pursuant to the RSU Plan shall typically have a vesting term of three years, subject to the discretion of the Corporation to determine a different vesting schedule for any Share Unit, which shall be within a minimum vesting term of one year and a maximum vesting term of five years.

16. The Corporation will have the right at any time and from time to time to suspend or terminate the RSU Plan and, subject to the provisions of the RSU Plan, may:

    (a) with the prior approval of disinterested shareholders of the Corporation by ordinary resolution make any amendment to any Grant Agreement or the RSU Plan, including any amendment that would result in:

        i) an amendment to the definition of the Fair Market Value under the RSU Plan benefiting an Insider;

        ii) an extension of the term of a Share Unit beyond its original Vesting Date benefiting an Insider;

        iii) any amendment to remove or to exceed the Insider's participation limit;

        iv) any amendment to increase the non-employee director participation limit set out under the RSU Plan;

        v) an increase to the maximum number of Shares issuable, either as a fixed number or a fixed percentage of the issued and outstanding Shares of the Corporation;

        vi) amendments to the amendment provisions of the RSU Plan; or

        For subsections 16(a)(i), 16(a)(ii) and 16(a)(iii), the votes of securities held directly or indirectly by Insiders benefiting directly or indirectly from the amendment must be excluded.

    (b) without the prior approval of shareholders of the Corporation and without limiting the generality of the foregoing, the Corporation may make any other amendments not listed in (a) above to any Grant Agreement or the RSU Plan, incuding:

        (i) amendments of a clerical nature, including but not limited to the correction of grammatical or typographical errors or clarification of terms;

        (ii) amendments to reflect any requirements of any regulatory authorities to which the Corporation is subject, including the Exchange;

        (iii) amendments to any vesting provisions of a Share Unit; and

(iv) amendments to the expiration date of a Share Unit that does not extend the term of a Share Unit past the original Vesting Date for such Share Unit.

(c) Notwithstanding the foregoing, all procedures and necessary approvals required under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject shall be complied with and obtained in connection with any such suspension, termination or amendment to the RSU Plan or amendments to any Grant Agreement.

17. Except as otherwise determined by the Corporation or as set forth in the applicable Grant Agreement, upon the termination of a Participant's employment (as determined under criteria established by the Corporation), including by way of death, retirement, disability, termination without cause and termination for cause during the term of a Share Unit, all unvested Share Units held by the Participant shall be forfeited and cancelled; provided, however, that the Corporation may, if it determines that a waiver would be in the best interest of the Corporation, waive in whole or in part any or all remaining restrictions or conditions with respect to any such Unit Share.

18. Each Grant Agreement will provide that the Share Unit granted thereunder is not transferable or assignable to anyone other than a Permitted Assign.

19. A Permitted Assign in respect of a Participant means (i) an executor or administrator for the estate of the Participant upon the death of the Participant, or (ii) a committee or duly appointed representative of the Participant, upon the Participant becoming incapable, by reason of physical or mental incapacity, of managing his or her affairs.

The shareholders approved the Corporation's RSU Plan at the Special Meeting on the Arrangement.

As at June 30, 2021, there were 1,405,500 Share Units outstanding (all unvested), representing 1.80% of the 78,033,009 common shares outstanding as at June 30, 2021.

As of the date of the Circular, there are 1,475,500 common shares issuable under the outstanding Share Units, *i.e*. about 1.89% of the issued and outstanding common shares of the Corporation. For the period of July 1, 2021 to the date of this Circular, no Share Units expired, no Share Units were cancelled and 70,000 Share Units were granted under the Corporation's RSU Plan. As at the date of this Circular, 1,475,500 Share Units were granted pursuant to the RSU Plan, and there were 2,378,000 stock options outstanding under the Option Plan, such that a maximum of 1,950,400 common shares remain issuable in the aggregate under the RSU Plan and the Option Plan, representing approximately 2.50% of the issued and outstanding common shares of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The only compensation plans of the Corporation under which securities are currently authorized for issuance are the Option Plan and the RSU Plan. The following table summarizes information relating to the common shares reserved for issuance under the Option Plan and the RSU Plan as of June 30, 2021.

Equity Compensation Plan Information				
Equity compensation plan approved by securityholders [(1)]	**Number of securities to be issued upon exercise of outstanding options, warrants and rights (% of the number of common shares issued and outstanding) (a)**	**Weighted-average exercise price of outstanding options, warrants and rights (b)**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (% of the number of common shares issued and outstanding) (c)**	**Weighted Average Remaining Term**
Option Plan	2,264,000 (2.90%)	$1.00	4,133,801 (5.30%)	4.67
RSU Plan	1,405,500 (1.80%)	N/A		N/A
Total	3,669,500[(2)]		4,133,801[(2)]	

Notes:

(1) All of the Corporation's equity compensation plans have been approved by the shareholders of the Corporation.

(2) This number is dated as at June 30, 2021. Therefore, this number will vary since the Option Plan provides that the Corporation may grant options to purchase a maximum number of the Corporation's common shares corresponding to 10% of the number of outstanding shares of the Corporation's share capital from time to time, combined with all of the Corporation's other security-based compensation arrangements, including its RSU Plan. Moreover, the RSU Plan provides that the Corporation may issue an aggregate maximum number of common shares corresponding to 10% of the number of outstanding common share from time to time, combined with all of the Corporation's other security-based compensation arrangements, including its Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of the Circular, no executive officer, director, proposed nominee for election as a director, and each associate of any such persons, or employee, former or present, of the Corporation was indebted to the Corporation or the Corporation's subsidiaries or to another entity where the indebtedness was subject to a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or the Corporation's subsidiaries.

INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation carries insurance for its directors and officers in an aggregate amount of $5,000,000 covering their civil liability in the performance of their respective duties as directors or officers. The approximate amount of premiums paid by the Corporation during the 232-day financial period ended June 30, 2021 for this insurance was $38,200.

E. CORPORATE GOVERNANCE

GENERAL COMMENT

The information on the Corporation's corporate governance provided hereinafter is required under *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*, Form 58-101F1 *and the TSX Company Manual.*

THE BOARD

Ms. Guylaine Daigle and Laurie Gaborit and Messrs. Michel Bouchard and Christian Pichette are independent directors.

Mr. Jean-Marc Lacoste, President and Chief Executive Officer of the Corporation, is not an independent director within the meaning of Section 1.4 of Regulation 52-110 respecting Audit Committees (the "**Regulation 52-110**") because he is an executive officer of the Corporation.

Four of the five individuals who are nominees for election as directors are independent within the meaning of section 1.4 of Regulation 52-110.

The following directors are currently directors of other issuers that are also reporting issuers (or the equivalent) in a territory of Canada or in a foreign territory:

Name of Director	Issuer
Michel Bouchard	Sirios Resources Inc. Cartier Resources Inc.
Laurie Gaborit	Gold Terra Resource Corp.

The independent directors of the Board do not hold regularly scheduled meetings at which the non-independent directors and the members of management are not in attendance. However, at each regular board and committee meeting that is held, the opportunity is given to the independent directors to hold "in camera" sessions (i.e. sessions in the absence of non-independent directors and members of management). From its date of incorporation, being November 11, 2020, until the end of the 232-day period ended on June 30, 2021, the Board held a total of three (3) meetings, all of which were regularly scheduled meetings during which the independent directors had the opportunity to hold such "in camera" sessions, however the independent directors decided not hold an "in camera" session during such meetings. In addition, at any meeting of the Board and Board committees, any independent director may request that management be absent for the duration of the meeting or any part of it.

Mr. Michel Bouchard is Chairman of the Board and is an independent director as defined in Section 1.4 of Regulation 52-110. As Chair of the Board, he ensures that the Board carries out its duties, responsibilities and obligations. The Chairman of the Board promotes the integrity of the Board and a culture where the Board works harmoniously in the long-term interest of the Corporation and its stakeholders. He also provides independent leadership to the Board in the governance of the Corporation.

The table below shows the number of Board and Board committee meetings attended by each director during the 232-day period ended June 30, 2021

Directors	Board	Audit Committee	Compensation Committee
Michel Bouchard	3/3	2/2	n/a
Guylaine Daigle	3/3	2/2	1/1
Laurie Gaborit	3/3	n/a	1/1
Christian Pichette	3/3	2/2	1/1
Jean-Marc Lacoste	3/3	n/a	n/a

BOARD MANDATE

The Board has not yet adopted a written formal mandate describing the Board's duties, responsibilities and role as well as the Board's expectations of individual directors and of management.

Primary Role and Objectives

The mandate of the Board is to supervise the management of the business and affairs of the Corporation. The Board monitors the manner in which the Corporation conducts its business as well as the senior management responsible for the day-to-day operations of the Corporation. The Board sets the Corporation's policies, assesses their implementation by management and reviews the results.

Its fundamental objectives are to enhance and preserve long-term shareholder value and to ensure that the Corporation conducts business in an ethical and safe manner, having regard for the legitimate interests of its stakeholders.

The Board, either directly or through one of its committees, assumes specific responsibility for the following five (5) matters: (i) the adoption of a strategic planning process; (ii) the identification of the principal risks of the Corporation's business and the implementation of appropriate systems to effectively manage these risks; (iii) the appointing, training, evaluation and monitoring of senior management as well as planning for their succession; (iv) communications with shareholders and the public at large; and (v) the integrity of the Corporation's internal control and management information systems. At the end of each fiscal year, the Board receives, analyses and, where appropriate, approves a yearly plan of action and budget submitted by the President and Chief Executive Officer for the following fiscal year. Throughout the fiscal year, the Board receives periodic reports from the President and Chief Executive Officer and other senior executives to monitor the Corporation's performance with reference to the adopted budget. The Corporation periodically reviews its strategic plan in light of developments in the mining industry and the Corporation's development. This strategic plan is produced along with five-year financial forecasts. In addition to decisions requiring formal approval by the Board pursuant to the law or the Corporation's articles of incorporation and by-laws, the Board makes all important decisions concerning, among other things, major investments and significant divestitures.

POSITION DESCRIPTION

(a) The Board has not yet established written position descriptions for the Chairman of the Board and the Chairs of Board committees. The role and responsibilities of the Chairman of the Board essentially consist of assuming sound and effective leadership to ensure the Board is adequately carrying its mandate.

Following each committee meeting, the committee chairman must report to the Board. More generally, the committee chairman must take all reasonable measures to ensure that the committee assumes its responsibilities and fulfills its specific obligations.

(b) The Board has not yet established a written description position for the Chief Executive Officer position. The Chief Executive Officer must determine and implement the appropriate systems for each of the five (5) areas of responsibility of the Board described above (except monitoring the President and Chief Executive Officer) which the Board must review and, once approved, monitor. The Board's main expectations of the Corporation's management are to protect the Corporation's interests and ensure the long-term growth of shareholder value.

ORIENTATION AND CONTINUING EDUCATION

New directors are given the opportunity to familiarize themselves with the Corporation by visiting the various mining sites and by meeting with other members of the Board and senior management. In addition, each new director is provided with corporate policies, reports, summaries, analyses and other documents relating to his or her role and duties as a director and, more generally, to the Corporation's business and affairs.

The Board encourages the directors to take relevant training programs offered by different regulatory bodies and gives them the opportunity to expand their knowledge about the nature and operations of the Corporation.

ETHICAL BUSINESS CONDUCT

A director, in the exercise of his functions and responsibilities, must act with complete honesty and good faith in the best interest of the Corporation. He must also act in accordance with the applicable laws, regulations and policies.

In the event of a conflict of interest, a director is required to declare the nature and extent of any material interest he has in any important contract or proposed contract of the Corporation, as soon as he has knowledge of the agreement or of the Corporation's intention to consider or enter into the proposed contract and in such a case, the director shall abstain from voting on the subject.

As of the date of this Circular, the Board has adopted a code of ethics and business conduct for directors, officers and employees of the Corporation (the "**Code of Ethics**") and other governance policies, such as a workplace harassment prevention and complaint handling policy, a disclosure and confidentiality policy and a securities trading policy. Consultants and suppliers of goods and services are also required to comply with the provisions of the Code of Ethics. A copy of the Code of Ethics, and of the above-named governance policies, can be found on the Corporation's website (www.monarchmining.com under "About Us / Governance").

The Code of Ethics covers the expected conduct of each director, officer and employee of the Corporation, including conflicts of interest, protection of assets, confidentiality of corporate and personal information, and the obligation to act fairly and to respect the law. The code of ethics is designed to promote integrity and deter wrongdoing. Each director, officer and employee is required to formally commit to comply with the Code of Ethics. The Board, by itself or through one of its committees, ensures compliance with the Code of Ethics. Given the fundamental nature of the Code of Ethics, any breach of its requirements by a member of management or an employee is grounds for termination.

NOMINATION OF DIRECTORS

The Board designates new candidates for the position of director.

The Board carefully reviews and assesses the professional skills and abilities, the personality and other qualifications of each candidate, including the time and energy that the candidate is able to devote to this task as well as the contribution that he or she can make to the Board.

The Board established a committee, the Compensation Committee, to oversee nominations. The Compensation Committee, composed entirely of independent directors, assists the Board by considering and making recommendations to the Board regarding (i) the competencies, skills and backgrounds the Board, as a group, should possess; and (ii) the identified qualified nominees to act as directors. The charter outlining the functions, responsibilities and role of the Compensation Committee is available on the Corporation's website at www. monarchmining.com.

COMPENSATION

During the last financial year, the Board determined the compensation of the Corporation's directors and officers.

For details regarding the process of determining compensation paid to Named Executive Officers, including the Chief Financial Officer, as well as the directors of the Corporation, see section "Discussion and Analysis of Compensation" of the Circular.

The Board established a committee, composed entirely of independent directors, to oversee compensation. The charter outlining the functions, responsibilities and role of the Compensation Committee is available on the Corporation's website at www. monarchmining.com.

OTHER BOARD COMMITTEES

Besides the Audit Committee and the Human Resources, Compensation and Nominating Committee, the Board does not have other standing committees.

COMPOSITION OF THE BOARD STANDING COMMITTEES

As at the date of the Circular, the following directors are assigned to the standing committees of the Board as indicated below:

Committee	Directors
Audit Committee	Guylaine Daigle (chair) Michel Bouchard Christian Pichette
Human Resources, Compensation and Nominating Committee	Christian Pichette (chair) Guylaine Daigle Laurie Gaborit

ASSESSMENTS

Different methods are used to assess the Board, namely, surveys, interviews, group discussions and other similar methods. Given the Corporation's previous and current stage of development, the Board has not yet put in place a formal and documented evaluation process.

RENEWAL OF THE BOARD

The Monarch Board has not adopted a formal policy relating to term limits for directors. The Board strives to be constituted to achieve a balance between experience and the need for renewal and fresh perspective. The Board does not believe such policy is appropriate given the Corporation’s size and stage of development.

DIVERSITY

On January 1, 2020, amendments to the *Canada Business Corporations Act* entered into force requiring new disclosure of the number of: (i) women; (ii) Aboriginal peoples; (iii) people with disabilities; and (iv) members of visible minorities (collectively, the “**Designated Groups**”) on the board of directors and in senior management positions with the Corporation.

The Corporation recognizes the benefits of diversity within the Board, at the senior management level and all levels of the organization. Although the Board takes into account the representation of women on the Board when seeking and selecting candidates for the positions of directors for a first or new term, in light of the Corporation’s stage of development, management and the Board do not consider it necessary at this time to adopt a formal written policy on seeking and selecting women candidates, or members of other Designated Groups, for the positions of directors or members of senior management and setting a target in this regard. For the fiscal period ended June 30, 2021, and among the proposed nominees for election as directors at the Meeting, there were two women on the Board, Mmes. Guylaine Daigle and Laurie Gaborit (40%).

For senior management, the Board considers representation by women when making appointments but, in light of the Corporation's stage of development, management and the Board do not consider it necessary at this time to set a target for the representation of women or members of other Designated Groups at the senior management level. The Board considers above all each candidate's qualifications and competencies to create as much value as possible for the Corporation. For the fiscal period ended June 30, 2021, there were no women or member of other Designated Groups among the members of senior management of the Corporation (0%).

OTHER INFORMATION

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation, with the exception of what is disclosed herein and in the Corporation's consolidated financial statements for the 232-day period ended June 30, 2021, no informed person of the Corporation, no proposed director of the Corporation, and no associate of affiliate of any informed person or proposed director of the Corporation has any direct or indirect interest in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction which has materially affected or would materially affect the Corporation or the Corporation's subsidiaries.

OTHER ISSUES TO BE CONSIDERED AT THE MEETING

As of the date of the Circular, the Corporation's directors have no knowledge of any amendment to the items listed in the Notice nor of any other item that may be brought before the Meeting in due form. The enclosed proxy form confers discretionary power to the persons named as proxyholders therein with regard to any amendments to the items listed in the Notice as well as any other item that may be brought in due form before the Meeting or any adjournment thereof.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the SEDAR website at **www.sedar.com**.

Information relating to the Corporation's Audit Committee is available under the section entitled « Audit Committee » of the Corporation's Annual Information Form for the 232-day period ended June 30, 2021 available on the SEDAR website at **www.sedar.com**.

The financial information concerning the Corporation appears in the Corporation's consolidated financial statements and MD&A for the 232-day period ended June 30, 2021. Shareholders requesting a copy of the Corporation's financial statements and MD&A may do so as follows:

By telephone:	1 (888) 994-4465
By e-mail:	info@monarchmining.com
By mail:	Monarch Mining Corporation 68, avenue de la Gare, Suite 205 Saint-Sauveur, Québec J0R 1R0 Attention: Mr. Jean-Marc Lacoste

SHAREHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING

To be eligible for inclusion in the Circular for the 2022 meeting of Shareholders, shareholder proposals must be prepared in accordance with applicable rules governing shareholder proposals and must be received at the Corporation's head office at 68, de la Gare, Saint-Sauveur, Québec J0R 1R0 on or before August 11, 2022.

APPROVAL OF DIRECTORS

The Board has approved the content and mailing of the Circular.

November 9, 2021

(s) Jean-Marc Lacoste

Jean-Marc Lacoste
President and Chief Executive Officer